

# **SHARE HANDLING REGULATIONS OF TEIJIN LIMITED**

## **Chapter 1: General Provisions**

### **Article 1 (Objective)**

- 1) The handling of business relating to the shares and stock acquisition rights of Teijin Limited (the “Company”), as well as the handling charges incidental thereto, shall be governed by the relevant provisions stipulated by Japan Securities Depository Center, Inc. (the “Center”), a book-entry transfer organ, and account management institutions such as the securities firms or the trust and banking companies in which the shareholders of the Company have opened their book-entry transfer accounts (the “Securities Firms”), as well as by the relevant provisions of these Regulations in accordance with the Articles of Incorporation of the Company.
- 2) The handling of business regarding special accounts opened under agreements entered into by and between the Company and a trust and banking company designated by the Company shall be governed by the relevant provisions stipulated by the Center and the relevant trust and banking company, as well as by the provisions of these Regulations.

### **Article 2 (Custodian of the Register of Shareholders)**

The Custodian of the Register of Shareholders and its place of office for the Company’s shares shall be as follows:

Custodian of the Register of Shareholders:

Mitsubishi UFJ Trust and Banking Corporation  
4-5, Marunouchi 1-chome, Chiyoda-ku, Tokyo

Place of office:

Corporate Agency Division, Mitsubishi UFJ Trust and Banking Corporation  
4-5, Marunouchi 1-chome, Chiyoda-ku, Tokyo

### **Article 3 (Requests or Notifications)**

- 1) Any request or notification in compliance with these Regulations shall be prepared in the form specified by the Company; provided, however, that this clause shall not apply to cases in which the request or the notification is made through the Securities Firms and the Center, as well as the case under Article 21, Paragraph 1), of these Regulations.
- 2) With regard to the request or notification in the preceding paragraph, documents evidencing the power of attorney shall be submitted in case of submission by a proxy instead of the principal, or a document evidencing the accord of the warrantor or the assistant shall be submitted in case of submission by a warrantor or an assistant instead of the principal.
- 3) If the request or notification in Paragraph 1) is made through the Securities Firms and the Center or through the Securities Firms, the Company may handle the request or notification as having been submitted by the shareholder himself/herself.
- 4) The Company may request the person who has submitted the request or notification in Paragraph 1) to submit a document evidencing that he/she is the shareholder or a proxy of a shareholder.
- 5) If the Company requests the document in the preceding paragraph, the Company shall not accept the request or notification in Paragraph 1) unless the document is submitted.

## **Chapter 2: Recording in the Register of Shareholders, etc.**

### **Article 4 (Recording in the Register of Shareholders)**

- 1) The Company records entries in the register of shareholders based on the information stated in the notice to all of the shareholders, which the Company has received from the Center.
- 2) If the Company receives a notice from the Center regarding revisions to the entries in the register of shareholders, such as changes to the address or the like of the persons recorded in the register of shareholders (the “Shareholders, etc.”), the Company shall record the changes in the register of shareholders in accordance with the notice.
- 3) In cases where otherwise provided for by laws or ordinances such as the issuance of new shares in addition to the two preceding paragraphs, the Company records entries in the register of shareholders.

### **Article 5 (Characters, etc., Used for Entries in the Register of Shareholders)**

- 1) The register of shareholders of the Company shall be recorded using the characters and symbols specified by the Center.

### **Article 6 (Registration or Recording in the Original Register of Stock Acquisition Rights)**

- 1) Any request for recording or registration in the Original Register of Stock Acquisition Rights, any register, transfer or deletion of the right of pledge, and the indication or deletion of trust property with respect to stock acquisition rights shall be made to the Custodian of the Register of Shareholders.
- 2) In addition to the handling of matters set forth in the preceding paragraph, the Company may otherwise determine the handling of stock acquisition rights.

## **Chapter 3: Various Notifications**

### **Article 7 (Notification of Name, Address, etc)**

- 1) The Shareholders, etc., of the Company must notify the Company of the following matters.
  1. Names or designations and addresses thereof;
  2. If a shareholder is a corporation, the name and position of one (1) representative thereof;
  3. If a shareholder has a legal representative such as a guardian, the name or designation and address of such legal representative;
  4. If the Company’s shares are jointly owned by the Shareholders, etc., the name or designation and address of one (1) representative thereof; and
  5. If the Shareholders, etc., reside abroad, a provisional place in Japan to receive notices from the Company or the name or designation and address of a standing proxy in Japan.

### **Article 8 (Method for Notification and Change)**

- 1) Any change to the notification(s) in the preceding Article or change thereto must be made through the Securities Firms and the Center; provided, however, that this clause shall not apply to the cases set forth in Article 4, Paragraph 3, of these Regulations.

### **Article 9 (Other Notifications)**

- 1) If any notification is submitted to the Company, in addition to the notifications as per the two preceding articles, unless any specific method is otherwise specified by the Company, the notification shall be made through the Securities Firms and the Center or through the Securities Firms; provided, however, that this clause shall not apply to the cases set forth in Article 4, Paragraph 3), of these Regulations.
- 2) Any notification that cannot be received or commissioned by the Securities Firms or the Center shall be notified to the Custodian of the Register of Shareholders.

Article 10 (Matters to be Notified by Persons Entitled to Stock Acquisition Rights, etc)

- 1) The provisions of the three preceding articles shall apply *mutatis mutandis* to the person being registered or recorded in the Original Register of Stock Acquisition Rights and the methods for notification thereof; provided, however, that the notification shall be made to the Custodian of the Register of Shareholders unless any specific provision is otherwise provided for with regard to the handling of stock acquisition rights as per Article 6, Paragraph 2), of these Regulations.

#### **Chapter 4: Purchase of Odd-Lot Shares**

Article 11 (Request for Purchase of Odd-Lot Shares)

- 1) In case a shareholder makes a request of the Company to purchase odd-lot shares that he/she holds, the request shall be made through the Securities Firms and the Center in accordance with the relevant provisions stipulated by the Center.

Article 12 (Decision of Purchase Price)

- 1) In case of a request under the preceding Article, the purchase unit price per share of odd-lot shares shall be the last price of the Company's stock in trading on the Tokyo Stock Exchange on the day on which the request in the preceding Article reaches the place of office of the Custodian of the Register of Shareholders; provided, however, that the purchase unit price per share shall be the first trading price effected on any day subsequent to such day if there is no trading on that day or that day falls on a holiday of the Tokyo Stock Exchange.
- 2) The purchase price shall be the product obtained by multiplying the number of shares to be purchased by the purchase unit price per share in the preceding paragraph.

Article 13 (Payment of the Proceeds for Purchase)

- 1) The Company shall pay the proceeds for purchase set forth in Paragraph 2) of the preceding Article.
- 2) The proceeds for purchase in the preceding paragraph shall be paid at the place of office of the Custodian of the Register of Shareholders to the shareholder who has requested the purchase of odd-lot shares on the fourth (4th) business day from the day immediately subsequent to the day on which the purchase price is determined, unless otherwise provided for by the Company.
- 3) Notwithstanding the preceding paragraph, if the purchase price is a price cum rights, such as the right to claim the dividends from retained earnings, the proceeds for purchase shall be paid by the relevant record date.
- 4) The shareholder requesting the purchase may request that the payment of the proceeds for purchase be made by remittance into a bank account specified thereby or by cash through Japan Post Bank Co., Ltd. In this case, the Company may request the shareholder to pay the expense incurred for the payment.

Article 14 (Transfer of Shares Purchased)

- 1) The title to the odd-lot shares, for which a request for purchase is made, shall be transferred to the account of the Company on the payment date on which the proceeds for purchase are paid in the cases set forth in Paragraphs 2) and 3) of the preceding Article.
- 2) The title to the odd-lot shares, for which a request for purchase is made, shall be transferred to the account of the Company on the day on which the payment procedure of the proceeds for purchase was completed by the Company in the case set forth in Paragraph 4) of the preceding Article.

#### **Chapter 5: Additional Purchase of Odd-Lot Shares**

Article 15 (Method to Request for Additional Purchase)

- 1) In case a shareholder who owns odd-lot shares requests an additional purchase of odd-lot shares by requesting that the Company sell the number of shares that would constitute one unit together

with the shares that he/she holds (the “Request for Additional Purchase”), the request shall be made through the Securities Firms and the Center in accordance with the relevant provisions stipulated by the Center.

**Article 16 (Period for Suspension of the Request for Additional Purchase)**

- 1) The Company shall suspend the acceptance of the Request for Additional Purchase during the period commencing on the 10th business day prior to the dates mentioned below and ending on any of these dates.
  1. March 31
  2. September 30
  3. Other dates such as the day on which shareholders are determined, which are determined by the Center
- 2) In addition to the periods in the preceding paragraph, the acceptance of the Request for Additional Purchase can be suspended if the Company or the Center deems it necessary.

**Article 17 (Restriction on the Request for Additional Purchase)**

- 1) If the total number of shares for which the Request for Additional Purchase is made on the same day exceeds the number of the transferable shares of treasury stock held by the Company, all the Requests for Additional Purchase made on such a day shall not be effected.

**Article 18 (Decision of the Price of Shares to be Additionally Purchased)**

- 1) The unit price per share of odd-lot shares to be additionally purchased shall be the last price of the Company’s stock in trading on the Tokyo Stock Exchange on the day on which the Request for Additional Purchase reaches the place of office of the Custodian of the Register of Shareholders; provided, however, that the unit price per share of shares to be additionally purchased shall be the first trading price effected on any day subsequent to such effective date if there is no trading on that day or that day falls on a holiday of the Tokyo Stock Exchange.
- 2) The price of shares to be additionally purchased shall be the product obtained by multiplying the number of shares subject to the Request for Additional Purchase by the unit price per share of shares to be additionally purchased in the preceding paragraph.

**Article 19 (Timing of Transfer of the Odd-Lot Shares Additionally Purchased)**

- 1) The shareholder who submitted a Request for Additional Purchase shall apply for a transfer of title corresponding to the odd-lot shares additionally purchased for which the request has been made on the day on which the Company has confirmed a remittance of the proceeds into the bank account designated by the Company.

## **Chapter 6: How to exercise shareholder rights**

**Article 20 (Request for Delivery of Documents and Statement of Objection)**

- 1) When filing a request as set forth in Article 325-5, paragraph (1) of the Companies Act for reference documents for a general meeting of shareholders or for other documents containing information to be provided electronically (hereinafter referred to as a “Document Delivery Request”) or when filing a statement of objection as set forth in paragraph (5) of the same Article, such request or statement, as the case may be, shall be filed in writing; provided, however, that if a Document Delivery Request is filed through a securities company or the like or the “Center”, it shall be filed as prescribed by the securities company or the like or the “Center”, as the case may be.

**Article 21 (Procedure for Exercising Minority Shareholders’ Rights or the Like)**

- 1) In case minority shareholders’ rights or the like, which are set forth in Article 147, Paragraph 4, of the Law Concerning Book-Entry Transfer of Corporate Bonds, Stocks, etc. (the “Book-Entry Transfer Law”), are directly exercised to the Company, the receipt for Individual Shareholder

Notification (as defined in Article 154, Paragraph 3, of the Book-Entry Transfer Law) issued by the Securities Firms shall be attached to the documents on which a seal is provided beside a name inscription by the shareholder; provided, however, that foreigners may simply sign their names on the above documents instead of the seal beside a name inscription.

- 2) With respect to the exercise of minority shareholders' rights or the like in the preceding paragraph, Paragraphs 2), 4) and 5) of Article 3 shall apply *mutatis mutandis*.

#### Article 22 (Entries of Shareholder's Proposal in Reference Documents for the General Meeting of Shareholders)

- 1) In case a proposal is submitted by a shareholder to a General Meeting of Shareholders, the limited volume to be provided by the Company for the summary of said proposal in the Reference Documents for the General Meeting of Shareholders shall be as described below in accordance with Article 93, Paragraph 1, of the Ordinance for Enforcement of the Corporate Law.

1. Reason for a proposal

The reason for submitting a proposal should be stated within 400 characters in Japanese per proposal.

2. Matters to be described in the Reference Documents for the General Meeting of Shareholders if the proposal refers to the election of Directors and/or the Accounting Auditor  
Such matters should be stated within 400 characters in Japanese per candidate.

### **Chapter 7: Handling Charges**

#### Article 23 (Handling Charges)

- 1) There shall be no handling charges in respect of the Company's shares.
- 2) The fees paid by the Shareholders, etc., to the Securities Firms or the Center shall be borne by the Shareholders, etc.

### **Supplementary Provisions**

#### Article 1 (Revision of the Share Handling Regulations)

The revision to these Regulations shall be made pursuant to a resolution of the Board of Directors.

#### Article 2 (Person Responsible for Managing the Share Handling Regulations)

The person responsible for managing these Regulations shall be the Corporate Communication Department.