

Please note that this is the English translation of the original Rules for Handling Shares of JSR Corporation which is written in Japanese; therefore, in the event of any conflict between the Japanese original Rules for Handling Shares of JSR Corporation and this English translation, the Japanese original Rules for Handling Shares of JSR Corporation shall be controlling in all respects.

## **Rules for Handling Shares of JSR Corporation**

### **Chapter I General Provisions**

#### **Article 1. (Purpose)**

Procedures for exercising the rights of the shareholders and other procedures for handling shares of the Company and fees thereof shall be governed by the provisions set forth by Japan Securities Depository Center, Inc. (“JASDEC”) or the account management institutions including but not limited to securities companies (“Securities Companies”) at which shareholders have their transfer accounts as well as by the rules set forth herein in accordance with the provisions of the Articles of Incorporation of the Company.

#### **Article 2. (Shareholder Register Administrator)**

The shareholder register administrator of the Company and its business office shall be as follows:

The shareholder register administrator:

The Chuo Mitsui Trust and Banking Company, Limited  
33-1, Shiba 3-chome, Minato-ku, Tokyo

The business office:

Head Office, The Chuo Mitsui Trust and Banking Company, Limited  
33-1, Shiba 3-chome, Minato-ku, Tokyo

### **Chapter II Records in the Shareholder Register**

#### **Article 3. (Record in the Shareholder Register)**

1. New entries and changes of records in the shareholder register shall be made by notification from JASDEC including but not limited to Notice of All Shareholders (but excluding Notice of Individual Shareholders as referenced in Paragraph 3 of Article 154 of “Law Concerning Book-Entry Transfer of Corporate Bonds, Stocks, etc.” (“Transfer Law”).
2. Notwithstanding the foregoing, entries in or changes to the shareholder register shall be made without notification from JASDEC in case of issuance of new shares or other instances as specified by the relevant laws and ordinances.
3. Entries in the shareholder register shall be made by using the letters and symbols designated by JASDEC.

#### **Article 4. (Notification of the Matters Relating to the Records in the Shareholder Register)**

Pursuant to the provisions set forth by JASDEC, shareholders shall notify the Company of their full names and addresses, or any changes thereto, through a Securities Company and JASDEC.

#### **Article 5. (Representatives of Corporation)**

Pursuant to the provisions set forth by JASDEC, corporate shareholders shall notify the Company of the name of a representative, or any changes thereto, through a Securities Company and JASDEC.

#### **Article 6. (Representative of Jointly Owned Shares)**

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Pursuant to the provisions set forth by JASDEC, shareholders jointly owning Company shares shall nominate a representative and notify the Company of the name and address of the representative, or any changes thereto, through a Securities Company and JASDEC

**Article 7. (Legal Representative)**

Pursuant to the provisions set forth by JASDEC, a shareholder's legal representative, such as a person having parental authority or a guardian of a shareholder shall notify the Company of its name and address, or any changes thereto or cancellations thereof, through a Securities Company and JASDEC.

**Article 8. (Notification for Standing Proxy or Mailing Address of Non-resident Shareholders)**

1. Nonresident shareholders or their legal representatives shall either appoint their standing proxy in Japan or specify an address in Japan to which notifications are to be sent.
2. Pursuant to the provisions set forth by JASDEC, the name and address of the standing proxy stated in the foregoing paragraph or the address to which notifications are to be sent, or any changes thereto or cancellations thereof, shall be notified to the Company through a Securities Company and JASDEC.

**Article 9. (Confirmation of Notification Made by way of JASDEC)**

A notification stipulated in the preceding Articles 4 through 8, which is submitted through Securities Companies or JASDEC, shall be deemed as a notification from the shareholder, its legal representative or any other person who are authorized to make such notification.

**Article 10. (Registered Pledges)**

The provisions of this Chapter shall apply mutatis mutandis to the registered pledges.

**Chapter III Identification of Shareholders**

**Article 11. (Identification of Shareholders)**

1. When a shareholder (including a shareholder whose information was provided by Notice of Individual Shareholders) makes a request to the Company or otherwise exercises shareholder rights ("Request(s)"), the shareholder shall attach or provide documents to prove its identity ("ID Documents") except when the Company is able to confirm its identify without such documents.
2. When the shareholder's Request is made to the Company through a Securities Company and JASDEC, such a request shall be deemed to have been made directly by the shareholder concerned, and no ID Documents shall be required.
3. The foregoing paragraphs shall also apply when Requests are made by a proxy. Such Requests must be accompanied by a power of attorney showing the name and address of the shareholder concerned as well as, if the Company deems it necessary to verify, a certificate of registered seal impression or other materials evidencing the authenticity of the power of attorney. The power of attorney shall show the name and address of the proxy.
4. Provisions of the preceding paragraphs 1 and 2 shall apply mutatis mutandis to the proxy.

**Chapter IV Procedures for Exercising Minority Shareholder Rights**

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**Article 12. (Procedures for Exercising Minority Shareholders' Right)**

If a shareholder directly exercises any of its minority shareholders' rights stipulated in Paragraph 4 of Article 147 of the Transfer Law against the Company, a document bearing the signature or the name and seal impression of the shareholder exercising the said right shall be submitted with the receipt slip of the Notice of Individual Shareholders attached thereto.

**Chapter V. Purchase of Fractional Unit Shares**

**Article 13. (Method of Requesting Purchase of Fractional Unit Shares)**

Pursuant to the provisions set forth by JASDEC, requests for the Company's purchase of fractional unit shares shall be made through a Securities Company and JASDEC.

**Article 14. (Determination of Purchase Price)**

1. Unit purchase price for the transaction to be made upon the request for the Company's purchase of fractional unit shares referenced in the foregoing article shall be the closing price on the Tokyo Stock Exchange (the "TSE") on the day on which the request is received at the business office of the shareholder register administrator as provided in Article 2 hereof; provided, however, that if no trade was made at the TSE or the TSE is closed on the said day, the unit purchase price shall be the price settled at the first sale thereafter.

2.

The total amount payable for the transaction referenced in the foregoing paragraph shall be determined by multiplying the unit purchase price by the number of shares subject to the request for the Company's purchase.

**Article 15. (Payment of Purchase Price)**

1. Unless otherwise provided by the Company, payment of the purchase price shall be made pursuant to the provisions set forth by JASDEC on the fourth business day from the day immediately following the date when the unit purchase price was determined; provided, however, that if the purchase price contains the right to dividend from surplus or stock split, etc., the Company shall pay the purchase price not later than the record date thereof.

2. A person requesting for the purchase of fractional unit shares may request payment of the purchase price to be transferred to the bank deposit account designated by such person or in cash through Japan Post Bank Co., Ltd.

**Article 16. (Transfer of Purchased Shares)**

The fractional unit shares requested for purchase shall be transferred to the transfer account of the Company on the date of payment or completion of the procedures for payment of the purchase price in accordance with the preceding Article 15 (Payment of Purchase Price).

**Chapter VI Special Treatment of Special Account**

**Article 17. (Special Treatment of Special Account)**

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Identification of a shareholder who opened a special account and other treatments related to the special account shall be in accordance with the provisions set forth by JASDEC as well as the procedures provided by the account management institution of the said special account.

**【Dates when amendments were made】**

May 24, 1958	established	Apr. 1, 2000	ditto
Apr. 1, 1967	partial amendment	Dec. 4, 2000	ditto
May 29, 1968	ditto	Oct. 1, 2001	ditto
May 27, 1970	major amendment	Jun. 10, 2002	ditto
Apr. 1, 1977	partial amendment	Apr. 1, 2003	ditto
Oct. 1, 1982	ditto	May 1, 2006	ditto
Oct. 1, 1991	ditto	Jan. 5, 2009	major amendment
Jun. 26, 1998	ditto		
Oct. 1, 1999	ditto		