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Securities Code: 1951  
June 4, 2018

To Our Shareholders:

Fuminori Kozono  
President and Representative Director  
**KYOWA EXEO CORPORATION**  
29-20, Shibuya 3-chome, Shibuya-ku, Tokyo

## **NOTICE OF THE 64th ORDINARY GENERAL MEETING OF SHAREHOLDERS**

You are cordially invited to attend the 64th Ordinary General Meeting of Shareholders of KYOWA EXEO CORPORATION (the “Company”) on June 22, 2018, which will be held as described hereunder.

### **Meeting Details**

- 1. Date and Time:** Friday, June 22, 2018 at 10:00 a.m. (Japan time)  
(The reception will begin at 9:00 a.m.)
- 2. Venue:** 29-20, Shibuya 3-chome, Shibuya-ku, Tokyo  
KYOWA EXEO CORPORATION 3F Conference Room
- 3. Purposes:**  
**Matters to be reported:**
  1. Business Report and Consolidated Financial Statements for the 64th Fiscal Year (from April 1, 2017 to March 31, 2018) and Reports of Audit on the Consolidated Financial Statements by Accounting Auditor and Audit & Supervisory Board
  2. Non-Consolidated Financial Statements for the 64th Fiscal Year (from April 1, 2017 to March 31, 2018)  
**Matters to be resolved:**
  - Proposal 1:** Appropriation of Surplus
  - Proposal 2:** Election of Five (5) Directors
  - Proposal 3:** Election of One (1) Audit & Supervisory Board Member
  - Proposal 4:** Issuance of Subscription Rights to Shares as Stock Options
- 4. Method of Notification of Revisions to Shareholders:**  
Any revisions to the contents of the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements, or Non-Consolidated Financial Statements made by the day immediately preceding the day of the General Meeting of Shareholders will be notified by mailing of documents or posting on the Company’s website (in Japanese only).
- 5. The Company’s Website:**  
<http://www.exeo.co.jp/>

**Reference Documents for the General Meeting of Shareholders**

**Proposals and Reference Information**

**Proposal 1:** Appropriation of Surplus

The Company regards profit distribution to shareholders as an important managerial issue, and regarding the appropriation of surplus, we set dividend on equity ratio (DOE) as an index and our basic policy is to continue issuing stable dividends.

Based on this policy, we propose the following year-end dividend setting our target dividend on DOE at 3% for the fiscal year under review:

Matters concerning the year-end dividend

1. Type of dividend assets  
Cash
  
2. Matters concerning allocation of dividend assets and the total amount  
Dividend per common share of the Company: ¥25  
Total amount of dividends: ¥2,394,075,425  
Note: The annual dividend for the current fiscal year, being the total of the interim and year-end dividends, is ¥50 per share.
  
3. Effective date of dividend from surplus  
Monday, June 25, 2018

**Proposal 2:** Election of Five (5) Directors

In order to further enhance and strengthen the management system, and also due to the business integration with C-CUBE Corporation, Seibu Electric Industry Co., Ltd. and NIPPON DENTSU CO., LTD., the Company proposes to newly elect five (5) Directors. Election of the candidates, Mr. Wataru Hashimoto, Mr. Toshihiko Kumamoto, and Mr. Toshiro Ue, shall be effective on the day on which the respective share exchanges will be effective (scheduled for October 1, 2018) and, respectively, is subject to a condition that, in the case of Mr. Wataru Hashimoto, the share exchange will be effective based on the share exchange agreement entered into on May 9, 2018 between the Company and C-CUBE Corporation; in the case of Mr. Toshihiko Kumamoto, the share exchange will be effective based on the share exchange agreement entered into on May 9, 2018 between the Company and Seibu Electric Industry Co., Ltd.; and in the case of Mr. Toshiro Ue, the share exchange will be effective based on the share exchange agreement entered into on May 9, 2018 between the Company and NIPPON DENTSU CO., LTD.

The candidates for these positions are as follows:

No.	Name (Date of birth)	Career summary, positions and areas of responsibility	Number of the Company's shares held
1	<p><b>Tetsuya Funabashi</b> (Dec. 9, 1956) New Candidate</p> <p>Board of Directors meeting attendance during the year ended March 31, 2018: -</p> <p>Term served as Director of the Company: -</p>	<p>Jun. 2010 Senior Vice President, Head of Customer Services, NTT Communications Corporation</p> <p>Jun. 2014 Senior Executive Vice President, NTT Communications Corporation</p> <p>Aug. 2016 Senior Executive Vice President, Head of Customer Services, NTT Communications Corporation</p> <p>Jun. 2017 Senior Executive Vice President, NTT Communications Corporation (present position)</p> <p>(Important concurrent positions) N/A</p> <p>(Reasons for nomination as candidate for Director) Mr. Tetsuya Funabashi has abundant experience in corporate management and proven leadership qualities, in particular having excellent insights in the ICT and cloud fields, and the Company believes that he is well-qualified to contribute to a continuous increase in our corporate value by leveraging his broad experience in pioneering new business fields, both in Japan and overseas. The Company has therefore nominated him as a candidate for Director.</p>	1,000

No.	Name (Date of birth)	Career summary, positions and areas of responsibility	Number of the Company's shares held
2	<p><b>Yasushi Kohara</b> (Jun. 29, 1953) New Candidate</p> <p>Outside Officer Independent Officer</p> <p>Board of Directors meeting attendance during the year ended March 31, 2018: -</p> <p>Term served as Outside Director of the Company: -</p>	<p>Jun. 2007 Managing Officer, Toyota Motor Corporation</p> <p>Jun. 2011 Representative Director and President, Toyota Tokyo Corolla Co., Ltd.</p> <p>Jun. 2015 Representative Director and President, Osaka Toyota Motor Co., Ltd. (present position)</p> <p>(Important concurrent positions) N/A</p> <p>(Reasons for nomination as candidate for Outside Director) Mr. Yasushi Kohara has abundant experience and broad insights in corporate management through his posts at the Toyota Group, and the Company believes that he will provide appropriate and valuable advice and suggestions in important management decisions of the Company, which should lead to strengthening the auditing function of the Board of Directors and ensuring transparency. The Company has therefore nominated him as a candidate for Outside Director.</p>	0
3	<p><b>Wataru Hashimoto</b> (Oct. 1, 1954) New Candidate</p> <p>Board of Directors meeting attendance during the year ended March 31, 2018: -</p> <p>Term served as Director of the Company: -</p>	<p>Jul. 2007 Senior Vice President, General Manager of Tokai Division and General Manager of Nagoya Branch, NIPPON TELEGRAPH AND TELEPHONE WEST CORPORATION</p> <p>Jun. 2010 Advisor, C-CUBE Corporation</p> <p>Jun. 2010 Senior Managing Director, General Manager of Corporate Planning Department, C-CUBE Corporation</p> <p>Jun. 2011 President, C-CUBE Corporation (present position)</p> <p>(Important concurrent positions) President, C-CUBE Corporation</p> <p>(Reasons for nomination as candidate for Director) By having Mr. Wataru Hashimoto take office on the effective date under the share exchange agreement (October 1, 2018), the Company aims to facilitate prompt and close communication after business integration as well as maximizing group synergy at the earliest time possible. The Company has therefore nominated him as a candidate for Director.</p>	0

No.	Name (Date of birth)	Career summary, positions and areas of responsibility	Number of the Company's shares held
4	<p><b>Toshihiko Kumamoto</b> (Nov. 25, 1957) New Candidate</p> <p>Board of Directors meeting attendance during the year ended March 31, 2018: -</p> <p>Term served as Director of the Company: -</p>	<p>Jun. 2010 Senior Vice President, General Manager of Tokai Division and General Manager of Nagoya Branch, NIPPON TELEGRAPH AND TELEPHONE WEST CORPORATION</p> <p>Jun. 2012 Senior Vice President, Executive Manager of Network Department, Plant Headquarters, NIPPON TELEGRAPH AND TELEPHONE WEST CORPORATION</p> <p>Jun. 2014 Senior Executive Vice President, Senior Executive Manager of Plant Headquarters, NIPPON TELEGRAPH AND TELEPHONE WEST CORPORATION</p> <p>Jun. 2016 Advisor, Seibu Electric Industry Co., Ltd.</p> <p>Jun. 2017 Representative Director and President, Seibu Electric Industry Co., Ltd. (present position)</p> <p>(Important concurrent positions) Representative Director and President, Seibu Electric Industry Co., Ltd.</p> <p>(Reasons for nomination as candidate for Director) By having Mr. Toshihiko Kumamoto take office on the effective date under the share exchange agreement (October 1, 2018), the Company aims to facilitate prompt and close communication after business integration as well as maximizing the group synergy at the earliest time possible. Therefore, the Company has nominated him as a candidate for Director.</p>	0
5	<p><b>Toshiro Ue</b> (May 25, 1939) New Candidate</p> <p>Board of Directors meeting attendance during the year ended March 31, 2018: -</p> <p>Term served as Director of the Company: -</p>	<p>Jun. 1987 Representative Director and Vice President, NIPPON DENTSU CO., LTD.</p> <p>Jun. 1990 Representative Director and President, NIPPON DENTSU CO., LTD.</p> <p>Jun. 2005 Representative Director and Chairman, NIPPON DENTSU CO., LTD.</p> <p>Jun. 2010 Representative Director, Chairman and President, NIPPON DENTSU CO., LTD. (present position)</p> <p>(Important concurrent positions) Representative Director, Chairman and President, NIPPON DENTSU CO., LTD.</p> <p>(Reasons for nomination as candidate for Director) By having Mr. Toshiro Ue take office on the effective date under the share exchange agreement (October 1, 2018), the Company aims to facilitate prompt and close communication after business integration as well as maximizing the group synergy at the earliest time possible. Therefore, the Company has nominated him as a candidate for Director.</p>	0

- Notes:
1. Mr. Wataru Hashimoto is President of C-CUBE Corporation. The Company has a business relationship with C-CUBE Corporation under which the Company orders facilities construction work from C-CUBE Corporation.
  2. Mr. Toshihiko Kumamoto is Representative Director and President of Seibu Electric Industry Co., Ltd. The Company group and the group of Seibu Electric Industry have a business relationship that includes transactions with respect to telecommunication construction work.
  3. There are no conflicts of interest between any other candidates and the Company.
  4. Mr. Tetsuya Funabashi is scheduled to retire from his position as Senior Executive Vice President of NTT Communications Corporation on June 22, 2018.
  5. Mr. Yasushi Kohara is scheduled to retire from his position as Representative Director and President

of Osaka Toyota Motor Co., Ltd. on June 25, 2018.

6. Mr. Yasushi Kohara is a candidate for Outside Director, and is also a candidate for Independent Officer provided for in the regulations of Tokyo Stock Exchange, Inc. and the Company's regulations.
7. **Liability Limitation Agreements with Outside Directors**  
In order for our Outside Directors to more effectively perform in their expected roles, Article 39 of the current Articles of Incorporation of the Company provides that the Company may enter into agreements with its Outside Directors limiting their liability for failure to properly perform their respective duties. If the candidate for Outside Director, Mr. Yasushi Kohara is elected, he will enter into an agreement with the Company that limits his liability for damages under Article 423, paragraph 1 of the Companies Act to the minimum amount prescribed by laws and regulations.

**Proposal 3:** Election of One (1) Audit & Supervisory Board Member  
Mr. Haruhiko Yamada will resign from the position of Audit & Supervisory Board Member at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly the Company proposes the election of one (1) Audit & Supervisory Board Member as his replacement.

The Company has obtained the consent of the Audit & Supervisory Board to this proposal.

The candidate for this position is as follows:

Name (Date of birth)	Career summary and positions	Number of the Company's shares held
<p><b>Tomoko Aramaki</b> (Nov. 7, 1968) New Candidate</p> <p>Outside Officer Independent Officer</p> <p>Board of Directors meeting attendance during the year ended March 31, 2018: -</p> <p>Audit &amp; Supervisory Board meeting attendance during the year ended March 31, 2018: -</p> <p>Term served as Outside Audit &amp; Supervisory Board Member of the Company: -</p>	<p>Oct. 1991    Joined Century Audit Corporation</p> <p>Mar. 1995    Registered as Certified Public Accountant</p> <p>Jul. 1999    Seconded to Regional Financial Cooperation Division, Trade Policy Bureau, Ministry of International Trade and Industry</p> <p>May 2002    Joined IBM Japan, Ltd.</p> <p>Feb. 2006    Director, Aramaki CPA Office (present position)</p> <p>Apr. 2006    Registered as Certified Tax Accountant</p> <p>Jun. 2008    Audit &amp; Supervisory Board Member, PARIS MIKI HOLDINGS Inc.</p> <p>Jun. 2015    Director, in charge of Investor Relations, PARIS MIKI HOLDINGS Inc.</p> <p>Dec. 2015    Audit &amp; Supervisory Board Member, SACOS CORPORATION (present position)</p> <p>Jan. 2017    Member of Conference Committee on Asset Management by Japan Pension Service</p> <p>Apr. 2018    Member of Outside Experts Committee, Management Organization for Postal Savings and Postal Life Insurance (present position)</p>	0
	<p>(Important concurrent positions)</p> <p>Director, Aramaki CPA Office</p> <p>Audit &amp; Supervisory Board Member, SACOS CORPORATION</p> <p>Member of Outside Experts Committee, Management Organization for Postal Savings and Postal Life Insurance</p>	
	<p>(Reasons for nomination as candidate for Outside Audit &amp; Supervisory Board Member)</p> <p>Ms. Tomoko Aramaki has abundant experience and expertise in finance and accounting as a Certified Public Accountant and Tax Accountant, and the Company believes that she will appropriately perform her duties as Audit &amp; Supervisory Board Member. The Company has therefore nominated her as a candidate for Outside Audit &amp; Supervisory Board Member.</p>	

- Notes:
1. There are no conflicts of interest between Ms. Tomoko Aramaki and the Company
  2. Ms. Tomoko Aramaki is a candidate for Outside Audit & Supervisory Board Member, and is also a candidate for Independent Officer provided for in the regulations of Tokyo Stock Exchange, Inc. and the Company's regulations.
  3. Liability Limitation Agreements with Audit & Supervisory Board Members  
In order for our Audit & Statutory Board Members to more effectively perform in their expected roles, Article 39 of the current Articles of Incorporation of the Company provides that the Company may enter into agreements with its Audit & Supervisory Board Members limiting their liability for failure to properly perform their respective duties. If the candidate for Audit & Supervisory Board Member, Ms. Tomoko Aramaki, is elected, she will enter into an agreement with the Company that limits her liability for damages under Article 423, paragraph 1 of the Companies Act to the minimum amount prescribed by laws and regulations.

**Proposal 4:** Issuance of Subscription Rights to Shares as Stock Options

The shareholders are requested to approve the proposal to entrust the Board of Directors of the Company with the task of determining the terms of the Issuance of Subscription Rights to Shares as Stock Options to Directors (excluding Outside Directors), Operating Officers and employees of the Company, and Directors of the Company's subsidiaries (wholly owned subsidiaries) under the provisions of Articles 236, 238 and 239 of the Companies Act.

The issuance of Subscription Rights to Shares to the Directors is within the annual limit of ¥20,000,000 Yen approved as Subscription Rights to Shares that may be offered as remuneration for the Directors at the Ordinary General Meeting of Shareholders held on June 21, 2013. If Proposal 2 is approved and adopted as proposed, the number of Directors of the Company to be subject to this Proposal will be eight (8).

1. Reasons for Issuing the Subscription Rights to Shares on particularly favorable conditions  
The reason for issuing Subscription Rights to Shares as stock options free of charge to the Directors, Operating Officers and employees of the Company, and Directors of the Company's subsidiaries (wholly owned subsidiaries) is to provide an incentive to improve business performance, increase corporate value and enhance a management focus on shareholder interests.
2. Persons to whom Subscription Rights to Shares will be allotted  
Directors, Operating Officers and employees of the Company, and Directors of the Company's subsidiaries (wholly owned subsidiaries) will be allotted Subscription Rights to Shares.
3. Details and maximum number etc. of the Subscription Rights to Shares for which offering terms may be determined based on the matters resolved at the Meeting
  - (1) Class and Number of Shares to be issued upon exercise of Subscription Rights to Shares  
The total number of shares subject to Subscription Rights to Shares shall not exceed 204,000 shares of common stock of the Company. Of which, the number of the Subscription Rights to Shares to be allotted to Directors of the Company shall not exceed 37,000 shares of common stock of the Company.

If the Company makes any share split or share consolidation, the number of shares subject to Subscription Rights to Shares shall be adjusted using the following formula, provided that such adjustment shall be made with regard to the number of the shares subject to Subscription Rights to Shares that have not been exercised at such time and that if any fraction less than one (1) share arises as a result of such adjustment, such fraction shall be discarded:

$$\begin{array}{l} \text{Number of} \\ \text{shares after} \\ \text{adjustment} \end{array} = \begin{array}{l} \text{Number of shares} \\ \text{prior to} \\ \text{adjustment} \end{array} \times \begin{array}{l} \text{Ratio of} \\ \text{split/consolidation} \end{array}$$

Furthermore, if any unavoidable event other than those set forth above arises after the Allotment Date of the Subscription Rights to Shares that makes it necessary to adjust the number of shares, the Company shall make the necessary adjustment to the extent reasonable.



(2) Number of Subscription Rights to Shares

The number of the Subscription Rights to Shares to be issued shall not exceed 2,040 units, of which the number to be allotted to Directors of the Company shall not exceed 370 units.

The number of shares for each Subscription Right to Shares (hereinafter referred to as the “Number of Granted Shares”) shall be 100 shares; provided, however, if a share number adjustment set forth in “(1) Class and Number of Shares to be issued upon exercise of Subscription Rights to Shares” above is conducted, similar adjustment shall be applied to the Number of Granted Shares.

(3) Amount to be paid in exchange for the Subscription Rights to Shares

There shall be no requirement for payment in exchange for the Subscription Rights to Shares.

(4) Value of property to be contributed when Subscription Rights to Shares are exercised

The amount to be paid when Subscription Rights to shares are exercised shall be the paid amount per share that can be delivered by exercising the Subscription Rights to Shares (hereinafter referred to as the “Exercise Price”), multiplied by the Number of Granted Shares concerning the relevant Subscription Rights to Shares.

The Exercise Price will be the average value of the closing price in regular trading of the Company’s common stock on the Tokyo Stock Exchange (hereinafter referred to as the “Closing Price”) on each day of the month previous to the month of the date when the Subscription Rights to Shares are allotted, multiplied by 1.05. Note that the date when the trade was not effective is not included. Fractions of less than one (1) Yen will be rounded up. However, in the case the amount is lower than the Closing Price of the Allotment Date (when no Closing Price is published on that day, Closing Price of the nearest previous date shall be applied), it will be the Closing Price on the Allotment Date.

After the Allotment Date, in an event of a share split or share consolidation of the Company’s common stock, the Exercise Price will be adjusted by the following formula, with fractions of less than one (1) Yen rounded up.

$$\text{Exercise Price after adjustment} = \text{Exercise Price before adjustment} \times \frac{1}{\text{Ratio of share split or consolidation}}$$

In addition, after the Allotment Date of the Subscription Rights to Shares, in an event where the Company issues new shares of common stock or disposes of treasury shares of common stock and, in either case, does so at a price lower than market price, the Exercise Price will be adjusted by the following formula, with fractions of less than one (1) Yen rounded up.

$$\text{Exercise Price after adjustment} = \text{Exercise Price before adjustment} \times \frac{\text{Number of outstanding shares} + \frac{\text{Number of shares newly issued} \times \text{Paid-in amount per share}}{\text{Current market price per share}}}{\text{Number of outstanding shares} + \text{Number of shares newly issued}}$$

The “Number of outstanding shares” in the above formula shall be the total number of the shares of common stock issued less treasury shares of common stock owned by the Company, and in the case of disposition of treasury shares, the “Number of shares newly issued” shall read as “Number of treasury shares to be disposed of.”

In addition to the above, if any unavoidable event such as a merger, a company split or capital reduction of the Company arises after the Allotment Date where the Exercise Price must be adjusted, the Company may adjust the Exercise Price to a reasonable extent, subject to a resolution of the Board of Directors.

- (5) Period during which Subscription Rights to Shares can be exercised  
From July 1, 2020 to June 30, 2027.
- (6) Conditions for exercise of Subscription Rights to Shares
  - 1) Any person who has been allotted Subscription Rights to Shares (hereinafter referred to as a “Holder of Subscription Rights to Shares”) must at the time of exercising such rights have a position in the Company as a Director, Operating Officer, or employee, or a Director of a subsidiary (wholly owned subsidiary) of the Company.  
  
However this requirement does not apply in the case where the person concerned no longer has this position due to, in the case of Directors or Operating Officers of the Company or Directors of the Company’s subsidiaries (wholly owned subsidiaries), expiry of his/her term of office, in the case of employees of the Company, retirement at mandatory retirement age, or other circumstances where it is justifiable that this requirement not apply.
  - 2) Other terms and conditions shall be as specified in the “Subscription Rights to Shares Allotment Agreement” to be entered into between the Company and holders of the Subscription Rights to Shares based on a resolution of the Board of Directors.
- (7) Restriction on transfer of Subscription Rights to Shares  
The acquisition of Subscription Rights to Shares by transfer shall require approval by a resolution of the Board of Directors.
- (8) Reasons and conditions for acquisition of Subscription Rights to Shares
  - 1) If a proposal for the approval of a merger agreement under which the Company ceases to exist, a proposal for the approval of an agreement for an absorption-type split of the Company or a plan for an incorporation-type split of the Company, a proposal for the approval of a share exchange agreement or a share-transfer plan under which the Company becomes a wholly owned subsidiary is approved at the General Meeting of Shareholders (or at the Board of Directors if approval at the General Meeting of Shareholders is unnecessary), the Company may acquire the Subscription Rights to Shares without compensation
  - 2) In the event that a Holder of Subscription Rights to Shares becomes no longer eligible to exercise his/her Subscription Rights to Shares, the Company may acquire the Subscription Rights to Shares without compensation.
- (9) Matters regarding capital and capital reserves that will be increased in cases where shares will be issued as a result of the exercise of Subscription Rights to Shares
  - 1) The amount by which capital is to be increased by issuance of shares at the time of exercise of the Subscription Rights to Shares shall be half of the maximum amount of

increase in capital, etc. which is calculated in accordance with Article 17, paragraph 1 of the Corporate Accounting Rules, and any fraction less than one (1) Yen as a result of the said calculation shall be rounded up.

- 2) The amount by which capital reserves are to be increased by issuance of shares at the time of exercise of Subscription Rights to Shares shall be obtained by subtracting the amount of increase in capital in 1) above from the maximum amount of increase in capital, etc. in 1) above.
- (10) Handling of Subscription Rights to Shares at the time of restructuring action
- If the Company is to engage in a merger (limited to cases where the Company ceases to exist as a result of such merger), absorption-type company split, incorporation-type company split, or a share exchange or share transfer (all of which are collectively referred to as a “Restructuring Action”), Subscription Rights to shares in the company as listed under Article 236, paragraph 1, item 8 (a) through (e) of the Companies Act (such company limited hereafter referred to as the “Restructured Company”) shall in each case be issued in accordance with applicable conditions below to holders of the Subscription Rights to Shares that remain in effect as of the effective date of the Restructuring Action (hereinafter referred to as the “Remaining Subscription Rights to Shares”). In this case, the Remaining Subscription Rights to Shares shall cease to exist, and the Restructured Company shall issue new Subscription Rights to Shares. However, such issuance shall be limited to the cases where issuance of the Subscription Rights to Shares of the Restructured Company under the following conditions is prescribed in the merger agreement, the absorption-type company split agreement, the incorporation-type company split plan, the share exchange agreement or the plan of the share transfer.
- 1) Number of Subscription Rights to Shares to be issued by the Restructured Company  
The holders of the Remaining Subscription Rights to Shares shall be granted the Subscription Rights to Shares the number of which will be equivalent to the number of such Rights held at the Restructured Company.
  - 2) Class and Number of Shares to be issued by the Restructured Company upon exercise of Subscription Rights to Shares  
The class of shares to be delivered upon exercise of the Subscription Rights to Shares shall be the common shares of the Restructured Company, and the number of the shares to be delivered upon exercise of Subscription Rights to Shares shall be determined in accordance with (1) above, taking into consideration the conditions, etc. of the Restructuring Action.
  - 3) Value of property to be contributed when Subscription Rights to Shares are exercised  
The value of property to be contributed upon exercise of each Subscription Right to Shares to be delivered shall be the amount obtained by multiplying the amount per share to be paid in after reorganization (obtained by adjusting the Exercise Price set forth in (4) above, taking into consideration the conditions, etc. of the Restructuring Action) by the number of shares to be delivered upon exercise of relevant stock acquisition rights as determined in accordance with 2) above.
  - 4) Period during which Subscription Rights to Shares can be exercised  
The exercise period shall begin on either the first date of the exercise period for the Subscription Rights to Shares stipulated in (5) above, or on the date that the Restructuring Actions take effect, whichever comes later, and shall continue to the final date of the exercise period stipulated in (5) above.

- 5) Matters concerning acquisition of Subscription Rights to Shares  
To be determined in accordance with (8) above.
- 6) Restrictions on transfer of Subscription Rights to Shares  
Any acquisition of the Subscription Rights to Shares by transfer requires approval by a resolution of the Board of Directors of the Restructured Company.
- 7) Matters regarding capital and capital reserves that will be increased in cases where shares will be issued as a result of the exercise of Subscription Rights to Shares  
To be determined in accordance with (9) above.
- (11) Method of calculating the fair value of Subscription Rights to Shares  
The Black-Scholes model shall be used to calculate the fair value of the Subscription Rights to Shares based on the various conditions applicable on the Allotment Date.
- (12) Other requirements concerning Subscription Rights to Shares  
Other requirements concerning Subscription Rights to Shares may be decided by resolution at separately held meetings of the Board of Directors.