

### **Overview of Stock Acquisition Rights**

**1. Eligible shareholders to receive stock acquisition rights and issuing conditions therefor**

One stock acquisition right shall be allocated per share of common stock of the Company (excluding common stock of the Company held by the Company) held by shareholders recorded in the final shareholder registry as of the record date determined by the Board of Directors.

**2. Class and number of shares underlying the stock acquisition rights**

A maximum total of no more than 1,200 million shares of common stock of the Company shall be delivered upon exercise of stock acquisition rights. The Board of Directors shall separately determine the number of shares that shall be delivered upon exercise of one stock acquisition right (“number of target shares”). If the Company carries out a stock split, a consolidation of shares or the like, however, this number shall be adjusted as necessary.

**3. Total number of stock acquisition rights to be issued**

The total number of stock acquisition rights to be allocated shall be determined separately by the Board of Directors.

**4. Issuing price of stock acquisition rights**

Without contribution

**5. Type and amount of properties to be contributed upon exercise of each stock acquisition right**

The type and amount of properties to be contributed upon exercise of each stock acquisition right shall be a monetary amount of at least one yen to be determined by the Board of Directors.

**6. Restrictions on assignment of stock acquisition rights**

Any assignment of stock acquisition rights shall be subject to the approval of the Board of Directors.

**7. Conditions for exercising stock acquisition rights**

Conditions such as a provision barring any party belonging to a group of shareholders (*tokutei-kabunushi group*) that would hold at least 20% of the voting rights (“Large-Scale Share Acquirer”) from exercising the stock acquisition rights may be established. Details shall be determined separately by the Board of Directors.

(Translation for reference purposes only)

## **8. Acquisition of stock acquisition rights by the Company**

- (1) On an acquisition date to be determined separately by the Board of Directors, the Company may acquire all the stock acquisition rights, except those of the Large-Scale Share Acquirer, that have not been exercised as of the business day prior to said acquisition date, and deliver the number of target shares of the Company for each stock acquisition right in exchange.
- (2) In the event that the Company deems it appropriate to cancel a countermeasure based on this Policy, the Company may cancel the allotment of stock acquisition rights for that purpose by resolution at a meeting of the Board of Directors up to five business days prior to the Record Date (assuming the current fourth day settlement of the exchange, should this be changed, the date will change accordingly; the same shall apply hereinafter).
- (3) In the event that the Board of Directors determines that events necessitate a cancellation of a countermeasure on or after the fourth business day prior to the Record Date for the allotment of these stock acquisition rights, in order to substantively have the same effect as a cancellation, the Company may, on an acquisition date determined separately by the Board of Directors, acquire all stock acquisition rights, including those of the Large-Scale Share Acquirer, that have not been exercised as of the business day prior to said acquisition date, and deliver the number of target shares of the Company for each stock acquisition right in exchange.
- (4) Further details regarding cases in which the Company may acquire stock acquisition rights, and the conditions thereof, shall be determined separately by the Board of Directors.

## **9. Non-issuance of stock acquisition right certificates**

No certificates of stock acquisition rights shall be issued.

## **10. Exercise period for stock acquisition rights**

The period for exercising stock acquisition rights shall be determined separately by the Board of Directors.

## **11. Reasons for extinguishment of stock acquisition rights, etc.**

Reasons for the extinguishment of stock acquisition rights and other necessary items shall be determined separately by the Board of Directors.