

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

Assignment ID: PATI354734

SUBMISSION TYPE:	NEW ASSIGNMENT	
NATURE OF CONVEYANCE:	CHANGE OF NAME	
CONVEYING PARTY DATA		
	Name	Execution Date
	TOSHIBA MEMORY CORPORATION	10/01/2019
RECEIVING PARTY DATA		
Company Name:	KIOXIA CORPORATION	
Street Address:	1-21, SHIBAURA 3-CHOME, MINATO-KU	
City:	TOKYO	
State/Country:	JAPAN	
Postal Code:	108-0023	
PROPERTY NUMBERS Total: 1		
	Property Type	Number
	Application Number:	17524984
CORRESPONDENCE DATA		
Fax Number:	4695336480	
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	4088996442	
Email:	docketing@kimandstewart.com,rbermejo@kimandstewart.com	
Correspondent Name:	RYOTA WATANABE	
Address Line 1:	KIM & STEWART LLP	
Address Line 2:	111 N. MARKET ST., SUITE 414	
Address Line 4:	SAN JOSE, CALIFORNIA 95113	
ATTORNEY DOCKET NUMBER:	TAI/2585USC01	
NAME OF SUBMITTER:	Rose Bermejo	
SIGNATURE:	Rose Bermejo	
DATE SIGNED:	07/11/2024	
Total Attachments: 94		
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source=TMC_KIOXIA_CERTIFICATE_OF_NAME_CHANGE#page2.tiff		
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Declaration by the Translator

I, Toshihide Watabe, a Japanese citizen residing in 2-15, Ikejiri 2-chome, Setagaya-ku, Tokyo 154-0001 Japan, do hereby declare;

THAT I am presently employed by Kioxia Corporation, having the place of business at 1-21, Shibaura 3-chome, Minato-ku, Tokyo 108-0023 Japan;

THAT I am well acquainted with the Japanese and English languages; and

I further certify that to the best of my knowledge and belief the following is a true and correct translation made by me of the official document(s) in the Japanese language attached hereto.

Date: November 21, 2019

渡部 俊典

Name: Toshihide Watabe

Certificate of All Historical Records
(*rireki jiko zenbu shomeisho*)

1-21, Shibaura 3-chome, Minato-ku, Tokyo
Kioxia Corporation

Corporate Registration Number	0100-01-184349	
Trade Name	<u>Toshiba Memory Corporation</u>	
	Kioxia Corporation	Renamed on October 1, 2019
		Registered on October 1, 2019
Head Office	<u>1-1, Shibaura 1-chome, Minato-ku, Tokyo</u>	
	1-21, Shibaura 3-chome, Minato-ku, Tokyo	Relocated on October 1, 2019
		Registered on October 1, 2019
Method of Public Notice	All public notices of the Company shall be made by publishing such notices in the <i>Nikkan Kougyou Shinbun</i> .	
Date of Incorporation	June 16, 2017	
Purposes	<ol style="list-style-type: none"> 1. Manufacture of electrical machinery, equipment and supplies; 2. Research, development, design, manufacture, sale and other processing of semiconductors, integrated circuits and other electronic components; 3. Research, development, design, manufacture, sale and other processing of components and materials of electrical machinery, electronic devices and information devices; 4. Development, design, manufacture, sale and maintenance of software packages in relation to each objective described in the above Items of this Article; 5. Consulting services in relation to the services described in the above Items of this Article; 6. All other business activities related to or connected with the activities described in the above Items of this Article; 7. Investment on the business activities described in the above Items of this Article that are managed by others. 	
Total Number of Authorized Shares	50,000,000 shares	

<p>Total Number of Issued Shares and Class and Number of the Issued Shares</p>	<p>Total Number of Issued Shares: <u>13,965,000 shares</u></p> <p>Number of Each Class Shares:</p> <table> <tr> <td><u>Common Shares</u></td><td><u>2,727,272 shares</u></td></tr> <tr> <td><u>Series A Preferred Shares</u></td><td><u>1,650,000 shares</u></td></tr> <tr> <td><u>Series B Preferred Shares</u></td><td><u>30,000 shares</u></td></tr> <tr> <td><u>Series C Preferred Shares</u></td><td><u>1,100,000 shares</u></td></tr> <tr> <td><u>Series D Preferred Shares</u></td><td><u>1,395,000 shares</u></td></tr> <tr> <td><u>Series E Preferred Shares</u></td><td><u>950,000 shares</u></td></tr> <tr> <td><u>Series F Preferred Shares</u></td><td><u>165,000 shares</u></td></tr> <tr> <td><u>Series G Preferred Shares</u></td><td><u>50,000 shares</u></td></tr> <tr> <td><u>Convertible Preferred Shares</u></td><td><u>5,897,728 shares</u></td></tr> </table>	<u>Common Shares</u>	<u>2,727,272 shares</u>	<u>Series A Preferred Shares</u>	<u>1,650,000 shares</u>	<u>Series B Preferred Shares</u>	<u>30,000 shares</u>	<u>Series C Preferred Shares</u>	<u>1,100,000 shares</u>	<u>Series D Preferred Shares</u>	<u>1,395,000 shares</u>	<u>Series E Preferred Shares</u>	<u>950,000 shares</u>	<u>Series F Preferred Shares</u>	<u>165,000 shares</u>	<u>Series G Preferred Shares</u>	<u>50,000 shares</u>	<u>Convertible Preferred Shares</u>	<u>5,897,728 shares</u>
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<p>Matters Relating to Issuance of Share Certificates</p>	<p>The Company shall issue share certificates representing its issued shares.</p>																		
<p>Amount of Capital</p>	<p>473,400,025,000 Yen</p>																		

Total Number of Class Shares Authorized to be Issued and Content of Each Issued Class Shares	<table> <tr> <td>Common Shares</td><td>17,000,000 shares</td></tr> <tr> <td>Series A Preferred Shares</td><td>1,650,000 shares</td></tr> <tr> <td>Series B Preferred Shares</td><td>30,000 shares</td></tr> <tr> <td>Series C Preferred Shares</td><td>1,100,000 shares</td></tr> <tr> <td>Series D Preferred Shares</td><td>1,395,000 shares</td></tr> <tr> <td>Series E Preferred Shares</td><td>950,000 shares</td></tr> <tr> <td>Series F Preferred Shares</td><td>165,000 shares</td></tr> <tr> <td>Series G Preferred Shares</td><td>50,000 shares</td></tr> <tr> <td>Convertible Preferred Shares</td><td>5,897,728 shares</td></tr> </table>	Common Shares	17,000,000 shares	Series A Preferred Shares	1,650,000 shares	Series B Preferred Shares	30,000 shares	Series C Preferred Shares	1,100,000 shares	Series D Preferred Shares	1,395,000 shares	Series E Preferred Shares	950,000 shares	Series F Preferred Shares	165,000 shares	Series G Preferred Shares	50,000 shares	Convertible Preferred Shares	5,897,728 shares
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	<p><u>COMMON SHARES</u></p>																		
	<p><u>1. (Matters That Need To Be Resolved at Class Shareholders Meeting)</u></p>																		
	<p><u>In cases where the Company carries out an act listed in Paragraph 1 of Article 322 of the Companies Act, a resolution of Common Shareholders Meetings shall not be required except for a case of an amendment of its Article of Incorporation (other than the amendment in relation to Share Unit) stipulated in Item 1 of the said Paragraph.</u></p>																		
	<p><u>SERIES A PREFERRED SHARES</u></p>																		
	<p><u>1. (Restriction on Voting Rights)</u></p>																		
	<p><u>The holders of the Series A Preferred Shares (hereinafter referred to as the "Series A Preferred Shareholders") shall have no voting rights at a general meeting of shareholders of the Company.</u></p>																		
	<p><u>2. (Matters That Need To Be Resolved at Class Shareholders Meeting)</u></p>																		
	<p><u>In cases where the Company carries out an act listed in Paragraph 1 of Article 322 of the Companies Act, a resolution of Series A Preferred Shareholders Meetings shall not be required except for a case of an amendment of its Article of Incorporation (other than the amendment in relation to Share Unit) stipulated in Item 1 of the said Paragraph.</u></p>																		
	<p><u>3. (Dividends From Surplus)</u></p>																		
	<p><u>For each business year including and following the business year commencing on April 1, 2018, the Company shall make a distribution of dividends in cash from surplus, to the extent permitted by laws and regulations, to the Series A Preferred Shareholders or to the registered pledgees of the Series A Preferred Shares (hereinafter referred to as the "Registered Series A Preferred Pledgees") whose names are listed or recorded on the shareholders' register as of the close of the last date of such business year, in preference to the holders of the Convertible Preferred Shares (hereinafter referred to as the "Convertible Preferred Shareholders") or the registered pledgees of the Convertible Preferred Share (hereinafter referred to as the "Registered Convertible Preferred Pledgees") and the holders of Common Shares (hereinafter referred to as the</u></p>																		

“Common Shareholders”) or registered pledgees of the Common Shares (hereinafter referred to as the “Registered Common Share Pledgees”) in the amount set forth in Item 1 of this Article per Series A Preferred Share (hereinafter referred to as the “Series A Preferred Dividends”). Payment of a distribution of dividends from surplus (including Accumulated Series A Unpaid Dividends Amount as defined in Item 2 of this Article) to Series A Preferred Shareholders or Registered Series A Preferred Pledgees, the holders of the Series C Preferred Shares (hereinafter referred to as the “Series C Preferred Shareholders”) or the registered pledgees of the Series C Preferred Share (hereinafter referred to as the “Registered Series C Preferred Pledgees”), the holders of the Series F Preferred Shares (hereinafter referred to as the “Series F Preferred Shareholders”) or the registered pledgees of the Series F Preferred Share (hereinafter referred to as the “Registered Series F Preferred Pledgees”) and the holders of the Series G Preferred Shares (hereinafter referred to as the “Series G Preferred Shareholders”) or the registered pledgees of the Series G Preferred Share (hereinafter referred to as “Registered Series G Preferred Pledgees”) shall rank *pari passu*.

(1) Amount of Series A Preferred Dividends

The total amount of Series A Preferred Dividends per Series A Preferred Share to be distributed to the Series A Preferred Shareholders or to the Registered Series A Preferred Pledgees for each business year shall be equal to an amount calculable at a fixed rate of 3.5% per annum (accrued daily) (or 6.0% per annum (accrued daily) for the period during which the Series A Preferred Share Base Price exceeds JPY 100,000) multiplied by the Series A Preferred Share Base Price for such period (rounded up to the nearest integral number). The initial Series A Preferred Share Base Price shall be JPY 100,000 (as adjusted pursuant to the terms of these Articles, the “Series A Preferred Share Base Price”), and thereafter, if the Company cannot make a distribution of all or any part of dividends for a certain business year in satisfaction of the preceding sentences because it is not permitted by any laws or regulations (the unpaid amount is hereinafter referred to as the “Series A Unpaid Dividends Amount”), the Series A Preferred Share Base Price for the business year immediately following such business year shall be changed, without any further action by the Company, to the sum of (x) the Series A Preferred Share Base Price as of the last day of such business year (in case of such business year commencing on April 1, 2018, JPY 100,000) and (y) the Series A Unpaid Dividends Amount; provided, however, that if the Series A Preferred Share Base Price at any time exceeds JPY 100,000 and the Company makes a distribution of all of the amount equivalent to the Accumulated Series A Unpaid Dividends Amount (defined in the next Item) for all prior business years and the amount equivalent to Series A Preferred Dividends accrued in relation to the then-current business year, the Series A Preferred Share Base Price shall be decreased to JPY 100,000 from the day immediately following the day on which such distribution is made. For the purpose of this Paragraph, the “amount equivalent to the Series A Preferred Dividends accrued in relation to the then current business year” means the amount of the Series A Preferred Dividends per share calculated at a fixed rate of 6.0% per annum (accrued daily) which shall be calculated on the basis of actual days elapsed over a year of 365 days, from the first day of such business

	<p><u>year (inclusive) to the payment date of the distribution (inclusive), with divisions made at the end, and rounded up to the nearest integral number.</u></p> <p>(2) <u>Accumulation</u> <u>In the event that the total amount of dividends per share paid in cash to Series A Preferred Shareholders or Registered Series A Preferred Pledges as of any record date belonging in the same business year is less than the amount of the Series A Preferred Dividends of such business year, any such deficiencies shall be cumulative (such accumulated unpaid amount is hereinafter referred to as the "Accumulated Series A Unpaid Dividends Amount").</u></p> <p>(3) <u>Non-Participation</u> <u>No dividends exceeding the amount of the Series A Preferred Dividends and Accumulated Series A Unpaid Dividends Amount shall be paid to the Series A Preferred Shareholders or Registered Series A Preferred Pledges.</u></p> <p>4. (Distribution of Residual Assets)</p> <p>1. <u>If and when the Company distributes the residual assets upon its dissolution, the Company shall pay the amount equal to the sum of (x) the Series A Preferred Share Base Price as of the payment date of the residual assets which is separately designated by the Company (if, on the payment date of the residual assets, no dividends for the preceding business year of the business year to which the payment date of the residual assets belongs, have been made pursuant to the preceding Article, the Series A Preferred Share Base Price as of the payment date of the residual assets shall be calculated on the assumption that such dividends were not made.) and (y) the amount of unpaid dividends per Series A Preferred Share through the payment date of the residual assets, to Series A Preferred Shareholders or Registered Series A Preferred Pledges. For the purpose of this Paragraph, "the amount of unpaid dividends per Series A Preferred Share" means the amount of the Series A Preferred Dividends per share calculated at a fixed rate of 3.5% per annum (accrued daily) (or 6.5% per annum (accrued daily) if the Series A Preferred Share Base Price for a business year to which the payment date of the residual assets belongs exceeds JPY 100,000; provided, however, that, if the Series A Preferred Share Base Price has been decreased to JPY 100,000 during such business year, 3.5% per annum (accrued daily) shall apply on and after the date on which the Series A Preferred Share Base Price has been decreased to JPY 100,000), which shall be calculated on the basis of actual days elapsed and on the basis of a 365 year, from the first day of the business year to which the payment date of the residual assets belongs (inclusive) to the payment date of the residual assets, with divisions made at the end, and rounded up to the nearest integral number.</u></p> <p>2. <u>Other than the distribution set forth in Item 1 of this Article, the Company does not distribute any residual asset to Series A Preferred Shareholders or Registered Series A Preferred Pledges.</u></p> <p>3. <u>Distributions by the Company of its residual assets upon its dissolution to Series A Preferred Shareholders or Registered Series A Preferred Pledges, the holders of the Series B Preferred Shares (hereinafter referred to as the "Series B Preferred Shareholders") or the registered pledges of the Series B Preferred Shares (hereinafter referred to as the "Registered Series B Preferred</u></p>
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Pledgees”), Series C Preferred Shareholders or Registered Series C Preferred Pledgees, the holders of the Series D Preferred Shares (hereinafter referred to as the “Series D Preferred Shareholders”) or the registered pledgees of the Series D Preferred Shares (hereinafter referred to as the “Registered Series D Preferred Pledgees”), the holders of the Series E Preferred Shares (hereinafter referred to as the “Series E Preferred Shareholders”) or the registered pledgees of the Series E Preferred Shares (hereinafter referred to as the “Registered Series E Preferred Pledgees”), Series F Preferred Shareholders or Registered Series F Preferred Pledgees and Series G Preferred Shareholders or Registered Series G Preferred Pledgees shall be made (i) on a *pari passu* basis in proportion to the total redemption amount of each series of Non-Convertible Preferred Shares and (ii) in preference to Convertible Preferred Shareholders or Registered Convertible Preferred Pledgees and Common Shareholders or Registered Common Share Pledgees.

5. (Redemption)

1. The Company may, at any time, acquire, to the extent permitted by laws and regulations, on the day determined by a resolution of the Company (for the purpose of this Article, the acquisition day is hereinafter referred to as the “Acquisition Day”) any part or all of the Series A Preferred Shares in exchange for an amount of cash per Series A Preferred Share set forth in Paragraph 2 of this Article. The Company may acquire the Series A Preferred Shares that are held by only a part of the holders of the Series A Preferred Shares if the Company equally offers, in a procedure to be reasonably determined by the Company, to each holder of the Series A Preferred Shares to participate in the redemption and only such part of holders of the Series A Preferred Shares accepts such offer. When the Company acquires only part of the Series A Preferred Shares held by the relevant holders of the Series A Preferred Shares, the number of the Series A Preferred Shares to be acquired by the Company shall be determined on a pro rata basis in proportion to the number of the Series A Preferred Shares held by each relevant holder of the Series A Preferred Shares.
2. The amount of cash the Company should pay in exchange for acquisition of a Series A Preferred Share (hereinafter referred to as the “Series A Redemption Amount”) shall be the sum of (x) the Series A Preferred Share Base Price as of the Acquisition Day (if, on the Acquisition Day, no dividends for the preceding business year of the business year to which the Acquisition Day belongs, have been made pursuant to the Article 3, the Series A Preferred Share Base Price as of the Acquisition Day shall be calculated on the basis that such dividends were not made.) and (y) the amount of unpaid dividends per Series A Preferred Share through the Acquisition Day. For the purpose of this Paragraph, “the amount of unpaid dividends per Series A Preferred Share” means the amount of the Series A Preferred Dividends per share calculated at a fixed rate of 3.5% per annum (accrued daily) (or 6.0% per annum (accrued daily); provided, however, that, if the Series A Preferred Share Base Price has been decreased to the JPY 100,000 during such business year, 3.5% per annum shall apply on and after the date on which the Series A Preferred Share Base Price has been decreased to JPY 100,000), which shall be calculated on the basis of actual days elapsed over and on the basis of a 365 days year from the first day of the business year to which the Acquisition

	<p><u>Day belongs (inclusive) to the Acquisition Day (inclusive), with divisions made at the end, and rounded up to the nearest integral number.</u></p> <p>3. <u>The Company shall, on June 1, 2024 (hereinafter referred to as the “Final Redemption Day”), acquire, to the extent permitted by laws and regulations, all of the Series A Preferred Shares in exchange for cash at the price of Series A Redemption Amount per Series A Preferred Share (provided, however, that the amount shall be calculated as of the Final Redemption Day instead of the Acquisition Day).</u></p> <p>4. <u>If the Company acquires all or any part of Series B Preferred Shares, Series C Preferred Shares, Series D Preferred Shares, Series E Preferred Shares, Series F Preferred Shares or Series G Preferred Shares, on the date of such acquisition (for the purpose of this Paragraph, such date is hereinafter referred to as the “Redemption Date for Other Preferred Shares”), the Company must acquire a number of Series A Preferred Shares equal to the number obtained by multiplying (a) the pro rata portion of Series A Preferred Shares by (b) the total amount to be paid to all of the holders of Non-Convertible Preferred Shares in relation to such acquisition and then dividing by (c) Series A Redemption Amount in exchange for cash at the price of Series A Redemption Amount per Series A Preferred Share (provided, however, that the amount shall be calculated as of the Redemption Date for Other Preferred Shares instead of the Acquisition Day). For the purpose of this Paragraph, “pro rata portion” means the ratio on Redemption Date for Other Preferred Shares which is obtained by dividing (x) the aggregate amount of the Series A Redemption Amount for Series A Preferred Shares held by the Series A Preferred Shareholders or to the Registered Series A Preferred Pledgees (provided, the Series A Redemption Amount for Series A Preferred Shares held by the Series A Preferred Shareholders or to the Registered Series A Preferred Pledgees who elected not to be redeemed shall not be added) by (y) the aggregate amount of the total Series A Redemption Amount for Series A Preferred Shares, the total Series B Redemption Amount (defined in Article 5, Paragraph 2 of Series B Preferred Shares) for Series B Preferred Shares, the total Series C Redemption Amount (defined in Article 5, Paragraph 2 of Series C Preferred Shares) for Series C Preferred Shares, the total Series D Redemption Amount (defined in Article 5, Paragraph 2 of Series D Preferred Shares) for Series D Preferred Shares, the total Series E Redemption Amount (defined in Article 5, Paragraph 2 of Series E Preferred Shares) for Series E Preferred Shares, the total Series F Redemption Amount (defined in Article 5, Paragraph 2 of Series F Preferred Shares) for Series F Preferred Shares and the total Series G Redemption Amount (defined in Article 5, Paragraph 2 of Series G Preferred Shares) for Series G Preferred Shares (provided, with respect to each preferred shares, the redemption amount for the preferred shares held by the shareholders or to the registered pledgees who elected not to be redeemed shall not be added).</u></p> <p><u>SERIES B PREFERRED SHARES</u></p> <p><u>1. (Restriction on Voting Rights)</u></p> <p><u>The Series B Preferred Shareholders shall have no voting rights at a general meeting of shareholders of the Company.</u></p>
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	<p><u>2. (Matters That Need To Be Resolved at Class Shareholders Meeting)</u></p> <p><u>In cases where the Company carries out an act listed in Paragraph 1 of Article 322 of the Companies Act, a resolution of Series B Preferred Shareholders Meetings shall not be required except for a case of an amendment of its Article of Incorporation (other than the amendment in relation to Share Unit) stipulated in Item 1 of the said Paragraph.</u></p> <p><u>3. (Dividends From Surplus)</u></p> <p><u>The Company shall not distribute any dividends from surplus to any Series B Preferred Shareholder or to the Registered Series B Preferred Pledges.</u></p> <p><u>4. (Distribution of Residual Assets)</u></p> <p><u>1. If and when the Company distributes the residual assets upon its dissolution, the Company shall pay the amount equal to the Series B Redemption Amount (as defined in Paragraph 2 of the following Article), to Series B Preferred Shareholders or Registered Series B Preferred Pledges.</u></p> <p><u>2. Other than the distribution set forth in Item 1 of this Article, the Company does not distribute any residual asset to Series B Preferred Shareholders or Registered Series B Preferred Pledges.</u></p> <p><u>3. Distributions by the Company of its residual assets upon its dissolution to Series A Preferred Shareholders or Registered Series A Preferred Pledges, Series B Preferred Shareholders or Registered Series B Preferred Pledges, Series C Preferred Shareholders or Registered Series C Preferred Pledges, Series D Preferred Shareholders or Registered Series D Preferred Pledges, Series E Preferred Shareholders or Registered Series E Preferred Pledges, Series F Shareholders or Registered Series F Preferred Pledges and Series G Preferred Shareholders or Registered Series G Preferred Pledges shall be made (i) on a <i>pari passu</i> basis in proportion to the total redemption amount of each series of Non-Convertible Preferred Shares and (ii) in preference to Convertible Preferred Shareholders or Registered Convertible Preferred Pledges and Common Shareholders or Registered Common Share Pledges.</u></p> <p><u>5. (Redemption)</u></p> <p><u>1. The Company may, at any time, acquire, to the extent permitted by laws and regulations, on the day determined by a resolution of the Company (for the purpose of this Article, the acquisition day is hereinafter referred to as the "Acquisition Day") any part or all of the Series B Preferred Shares in exchange for an amount of cash set forth in Paragraph 2 per Series B Preferred Share. The Company may acquire the Series B Preferred Shares that are held by only a part of the holders of the Series B Preferred Shares if the Company equally offers, in a procedure to be reasonably determined by the Company, to each holder of the Series B Preferred Shares to participate in the redemption and only such part of holders of the Series B Preferred Shares accepts such offer. When the Company acquires only part of the Series B Preferred Shares held by the relevant holders of the Series B Preferred Shares, the number of the Series B Preferred Shares to be acquired by the Company shall be determined on a pro rata basis in proportion to the number of the Series B Preferred Shares held by each relevant holder of the Series B Preferred Shares.</u></p>
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	<p>2. <u>The amount of cash the Company should pay in exchange for acquisition of a Series B Preferred Share (hereinafter referred to as the “Series B Redemption Amount”) shall be the sum of JPY 100,000 and the PIK amount for Series B Preferred Shares per Series B Preferred Share. “The PIK amount for Series B Preferred Share per Series B Preferred Share” means the amount calculated by applying a fixed rate of 5.0% per annum (accrued daily) to the issue price per Series B Preferred Share (i.e., JPY 100,000), which shall be calculated pro-rated on the basis of actual days elapsed over a year of 365 days from the issue date (inclusive) of such shares to the Acquisition Day (inclusive), with divisions made at the end, and rounded up to the nearest integral number.</u></p> <p>3. <u>The Company shall, on the Final Redemption Day, acquire, to the extent permitted by laws and regulations, all of the Series B Preferred Shares in exchange for cash at the price of Series B Redemption Amount per Series B Preferred Share (provided, however, that the amount shall be calculated as of the Final Redemption Day instead of the Acquisition Day).</u></p> <p>4. <u>If the Company acquires all or any part of Series A Preferred Shares, Series C Preferred Shares, Series D Preferred Shares, Series E Preferred Shares, Series F Preferred Shares or Series G Preferred Shares, on the date of such acquisition (for the purpose of this Paragraph, such date is referred to as the “Redemption Date for Other Preferred Shares”), the Company must acquire a number of Series B Preferred Shares equal to the number obtained by multiplying (a) the pro rata portion of Series B Preferred Shares by (b) the total amount to be paid to all of the holders of Non-Convertible Preferred Shares in relation to such acquisition and then dividing by (c) Series B Redemption Amount in exchange for cash at the price of Series B Redemption Amount per Series B Preferred Share (provided, however, that the amount shall be calculated as of the Redemption Date for Other Preferred Shares instead of the Acquisition Day). For the purpose of this Paragraph, “pro rata portion” means the ratio on Redemption Date for Other Preferred Shares which is obtained by dividing (x) the aggregate amount of the Series B Redemption Amount for Series B Preferred Shares held by the Series B Preferred Shareholders or to the Registered Series B Preferred Pledges (provided, the Series B Redemption Amount for Series B Preferred Shares held by the Series B Preferred Shareholders or to the Registered Series B Preferred Pledges who elected not to be redeemed shall not be added) by (y) the aggregate amount of the total Series A Redemption Amount for Series A Preferred Shares, the total Series B Redemption Amount for Series B Preferred Shares, the total Series C Redemption Amount (defined in Article 5, Paragraph 2 of Series C Preferred Shares) for Series C Preferred Shares, the total Series D Redemption Amount (defined in Article 5, Paragraph 2 of Series D Preferred Shares) for Series D Preferred Shares, the total Series E Redemption Amount (defined in Article 5, Paragraph 2 of Series E Preferred Shares) for Series E Preferred Shares, the total Series F Redemption Amount (defined in Article 5, Paragraph 2 of Series F Preferred Shares) for Series F Preferred Shares and the total Series G Redemption Amount (defined in Article 5, Paragraph 2 of Series G Preferred Shares) for Series G Preferred Shares (provided, with respect to each preferred shares, the redemption amount for the preferred shares held by the shareholders or to the registered pledges who elected not to be redeemed shall not be added).</u></p>
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SERIES C PREFERRED SHARES

1. (Restriction on Voting Rights)

The Series C Preferred Shareholders shall have no voting rights at a general meeting of shareholders of the Company.

2. (Matters That Need To Be Resolved at Class Shareholders Meeting)

In cases where the Company carries out an act listed in Paragraph 1 of Article 322 of the Companies Act, a resolution of Series C Preferred Shareholders Meetings shall not be required except for a case of an amendment of its Article of Incorporation (other than the amendment in relation to Share Unit) stipulated in Item 1 of the said Paragraph.

3. (Dividends From Surplus)

For each quarter period (quarter period(s) refer to any one or more of the period commencing from April 1 and ending on June 30, the period commencing from July 1 and ending on September 30, the period commencing from October 1 and ending on December 31 and the period commencing from January 1 and ending on March 31 of each business year; the same shall apply hereinafter), including and following the quarter period commencing on April 1, 2018, if and when the Company elects to make a distribution of dividends from surplus to the Series C Preferred Shareholders or to the Registered Series C Preferred Pledges, to the extent permitted by laws and regulations, the Company shall make a distribution of dividends in cash to the Series C Preferred Shareholders or to the Registered Series C Preferred Pledges whose names are listed or recorded on the shareholders' register as of the close of the last date of such quarter period, in preference to Convertible Preferred Shareholders or Registered Convertible Preferred Pledges and Common Shareholders or Registered Common Share Pledges in the amount set forth in Item 1 of this Article per Series C Preferred Share (hereinafter referred to as the "Series C Preferred Dividends"). Payment of a distribution of dividends from surplus to Series A Preferred Shareholders or Registered Series A Preferred Pledges, Series C Preferred Shareholders or Registered Series C Preferred Pledges, Series F Preferred Shareholders or Registered Series F Preferred Pledges and Series G Preferred Shareholders or Registered Series G Preferred Pledges shall rank *pari passu*.

(1) Amount of Series C Preferred Dividends

The total amount of Series C Preferred Dividends per Series C Preferred Share to be distributed to the Series C Preferred Shareholders or to the Registered Series C Preferred Pledges for each quarter period shall be equal to an amount calculated as follows: (a) the product of (i) a fixed rate of 5.0% per annum, (ii) the Series C Preferred Share Base Price for such quarter period and (iii) the actual days elapsed from the first day of such quarter period (inclusive) to the last date of such quarter period (inclusive), divided by (b) 365 (rounded up to the nearest integral number). The initial Series C Preferred Share Base Price shall be JPY 100,000 (as adjusted pursuant to the terms of these Articles, the "Series C Preferred Share Base Price"). If the Company elects not to pay the full Series C Preferred Dividends in any quarter period, the Series C Preferred Share Base Price for the quarter period immediately after such quarter period, without any further action by the Company, shall be equal to the sum of (x) the Series C

Preferred Share Base Price for such quarter period (in case of such quarter period commencing on April 1, 2018, JPY 100,000) and (y) an amount calculated as follows: (a) the product of (i) a fixed rate of 7.0% per annum, (ii) such Series C Preferred Share Base Price as of the last day of such quarter period and (iii) the actual days elapsed from the first day of such quarter period (inclusive) to the last date of such quarter period (inclusive), divided by (b) 365 (as rounded up to the nearest integral number).

(2) Non-Accumulation

In the event that the total amount of dividends per share paid in cash to Series C Preferred Shareholders or Registered Series C Preferred Pledges as of any record date belonging in any quarter period is less than the amount of the Series C Preferred Dividends per share of such quarter period, any such deficiencies shall not be cumulative for the subsequent quarters respectively.

(3) Non-Participation

No dividends exceeding the amount of the Series C Preferred Dividends shall be paid to the Series C Preferred Shareholders or Registered Series C Preferred Pledges.

4. (Distribution of Residual Assets)

1. If and when the Company distributes the residual assets upon its dissolution, the Company shall pay the amount equal to the sum of (x) Series C Preferred Share Base Price as of the payment date of residual assets which is separately designated by the Company (if, on the payment date of residual assets, no dividends for the preceding quarter period of the quarter period to which the payment date of residual assets belongs, have been made pursuant to the preceding Article, the Series C Preferred Share Base Price as of the payment date of residual assets shall be calculated on the assumption that such dividends were not made.), and (y) the amount of unpaid dividends per Series C Preferred Share through the payment date of residual assets, to Series C Preferred Shareholders or Registered Series C Preferred Pledges. For the purpose of this Paragraph, "the amount of unpaid dividends per Series C Preferred Share" means the amount of the Series C Preferred Dividends per share calculated at a fixed rate of 5.0% annum, which shall be calculated on the basis of actual days elapsed over a year of 365 days, from the first day of the quarter period (inclusive) to which the payment date of residual assets belongs to the payment date of the residual assets (inclusive), with divisions made at the end, and rounded up to the nearest integral number.

2. Other than the distribution set forth in Item 1 of this Article, the Company does not distribute any residual asset to Series C Preferred Shareholders or Registered Series C Preferred Pledges.

3. Distributions by the Company of its residual assets upon its dissolution to Series A Preferred Shareholders or Registered Series A Preferred Pledges, Series B Preferred Shareholders or Registered Series B Preferred Pledges, Series C Preferred Shareholders or Registered Series C Preferred Pledges, Series D Preferred Shareholders or Registered Series D Preferred Pledges, Series E Preferred Shareholders or Registered Series E Preferred Pledges, Series F Shareholders or Registered Series F Preferred Pledges and Series G Preferred Shareholders or Registered Series G Preferred Pledges shall be

	<p>made (i) on a <i>pari passu</i> basis in proportion to the total redemption amount of each series of Non-Convertible Preferred Shares and (ii) in preference to Convertible Preferred Shareholders or Registered Convertible Preferred Pledgees and Common Shareholders or Registered Common Share Pledgees.</p> <p>5. (Redemption)</p> <ol style="list-style-type: none"> 1. The Company may, at any time, acquire, to the extent permitted by laws and regulations, on the day determined by a resolution of the Company (for the purpose of this Article, the acquisition day is hereinafter referred to as the "Acquisition Day") any part or all of the Series C Preferred Shares in exchange for an amount of cash set forth in Paragraph 2 per Series C Preferred Share. The Company may acquire the Series C Preferred Shares that are held by only a part of the holders of the Series C Preferred Shares if the Company equally offers, in a procedure to be reasonably determined by the Company, to each holder of the Series C Preferred Shares to participate in the redemption and only such part of holders of the Series C Preferred Shares accepts such offer. When the Company acquires only part of the Series C Preferred Shares held by the relevant holders of the Series C Preferred Shares, the number of the Series C Preferred Shares to be acquired by the Company shall be determined on a pro rata basis in proportion to the number of the Series C Preferred Shares held by each relevant holder of the Series C Preferred Shares. 2. The amount of cash the Company should pay in exchange for acquisition of a Series C Preferred Share (hereinafter referred to as the "Series C Redemption Amount") shall be the sum of (x) the Series C Preferred Share Base Price as of the Acquisition Day (if, on the Acquisition Day, no dividends for the preceding quarter period of the quarter period to which the Acquisition Day belongs, have been made pursuant to the Article 3, the Series C Preferred Share Base Price as of the Acquisition Day shall be calculated on the assumption that such dividends were not made.) and (y) the amount of unpaid dividends per Series C Preferred Share through the Acquisition Day. For the purpose of this Paragraph, "the amount of unpaid dividends per Series C Preferred Share" means the amount of the Series C Preferred Dividends per share calculated at a fixed rate of 5.0% annum, which shall be calculated on the basis of actual days elapsed over a year of 365 days, from the first day of such quarter period (inclusive) to the Acquisition Day (inclusive), with divisions made at the end, and rounded up to the nearest integral number. 3. The Company shall, on the Final Redemption Day, acquire, to the extent permitted by laws and regulations, all of the Series C Preferred Shares in exchange for cash at the price of Series C Redemption Amount per Series C Preferred Share (provided, however, that the amount shall be calculated as of the Final Redemption Day instead of the Acquisition Day). 4. If the Company acquires all or any part of Series A Preferred Shares, Series B Preferred Shares, Series D Preferred Shares, Series E Preferred Shares, Series F Preferred Shares or Series G Preferred Shares, on the date of such acquisition (for the purpose of this Paragraph, such date is referred to as the "Redemption Date for Other Preferred Shares"), the Company must acquire a number of Series C Preferred Shares equal to the number obtained by multiplying (a) the pro rata portion of Series C Preferred Shares by (b) the
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total amount to be paid to all of the holders of Non-Convertible Preferred Shares in relation to such acquisition and then dividing by (c) Series C Redemption Amount in exchange for cash at the price of Series C Redemption Amount per Series C Preferred Share (provided, however, that the amount shall be calculated as of the Redemption Date for Other Preferred Shares instead of the Acquisition Day). For the purpose of this Paragraph, "pro rata portion" means the ratio on Redemption Date for Other Preferred Shares which is obtained by dividing (x) the aggregate amount of the Series C Redemption Amount for Series C Preferred Shares held by the Series C Preferred Shareholders or to the Registered Series C Preferred Pledges (provided, the Series C Redemption Amount for Series C Preferred Shares held by the Series C Preferred Shareholders or to the Registered Series C Preferred Pledges who elected not to be redeemed shall not be added) by (y) the aggregate amount of the total Series A Redemption Amount for Series A Preferred Shares, the total Series B Redemption Amount for Series B Preferred Shares, the total Series C Redemption Amount for Series C Preferred Shares, the total Series D Redemption Amount (defined in Article 5, Paragraph 2 of Series D Preferred Shares) for Series D Preferred Shares, the total Series E Redemption Amount (defined in Article 5, Paragraph 2 of Series E Preferred Shares) for Series E Preferred Shares, the total Series F Redemption Amount (defined in Article 5, Paragraph 2 of Series F Preferred Shares) for Series F Preferred Shares and the total Series G Redemption Amount (defined in Article 5, Paragraph 2 of Series G Preferred Shares) for Series G Preferred Shares (provided, with respect to each preferred shares, the redemption amount for the preferred shares held by the shareholders or to the registered pledges who elected not to be redeemed shall not be added).

SERIES D PREFERRED SHARES

1. (Restriction on Voting Rights)

The Series D Preferred Shareholders shall have no voting rights at a general meeting of shareholders of the Company.

2. (Matters That Need To Be Resolved at Class Shareholders Meeting)

In cases where the Company carries out an act listed in Paragraph 1 of Article 322 of the Companies Act, a resolution of Series D Preferred Shareholders Meetings shall not be required except for a case of an amendment of its Article of Incorporation (other than the amendment in relation to Share Unit) stipulated in Item 1 of the said Paragraph.

3. (Dividends From Surplus)

The Company shall not distribute any dividends from surplus to any Series D Preferred Shareholder or to the Registered Series D Preferred Pledges.

4. (Distribution of Residual Assets)

1. If and when the Company distributes the residual assets upon its dissolution, the Company shall pay the amount equal to the Series D Redemption Amount (defined as in Paragraph 2 of the following Article), to Series D Preferred Shareholders or Registered Series D Preferred Pledges.

2. Other than the distribution set forth in Paragraph 1 of this Article, the

	<p><u>Company does not distribute any residual asset to Series D Preferred Shareholders or Registered Series D Preferred Pledges.</u></p> <p><u>3. Distributions by the Company of its residual assets upon its dissolution to Series A Preferred Shareholders or Registered Series A Preferred Pledges, Series B Preferred Shareholders or Registered Series B Preferred Pledges, Series C Preferred Shareholders or Registered Series C Preferred Pledges, Series D Preferred Shareholders or Registered Series D Preferred Pledges, Series E Preferred Shareholders or Registered Series E Preferred Pledges, Series F Shareholders or Registered Series F Preferred Pledges and Series G Preferred Shareholders or Registered Series G Preferred Pledges shall be made (i) on a <i>pari passu</i> basis in proportion to the total redemption amount of each series of Non-Convertible Preferred Shares and (ii) in preference to Convertible Preferred Shareholders or Registered Convertible Preferred Pledges and Common Shareholders or Registered Common Share Pledges.</u></p> <p><u>5. (Redemption)</u></p> <p><u>1. The Company may, at any time, acquire, to the extent permitted by laws and regulations on the day determined by a resolution of the Company (for the purpose of this Article, the acquisition day is hereinafter referred to as the "Acquisition Day") any part or all of the Series D Preferred Shares in exchange for an amount of cash set forth in Paragraph 2 per Series D Preferred Share. The Company may acquire the Series D Preferred Shares that are held by only a part of the holders of the Series D Preferred Shares if the Company equally offers, in a procedure to be reasonably determined by the Company, to each holder of the Series D Preferred Shares to participate in the redemption and only such part of holders of the Series D Preferred Shares accepts such offer. When the Company acquires only part of the Series D Preferred Shares held by the relevant holders of the Series D Preferred Shares, the number of the Series D Preferred Shares to be acquired by the Company shall be determined on a pro rata basis in proportion to the number of the Series D Preferred Shares held by each relevant holder of the Series D Preferred Shares.</u></p> <p><u>2. The amount of cash the Company should pay in exchange for the acquisition of a Series D Preferred Share (hereinafter referred to as the "Series D Redemption Amount") shall be the sum of JPY 100,000 and the PIK amount for Series D Preferred Shares per Series D Preferred Share. "The PIK amount for Series D Preferred Share per Series D Preferred Share" means the amount calculated by applying a fixed rate of 5.0% per annum (accrued daily) to the issue price per Series D Preferred Share (i.e., JPY 100,000), which shall be calculated pro-rated on the basis of actual days elapsed over a year of 365 days from the issue date (inclusive) of such shares to the Acquisition Day (inclusive), with divisions made at the end, and rounded up to the nearest integral number.</u></p> <p><u>3. The Company shall, on the Final Redemption Day, acquire, to the extent permitted by laws and regulations, all of the Series D Preferred Shares in exchange for cash at the price of Series D Redemption Amount per Series D Preferred Share (provided, however, that the amount shall be calculated as of the Final Redemption Day instead of the Acquisition Day).</u></p> <p><u>4. If the Company acquires all or any part of Series A Preferred Shares, Series B</u></p>
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Preferred Shares, Series C Preferred Shares, Series E Preferred Shares, Series F Preferred Shares or Series G Preferred Shares, on the date of such acquisition (for the purpose of this Paragraph, such date is referred to as the "Redemption Date for Other Preferred Shares"), the Company must acquire a number of Series D Preferred Shares equal to the number obtained by multiplying (a) the pro rata portion of Series D Preferred Shares by (b) the total amount to be paid to all of the holders of Non-Convertible Preferred Shares in relation to such acquisition and then dividing by (c) Series D Redemption Amount in exchange for cash at the price of Series D Redemption Amount per Series D Preferred Share (provided, however, that the amount shall be calculated as of the Redemption Date for Other Preferred Shares instead of the Acquisition Day). For the purpose of this Paragraph, "pro rata portion" means the ratio on Redemption Date for Other Preferred Shares which is obtained by dividing (x) the aggregate amount of the Series D Redemption Amount for Series D Preferred Shares held by the Series D Preferred Shareholders or to the Registered Series D Preferred Pledgees (provided, the Series D Redemption Amount for Series D Preferred Shares held by the Series D Preferred Shareholders or to the Registered Series D Preferred Pledgees who elected not to be redeemed shall not be added) by (y) the aggregate amount of the total Series A Redemption Amount for Series A Preferred Shares, the total Series B Redemption Amount for Series B Preferred Shares, the total Series C Redemption Amount for Series C Preferred Shares, the total Series D Redemption Amount for Series D Preferred Shares, the total Series E Redemption Amount (defined in Article 5, Paragraph 2 of Series E Preferred Shares) for Series E Preferred Shares, the total Series F Redemption Amount (defined in Article 5, Paragraph 2 of Series F Preferred Shares) for Series F Preferred Shares and the total Series G Redemption Amount (defined in Article 5, Paragraph 2 of Series G Preferred Shares) for Series G Preferred Shares (provided, with respect to each preferred shares, the redemption amount for the preferred shares held by the shareholders or to the registered pledgees who elected not to be redeemed shall not be added).

SERIES E PREFERRED SHARES

1. (Restriction on Voting Rights)

The Series E Preferred Shareholders shall have no voting rights at a general meeting of shareholders of the Company.

2. (Matters That Need To Be Resolved at Class Shareholders Meeting)

In cases where the Company carries out an act listed in Paragraph 1 of Article 322 of the Companies Act, a resolution of Series E Preferred Shareholders Meetings shall not be required except for a case of an amendment of its Article of Incorporation (other than the amendment in relation to Share Unit) stipulated in Item 1 of the said Paragraph.

3. (Dividends From Surplus)

The Company shall not distribute any dividends from surplus to any Series E Preferred Shareholder or to the Registered Series E Preferred Pledgees.

4. (Distribution of Residual Assets)

	<ol style="list-style-type: none"> 1. <u>If and when the Company distributes the residual assets upon its dissolution, the Company shall pay the amount equal to the Series E Redemption Amount (defined as in Paragraph 2 of the following Article), to Series E Preferred Shareholders or Registered Series E Preferred Pledges.</u> 2. <u>Other than the distribution set forth in Paragraph 1 of this Article, the Company does not distribute any residual asset to Series E Preferred Shareholders or Registered Series E Preferred Pledges.</u> 3. <u>Distributions by the Company of its residual assets upon its dissolution to Series A Preferred Shareholders or Registered Series A Preferred Pledges, Series B Preferred Shareholders or Registered Series B Preferred Pledges, Series C Preferred Shareholders or Registered Series C Preferred Pledges, Series D Preferred Shareholders or Registered Series D Preferred Pledges, Series E Preferred Shareholders or Registered Series E Preferred Pledges, Series F Shareholders or Registered Series F Preferred Pledges and Series G Preferred Shareholders or Registered Series G Preferred Pledges shall be made (i) on a <i>pari passu</i> basis in proportion to the total redemption amount of each series of Non-Convertible Preferred Shares and (ii) in preference to Convertible Preferred Shareholders or Registered Convertible Preferred Pledges and Common Shareholders or Registered Common Share Pledges.</u> <p>5. (Redemption)</p> <ol style="list-style-type: none"> 1. <u>The Company may, at any time, acquire, to the extent permitted by laws and regulations, on the day determined by a resolution of the Company (for the purpose of this Article, the acquisition day is hereinafter referred to as the "Acquisition Day") any part or all of the Series E Preferred Shares in exchange for an amount of cash set forth in Paragraph 2 per Series E Preferred Share. The Company may acquire the Series E Preferred Shares that are held by only a part of the holders of the Series E Preferred Shares if the Company equally offers, in a procedure to be reasonably determined by the Company, to each holder of the Series E Preferred Shares to participate in the redemption and only such part of holders of the Series E Preferred Shares accepts such offer. When the Company acquires only part of the Series E Preferred Shares held by the relevant holders of the Series E Preferred Shares, the number of the Series E Preferred Shares to be acquired by the Company shall be determined on a pro rata basis in proportion to the number of the Series E Preferred Shares held by each relevant holder of the Series E Preferred Shares.</u> 2. <u>The amount of cash the Company should pay in exchange for the acquisition of a Series E Preferred Share (hereinafter referred to as the "Series E Redemption Amount") shall be the sum of JPY 100,000 and the PIK amount for Series E Preferred Shares per Series E Preferred Share. "The PIK amount for Series E Preferred Share per Series E Preferred Share" means the amount calculated by applying a fixed rate of 6.5% per annum (compounded annually) to the issue price per Series E Preferred Share (i.e., JPY 100,000), which shall be calculated pro-rated on the basis of actual days elapsed over a year of 365 days from the issue date (inclusive) of such shares to the Acquisition Day (inclusive), with divisions made at the end, and rounded up to the nearest integral number.</u> 3. <u>The Company shall, on the Final Redemption Day, acquire, to the extent</u>
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permitted by laws and regulations, all of the Series E Preferred Shares in exchange for cash at the price of Series E Redemption Amount per Series E Preferred Share (provided, however, that the amount shall be calculated as of the Final Redemption Day instead of the Acquisition Day).

SERIES F PREFERRED SHARES

1. (Restriction on Voting Rights)

Series F Preferred Shareholders shall have no voting rights at a general meeting of shareholders of the Company.

2. (Matters That Need To Be Resolved at Class Shareholders Meeting)

In cases where the Company carries out an act listed in Paragraph 1 of Article 322 of the Companies Act, a resolution of Series F Preferred Shareholders Meetings shall not be required except for a case of an amendment of its Article of Incorporation (other than the amendment in relation to Share Unit) stipulated in Item 1 of the said Paragraph.

3. (Dividends From Surplus)

For each business year, including and following the business year commencing on April 1, 2018, the Company shall make a distribution of dividends in cash from surplus, to the extent permitted by laws and regulations, to the Series F Preferred Shareholders or to the Registered Series F Preferred Pledges whose names are listed or recorded on the shareholders' register as of the close of the last date of such business year, in preference to Convertible Preferred Shareholders or Registered Convertible Preferred Pledges and Common Shareholders or Registered Common Share Pledges in the amount set forth in Item 1 of this Article per Series F Preferred Share (hereinafter referred to as the "Series F Preferred Dividends"). Payment of a distribution of dividends from surplus to Series A Preferred Shareholders or Registered Series A Preferred Pledges, Series C Preferred Shareholders or Registered Series C Preferred Pledges, Series F Preferred Shareholders or Registered Series F Preferred Pledges and Series G Preferred Shareholders or Registered Series G Preferred Pledges shall rank *pari passu*.

(1) Amount of Series F Preferred Dividends

The total amount of Series F Preferred Dividends per Series F Preferred Share to be distributed to the Series F Preferred Shareholders or to the Registered Series F Preferred Pledges for each business year shall be equal to an amount calculable at a fixed rate of 3.0% per annum multiplied by the Series F Preferred Share Base Price as of the first day of such business year (rounded up to the nearest integral number.). The initial Series F Preferred Share Base Price shall be JPY 100,000, and thereafter, the Series F Preferred Share Base Price shall be changed, without any further action by the Company, to the sum of (x) the Series F Preferred Share Base Price for the preceding business year of such business year (in case of the business year commencing on April 1, 2018, JPY 100,000), (y) the PIK amount for Series F Preferred Share per Series F Preferred Share and (z) if the Company did not make a distribution of all or any part of dividends for the preceding business year of such business year for whatever reasons, such unpaid amount of Series F Preferred Dividends. "The PIK amount for

Series F Preferred Share per Series F Preferred Share” as of certain day means the amount calculated by applying a fixed rate of 6.5% per annum (accrued daily) to the Series F Preferred Share Base Price for the preceding business year, which shall be calculated on the basis of actual days elapsed over a year of 365 days, from the first day of such business year to which that day belongs to (inclusive) to that date (inclusive), with divisions made at the end, and rounded up to the nearest integral number.

(2) Non-Accumulation

In the event that the total amount of dividends per share paid in cash to Series F Preferred Shareholders or Registered Series F Preferred Pledges as of any record date belonging in any business year is less than the amount of the Series F Preferred Dividends of such business year, any such deficiencies shall not be cumulative for the subsequent business years respectively.

(3) Non-Participation

No dividends exceeding the amount of the Series F Preferred Dividends shall be paid to the Series F Preferred Shareholders or Registered Series F Preferred Pledges.

4. (Distribution of Residual Assets)

1. If and when the Company distributes the residual assets upon its dissolution, the Company shall pay the amount equal to the sum of (x) Series F Preferred Share Base Price as of the payment date of the residual assets which is separately designated by the Company (if, on the payment date of the residual assets, no dividends for the preceding business year of the business year to which the payment date of the residual assets belongs, have been made pursuant to the preceding Article, the Series F Preferred Share Base Price as of the payment date of the residual assets shall be calculated on the assumption that such dividends were not made.) and (y) an amount of unpaid dividends per Series F Preferred Share, to Series F Preferred Shareholders or Registered Series F Preferred Pledges. For the purpose of this Paragraph, “the amount of unpaid dividends per Series F Preferred Share” means the amount of the Series F Preferred Dividends per share calculated at a fixed rate of 3.0% par annum (which shall be calculated on the basis of actual days elapsed over a year of 365 days, from the first day of the business year (inclusive) to which the payment date of the residual assets belongs to the payment date of the residual assets to be determined after the dissolution date (inclusive), with divisions made at the end, and rounded up to the nearest integral number).

2. Other than the distribution set forth in Paragraph 1 of this Article, the Company does not distribute any residual asset to Series F Preferred Shareholders or Registered Series F Preferred Pledges.

3. Distributions by the Company of its residual assets upon its dissolution to Series A Preferred Shareholders or Registered Series A Preferred Pledges, Series B Preferred Shareholders or Registered Series B Preferred Pledges, Series C Preferred Shareholders or Registered Series C Preferred Pledges, Series D Preferred Shareholders or Registered Series D Preferred Pledges, Series E Preferred Shareholders or Registered Series E Preferred Pledges, Series F Shareholders or Registered Series F Preferred Pledges and Series G

Preferred Shareholders or Registered Series G Preferred Pledgees shall be made (i) on a *pari passu* basis in proportion to the redemption amount of each series of Non-Convertible Preferred Shares and (ii) in preference to Convertible Preferred Shareholders or Registered Convertible Preferred Pledgees and Common Shareholders or Registered Common Share Pledgees.

5. (Redemption)

1. The Company may, at any time, acquire, to the extent permitted by laws and regulations, on the day determined by a resolution of the Company (for the purpose of this Article, the acquisition day is hereinafter referred to as the "Acquisition Day") any part or all of the Series F Preferred Shares in exchange for an amount of cash set in Paragraph 2 per Series F Preferred Share. The Company may acquire the Series F Preferred Shares that are held by only a part of the holders of the Series F Preferred Shares if the Company equally offers, in a procedure to be reasonably determined by the Company, to each holder of the Series F Preferred Shares to participate in the redemption and only such part of holders of the Series F Preferred Shares accepts such offer. When the Company acquires only part of the Series F Preferred Shares held by the relevant holders of the Series F Preferred Shares, the number of the Series F Preferred Shares to be acquired by the Company shall be determined on a pro rata basis in proportion to the number of the Series F Preferred Shares held by each relevant holder of the Series F Preferred Shares.
2. The amount of cash the Company should pay in exchange for acquisition of a Series F Preferred Share (hereinafter referred to as the "Series F Redemption Amount") shall be the amount equivalent to the sum of (x) the Series F Preferred Share Base Price as of the Acquisition Day (if, on the Acquisition Day, no dividends for the preceding business year of the business year to which the Acquisition Day belongs, have been made pursuant to Article 3, the Series F Preferred Share Base Price as of the Acquisition Day shall be calculated on the assumption that such dividends were not made.) and (y) the amount of unpaid dividends per Series F Preferred Share on the Acquisition Day. For the purpose of this Paragraph, "the amount of unpaid dividends per Series F Preferred Share" means the amount of the Series F Preferred Dividends per share calculated at a fixed rate of 3.0% par annum but pro-rated on the basis of actual days elapsed over a year of 365 days, from the first day of such business year (inclusive) to the Acquisition Day (inclusive), with divisions made at the end, and rounded up to the nearest integral number.
3. The Company shall, on the Final Redemption Day, acquire, to the extent permitted by laws and regulations, all of the Series F Preferred Shares in exchange for cash at the price of Series F Redemption Amount per Series F Preferred Share (provided, however, that the amount shall be calculated as of the Final Redemption Day instead of the Acquisition Day).

SERIES G PREFERRED SHARES

1. (Restriction on Voting Rights)

Series G Preferred Shareholders shall have no voting rights at a general meeting.

of shareholders of the Company.

2. (Matters That Need To Be Resolved at Class Shareholders Meeting)

In cases where the Company carries out an act listed in Paragraph 1 of Article 322 of the Companies Act, a resolution of Series G Preferred Shareholders Meetings shall not be required except for a case of an amendment of its Article of Incorporation (other than the amendment in relation to Share Unit) stipulated in Item 1 of the said Paragraph.

3. (Dividends From Surplus)

For each business year, including and following the business year commencing on April 1, 2018, the Company shall make a distribution of dividends in cash from surplus, to the extent permitted by laws and regulations, to the Series G Preferred Shareholders or to the Registered Series G Preferred Pledgees whose names are listed or recorded on the shareholders' register as of the close of the last date of such business year, in preference to Convertible Preferred Shareholders or Registered Convertible Preferred Pledgees and Common Shareholders or Registered Common Share Pledgees in the amount set forth in Item 1 of this Article per Series G Preferred Share (hereinafter referred to as the "Series G Preferred Dividends"). Payment of a distribution of dividends from surplus to Series A Preferred Shareholders or Registered Series A Preferred Pledgees, Series C Preferred Shareholders or Registered Series C Preferred Pledgees, Series F Preferred Shareholders or Registered Series F Preferred Pledgees and Series G Preferred Shareholders or Registered Series G Preferred Pledgees shall rank *pari passu*.

(1) Amount of Series G Preferred Dividends

The total amount of Series G Preferred Dividends per Series G Preferred Share to be distributed to the Series G Preferred Shareholders or to the Registered Series G Preferred Pledgees for each business year shall be equal to an amount calculable at a fixed rate of 5.0% per annum multiplied by JPY 100,000 (rounded up to the nearest integral number.).

(2) Non-Accumulation

In the event that the total amount of dividends per share paid in cash to Series G Preferred Shareholders or Registered Series G Preferred Pledgees as of any record date belonging in any business year is less than the amount of the Series G Preferred Dividends of such business year, any such deficiencies shall not be cumulative for the subsequent business years respectively.

(3) Non-Participation

No dividends exceeding the amount of the Series G Preferred Dividends shall be paid to the Series G Preferred Shareholders or Registered Series G Preferred Pledgees.

4. (Distribution of Residual Assets)

1. If and when the Company distributes the residual assets upon its dissolution, the Company shall pay the amount equal to the sum of Series G Preferred Share Base Price as of the payment date of residual assets which is separately designated by the Company (if, on the payment date of residual assets, no dividends for the preceding business year of the business year to which the

payment date of residual assets belongs, have been made pursuant to the preceding Article, the Series G Preferred Share Base Price as of the payment date of residual assets shall be calculated on the assumption that such dividends were not made.) and an amount of unpaid dividends per Series G Preferred Share, to Series G Preferred Shareholders or Registered Series G Preferred Pledges. The initial Series G Preferred Share Base Price shall be JPY 100,000, and thereafter, the Series G Preferred Share Base Price shall be equal to the sum of (x) the Series G Preferred Share Base Price for the preceding business year (in case of such business year commencing on April 1, 2018, JPY 100,000), (y) the PIK amount for Series G Preferred Share per Series G Preferred Share and (z) if the Company elects not to make a distribution of all or any part of Series G Preferred Dividends for the preceding business year, the amount equivalent to such unpaid Series G Preferred Dividends. "The PIK amount for Series G Preferred Share per Series G Preferred Share" as of certain day means the amount calculated by applying a fixed rate of 5.0% per annum (accrued daily) to the Series G Preferred Share Base Price for the preceding business year, which shall be calculated on the basis of actual days elapsed over a year of 365 days, from the first day of such business year to which that day belongs to (inclusive) to that date (inclusive), with divisions made at the end, and rounded up to the nearest integral number. For the purpose of this Paragraph, "the amount of unpaid dividends per Series G Preferred Share" means the amount of the Series G Preferred Dividends per share calculated at a fixed rate of 5.0% per annum (which shall be calculated on the basis of actual days elapsed over a year of 365 days, from the first day of the business year (inclusive) to which the payment date of residual assets belongs to the payment date of the residual assets to be determined after the dissolution date (inclusive), with divisions made at the end, and rounded up to the nearest integral number).

2. Other than the distribution set forth in Paragraph 1 of this Article, the Company does not distribute any residual asset to Series G Preferred Shareholders or Registered Series G Preferred Pledges.

3. Distributions by the Company of its residual assets upon its dissolution to Series A Preferred Shareholders or Registered Series A Preferred Pledges, Series B Preferred Shareholders or Registered Series B Preferred Pledges, Series C Preferred Shareholders or Registered Series C Preferred Pledges, Series D Preferred Shareholders or Registered Series D Preferred Pledges, Series E Preferred Shareholders or Registered Series E Preferred Pledges, Series F Shareholders or Registered Series F Preferred Pledges and Series G Preferred Shareholders or Registered Series G Preferred Pledges shall be made (i) on a *pari passu* basis in proportion to the redemption amount of each series of Non-Convertible Preferred Share and (ii) in preference to Convertible Preferred Shareholders or Registered Convertible Preferred Pledges and Common Shareholders or Registered Common Share Pledges.

5. (Redemption)

1. The Company may, at any time, acquire, to the extent permitted by laws and regulations, on the day determined by a resolution of the Company (for the purpose of this Article, the acquisition day is hereinafter referred to as the "Acquisition Day") any part or all of the Series G Preferred Shares in exchange for an amount of cash set in Paragraph 2 per Series G Preferred

Share. The Company may acquire the Series G Preferred Shares that are held by only a part of the holders of the Series G Preferred Shares if the Company equally offers, in a procedure to be reasonably determined by the Company, to each holder of the Series G Preferred Shares to participate in the redemption and only such part of holders of the Series G Preferred Shares accepts such offer. When the Company acquires only part of the Series G Preferred Shares held by the relevant holders of the Series G Preferred Shares, the number of the Series G Preferred Shares to be acquired by the Company shall be determined on a pro rata basis in proportion to the number of the Series G Preferred Shares held by each relevant holder of the Series G Preferred Shares.

2. The amount of cash the Company should pay in exchange for acquisition of a Series G Preferred Share (hereinafter referred to as the "Series G Redemption Amount") shall be the amount equivalent to the sum of (x) the Series G Preferred Share Base Price as of the Acquisition Day (if, on the Acquisition Day, no dividends for the preceding business year of the business year to which the Acquisition Day belongs, have been made pursuant to Article 3, the Series G Preferred Share Base Price as of the Acquisition Day shall be calculated on the assumption that such dividends were not made.) and (y) the amount of unpaid dividends per Series G Preferred Share on the Acquisition Day. For the purpose of this Paragraph, "the amount of unpaid dividends per Series G Preferred Share" means the amount of the Series G Preferred Dividends per share calculated at a fixed rate of 5.0% par annum but pro-rated on the basis of actual days elapsed over a year of 365 days, from the first day of such business year (inclusive) to the Acquisition Day (inclusive), with divisions made at the end, and rounded up to the nearest integral number.
3. The Company shall, on the Final Redemption Day, acquire, to the extent permitted by laws and regulations, all of the Series G Preferred Shares in exchange for cash at the price of Series G Redemption Amount per Series G Preferred Share (provided, however, that the amount shall be calculated as of the Final Redemption Day instead of the Acquisition Day).

CONVERTIBLE PREFERRED SHARES

1. (Restriction on Voting Rights)

Convertible Preferred Shareholders shall have no voting rights at a general meeting of shareholders of the Company.

2. (Matters That Need To Be Resolved at Class Shareholders Meeting)

In cases where the Company carries out an act listed in Paragraph 1 of Article 322 of the Companies Act, a resolution of Convertible Preferred Shareholders Meetings shall not be required except for a case of an amendment of its Article of Incorporation (other than the amendment in relation to Share Unit) stipulated in Item 1 of the said Paragraph.

3. (Dividends From Surplus)

If and when the Company makes a distribution of dividends from surplus, to the extent permitted by laws and regulations, the Company shall make a distribution of dividends to the Convertible Preferred Shareholders or Registered

	<p><u>Convertible Preferred Pledges whose names are listed or recorded on the shareholders' register as of the close of a record date in connection with such dividends, ranking <i>pari passu</i> with Common Shareholders or Registered Common Share Pledges in the amount equal to the amount of dividends distributed to Common Shareholders or to Registered Common Share Pledges per Common Share.</u></p> <p><u>4. (Distribution of Residual Assets)</u></p> <p><u>If and when the Company distributes the residual assets upon its dissolution, the Company shall pay the amount per Convertible Preferred Share equal to the greater of (X) JPY 100,000 or (Y) the amount that would be paid per Convertible Preferred Share if the same amount were distributed as residual assets on a <i>pari passu</i> basis between a Convertible Preferred Share and a Common Share, to Convertible Preferred Shareholders or Registered Convertible Preferred Pledges, in preference to Common Shareholders or Registered Common Share Pledges.</u></p> <p><u>5. (Put Options)</u></p> <p><u>Upon the occurrence of any of the following events, the Convertible Preferred Shareholders shall, to the extent permitted by laws and regulations, be entitled to demand the Company to deliver Common Shares in exchange for any part or all of the Convertible Preferred Shares owned by them. Upon such demand, the Company shall issue, to such Convertible Preferred Shareholders, the same number of Common Shares as the number of the Convertible Preferred Shares to be acquired.</u></p> <p><u>(1) When Common Shares issued by the Company are approved to be listed on any domestic or foreign stock exchange</u></p> <p><u>(2) At all times on and after June 1, 2021</u></p> <p><u>6. (Redemption)</u></p> <p><u>The Company may, at any time, acquire, to the extent permitted by laws and regulations, on the day determined by a resolution of the Company any part or all of the Convertible Preferred Shares in exchange for the same number of Common Shares as the number of the Convertible Preferred Shares to be acquired. The Company may acquire the Convertible Preferred Shares that are held by only a part of the holders of the Convertible Preferred Shares if the Company equally offers, in a procedure to be reasonably determined by the Company, to each holder of the Convertible Preferred Shares to participate in the redemption and only such part of holders of the Convertible Preferred Shares accepts such offer.</u></p> <table border="1"> <tr> <td>Common Shares</td><td>17,000,000 shares</td></tr> <tr> <td>Series A Preferred Shares</td><td>1,650,000 shares</td></tr> <tr> <td>Series B Preferred Shares</td><td>30,000 shares</td></tr> <tr> <td>Series C-1 Preferred Shares</td><td>550,000 shares</td></tr> <tr> <td>Series C-2 Preferred Shares</td><td>550,000 shares</td></tr> <tr> <td>Series D Preferred Shares</td><td>1,395,000 shares</td></tr> </table>	Common Shares	17,000,000 shares	Series A Preferred Shares	1,650,000 shares	Series B Preferred Shares	30,000 shares	Series C-1 Preferred Shares	550,000 shares	Series C-2 Preferred Shares	550,000 shares	Series D Preferred Shares	1,395,000 shares
Common Shares	17,000,000 shares												
Series A Preferred Shares	1,650,000 shares												
Series B Preferred Shares	30,000 shares												
Series C-1 Preferred Shares	550,000 shares												
Series C-2 Preferred Shares	550,000 shares												
Series D Preferred Shares	1,395,000 shares												

	<p>Series E Preferred Shares 950,000 shares</p> <p>Series F Preferred Shares 165,000 shares</p> <p>Series G Preferred Shares 50,000 shares</p> <p>Convertible Preferred Shares 5,897,728 shares</p>
	<p>COMMON SHARES</p> <p>1. (Matters That Need To Be Resolved at Class Shareholders Meeting)</p> <p>In cases where the Company carries out an act listed in Paragraph 1 of Article 322 of the Companies Act, a resolution of Common Shareholders Meetings shall not be required except for a case of an amendment of its Article of Incorporation (other than the amendment in relation to Share Unit) stipulated in Item 1 of the said Paragraph.</p> <p>SERIES A PREFERRED SHARES</p> <p>1. (Restriction on Voting Rights)</p> <p>The holders of the Series A Preferred Shares (hereinafter referred to as the "Series A Preferred Shareholders") shall have no voting rights at a general meeting of shareholders of the Company.</p> <p>2. (Matters That Need To Be Resolved at Class Shareholders Meeting)</p> <p>In cases where the Company carries out an act listed in Paragraph 1 of Article 322 of the Companies Act, a resolution of Series A Preferred Shareholders Meetings shall not be required except for a case of an amendment of its Article of Incorporation (other than the amendment in relation to Share Unit) stipulated in Item 1 of the said Paragraph.</p> <p>3. (Dividends From Surplus)</p> <p>For each business year including and following the business year commencing on April 1, 2018, the Company shall make a distribution of dividends in cash from surplus, to the extent permitted by laws and regulations, to the Series A Preferred Shareholders or to the registered pledgees of the Series A Preferred Shares (hereinafter referred to as the "Registered Series A Preferred Pledgees") whose names are listed or recorded on the shareholders' register as of the close of the last date of such business year, in preference to the holders of the Convertible Preferred Shares (hereinafter referred to as the "Convertible Preferred Shareholders") or the registered pledgees of the Convertible Preferred Share (hereinafter referred to as the "Registered Convertible Preferred Pledgees") and the holders of Common Shares (hereinafter referred to as the "Common Shareholders") or registered pledges of the Common Shares (hereinafter referred to as the "Registered Common Share Pledgees") in the amount set forth in Item 1 of this Article per Series A Preferred Share (hereinafter referred to as the "Series A Preferred Dividends"). Payment of a distribution of dividends from surplus (including Accumulated Series A Unpaid Dividends Amount as defined in Item 2 of this Article) to Series A Preferred Shareholders or Registered Series A Preferred Pledgees, the holders of the Series C-1 Preferred Shares (hereinafter referred to as the "Series C-1 Preferred</p>

	<p>Shareholders”) or the registered pledgees of the Series C-1 Preferred Share (hereinafter referred to as the “Registered Series C-1 Preferred Pledgees”), the holders of the Series C-2 Preferred Shares (hereinafter referred to as the “Series C-2 Preferred Shareholders”) or the registered pledgees of the Series C-2 Preferred Share (hereinafter referred to as the “Registered Series C-2 Preferred Pledgees”), the holders of the Series F Preferred Shares (hereinafter referred to as the “Series F Preferred Shareholders”) or the registered pledgees of the Series F Preferred Share (hereinafter referred to as the “Registered Series F Preferred Pledgees”) and the holders of the Series G Preferred Shares (hereinafter referred to as the “Series G Preferred Shareholders”) or the registered pledgees of the Series G Preferred Share (hereinafter referred to as “Registered Series G Preferred Pledgees”) shall rank <i>pari passu</i>.</p> <p>(1) Amount of Series A Preferred Dividends The total amount of Series A Preferred Dividends per Series A Preferred Share to be distributed to the Series A Preferred Shareholders or to the Registered Series A Preferred Pledgees for each business year shall be equal to an amount calculable at a fixed rate of 3.5% per annum (accrued daily) (or 6.0% per annum (accrued daily) for the period during which the Series A Preferred Share Base Price exceeds JPY 100,000) multiplied by the Series A Preferred Share Base Price for such period(rounded up to the nearest integral number). The initial Series A Preferred Share Base Price shall be JPY 100,000 (as adjusted pursuant to the terms of these Articles, the “Series A Preferred Share Base Price”), and thereafter, if the Company cannot make a distribution of all or any part of dividends for a certain business year in satisfaction of the preceding sentences because it is not permitted by any laws or regulations (the unpaid amount is hereinafter referred to as the “Series A Unpaid Dividends Amount”), the Series A Preferred Share Base Price for the business year immediately following such business year shall be changed, without any further action by the Company, to the sum of (x) the Series A Preferred Share Base Price as of the last day of such business year (in case of such business year commencing on April 1, 2018, JPY 100,000) and (y) the Series A Unpaid Dividends Amount; provided, however, that if the Series A Preferred Share Base Price at any time exceeds JPY 100,000 and the Company makes a distribution of all of the amount equivalent to the Accumulated Series A Unpaid Dividends Amount (defined in the next Item) for all prior business years and the amount equivalent to Series A Preferred Dividends accrued in relation to the then-current business year, the Series A Preferred Share Base Price shall be decreased to JPY 100,000 from the day immediately following the day on which such distribution is made. For the purpose of this Paragraph, the “amount equivalent to the Series A Preferred Dividends accrued in relation to the then current business year” means the amount of the Series A Preferred Dividends per share calculated at a fixed rate of 6.0% per annum (accrued daily) which shall be calculated on the basis of actual days elapsed over a year of 365 days, from the first day of such business year (inclusive) to the payment date of the distribution (inclusive), with divisions made at the end, and rounded up to the nearest integral number.</p> <p>(2) Accumulation In the event that the total amount of dividends per share paid in cash to Series A Preferred Shareholders or Registered Series A Preferred Pledgees</p>
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	<p>as of any record date belonging in the same business year is less than the amount of the Series A Preferred Dividends of such business year, any such deficiencies shall be cumulative (such accumulated unpaid amount is hereinafter referred to as the "Accumulated Series A Unpaid Dividends Amount").</p> <p>(3) Non-Participation No dividends exceeding the amount of the Series A Preferred Dividends and Accumulated Series A Unpaid Dividends Amount shall be paid to the Series A Preferred Shareholders or Registered Series A Preferred Pledges.</p> <p>4. (Distribution of Residual Assets)</p> <p>1. If and when the Company distributes the residual assets upon its dissolution, the Company shall pay the amount equal to the sum of (x) the Series A Preferred Share Base Price as of the payment date of the residual assets which is separately designated by the Company (if, on the payment date of the residual assets, no dividends for the preceding business year of the business year to which the payment date of the residual assets belongs, have been made pursuant to the preceding Article, the Series A Preferred Share Base Price as of the payment date of the residual assets shall be calculated on the assumption that such dividends were not made.) and (y) the amount of unpaid dividends per Series A Preferred Share through the payment date of the residual assets, to Series A Preferred Shareholders or Registered Series A Preferred Pledges. For the purpose of this Paragraph, "the amount of unpaid dividends per Series A Preferred Share" means the amount of the Series A Preferred Dividends per share calculated at a fixed rate of 3.5% per annum (accrued daily) (or 6.5% per annum (accrued daily) if the Series A Preferred Share Base Price for a business year to which the payment date of the residual assets belongs exceeds JPY 100,000; provided, however, that, if the Series A Preferred Share Base Price has been decreased to JPY 100,000 during such business year, 3.5% per annum (accrued daily) shall apply on and after the date on which the Series A Preferred Share Base Price has been decreased to JPY 100,000), which shall be calculated on the basis of actual days elapsed and on the basis of a 365 year, from the first day of the business year to which the payment date of the residual assets belongs (inclusive) to the payment date of the residual assets, with divisions made at the end, and rounded up to the nearest integral number.</p> <p>2. Other than the distribution set forth in Item 1 of this Article, the Company does not distribute any residual asset to Series A Preferred Shareholders or Registered Series A Preferred Pledges.</p> <p>3. Distributions by the Company of its residual assets upon its dissolution to Series A Preferred Shareholders or Registered Series A Preferred Pledges, the holders of the Series B Preferred Shares (hereinafter referred to as the "Series B Preferred Shareholders") or the registered pledges of the Series B Preferred Shares (hereinafter referred to as the "Registered Series B Preferred Pledges"), Series C-1 Preferred Shareholders or Registered Series C-1 Preferred Pledges, Series C-2 Preferred Shareholders or Registered Series C-2 Preferred Pledges, the holders of the Series D Preferred Shares (hereinafter referred to as the "Series D Preferred Shareholders") or the registered pledges of the Series D Preferred Shares (hereinafter referred to</p>
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	<p>as the “Registered Series D Preferred Pledgees”), the holders of the Series E Preferred Shares (hereinafter referred to as the “Series E Preferred Shareholders”) or the registered pledgees of the Series E Preferred Shares (hereinafter referred to as the “Registered Series E Preferred Pledgees”), Series F Preferred Shareholders or Registered Series F Preferred Pledgees and Series G Preferred Shareholders or Registered Series G Preferred Pledgees shall be made (i) on a <i>pari passu</i> basis in proportion to the total redemption amount of each series of Non-Convertible Preferred Shares and (ii) in preference to Convertible Preferred Shareholders or Registered Convertible Preferred Pledgees and Common Shareholders or Registered Common Share Pledgees.</p> <p>5. (Redemption)</p> <ol style="list-style-type: none"> 1. The Company may, at any time, acquire, to the extent permitted by laws and regulations, on the day determined by a resolution of the Company (for the purpose of this Article, the acquisition day is hereinafter referred to as the “Acquisition Day”) any part or all of the Series A Preferred Shares in exchange for an amount of cash per Series A Preferred Share set forth in Paragraph 2 of this Article. The Company may acquire the Series A Preferred Shares that are held by only a part of the holders of the Series A Preferred Shares if the Company equally offers, in a procedure to be reasonably determined by the Company, to each holder of the Series A Preferred Shares to participate in the redemption and only such part of holders of the Series A Preferred Shares accepts such offer. When the Company acquires only part of the Series A Preferred Shares held by the relevant holders of the Series A Preferred Shares, the number of the Series A Preferred Shares to be acquired by the Company shall be determined on a pro rata basis in proportion to the number of the Series A Preferred Shares held by each relevant holder of the Series A Preferred Shares. 2. The amount of cash the Company should pay in exchange for acquisition of a Series A Preferred Share (hereinafter referred to as the “Series A Redemption Amount”) shall be the sum of (x) the Series A Preferred Share Base Price as of the Acquisition Day (if, on the Acquisition Day, no dividends for the preceding business year of the business year to which the Acquisition Day belongs, have been made pursuant to the Article 3, the Series A Preferred Share Base Price as of the Acquisition Day shall be calculated on the basis that such dividends were not made.) and (y) the amount of unpaid dividends per Series A Preferred Share through the Acquisition Day. For the purpose of this Paragraph, “the amount of unpaid dividends per Series A Preferred Share” means the amount of the Series A Preferred Dividends per share calculated at a fixed rate of 3.5% per annum (accrued daily) (or 6.0% per annum (accrued daily); provided, however, that, if the Series A Preferred Share Base Price has been decreased to the JPY 100,000 during such business year, 3.5% per annum shall apply on and after the date on which the Series A Preferred Share Base Price has been decreased to JPY 100,000), which shall be calculated on the basis of actual days elapsed over and on the basis of a 365 days year from the first day of the business year to which the Acquisition Day belongs (inclusive) to the Acquisition Day (inclusive), with divisions made at the end, and rounded up to the nearest integral number. 3. The Company shall, on June 1, 2024 (hereinafter referred to as the “Final
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	<p>Redemption Day”), acquire, to the extent permitted by laws and regulations, all of the Series A Preferred Shares in exchange for cash at the price of Series A Redemption Amount per Series A Preferred Share (provided, however, that the amount shall be calculated as of the Final Redemption Day instead of the Acquisition Day).</p> <p>4. If the Company acquires all or any part of Series B Preferred Shares, Series C-1 Preferred Shares, Series C-2 Preferred Shares, Series D Preferred Shares, Series E Preferred Shares, Series F Preferred Shares or Series G Preferred Shares, on the date of such acquisition (for the purpose of this Paragraph, such date is hereinafter referred to as the “Redemption Date for Other Preferred Shares”), the Company must acquire a number of Series A Preferred Shares equal to the number obtained by multiplying (a) the pro rata portion of Series A Preferred Shares by (b) the total amount to be paid to all of the holders of Non-Convertible Preferred Shares in relation to such acquisition and then dividing by (c) Series A Redemption Amount in exchange for cash at the price of Series A Redemption Amount per Series A Preferred Share (provided, however, that the amount shall be calculated as of the Redemption Date for Other Preferred Shares instead of the Acquisition Day). For the purpose of this Paragraph, “pro rata portion” means the ratio on Redemption Date for Other Preferred Shares which is obtained by dividing (x) the aggregate amount of the Series A Redemption Amount for Series A Preferred Shares held by the Series A Preferred Shareholders or to the Registered Series A Preferred Pledgees (provided, the Series A Redemption Amount for Series A Preferred Shares held by the Series A Preferred Shareholders or to the Registered Series A Preferred Pledgees who elected not to be redeemed shall not be added) by (y) the aggregate amount of the total Series A Redemption Amount for Series A Preferred Shares, the total Series B Redemption Amount (defined in Article 5, Paragraph 2 of Series B Preferred Shares) for Series B Preferred Shares, the total Series C-1 Redemption Amount (defined in Article 5, Paragraph 2 of Series C-1 Preferred Shares) for Series C-1 Preferred Shares, the total Series C-2 Redemption Amount (defined in Article 5, Paragraph 2 of Series C-2 Preferred Shares) for Series C-2 Preferred Shares, the total Series D Redemption Amount (defined in Article 5, Paragraph 2 of Series D Preferred Shares) for Series D Preferred Shares, the total Series E Redemption Amount (defined in Article 5, Paragraph 2 of Series E Preferred Shares) for Series E Preferred Shares, the total Series F Redemption Amount (defined in Article 5, Paragraph 2 of Series F Preferred Shares) for Series F Preferred Shares and the total Series G Redemption Amount (defined in Article 5, Paragraph 2 of Series G Preferred Shares) for Series G Preferred Shares (provided, with respect to each preferred shares, the redemption amount for the preferred shares held by the shareholders or to the registered pledgees who elected not to be redeemed shall not be added).</p> <p>SERIES B PREFERRED SHARES</p> <p>1. (Restriction on Voting Rights)</p> <p>The Series B Preferred Shareholders shall have no voting rights at a general meeting of shareholders of the Company.</p>
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	<p>2. (Matters That Need To Be Resolved at Class Shareholders Meeting)</p> <p>In cases where the Company carries out an act listed in Paragraph 1 of Article 322 of the Companies Act, a resolution of Series B Preferred Shareholders Meetings shall not be required except for a case of an amendment of its Article of Incorporation (other than the amendment in relation to Share Unit) stipulated in Item 1 of the said Paragraph.</p> <p>3. (Dividends From Surplus)</p> <p>The Company shall not distribute any dividends from surplus to any Series B Preferred Shareholder or to the Registered Series B Preferred Pledges.</p> <p>4. (Distribution of Residual Assets)</p> <p>1. If and when the Company distributes the residual assets upon its dissolution, the Company shall pay the amount equal to the Series B Redemption Amount (as defined in Paragraph 2 of the following Article), to Series B Preferred Shareholders or Registered Series B Preferred Pledges.</p> <p>2. Other than the distribution set forth in Item 1 of this Article, the Company does not distribute any residual asset to Series B Preferred Shareholders or Registered Series B Preferred Pledges.</p> <p>3. Distributions by the Company of its residual assets upon its dissolution to Series A Preferred Shareholders or Registered Series A Preferred Pledges, Series B Preferred Shareholders or Registered Series B Preferred Pledges, Series C-1 Preferred Shareholders or Registered Series C-1 Preferred Pledges, Series C-2 Preferred Shareholders or Registered Series C-2 Preferred Pledges, Series D Preferred Shareholders or Registered Series D Preferred Pledges, Series E Preferred Shareholders or Registered Series E Preferred Pledges, Series F Shareholders or Registered Series F Preferred Pledges and Series G Preferred Shareholders or Registered Series G Preferred Pledges shall be made (i) on a <i>pari passu</i> basis in proportion to the total redemption amount of each series of Non-Convertible Preferred Shares and (ii) in preference to Convertible Preferred Shareholders or Registered Convertible Preferred Pledges and Common Shareholders or Registered Common Share Pledges.</p> <p>5. (Redemption)</p> <p>1. The Company may, at any time, acquire, to the extent permitted by laws and regulations, on the day determined by a resolution of the Company (for the purpose of this Article, the acquisition day is hereinafter referred to as the "Acquisition Day") any part or all of the Series B Preferred Shares in exchange for an amount of cash set forth in Paragraph 2 per Series B Preferred Share. The Company may acquire the Series B Preferred Shares that are held by only a part of the holders of the Series B Preferred Shares if the Company equally offers, in a procedure to be reasonably determined by the Company, to each holder of the Series B Preferred Shares to participate in the redemption and only such part of holders of the Series B Preferred Shares accepts such offer. When the Company acquires only part of the Series B Preferred Shares held by the relevant holders of the Series B Preferred Shares, the number of the Series B Preferred Shares to be acquired by the Company shall be determined on a pro rata basis in proportion to the number</p>
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	<p>of the Series B Preferred Shares held by each relevant holder of the Series B Preferred Shares.</p> <ol style="list-style-type: none"> 2. The amount of cash the Company should pay in exchange for acquisition of a Series B Preferred Share (hereinafter referred to as the "Series B Redemption Amount") shall be the sum of JPY 100,000 and the PIK amount for Series B Preferred Shares per Series B Preferred Share. "The PIK amount for Series B Preferred Share per Series B Preferred Share" means the amount calculated by applying a fixed rate of 5.0% per annum (accrued daily) to the issue price per Series B Preferred Share (i.e., JPY 100,000), which shall be calculated pro-rated on the basis of actual days elapsed over a year of 365 days from the issue date (inclusive) of such shares to the Acquisition Day (inclusive), with divisions made at the end, and rounded up to the nearest integral number. 3. The Company shall, on the Final Redemption Day, acquire, to the extent permitted by laws and regulations, all of the Series B Preferred Shares in exchange for cash at the price of Series B Redemption Amount per Series B Preferred Share (provided, however, that the amount shall be calculated as of the Final Redemption Day instead of the Acquisition Day). 4. If the Company acquires all or any part of Series A Preferred Shares, Series C-1 Preferred Shares, Series C-2 Preferred Shares, Series D Preferred Shares, Series E Preferred Shares, Series F Preferred Shares or Series G Preferred Shares, on the date of such acquisition (for the purpose of this Paragraph, such date is referred to as the "Redemption Date for Other Preferred Shares"), the Company must acquire a number of Series B Preferred Shares equal to the number obtained by multiplying (a) the pro rata portion of Series B Preferred Shares by (b) the total amount to be paid to all of the holders of Non-Convertible Preferred Shares in relation to such acquisition and then dividing by (c) Series B Redemption Amount in exchange for cash at the price of Series B Redemption Amount per Series B Preferred Share (provided, however, that the amount shall be calculated as of the Redemption Date for Other Preferred Shares instead of the Acquisition Day). For the purpose of this Paragraph, "pro rata portion" means the ratio on Redemption Date for Other Preferred Shares which is obtained by dividing (x) the aggregate amount of the Series B Redemption Amount for Series B Preferred Shares held by the Series B Preferred Shareholders or to the Registered Series B Preferred Pledges (provided, the Series B Redemption Amount for Series B Preferred Shares held by the Series B Preferred Shareholders or to the Registered Series B Preferred Pledges who elected not to be redeemed shall not be added) by (y) the aggregate amount of the total Series A Redemption Amount for Series A Preferred Shares, the total Series B Redemption Amount for Series B Preferred Shares, the total Series C-1 Redemption Amount (defined in Article 5, Paragraph 2 of Series C-1 Preferred Shares) for Series C-1 Preferred Shares, the total Series C-2 Redemption Amount (defined in Article 5, Paragraph 2 of Series C-2 Preferred Shares) for Series C-2 Preferred Shares, the total Series D Redemption Amount (defined in Article 5, Paragraph 2 of Series D Preferred Shares) for Series D Preferred Shares, the total Series E Redemption Amount (defined in Article 5, Paragraph 2 Series E Preferred Shares) for Series E Preferred Shares, the total Series F Redemption Amount (defined in Article 5, Paragraph 2 of Series F Preferred Shares) for Series F Preferred Shares and
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	<p>the total Series G Redemption Amount (defined in Article 5, Paragraph 2 of Series G Preferred Shares) for Series G Preferred Shares (provided, with respect to each preferred shares, the redemption amount for the preferred shares held by the shareholders or to the registered pledgees who elected not to be redeemed shall not be added).</p> <p>SERIES C-1 PREFERRED SHARES</p> <p>1. (Restriction on Voting Rights)</p> <p>The Series C-1 Preferred Shareholders shall have no voting rights at a general meeting of shareholders of the Company.</p> <p>2. (Matters That Need To Be Resolved at Class Shareholders Meeting)</p> <p>In cases where the Company carries out an act listed in Paragraph 1 of Article 322 of the Companies Act, a resolution of Series C-1 Preferred Shareholders Meetings shall not be required except for a case of an amendment of its Article of Incorporation (other than the amendment in relation to Share Unit) stipulated in Item 1 of the said Paragraph.</p> <p>3. (Dividends From Surplus)</p> <p>For each quarter period (quarter period(s) refer to any one or more of the period commencing from April 1 and ending on June 30, the period commencing from July 1 and ending on September 30, the period commencing from October 1 and ending on December 31 and the period commencing from January 1 and ending on March 31 of each business year; the same shall apply hereinafter), including and following the quarter period commencing on April 1, 2018, if and when the Company elects to make a distribution of dividends from surplus to the Series C-1 Preferred Shareholders or to the Registered Series C-1 Preferred Pledgees, to the extent permitted by laws and regulations, the Company shall make a distribution of dividends in cash to the Series C-1 Preferred Shareholders or to the Registered Series C-1 Preferred Pledgees whose names are listed or recorded on the shareholders' register as of the close of the last date of such quarter period, in preference to Convertible Preferred Shareholders or Registered Convertible Preferred Pledgees and Common Shareholders or Registered Common Share Pledgees in the amount set forth in Item 1 of this Article per Series C-1 Preferred Share (hereinafter referred to as the "Series C-1 Preferred Dividends"). Payment of a distribution of dividends from surplus to Series A Preferred Shareholders or Registered Series A Preferred Pledgees, Series C-1 Preferred Shareholders or Registered Series C-1 Preferred Pledgees, Series C-2 Preferred Shareholders or Registered Series C-2 Preferred Pledgees, Series F Preferred Shareholders or Registered Series F Preferred Pledgees and Series G Preferred Shareholders or Registered Series G Preferred Pledgees shall rank <i>pari passu</i>.</p> <p>(1) Amount of Series C-1 Preferred Dividends</p> <p>The total amount of Series C-1 Preferred Dividends per Series C-1 Preferred Share to be distributed to the Series C-1 Preferred Shareholders or to the Registered Series C-1 Preferred Pledgees for each quarter period shall be equal to an amount calculated as follows: (a) the product of (i) a fixed rate of 5.0% per annum, (ii) the Series C-1 Preferred Share Base Price for such quarter period and (iii) the actual days elapsed from the first day of</p>
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	<p>such quarter period (inclusive) to the last date of such quarter period (inclusive), divided by (b) 365 (rounded up to the nearest integral number). The initial Series C-1 Preferred Share Base Price shall be JPY 100,000 (as adjusted pursuant to the terms of these Articles, the "Series C-1 Preferred Share Base Price"). If the Company elects not to pay the full Series C-1 Preferred Dividends in any quarter period, the Series C-1 Preferred Share Base Price for the quarter period immediately after such quarter period, without any further action by the Company, shall be equal to the sum of (x) the Series C-1 Preferred Share Base Price for such quarter period (in case of such quarter period commencing on April 1, 2018, JPY 100,000) and (y) an amount calculated as follows: (a) the product of (i) a fixed rate of 7.0% per annum, (ii) such Series C-1 Preferred Share Base Price for such quarter period and (iii) the actual days elapsed from the first day of such quarter period (inclusive) to the last date of such quarter period (inclusive), divided by (b) 365 (as rounded up to the nearest integral number). Provided however that the total amount of Series C-1 Preferred Dividends per Series C-1 Preferred Share for the quarter period starting from July 1, 2018 shall be equal to the sum of Items (a) and (b) set forth below, and if the Company elects not to pay the full Series C-1 Preferred Dividends for the quarter period starting from July 1, 2018, the Series C-1 Preferred Share Base Price for the quarter period immediately after such quarter period, without any further action by the Company, shall be equal to the sum of Items (c) and (d) set forth below.</p> <ul style="list-style-type: none"> (a) the Series C-1 Preferred Share Base Price calculated pursuant to this Item (1) this Article. (b) the amount obtained by multiplying (x) (a) the product of (i) a fixed rate of 5.0% per annum, (ii) JPY 100,000 and (iii) the actual days elapsed from the first day of such quarter period (inclusive) to August 8, 2018 (inclusive), divided by (b) 365 (rounded up to the nearest integral number) by (y) the ratio calculated by dividing the issued and outstanding number of Series C-2 Preferred Shares as of August 8, 2018 by the issued and outstanding number of Series C-1 Preferred Shares as of August 8, 2018 (rounded up to the nearest integral number). (c) the Series C-1 Preferred Share Base Price calculated pursuant to this Item (1) this Article. (d) the amount obtained by multiplying (x) (a) the product of (i) a fixed rate of 7.0% per annum, (ii) JPY 100,000 and (iii) the actual days elapsed from the first day of such quarter period (inclusive) to August 8, 2018 (inclusive), divided by (b) 365 (rounded up to the nearest integral number) by (y) the ratio calculated by dividing the issued and outstanding number of Series C-2 Preferred Shares as of August 8, 2018 by the issued and outstanding number of Series C-1 Preferred Shares as of August 8, 2018 (rounded up to the nearest integral number). <p>(2) Non-Accumulation</p> <p>In the event that the total amount of dividends per share paid in cash to Series C-1 Preferred Shareholders or Registered Series C-1 Preferred Pledgees as of any record date belonging in any quarter period is less than</p>
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	<p>the amount of the Series C-1 Preferred Dividends of such quarter period, any such deficiencies shall not be cumulative for the subsequent quarters respectively.</p> <p>(3) Non-Participation No dividends exceeding the amount of the Series C-1 Preferred Dividends shall be paid to the Series C-1 Preferred Shareholders or Registered Series C-1 Preferred Pledges.</p> <p>4. (Distribution of Residual Assets)</p> <p>1. If and when the Company distributes the residual assets upon its dissolution, the Company shall pay the amount equal to the sum of (x) Series C-1 Preferred Share Base Price as of the payment date of residual assets which is separately designated by the Company (if, on the payment date of residual assets, no dividends for the preceding quarter period of the quarter period to which the payment date of residual assets belongs, have been made pursuant to the preceding Article, the Series C-1 Preferred Share Base Price as of the payment date of residual assets shall be calculated on the assumption that such dividends were not made.), and (y) the amount of unpaid dividends per Series C-1 Preferred Share through the payment date of residual assets, to Series C-1 Preferred Shareholders or Registered Series C-1 Preferred Pledges. For the purpose of this Paragraph, "the amount of unpaid dividends per Series C-1 Preferred Share" means the amount of the Series C-1 Preferred Dividends per share calculated at a fixed rate of 5.0% per annum, which shall be calculated on the basis of actual days elapsed over a year of 365 days, from the first day of the quarter period (inclusive) to which the payment date of residual assets belongs to the payment date of the residual assets (inclusive), with divisions made at the end, and rounded up to the nearest integral number. Provided however that if the payment date of the residual assets set forth in this Paragraph belongs to the quarter period starting from July 1, 2018, "the amount of unpaid dividends per Series C-1 Preferred Share" set forth in this Paragraph means the sum of Items (a) and (b) set forth below.</p> <p>(a) the amount of unpaid dividends per Series C-1 Preferred Share calculated pursuant to this Paragraph of this Article.</p> <p>(b) an amount calculated as follows: (a) the product of the amount obtained by multiplying (x) (a) the product of (i) a fixed rate of 5.0% per annum, (ii) JPY 100,000 and (iii) the actual days elapsed from the first day of such quarter period (inclusive) to August 8, 2018 (inclusive), divided by (b) 365 (rounded up to the nearest integral number) by (y) the ratio calculated by dividing the issued and outstanding number of Series C-2 Preferred Shares as of August 8, 2018 by the issued and outstanding number of Series C-1 Preferred Shares as of August 8, 2018 (rounded up to the nearest integral number).</p> <p>2. Other than the distribution set forth in Paragraph 1 of this Article, the Company does not distribute any residual asset to Series C-1 Preferred Shareholders or Registered Series C-1 Preferred Pledges.</p> <p>3. Distributions by the Company of its residual assets upon its dissolution to Series A Preferred Shareholders or Registered Series A Preferred Pledges,</p>
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	<p>Series B Preferred Shareholders or Registered Series B Preferred Pledgees, Series C-1 Preferred Shareholders or Registered Series C-1 Preferred Pledgees, Series C-2 Preferred Shareholders or Registered Series C-2 Preferred Pledgees, Series D Preferred Shareholders or Registered Series D Preferred Pledgees, Series E Preferred Shareholders or Registered Series E Preferred Pledgees, Series F Shareholders or Registered Series F Preferred Pledgees and Series G Preferred Shareholders or Registered Series G Preferred Pledgees shall be made (i) on a <i>pari passu</i> basis in proportion to the total redemption amount of each series of Non-Convertible Preferred Shares and (ii) in preference to Convertible Preferred Shareholders or Registered Convertible Preferred Pledgees and Common Shareholders or Registered Common Share Pledgees.</p> <p>5. (Redemption)</p> <ol style="list-style-type: none"> 1. The Company may, at any time, acquire, to the extent permitted by laws and regulations, on the day determined by a resolution of the Company (for the purpose of this Article, the acquisition day is hereinafter referred to as the "Acquisition Day") any part or all of the Series C-1 Preferred Shares in exchange for an amount of cash set forth in Paragraph 2 per Series C-1 Preferred Share. The Company may acquire the Series C-1 Preferred Shares that are held by only a part of the holders of the Series C-1 Preferred Shares if the Company equally offers, in a procedure to be reasonably determined by the Company, to each holder of the Series C-1 Preferred Shares to participate in the redemption and only such part of holders of the Series C-1 Preferred Shares accepts such offer. When the Company acquires only part of the Series C-1 Preferred Shares held by the relevant holders of the Series C-1 Preferred Shares, the number of the Series C-1 Preferred Shares to be acquired by the Company shall be determined on a pro rata basis in proportion to the number of the Series C-1 Preferred Shares held by each relevant holder of the Series C-1 Preferred Shares. 2. The amount of cash the Company should pay in exchange for acquisition of a Series C-1 Preferred Share (hereinafter referred to as the "Series C-1 Redemption Amount") shall be the sum of (x) the Series C-1 Preferred Share Base Price as of the Acquisition Day (if, on the Acquisition Day, no dividends for the preceding quarter period of the quarter period to which the Acquisition Day belongs, have been made pursuant to the Article 3, the Series C-1 Preferred Share Base Price as of the Acquisition Day shall be calculated on the assumption that such dividends were not made.) and (y) the amount of unpaid dividends per Series C-1 Preferred Share through the Acquisition Day. For the purpose of this Paragraph, "the amount of unpaid dividends per Series C-1 Preferred Share" means the amount of the Series C-1 Preferred Dividends per share calculated at a fixed rate of 5.0% per annum, which shall be calculated on the basis of actual days elapsed over a year of 365 days, from the first day of such quarter period (inclusive) to the Acquisition Day (inclusive), with divisions made at the end, and rounded up to the nearest integral number. Provided however that if the Acquisition Day set forth in this Paragraph belongs to the quarter period starting from July 1, 2018, "the amount of unpaid dividends per Series C-1 Preferred Share" set forth in this Paragraph means the sum of Items (a) and (b) set forth below.
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	<p>(a) the amount of unpaid dividends per Series C-1 Preferred Share calculated pursuant to this Paragraph of this Article.</p> <p>(b) an amount calculated as follows: (a) the product of the amount obtained by multiplying (x) (a) the product of (i) a fixed rate of 5.0% per annum, (ii) JPY 100,000 and (iii) the actual days elapsed from the first day of such quarter period (inclusive) to August 8, 2018 (inclusive), divided by (b) 365 (rounded up to the nearest integral number) by (y) the ratio calculated by dividing the issued and outstanding number of Series C-2 Preferred Shares as of August 8, 2018 by the issued and outstanding number of Series C-1 Preferred Shares as of August 8, 2018 (rounded up to the nearest integral number).</p> <p>3. The Company shall, on the Final Redemption Day, acquire, to the extent permitted by laws and regulations, all of the Series C-1 Preferred Shares in exchange for cash at the price of Series C-1 Redemption Amount per Series C-1 Preferred Share (provided, however, that the amount shall be calculated as of the Final Redemption Day instead of the Acquisition Day).</p> <p>4. If the Company acquires all or any part of Series A Preferred Shares, Series B Preferred Shares, Series C-2 Preferred Shares, Series D Preferred Shares, Series E Preferred Shares, Series F Preferred Shares or Series G Preferred Shares, on the date of such acquisition (for the purpose of this Paragraph, such date is referred to as the "Redemption Date for Other Preferred Shares"), the Company must acquire a number of Series C-1 Preferred Shares equal to the number obtained by multiplying (a) the pro rata portion of Series C-1 Preferred Shares by (b) the total amount to be paid to all of the holders of Non-Convertible Preferred Shares in relation to such acquisition and then dividing by (c) Series C-1 Redemption Amount in exchange for cash at the price of Series C-1 Redemption Amount per Series C-1 Preferred Share (provided, however, that the amount shall be calculated as of the Redemption Date for Other Preferred Shares instead of the Acquisition Day). For the purpose of this Paragraph, "pro rata portion" means the ratio on Redemption Date for Other Preferred Shares which is obtained by dividing (x) the aggregate amount of the Series C-1 Redemption Amount for Series C-1 Preferred Shares held by the Series C-1 Preferred Shareholders or to the Registered Series C-1 Preferred Pledgees (provided, the Series C-1 Redemption Amount for Series C-1 Preferred Shares held by the Series C-1 Preferred Shareholders or to the Registered Series C-1 Preferred Pledgees who elected not to be redeemed shall not be added) by (y) the aggregate amount of the total Series A Redemption Amount for Series A Preferred Shares, the total Series B Redemption Amount for Series B Preferred Shares, the total Series C-1 Redemption Amount for Series C-1 Preferred Shares, the total Series C-2 Redemption Amount (defined in Article 5, Paragraph 2 of Series C-2 Preferred Shares) for Series C-2 Preferred Shares, the total Series D Redemption Amount (defined in Article 5, Paragraph 2 of Series D Preferred Shares) for Series D Preferred Shares, the total Series E Redemption Amount (defined in Article 5, Paragraph 2 of Series E Preferred Shares) for Series E Preferred Shares, the total Series F Redemption Amount (defined in Article 5, Paragraph 2 of Series F Preferred Shares) for Series F Preferred Shares and the total Series G Redemption Amount (defined in Article 5, Paragraph 2 of Series G Preferred Shares) for Series G Preferred</p>
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	<p>Shares (provided, with respect to each preferred shares, the redemption amount for the preferred shares held by the shareholders or to the registered pledgees who elected not to be redeemed shall not be added).</p> <p>SERIES C-2 PREFERRED SHARES</p> <p>1. (Restriction on Voting Rights)</p> <p>The Series C-2 Preferred Shareholders shall have no voting rights at a general meeting of shareholders of the Company.</p> <p>2. (Matters That Need To Be Resolved at Class Shareholders Meeting)</p> <p>In cases where the Company carries out an act listed in Paragraph 1 of Article 322 of the Companies Act, a resolution of Series C-2 Preferred Shareholders Meetings shall not be required except for a case of an amendment of its Article of Incorporation (other than the amendment in relation to Share Unit) stipulated in Item 1 of the said Paragraph.</p> <p>3. (Dividends From Surplus)</p> <p>For each quarter period, including and following the quarter period commencing on April 1, 2018, if and when the Company elects to make a distribution of dividends from surplus to the Series C-2 Preferred Shareholders or to the Registered Series C-2 Preferred Pledgees, to the extent permitted by laws and regulations, the Company shall make a distribution of dividends in cash to the Series C-2 Preferred Shareholders or to the Registered Series C-2 Preferred Pledgees whose names are listed or recorded on the shareholders' register as of the close of the last date of such quarter period, in preference to Convertible Preferred Shareholders or Registered Convertible Preferred Pledgees and Common Shareholders or Registered Common Share Pledgees in the amount set forth in Item 1 of this Article per Series C-2 Preferred Share (hereinafter referred to as the "Series C-2 Preferred Dividends"). Payment of a distribution of dividends from surplus to Series A Preferred Shareholders or Registered Series A Preferred Pledgees, Series C-1 Preferred Shareholders or Registered Series C-1 Preferred Pledgees, Series C-2 Preferred Shareholders or Registered Series C-2 Preferred Pledgees, Series F Preferred Shareholders or Registered Series F Preferred Pledgees and Series G Preferred Shareholders or Registered Series G Preferred Pledgees shall rank <i>pari passu</i>. Provided however that the total amount of Series C-2 Preferred Dividends per Series C-2 Preferred Share for the quarter period starting from July 1, 2018 shall be calculated as follows: (a) the product of (i) a fixed rate of 5.0% per annum, (ii) JPY 100,000 and (iii) the actual days elapsed from August 9, 2018 (inclusive) to the last date of such quarter period (inclusive), divided by (b) 365 (rounded up to the nearest integral number). If the Company elects not to pay the full Series C-2 Preferred Dividends in such quarter period, the Series C-2 Preferred Share Base Price for the quarter period immediately after such quarter period, without any further action by the Company, shall be equal to the sum of (x) the Series C-2 Preferred Share Base Price for such quarter period and (y) an amount calculated as follows: (a) the product of (i) a fixed rate of 7.0% per annum, (ii) such Series C-2 Preferred Share Base Price for such quarter period and (iii) the actual days elapsed from August 9, 2018 (inclusive) to the last date of such quarter period (inclusive), divided by (b) 365 (as rounded up to the nearest integral number).</p>
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(1) Amount of Series C-2 Preferred Dividends

The total amount of Series C-2 Preferred Dividends per Series C-2 Preferred Share to be distributed to the Series C-2 Preferred Shareholders or to the Registered Series C-2 Preferred Pledges for each quarter period shall be equal to an amount calculated as follows: (a) the product of (i) a fixed rate of 5.0% per annum, (ii) the Series C-2 Preferred Share Base Price for such quarter period and (iii) the actual days elapsed from the first day of such quarter period (inclusive) to the last date of such quarter period (inclusive), divided by (b) 365 (rounded up to the nearest integral number). The initial Series C-2 Preferred Share Base Price shall be JPY 100,000 (as adjusted pursuant to the terms of these Articles, the "Series C-2 Preferred Share Base Price"). If the Company elects not to pay the full Series C-2 Preferred Dividends in any quarter period, the Series C-2 Preferred Share Base Price for the quarter period immediately after such quarter period, without any further action by the Company, shall be equal to the sum of (x) the Series C-2 Preferred Share Base Price for such quarter period (in case of such quarter period commencing on April 1, 2018, JPY 100,000) and (y) an amount calculated as follows: (a) the product of (i) a fixed rate of 7.0% per annum, (ii) such Series C-2 Preferred Share Base Price for such quarter period and (iii) the actual days elapsed from the first day of such quarter period (inclusive) to the last date of such quarter period (inclusive), divided by (b) 365 (as rounded up to the nearest integral number).

(2) Non-Accumulation

In the event that the total amount of dividends per share paid in cash to Series C-2 Preferred Shareholders or Registered Series C-2 Preferred Pledges as of any record date belonging in any quarter period is less than the amount of the Series C-2 Preferred Dividends of such quarter period, any such deficiencies shall not be cumulative for the subsequent quarters respectively.

(3) Non-Participation

No dividends exceeding the amount of the Series C-2 Preferred Dividends shall be paid to the Series C-2 Preferred Shareholders or Registered Series C-2 Preferred Pledges.

4. (Distribution of Residual Assets)

1. If and when the Company distributes the residual assets upon its dissolution, the Company shall pay the amount equal to the sum of (x) Series C-2 Preferred Share Base Price as of the payment date of residual assets which is separately designated by the Company (if, on the payment date of residual assets, no dividends for the preceding quarter period of the quarter period to which the payment date of residual assets belongs, have been made pursuant to the preceding Article, the Series C-2 Preferred Share Base Price as of the payment date of residual assets shall be calculated on the assumption that such dividends were not made), and (y) the amount of unpaid dividends per Series C-2 Preferred Share through the payment date of residual assets, to Series C-2 Preferred Shareholders or Registered Series C-2 Preferred Pledges. For the purpose of this Paragraph, "the amount of unpaid dividends per Series C-2 Preferred Share" means the amount of the Series C-2 Preferred Dividends per share calculated at a fixed rate of 5.0% per annum, which shall be calculated on the basis of actual days elapsed over a year of

	<p>365 days, from the first day of the quarter period (inclusive) to which the payment date of residual assets belongs to the payment date of the residual assets (inclusive), with divisions made at the end, and rounded down to the nearest integral number. Provided however that if the payment date of the residual assets set forth in this Paragraph belongs to the quarter period starting from July 1, 2018, "the amount of unpaid dividends per Series C-2 Preferred Share" set forth in this Paragraph means the amount of the Series C-2 Preferred Dividends per share calculated at a fixed rate of 5.0% per annum (which shall be calculated on the basis of actual days elapsed over a year of 365 days, from August 9, 2018 (inclusive) to the payment date of the residual assets to be determined after the dissolution date (inclusive), with divisions made at the end, and rounded down to the nearest integral number).</p> <p>2. Other than the distribution set forth in Paragraph 1 of this Article, the Company does not distribute any residual asset to Series C-2 Preferred Shareholders or Registered Series C-2 Preferred Pledgees.</p> <p>3. Distributions by the Company of its residual assets upon its dissolution to Series A Preferred Shareholders or Registered Series A Preferred Pledgees, Series B Preferred Shareholders or Registered Series B Preferred Pledgees, Series C-1 Preferred Shareholders or Registered Series C-1 Preferred Pledgees, Series C-2 Preferred Shareholders or Registered Series C-2 Preferred Pledgees, Series D Preferred Shareholders or Registered Series D Preferred Pledgees, Series E Preferred Shareholders or Registered Series E Preferred Pledgees, Series F Shareholders or Registered Series F Preferred Pledgees and Series G Preferred Shareholders or Registered Series G Preferred Pledgees shall be made (i) on a <i>pari passu</i> basis in proportion to the total redemption amount of each series of Non-Convertible Preferred Shares and (ii) in preference to Convertible Preferred Shareholders or Registered Convertible Preferred Pledgees and Common Shareholders or Registered Common Share Pledgees.</p> <p>5. (Redemption)</p> <p>1. The Company may, at any time, acquire, to the extent permitted by laws and regulations, on the day determined by a resolution of the Company (for the purpose of this Article, the acquisition day is hereinafter referred to as the "Acquisition Day") any part or all of the Series C-2 Preferred Shares in exchange for an amount of cash set forth in Paragraph 2 per Series C-2 Preferred Share. The Company may acquire the Series C-2 Preferred Shares that are held by only a part of the holders of the Series C-2 Preferred Shares if the Company equally offers, in a procedure to be reasonably determined by the Company, to each holder of the Series C-2 Preferred Shares to participate in the redemption and only such part of holders of the Series C-2 Preferred Shares accepts such offer. When the Company acquires only part of the Series C-2 Preferred Shares held by the relevant holders of the Series C-2 Preferred Shares, the number of the Series C-2 Preferred Shares to be acquired by the Company shall be determined on a pro rata basis in proportion to the number of the Series C-2 Preferred Shares held by each relevant holder of the Series C-2 Preferred Shares.</p> <p>2. The amount of cash the Company should pay in exchange for acquisition of a Series C-2 Preferred Share (hereinafter referred to as the "Series C-2</p>
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	<p>Redemption Amount”) shall be the sum of (x) the Series C-2 Preferred Share Base Price as of the Acquisition Day (if, on the Acquisition Day, no dividends for the preceding quarter period of the quarter period to which the Acquisition Day belongs, have been made pursuant to the Article 3, the Series C-2 Preferred Share Base Price as of the Acquisition Day shall be calculated on the assumption that such dividends were not made.) and (y) the amount of unpaid dividends per Series C-2 Preferred Share through the Acquisition Day. For the purpose of this Paragraph, “the amount of unpaid dividends per Series C-2 Preferred Share” means the amount of the Series C-2 Preferred Dividends per share calculated at a fixed rate of 5.0% per annum, which shall be calculated on the basis of actual days elapsed over a year of 365 days, from the first day of such quarter period (inclusive) to the Acquisition Day (inclusive), with divisions made at the end, and rounded up to the nearest integral number. Provided however that if the Acquisition Day set forth in this Paragraph belongs to the quarter period starting from July 1, 2018, “the amount of unpaid dividends per Series C-2 Preferred Share” set forth in this Paragraph means the amount of the Series C-2 Preferred Dividends per share calculated at a fixed rate of 5.0% per annum, which shall be calculated on the basis of actual days elapsed over a year of 365 days, from August 9, 2018 (inclusive) to the Acquisition Day (inclusive), with divisions made at the end, and rounded up to the nearest integral number.</p> <p>3. The Company shall, on the Final Redemption Day, acquire, to the extent permitted by laws and regulations, all of the Series C-2 Preferred Shares in exchange for cash at the price of Series C-2 Redemption Amount per Series C-2 Preferred Share (provided, however, that the amount shall be calculated as of the Final Redemption Day instead of the Acquisition Day).</p> <p>4. If the Company acquires all or any part of Series A Preferred Shares, Series B Preferred Shares, Series C-1 Preferred Shares, Series D Preferred Shares, Series E Preferred Shares, Series F Preferred Shares or Series G Preferred Shares, on the date of such acquisition (for the purpose of this Paragraph, such date is referred to as the “Redemption Date for Other Preferred Shares”), the Company must acquire a number of Series C-2 Preferred Shares equal to the number obtained by multiplying (a) the pro rata portion of Series C-2 Preferred Shares by (b) the total amount to be paid to all of the holders of Non-Convertible Preferred Shares in relation to such acquisition and then dividing by (c) Series C-2 Redemption Amount in exchange for cash at the price of Series C-2 Redemption Amount per Series C-2 Preferred Share (provided, however, that the amount shall be calculated as of the Redemption Date for Other Preferred Shares instead of the Acquisition Day). For the purpose of this Paragraph, “pro rata portion” means the ratio on Redemption Date for Other Preferred Shares which is obtained by dividing (x) the aggregate amount of the Series C-2 Redemption Amount for Series C-2 Preferred Shares held by the Series C-2 Preferred Shareholders or to the Registered Series C-2 Preferred Pledgees (provided, the Series C-2 Redemption Amount for Series C-2 Preferred Shares held by the Series C-2 Preferred Shareholders or to the Registered Series C-2 Preferred Pledgees who elected not to be redeemed shall not be added) by (y) the aggregate amount of the total Series A Redemption Amount for Series A Preferred Shares, the total Series B Redemption Amount for Series B Preferred Shares, the total Series C-1 Redemption Amount for Series C-1 Preferred Shares, the</p>
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	<p>total Series C-2 Redemption Amount for Series C-2 Preferred Shares, the total Series D Redemption Amount (defined in Article 5, Paragraph 2 of Series D Preferred Shares) for Series D Preferred Shares, the total Series E Redemption Amount (defined in Article 5, Paragraph 2 of Series E Preferred Shares) for Series E Preferred Shares, the total Series F Redemption Amount (defined in Article 5, Paragraph 2 of Series F Preferred Shares) for Series F Preferred Shares and the total Series G Redemption Amount (defined in Article 5, Paragraph 2 of Series G Preferred Shares) for Series G Preferred Shares (provided, with respect to each preferred shares, the redemption amount for the preferred shares held by the shareholders or to the registered pledgees who elected not to be redeemed shall not be added).</p> <p>SERIES D PREFERRED SHARES</p> <p>1. (Restriction on Voting Rights)</p> <p>The Series D Preferred Shareholders shall have no voting rights at a general meeting of shareholders of the Company.</p> <p>2. (Matters That Need To Be Resolved at Class Shareholders Meeting)</p> <p>In cases where the Company carries out an act listed in Paragraph 1 of Article 322 of the Companies Act, a resolution of Series D Preferred Shareholders Meetings shall not be required except for a case of an amendment of its Article of Incorporation (other than the amendment in relation to Share Unit) stipulated in Item 1 of the said Paragraph.</p> <p>3. (Dividends From Surplus)</p> <p>The Company shall not distribute any dividends from surplus to any Series D Preferred Shareholder or to the Registered Series D Preferred Pledgees.</p> <p>4. (Distribution of Residual Assets)</p> <p>1. If and when the Company distributes the residual assets upon its dissolution, the Company shall pay the amount equal to the Series D Redemption Amount (defined as in Paragraph 2 of the following Article), to Series D Preferred Shareholders or Registered Series D Preferred Pledgees.</p> <p>2. Other than the distribution set forth in Paragraph 1 of this Article, the Company does not distribute any residual asset to Series D Preferred Shareholders or Registered Series D Preferred Pledgees.</p> <p>3. Distributions by the Company of its residual assets upon its dissolution to Series A Preferred Shareholders or Registered Series A Preferred Pledgees, Series B Preferred Shareholders or Registered Series B Preferred Pledgees, Series C-1 Preferred Shareholders or Registered Series C-1 Preferred Pledgees, Series C-2 Preferred Shareholders or Registered Series C-2 Preferred Pledgees, Series D Preferred Shareholders or Registered Series D Preferred Pledgees, Series E Preferred Shareholders or Registered Series E Preferred Pledgees, Series F Shareholders or Registered Series F Preferred Pledgees and Series G Preferred Shareholders or Registered Series G Preferred Pledgees shall be made (i) on a <i>pari passu</i> basis in proportion to the total redemption amount of each series of Non-Convertible Preferred Shares and (ii) in preference to Convertible Preferred Shareholders or Registered Convertible Preferred Pledgees and Common Shareholders or Registered</p>
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	<p>Common Share Pledges.</p> <p>5. (Redemption)</p> <ol style="list-style-type: none"> 1. The Company may, at any time, acquire, to the extent permitted by laws and regulations on the day determined by a resolution of the Company (for the purpose of this Article, the acquisition day is hereinafter referred to as the "Acquisition Day") any part or all of the Series D Preferred Shares in exchange for an amount of cash set forth in Paragraph 2 per Series D Preferred Share. The Company may acquire the Series D Preferred Shares that are held by only a part of the holders of the Series D Preferred Shares if the Company equally offers, in a procedure to be reasonably determined by the Company, to each holder of the Series D Preferred Shares to participate in the redemption and only such part of holders of the Series D Preferred Shares accepts such offer. When the Company acquires only part of the Series D Preferred Shares held by the relevant holders of the Series D Preferred Shares, the number of the Series D Preferred Shares to be acquired by the Company shall be determined on a pro rata basis in proportion to the number of the Series D Preferred Shares held by each relevant holder of the Series D Preferred Shares. 2. The amount of cash the Company should pay in exchange for the acquisition of a Series D Preferred Share (hereinafter referred to as the "Series D Redemption Amount") shall be the sum of JPY 100,000 and the PIK amount for Series D Preferred Shares per Series D Preferred Share. "The PIK amount for Series D Preferred Share per Series D Preferred Share" means the amount calculated by applying a fixed rate of 5.0% per annum (accrued daily) to the issue price per Series D Preferred Share (i.e., JPY 100,000), which shall be calculated pro-rated on the basis of actual days elapsed over a year of 365 days from the issue date (inclusive) of such shares to the Acquisition Day (inclusive), with divisions made at the end, and rounded up to the nearest integral number. 3. The Company shall, on the Final Redemption Day, acquire, to the extent permitted by laws and regulations, all of the Series D Preferred Shares in exchange for cash at the price of Series D Redemption Amount per Series D Preferred Share (provided, however, that the amount shall be calculated as of the Final Redemption Day instead of the Acquisition Day). 4. If the Company acquires all or any part of Series A Preferred Shares, Series B Preferred Shares, Series C-1 Preferred Shares, Series C-2 Preferred Shares, Series E Preferred Shares, Series F Preferred Shares or Series G Preferred Shares, on the date of such acquisition (for the purpose of this Paragraph, such date is referred to as the "Redemption Date for Other Preferred Shares"), the Company must acquire a number of Series D Preferred Shares equal to the number obtained by multiplying (a) the pro rata portion of Series D Preferred Shares by (b) the total amount to be paid to all of the holders of Non-Convertible Preferred Shares in relation to such acquisition and then dividing by (c) Series D Redemption Amount in exchange for cash at the price of Series D Redemption Amount per Series D Preferred Share (provided, however, that the amount shall be calculated as of the Redemption Date for Other Preferred Shares instead of the Acquisition Day). For the purpose of this Paragraph, "pro rata portion" means the ratio on Redemption
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	<p>Date for Other Preferred Shares which is obtained by dividing (x) the aggregate amount of the Series D Redemption Amount for Series D Preferred Shares held by the Series D Preferred Shareholders or to the Registered Series D Preferred Pledgees (provided, the Series D Redemption Amount for Series D Preferred Shares held by the Series D Preferred Shareholders or to the Registered Series D Preferred Pledgees who elected not to be redeemed shall not be added) by (y) the aggregate amount of the total Series A Redemption Amount for Series A Preferred Shares, the total Series B Redemption Amount for Series B Preferred Shares, the total Series C-1 Redemption Amount for Series C-1 Preferred Shares, the total Series C-2 Redemption Amount for Series C-2 Preferred Shares, the total Series D Redemption Amount for Series D Preferred Shares, the total Series E Redemption Amount (defined in Article 5, Paragraph 2 of Series E Preferred Shares) for Series E Preferred Shares, the total Series F Redemption Amount (defined in Article 5, Paragraph 2 Series F Preferred Shares) for Series F Preferred Shares and the total Series G Redemption Amount (defined in Article 5, Paragraph 2 of Series G Preferred Shares) for Series G Preferred Shares (provided, with respect to each preferred shares, the redemption amount for the preferred shares held by the shareholders or to the registered pledgees who elected not to be redeemed shall not be added).</p> <p>SERIES E PREFERRED SHARES</p> <p>1. (Restriction on Voting Rights)</p> <p>The Series E Preferred Shareholders shall have no voting rights at a general meeting of shareholders of the Company.</p> <p>2. (Matters That Need To Be Resolved at Class Shareholders Meeting)</p> <p>In cases where the Company carries out an act listed in Paragraph 1 of Article 322 of the Companies Act, a resolution of Series E Preferred Shareholders Meetings shall not be required except for a case of an amendment of its Article of Incorporation (other than the amendment in relation to Share Unit) stipulated in Item 1 of the said Paragraph.</p> <p>3. (Dividends From Surplus)</p> <p>The Company shall not distribute any dividends from surplus to any Series E Preferred Shareholder or to the Registered Series E Preferred Pledgees.</p> <p>4. (Distribution of Residual Assets)</p> <ol style="list-style-type: none"> 1. If and when the Company distributes the residual assets upon its dissolution, the Company shall pay the amount equal to the Series E Redemption Amount (defined as in Paragraph 2 of the following Article), to Series E Preferred Shareholders or Registered Series E Preferred Pledgees. 2. Other than the distribution set forth in Paragraph 1 of this Article, the Company does not distribute any residual asset to Series E Preferred Shareholders or Registered Series E Preferred Pledgees. 3. Distributions by the Company of its residual assets upon its dissolution to Series A Preferred Shareholders or Registered Series A Preferred Pledgees, Series B Preferred Shareholders or Registered Series B Preferred Pledgees, Series C-1 Preferred Shareholders or Registered Series C-1 Preferred
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Pledges, Series C-2 Preferred Shareholders or Registered Series C-2 Preferred Pledges, Series D Preferred Shareholders or Registered Series D Preferred Pledges, Series E Preferred Shareholders or Registered Series E Preferred Pledges, Series F Shareholders or Registered Series F Preferred Pledges and Series G Preferred Shareholders or Registered Series G Preferred Pledges shall be made (i) on a *pari passu* basis in proportion to the total redemption amount of each series of Non-Convertible Preferred Shares and (ii) in preference to Convertible Preferred Shareholders or Registered Convertible Preferred Pledges and Common Shareholders or Registered Common Share Pledges.

5. (Redemption)

1. The Company may, at any time, acquire, to the extent permitted by laws and regulations, on the day determined by a resolution of the Company (for the purpose of this Article, the acquisition day is hereinafter referred to as the "Acquisition Day") any part or all of the Series E Preferred Shares in exchange for an amount of cash set forth in Paragraph 2 per Series E Preferred Share. The Company may acquire the Series E Preferred Shares that are held by only a part of the holders of the Series E Preferred Shares if the Company equally offers, in a procedure to be reasonably determined by the Company, to each holder of the Series E Preferred Shares to participate in the redemption and only such part of holders of the Series E Preferred Shares accepts such offer. When the Company acquires only part of the Series E Preferred Shares held by the relevant holders of the Series E Preferred Shares, the number of the Series E Preferred Shares to be acquired by the Company shall be determined on a pro rata basis in proportion to the number of the Series E Preferred Shares held by each relevant holder of the Series E Preferred Shares.
2. The amount of cash the Company should pay in exchange for the acquisition of a Series E Preferred Share (hereinafter referred to as the "Series E Redemption Amount") shall be the sum of JPY 100,000 and the PIK amount for Series E Preferred Shares per Series E Preferred Share. "The PIK amount for Series E Preferred Share per Series E Preferred Share" means the amount calculated by applying a fixed rate of 6.5% per annum (compounded annually) to the issue price per Series E Preferred Share (i.e., JPY 100,000), which shall be calculated pro-rated on the basis of actual days elapsed over a year of 365 days from the issue date (inclusive) of such shares to the Acquisition Day (inclusive), with divisions made at the end, and rounded up to the nearest integral number.
3. The Company shall, on the Final Redemption Day, acquire, to the extent permitted by laws and regulations, all of the Series E Preferred Shares in exchange for cash at the price of Series E Redemption Amount per Series E Preferred Share (provided, however, that the amount shall be calculated as of the Final Redemption Day instead of the Acquisition Day).

SERIES F PREFERRED SHARES

1. (Restriction on Voting Rights)

Series F Preferred Shareholders shall have no voting rights at a general meeting

	<p>of shareholders of the Company.</p> <p>2. (Matters That Need To Be Resolved at Class Shareholders Meeting)</p> <p>In cases where the Company carries out an act listed in Paragraph 1 of Article 322 of the Companies Act, a resolution of Series F Preferred Shareholders Meetings shall not be required except for a case of an amendment of its Article of Incorporation (other than the amendment in relation to Share Unit) stipulated in Item 1 of the said Paragraph.</p> <p>3. (Dividends From Surplus)</p> <p>For each business year, including and following the business year commencing on April 1, 2018, the Company shall make a distribution of dividends in cash from surplus, to the extent permitted by laws and regulations, to the Series F Preferred Shareholders or to the Registered Series F Preferred Pledges whose names are listed or recorded on the shareholders' register as of the close of the last date of such business year, in preference to Convertible Preferred Shareholders or Registered Convertible Preferred Pledges and Common Shareholders or Registered Common Share Pledges in the amount set forth in Item 1 of this Article per Series F Preferred Share (hereinafter referred to as the "Series F Preferred Dividends"). Payment of a distribution of dividends from surplus to Series A Preferred Shareholders or Registered Series A Preferred Pledges, Series C-1 Preferred Shareholders or Registered Series C-1 Preferred Pledges, Series C-2 Preferred Shareholders or Registered Series C-2 Preferred Pledges, Series F Preferred Shareholders or Registered Series F Preferred Pledges and Series G Preferred Shareholders or Registered Series G Preferred Pledges shall rank <i>pari passu</i>.</p> <p>(1) Amount of Series F Preferred Dividends</p> <p>The total amount of Series F Preferred Dividends per Series F Preferred Share to be distributed to the Series F Preferred Shareholders or to the Registered Series F Preferred Pledges for each business year shall be equal to an amount calculable at a fixed rate of 3.0% per annum multiplied by the Series F Preferred Share Base Price as of the first day of such business year (rounded up to the nearest integral number.). The initial Series F Preferred Share Base Price shall be JPY 100,000, and thereafter, the Series F Preferred Share Base Price shall be changed, without any further action by the Company, to the sum of (x) the Series F Preferred Share Base Price for the preceding business year of such business year (in case of the business year commencing on April 1, 2018, JPY 100,000), (y) the PIK amount for Series F Preferred Share per Series F Preferred Share and (z) if the Company did not make a distribution of all or any part of dividends for the preceding business year of such business year for whatever reasons, such unpaid amount of Series F Preferred Dividends. "The PIK amount for Series F Preferred Share per Series F Preferred Share" as of certain day means the amount calculated by applying a fixed rate of 6.5% per annum (accrued daily) to the Series F Preferred Share Base Price for the preceding business year, which shall be calculated on the basis of actual days elapsed over a year of 365 days, from the first day of such business year to which that day belongs to (inclusive) to that date (inclusive), with divisions made at the end, and rounded up to the nearest integral number.</p> <p>(2) Non-Accumulation</p>
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	<p>In the event that the total amount of dividends per share paid in cash to Series F Preferred Shareholders or Registered Series F Preferred Pledges as of any record date belonging in any business year is less than the amount of the Series F Preferred Dividends of such business year, any such deficiencies shall not be cumulative for the subsequent business years respectively.</p> <p>(3) Non-Participation No dividends exceeding the amount of the Series F Preferred Dividends shall be paid to the Series F Preferred Shareholders or Registered Series F Preferred Pledges.</p> <p>4. (Distribution of Residual Assets)</p> <p>1. If and when the Company distributes the residual assets upon its dissolution, the Company shall pay the amount equal to the sum of (x) Series F Preferred Share Base Price as of the payment date of the residual assets which is separately designated by the Company (if, on the payment date of the residual assets, no dividends for the preceding business year of the business year to which the payment date of the residual assets belongs, have been made pursuant to the preceding Article, the Series F Preferred Share Base Price as of the payment date of the residual assets shall be calculated on the assumption that such dividends were not made.) and (y) an amount of unpaid dividends per Series F Preferred Share, to Series F Preferred Shareholders or Registered Series F Preferred Pledges. For the purpose of this Paragraph, "the amount of unpaid dividends per Series F Preferred Share" means the amount of the Series F Preferred Dividends per share calculated at a fixed rate of 3.0% per annum (which shall be calculated on the basis of actual days elapsed over a year of 365 days, from the first day of the business year (inclusive) to which the payment date of the residual assets belongs to the payment date of the residual assets to be determined after the dissolution date (inclusive), with divisions made at the end, and rounded up to the nearest integral number).</p> <p>2. Other than the distribution set forth in Paragraph 1 of this Article, the Company does not distribute any residual asset to Series F Preferred Shareholders or Registered Series F Preferred Pledges.</p> <p>3. Distributions by the Company of its residual assets upon its dissolution to Series A Preferred Shareholders or Registered Series A Preferred Pledges, Series B Preferred Shareholders or Registered Series B Preferred Pledges, Series C-1 Preferred Shareholders or Registered Series C-1 Preferred Pledges, Series C-2 Preferred Shareholders or Registered Series C-2 Preferred Pledges, Series D Preferred Shareholders or Registered Series D Preferred Pledges, Series E Preferred Shareholders or Registered Series E Preferred Pledges, Series F Shareholders or Registered Series F Preferred Pledges and Series G Preferred Shareholders or Registered Series G Preferred Pledges shall be made (i) on a <i>pari passu</i> basis in proportion to the redemption amount of each series of Non-Convertible Preferred Shares and (ii) in preference to Convertible Preferred Shareholders or Registered Convertible Preferred Pledges and Common Shareholders or Registered Common Share Pledges.</p>
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	<p>5. (Redemption)</p> <ol style="list-style-type: none">1. The Company may, at any time, acquire, to the extent permitted by laws and regulations, on the day determined by a resolution of the Company (for the purpose of this Article, the acquisition day is hereinafter referred to as the "Acquisition Day") any part or all of the Series F Preferred Shares in exchange for an amount of cash set in Paragraph 2 per Series F Preferred Share. The Company may acquire the Series F Preferred Shares that are held by only a part of the holders of the Series F Preferred Shares if the Company equally offers, in a procedure to be reasonably determined by the Company, to each holder of the Series F Preferred Shares to participate in the redemption and only such part of holders of the Series F Preferred Shares accepts such offer. When the Company acquires only part of the Series F Preferred Shares held by the relevant holders of the Series F Preferred Shares, the number of the Series F Preferred Shares to be acquired by the Company shall be determined on a pro rata basis in proportion to the number of the Series F Preferred Shares held by each relevant holder of the Series F Preferred Shares.2. The amount of cash the Company should pay in exchange for acquisition of a Series F Preferred Share (hereinafter referred to as the "Series F Redemption Amount") shall be the amount equivalent to the sum of (x) the Series F Preferred Share Base Price as of the Acquisition Day (if, on the Acquisition Day, no dividends for the preceding business year of the business year to which the Acquisition Day belongs, have been made pursuant to Article 3, the Series F Preferred Share Base Price as of the Acquisition Day shall be calculated on the assumption that such dividends were not made.) and (y) the amount of unpaid dividends per Series F Preferred Share on the Acquisition Day. For the purpose of this Paragraph, "the amount of unpaid dividends per Series F Preferred Share" means the amount of the Series F Preferred Dividends per share calculated at a fixed rate of 3.0% par annum but prorated on the basis of actual days elapsed over a year of 365 days, from the first day of such business year (inclusive) to the Acquisition Day (inclusive), with divisions made at the end, and rounded up to the nearest integral number.3. The Company shall, on the Final Redemption Day, acquire, to the extent permitted by laws and regulations, all of the Series F Preferred Shares in exchange for cash at the price of Series F Redemption Amount per Series F Preferred Share (provided, however, that the amount shall be calculated as of the Final Redemption Day instead of the Acquisition Day). <p>SERIES G PREFERRED SHARES</p> <ol style="list-style-type: none">1. (Restriction on Voting Rights) Series G Preferred Shareholders shall have no voting rights at a general meeting of shareholders of the Company.2. (Matters That Need To Be Resolved at Class Shareholders Meeting) In cases where the Company carries out an act listed in Paragraph 1 of Article 322 of the Companies Act, a resolution of Series G Preferred Shareholders Meetings shall not be required except for a case of an amendment of its Article
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	<p>of Incorporation (other than the amendment in relation to Share Unit) stipulated in Item 1 of the said Paragraph.</p> <p>3. (Dividends From Surplus)</p> <p>For each business year, including and following the business year commencing on April 1, 2018, the Company shall make a distribution of dividends in cash from surplus, to the extent permitted by laws and regulations, to the Series G Preferred Shareholders or to the Registered Series G Preferred Pledgees whose names are listed or recorded on the shareholders' register as of the close of the last date of such business year, in preference to Convertible Preferred Shareholders or Registered Convertible Preferred Pledgees and Common Shareholders or Registered Common Share Pledgees in the amount set forth in Item 1 of this Article per Series G Preferred Share (hereinafter referred to as the "Series G Preferred Dividends"). Payment of a distribution of dividends from surplus to Series A Preferred Shareholders or Registered Series A Preferred Pledgees, Series C-1 Preferred Shareholders or Registered Series C-1 Preferred Pledgees, Series C-2 Preferred Shareholders or Registered Series C-2 Preferred Pledgees, Series F Preferred Shareholders or Registered Series F Preferred Pledgees and Series G Preferred Shareholders or Registered Series G Preferred Pledgees shall rank <i>pari passu</i>.</p> <p>(1) Amount of Series G Preferred Dividends The total amount of Series G Preferred Dividends per Series G Preferred Share to be distributed to the Series G Preferred Shareholders or to the Registered Series G Preferred Pledgees for each business year shall be equal to an amount calculable at a fixed rate of 5.0% per annum multiplied by JPY 100,000 (rounded up to the nearest integral number.).</p> <p>(2) Non-Accumulation In the event that the total amount of dividends per share paid in cash to Series G Preferred Shareholders or Registered Series G Preferred Pledgees as of any record date belonging in any business year is less than the amount of the Series G Preferred Dividends of such business year, any such deficiencies shall not be cumulative for the subsequent business years respectively.</p> <p>(3) Non-Participation No dividends exceeding the amount of the Series G Preferred Dividends shall be paid to the Series G Preferred Shareholders or Registered Series G Preferred Pledgees.</p> <p>4. (Distribution of Residual Assets)</p> <p>1. If and when the Company distributes the residual assets upon its dissolution, the Company shall pay the amount equal to the sum of Series G Preferred Share Base Price as of the payment date of residual assets which is separately designated by the Company (if, on the payment date of residual assets, no dividends for the preceding business year of the business year to which the payment date of residual assets belongs, have been made pursuant to the preceding Article, the Series G Preferred Share Base Price as of the payment date of residual assets shall be calculated on the assumption that such dividends were not made.) and an amount of unpaid dividends per Series G Preferred Share, to Series G Preferred Shareholders or Registered Series G</p>
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	<p>Preferred Pledgees. The initial Series G Preferred Share Base Price shall be JPY 100,000, and thereafter, the Series G Preferred Share Base Price shall be equal to the sum of (x) the Series G Preferred Share Base Price for the preceding business year (in case of such business year commencing on April 1, 2018, JPY 100,000), (y) the PIK amount for Series G Preferred Share per Series G Preferred Share and (z) if the Company elects not to make a distribution of all or any part of Series G Preferred Dividends for the preceding business year, the amount equivalent to such unpaid Series G Preferred Dividends. “The PIK amount for Series G Preferred Share per Series G Preferred Share” as of certain day means the amount calculated by applying a fixed rate of 5.0% per annum (accrued daily) to the Series G Preferred Share Base Price for the preceding business year, which shall be calculated on the basis of actual days elapsed over a year of 365 days, from the first day of such business year to which that day belongs to (inclusive) to that date (inclusive), with divisions made at the end, and rounded up to the nearest integral number. For the purpose of this Paragraph, “the amount of unpaid dividends per Series G Preferred Share” means the amount of the Series G Preferred Dividends per share calculated at a fixed rate of 5.0% par annum (which shall be calculated on the basis of actual days elapsed over a year of 365 days, from the first day of the business year (inclusive) to which the payment date of residual assets belongs to the payment date of the residual assets to be determined after the dissolution date (inclusive), with divisions made at the end, and rounded up to the nearest integral number).</p> <ol style="list-style-type: none"> 2. Other than the distribution set forth in Paragraph 1 of this Article, the Company does not distribute any residual asset to Series G Preferred Shareholders or Registered Series G Preferred Pledgees. 3. Distributions by the Company of its residual assets upon its dissolution to Series A Preferred Shareholders or Registered Series A Preferred Pledgees, Series B Preferred Shareholders or Registered Series B Preferred Pledgees, Series C-1 Preferred Shareholders or Registered Series C-1 Preferred Pledgees, Series C-2 Preferred Shareholders or Registered Series C-2 Preferred Pledgees, Series D Preferred Shareholders or Registered Series D Preferred Pledgees, Series E Preferred Shareholders or Registered Series E Preferred Pledgees, Series F Shareholders or Registered Series F Preferred Pledgees and Series G Preferred Shareholders or Registered Series G Preferred Pledgees shall be made (i) on a <i>pari passu</i> basis in proportion to the redemption amount of each series of Non-Convertible Preferred Share and (ii) in preference to Convertible Preferred Shareholders or Registered Convertible Preferred Pledgees and Common Shareholders or Registered Common Share Pledgees. <p>5. (Redemption)</p> <ol style="list-style-type: none"> 1. The Company may, at any time, acquire, to the extent permitted by laws and regulations, on the day determined by a resolution of the Company (for the purpose of this Article, the acquisition day is hereinafter referred to as the “Acquisition Day”) any part or all of the Series G Preferred Shares in exchange for an amount of cash set in Paragraph 2 per Series G Preferred Share. The Company may acquire the Series G Preferred Shares that are held by only a part of the holders of the Series G Preferred Shares if the Company equally offers, in a procedure to be reasonably determined by the Company,
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to each holder of the Series G Preferred Shares to participate in the redemption and only such part of holders of the Series G Preferred Shares accepts such offer. When the Company acquires only part of the Series G Preferred Shares held by the relevant holders of the Series G Preferred Shares, the number of the Series G Preferred Shares to be acquired by the Company shall be determined on a pro rata basis in proportion to the number of the Series G Preferred Shares held by each relevant holder of the Series G Preferred Shares.

2. The amount of cash the Company should pay in exchange for acquisition of a Series G Preferred Share (hereinafter referred to as the "Series G Redemption Amount") shall be the amount equivalent to the sum of (x) the Series G Preferred Share Base Price as of the Acquisition Day (if, on the Acquisition Day, no dividends for the preceding business year of the business year to which the Acquisition Day belongs, have been made pursuant to Article 3, the Series G Preferred Share Base Price as of the Acquisition Day shall be calculated on the assumption that such dividends were not made.) and (y) the amount of unpaid dividends per Series G Preferred Share on the Acquisition Day. For the purpose of this Paragraph, "the amount of unpaid dividends per Series G Preferred Share" means the amount of the Series G Preferred Dividends per share calculated at a fixed rate of 5.0% par annum but prorated on the basis of actual days elapsed over a year of 365 days, from the first day of such business year (inclusive) to the Acquisition Day (inclusive), with divisions made at the end, and rounded up to the nearest integral number.
3. The Company shall, on the Final Redemption Day, acquire, to the extent permitted by laws and regulations, all of the Series G Preferred Shares in exchange for cash at the price of Series G Redemption Amount per Series G Preferred Share (provided, however, that the amount shall be calculated as of the Final Redemption Day instead of the Acquisition Day).

CONVERTIBLE PREFERRED SHARES

1. (Restriction on Voting Rights)

Convertible Preferred Shareholders shall have no voting rights at a general meeting of shareholders of the Company.

2. (Matters That Need To Be Resolved at Class Shareholders Meeting)

In cases where the Company carries out an act listed in Paragraph 1 of Article 322 of the Companies Act, a resolution of Convertible Preferred Shareholders Meetings shall not be required except for a case of an amendment of its Article of Incorporation (other than the amendment in relation to Share Unit) stipulated in Item 1 of the said Paragraph.

3. (Dividends From Surplus)

If and when the Company makes a distribution of dividends from surplus, to the extent permitted by laws and regulations, the Company shall make a distribution of dividends to the Convertible Preferred Shareholders or Registered Convertible Preferred Pledgees whose names are listed or recorded on the shareholders' register as of the close of a record date in connection with such dividends, ranking *pari passu* with Common Shareholders or Registered

	<p>Common Share Pledges in the amount equal to the amount of dividends distributed to Common Shareholders or to Registered Common Share Pledges per Common Share.</p> <p>4. (Distribution of Residual Assets)</p> <p>If and when the Company distributes the residual assets upon its dissolution, the Company shall pay the amount per Convertible Preferred Share equal to the greater of (X) JPY 100,000 or (Y) the amount that would be paid per Convertible Preferred Share if the same amount were distributed as residual assets on a <i>pari passu</i> basis between a Convertible Preferred Share and a Common Share, to Convertible Preferred Shareholders or Registered Convertible Preferred Pledges, in preference to Common Shareholders or Registered Common Share Pledges.</p> <p>5. (Put Options)</p> <p>Upon the occurrence of any of the following events, the Convertible Preferred Shareholders shall, to the extent permitted by laws and regulations, be entitled to demand the Company to deliver Common Shares in exchange for any part or all of the Convertible Preferred Shares owned by them. Upon such demand, the Company shall issue, to such Convertible Preferred Shareholders, the same number of Common Shares as the number of the Convertible Preferred Shares to be acquired.</p> <p>(1) When Common Shares issued by the Company are approved to be listed on any domestic or foreign stock exchange</p> <p>(2) At all times on and after June 1, 2021</p> <p>6. (Redemption)</p> <p>The Company may, at any time, acquire, to the extent permitted by laws and regulations, on the day determined by a resolution of the Company any part or all of the Convertible Preferred Shares in exchange for the same number of Common Shares as the number of the Convertible Preferred Shares to be acquired. The Company may acquire the Convertible Preferred Shares that are held by only a part of the holders of the Convertible Preferred Shares if the Company equally offers, in a procedure to be reasonably determined by the Company, to each holder of the Convertible Preferred Shares to participate in the redemption and only such part of holders of the Convertible Preferred Shares accepts such offer.</p> <p>Amended on August 8, 2018 Registered on August 8, 2018</p>
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Matters Relating to Restriction on Transfer of Shares	No shares of the Company may be acquired through share transfer without obtaining approval of the Company; provided, however, that (i) acquisition of shares of the Company through share transfer due to execution of security interests by the secured creditors who hold such security interests on the shares of the Company or by any other persons or entities designated by such secured creditors or (ii) acquisition of shares of the Company through share transfer from any shareholder of the Company to an affiliate (as defined in Paragraph 8 of Article 8 of the Regulation on the Terminology, Forms, and Preparation Methods of Financial Statements) shall be deemed to have been approved by the Company.	
Matters Relating to Officers	<u>Director</u> <u>Yuji Sugimoto</u>	Reappointed on June 29, 2018
		Resigned on May 1, 2019
	<u>Director</u> <u>Yasuo Naruke</u>	Registered on May 8, 2019
		Reappointed on June 29, 2018
	Director Yasuo Naruke	
		Reappointed on June 28, 2019
		Registered on July 12, 2019
	<u>Director</u> <u>David Gross-Loh</u>	Reappointed on June 29, 2018
		Resigned on May 1, 2019
	<u>Director</u> <u>Masashi Suekane</u>	Registered on May 8, 2019
		Reappointed on June 29, 2018
	<u>Director</u> <u>Hiroshi Suzuki</u>	
		Resigned on May 1, 2019
		Registered on May 8, 2019
	<u>Director</u> <u>Stacy Smith</u>	Reappointed on June 29, 2018
		Resigned on May 1, 2019
		Registered on May 8, 2019
	<u>Director</u> <u>Stacy Smith</u>	Appointed on October 1, 2018
		Registered on October 11, 2018

	Director	Stacy Smith	Reappointed on June 28, 2019
			Registered on July 12, 2019
	<u>Director</u>	<u>Stephen Pagliuca</u>	Appointed on January 21, 2019
			Registered on February 4, 2019
			Resigned on May 1, 2019
			Registered on May 8, 2019
	<u>Director</u>	<u>Tomoharu Watanabe</u>	Appointed on May 1, 2019
			Registered on May 8, 2019
			Reappointed on June 28, 2019
			Registered on July 12, 2019
	Director	Tomoharu Watanabe	Appointed on July 12, 2019
			Registered on July 26, 2019
	<u>35-3, Kugahara 1-chome, Ota-ku, Tokyo</u>	<u>Representative Director</u>	Reappointed on June 29, 2018
			Reappointed on June 28, 2019
			Registered on July 12, 2019
	20-12, Maborikaigan 2-chome, Yokosuka, Kanagawa	Representative Director	Appointed on July 12, 2019
			Registered on July 26, 2019
	<u>Statutory Auditor</u>	<u>Tetsuji Okamoto</u>	Appointed on June 1, 2018
			Resigned on August 1, 2018
			Registered on August 8, 2018
	<u>Statutory Auditor</u>	<u>Shunsuke Nakahama</u> <u>(Outside Statutory Auditor)</u>	Appointed on June 1, 2018
	<u>Statutory Auditor</u>	<u>Shunsuke Nakahama</u>	Amended on March 1, 2019 due to abolishment of the Board of Statutory Auditors
			Registered on March 1, 2019
			Resigned on May 1, 2019

		Registered on May 8, 2019
	<u>Statutory Auditor</u> <u>Yurio Ogawa</u> (<u>Outside Statutory Auditor</u>)	Appointed on June 1, 2018
		Amended on March 1, 2019 due to abolishment of the Board of Statutory Auditors
		Registered on March 1, 2019
		Resigned on May 1, 2019
		Registered on May 8, 2019
	<u>Statutory Auditor</u> <u>Isao Morita</u> (<u>Outside Statutory Auditor</u>)	Appointed on August 1, 2018
		Registered on August 8, 2018
		Amended on March 1, 2019 due to abolishment of the Board of Statutory Auditors
		Registered on March 1, 2019
	<u>Accounting Auditor</u> <u>PricewaterhouseCoopers</u> <u>Aarata LLC</u>	Appointed on June 1, 2018
		Reappointed on June 28, 2019
		Registered on July 12, 2019
Provisions Relating to Exemption of Liabilities of Directors, etc. against the Company	<p>The Company may exempt any director from his/her liabilities for the damage prescribed in Article 423, Paragraph 1 of the Companies Act up to the amount of the exemption limit as prescribed in Article 425, Paragraph 1 of the Companies Act by a resolution of the Board of Director in the circumstances where such director was acting in good faith and was not grossly negligent in performing his/her duties as director.</p> <p>The Company may exempt any statutory auditor from his/her liabilities for the damage prescribed in Article 423, Paragraph 1 of the Companies Act up to the amount of the exemption limit as prescribed in Article 425, Paragraph 1 of the Companies Act by a resolution of the Board of Directors, in the circumstances where such statutory auditor was acting in good faith and was not grossly negligent in performing his/her duties as statutory auditor.</p>	
Provisions Relating to Limitation of Liabilities of Non-Executive Directors, etc. against the Company	<p>The Company may enter into a liability limitation agreement with any director (excluding Executive Director, etc. as defined in Article 2, Item 15 (a) of the Companies Act), under which such director is liable for the damage prescribed in Article 423, Paragraph 1 of the Companies Act up to the minimum liability amount prescribed in Article 425, Paragraph 1 of the Companies Act, in the circumstances where such director was acting in good faith and was not grossly negligent in performing his/her duties as director.</p>	

	The Company may enter into a liability limitation agreement with any statutory auditor, under which such statutory auditor is liable for the damage prescribed in Article 423, Paragraph 1 of the Companies Act up to the minimum liability amount prescribed in Article 425, Paragraph 1 of the Companies Act, in the circumstances where such statutory auditor was acting in good faith and was not grossly negligent in performing his/her duties as statutory auditor.
Matters Relating to Company with Board of Directors	Company with Board of Directors
Matters Relating to Company with Statutory Auditors	Company with Statutory Auditors
Matters Relating to Company with Board of Statutory Auditors	<u>Company with Board of Statutory Auditors</u>
	Abolished on March 1, 2019 Registered on March 1, 2019
Matters Relating to Company with Accounting Auditors	Company with Accounting Auditors
Matters Relating to Registered Records	The Company's head office has been transferred from 5F, Palace Building, 1-1, Marunouchi 1-chome, Chiyoda-ku, Tokyo on August 1, 2018. Registered on August 3, 2018

This document certifies all registry records in the commercial register which have not been closed.

October 15, 2019
Tokyo Legal Affairs Bureau, Minato Office
Register Officer, Akira Takano (Seal)

履歴事項全部証明書

東京都港区芝浦三丁目1番21号
キオクシア株式会社

会社法人等番号	0100-01-184349		
商号	東芝メモリ株式会社		
	キオクシア株式会社	令和 1年10月 1日変更	
		令和 1年10月 1日登記	
本店	東京都港区芝浦一丁目1番1号		
	東京都港区芝浦三丁目1番21号	令和 1年10月 1日移転	
		令和 1年10月 1日登記	
公告する方法	当会社の公告は、日刊工業新聞に掲載する方法により行う。		
会社成立の年月日	平成29年6月16日		
目的	1. 電気機械器具製造業 2. 半導体素子、集積回路等の電子部品の研究、開発、設計、製造及び販売その他の処分 3. 電気機器、電子機器、通信機器の部品及び材料の研究、開発、設計、製造及び販売その他の処分 4. 前各号に関連するソフトウェアの開発、設計、製造、販売及び保守 5. 前各号の業務に関するコンサルティング業務 6. 前各号に付帯、関連する一切の事業 7. 前各号に定めた業務で他人の経営に属するものに対する投資		
発行可能株式総数	5000万株		
発行済株式の総数並びに種類及び数	発行済株式の総数 1396万5000株 各種の株式の数 普通株式 272万7272株 A種優先株式 165万株 B種優先株式 3万株 C種優先株式 110万株 D種優先株式 139万5000株 E種優先株式 95万株 F種優先株式 16万5000株 G種優先株式 5万株 転換型株式 589万7728株		

	発行済株式の総数 1396万5000株 各種の株式の数 普通株式 272万7272株 A種優先株式 165万株 B種優先株式 3万株 C-1種優先株式 55万株 C-2種優先株式 55万株 D種優先株式 139万5000株 E種優先株式 95万株 F種優先株式 16万5000株 G種優先株式 5万株 転換型株式 589万7728株	平成30年 8月 8日変更
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登録株式質権者（以下「普通登録株式質権者」という。）に先立ち、法令の定める範囲内において、A種優先株式1株につき、本条第①号に定める額（以下「A種優先配当金」という。）の金銭による剰余金の配当を行わなければならない。なお、A種優先株主又はA種優先登録株式質権者、C種優先株式を有する株主（以下「C種優先株主」という。）又はC種優先株式の登録株式質権者（以下「C種優先登録株式質権者」という。）、F種優先株式を有する株主（以下「F種優先株主」という。）又はF種優先株式の登録株式質権者（以下「F種優先登録株式質権者」という。）及びG種優先株式を有する株主（以下「G種優先株主」という。）又はG種優先株式の登録株式質権者（以下「G種優先登録株式質権者」という。）への剰余金（第②号において定義される累積A種優先株式未払配当金を含む。）の配当の支払いは、同順位とする。

① A種優先配当金の額

A種優先株主又はA種優先登録株式質権者に対して支払われる各事業年度に係るA種優先配当金の額は、A種優先株式1株につき、当該期間のA種優先株式基本価額に年率3.5%（日毎発生）（ただし、A種優先株式基本価額が100,000円を上回っている期間については、年率6.0%（日毎発生））の優先配当率を乗じた額（1円未満の端数は切り上げる。）とする。当初A種優先株式基本価額は100,000円とするものとし、（当会社定款に基づき調整されるものを含み、「A種優先株式基本価額」という。）、以後、当会社が、法令上の理由から、ある事業年度に係る本号に記載の剰余金の配当の全部又は一部を行うことのできない場合には、（当該未払配当金の額について、以下「A種未払配当額」という。）当該事業年度の翌事業年度のA種優先株式基本価額は、当会社による何らの行為も要することなく、（x）当該事業年度の最終日のA種優先株式基本価額（ただし、当該事業年度が2018年4月1日に開始する事業年度の場合は100,000円）に（y）A種未払配当額を加算した額とする。ただし、A種優先株式基本価額が100,000円を上回っていた場合において、当該事業年度以前の累積A種優先株式未払配当金（次号において定義される。）相当額及び当該事業年度に係るA種優先配当金相当額の全部の配当が行われた場合は、A種優先株式基本価額は、当該配当がなされた日の翌日から100,000円まで減額される。本号において、「当該事業年度に係るA種優先配当金相当額」とは、当該事業年度の初日から配当の支払日まで年率6.0%（日毎発生）の割合で日割計算（1年を365日とする日割計算とし、除算は最後に行い、1円未満の端数は切り上げる。なお両端入れとする。）により算出される1株当たりのA種優先配当金の金額とする。

② 累積条項

ある事業年度に属する日を基準日としてA種優先株主又はA種優先登録株式質権者に対して支払う1株当たりの金銭による剰余金の配当の額の合計額が当該事業年度に係るA種優先配当金の額に達しないときは、その不足額は、累積するものとする（以下累積した不足額について「累積A種優先株式未払配当金」という。）。

③ 非参加条項

A種優先株主又はA種優先登録株式質権者に対しては、A種優先配当金及び累積A種優先株式未払配当金を超えて剰余金の配当を行わない。

4. （残余財産の分配）

- （1）当会社は、当会社の解散に際して残余財産を分配するときは、A種優先株主又はA種優先登録株式質権者に対し、A種優先株式1株につき、（x）当会社が別に定める残余財産分配日におけるA種優先株式基本価額（残余財産分配日において、残余財産分配日が属する事業年度の前事

業年度に係る前条に基づく剰余金の配当が行われていない場合には、かかる配当が行われなかったものとみなして、残余財産分配日のA種優先株式基本価額を計算するものとする。)に(y)1株当たりA種優先株式未払配当金相当額を加算した額を支払う。本項において「1株当たりA種優先株式未払配当金相当額」とは、残余財産分配日が属する事業年度の初日から残余財産分配日まで年率3.5%(日毎発生)(残余財産分配日が属する事業年度におけるA種優先株式基本価額が100,000円を上回っている場合には年率6.0%(日毎発生)。ただし、当該事業年度中において、A種優先株式基本価額が100,000円にまで減額された場合には、A種優先株式基本価額が100,000円にまで減額された日以降、年率3.5%(日毎発生)が適用されるものとする。)の割合で日割計算(ただし、1年を365日とする日割計算とし、除算は最後に行い、1円未満の端数は切り上げる。なお両端入れとする。)により算出した1株当たりのA種優先配当金の金額をいう。

(2) 当会社は、本条第(1)項に定めるもののほか、A種優先株主又はA種優先登録株式質権者に対し、残余財産の分配を行わない。

(3) 解散に際して行われるA種優先株主又はA種優先登録株式質権者、B種優先株式を有する株主(以下「B種優先株主」という。)、又はB種優先株式の登録株式質権者(以下「B種優先登録株式質権者」という。)、C種優先株主又はC種優先登録株式質権者、D種優先株式を有する株主(以下「D種優先株主」という。)、又はD種優先株式の登録株式質権者(以下「D種優先登録株式質権者」という。)、E種優先株式を有する株主(以下「E種優先株主」という。)、又はE種優先株式の登録株式質権者(以下「E種優先登録株式質権者」という。)、F種優先株主又はF種優先登録株式質権者及びG種優先株主又はG種優先登録株式質権者に対する残余財産の分配は、同順位とし(各種類の非転換型優先株式について支払われるべき償還価額の合計額の割合に応じて按分されるものとする。)、転換型株主又は転換型登録株式質権者及び普通株主又は普通登録株式質権者に対する残余財産の分配に先立って行われるものとする。

5. (取得条項)

(1) 当会社は、いつでも、当会社の決議をもって別に定める日(以下本条において「取得日」という。)の到来をもって、法令の定める範囲内において、A種優先株式の全部又は一部を取得することができるものとし、当会社は、A種優先株式1株を取得するのと引換えに、A種優先株主に対して第(2)項に定める額の金銭を交付する。当会社は、当会社により合理的に決定された手続に従って、全てのA種優先株主に対して当会社による取得の申込みを均等に行うた場合であって、A種優先株主の一部のみが当該申込みに応じたときには、当該一部のA種優先株主の保有するA種優先株式のみを取得することができる。当会社が、取得対象となるA種優先株主の保有するA種優先株式の一部のみを取得する場合、当会社が取得すべきA種優先株式の数は、取得対象となるA種優先株主の保有するA種優先株式数の割合に応じて、比例按分の方法により決定する。

(2) A種優先株式1株の取得と引換えに交付すべき金銭の額(以下「A種償還価額」という。)は、(x)取得日におけるA種優先株式基本価額(取得日において、取得日が属する事業年度の前事業年度に係る第3条に基づく剰余金の配当が行われていない場合には、かかる配当が行われなかったものとみなして、取得日のA種優先株式基本価額を計算するものとする。)に(y)1株当たりA種優先株式未払配当金相当額を加算した額とする。本項において、「1株当たりA種優先株式未払配当金相

当額」とは、取得日が属する事業年度の初日から取得日まで年率3.5%（日毎発生）（取得日が属する事業年度におけるA種優先株式基本価額が100,000円を上回っている場合には年率6.0%（日毎発生）。ただし、当該事業年度中において、A種優先株式基本価額が100,000円にまで減額された場合には、A種優先株式基本価額が100,000円にまで減額された日以降、年率3.5%が適用されるものとする。）の割合で日割計算（ただし、1年を365日とする日割計算とし、除算は最後に行い、1円未満の端数は切り上げる。なお両端入れとする。）により算出した1株当たりのA種優先配当金の金額をいう。

(3) 当会社は、2024年6月1日（以下「最終取得日」という。）の到来をもって、法令の定める範囲内において、A種優先株式の全部を取得するものとし、当会社は、A種優先株式1株を取得するのと引換えに、A種優先株主に対してA種償還価額（ただし、「取得日」を「最終取得日」と読み替えて、A種償還価額を計算する。）と同額の金銭を交付する。

(4) 当会社が、B種優先株式、C種優先株式、D種優先株式、E種優先株式、F種優先株式及びG種優先株式の全部又は一部の株式を取得する場合、その取得の日（以下本項において「他種優先株式取得日」という。）において、当会社は、(a) A種優先株式についての比例按分割合を(b) 当該取得について全ての非転換型優先株式の株主に対して交付される金額の総額に乗じたうえで(c) A種償還価額にて除すことによって得られる数のA種優先株式を取得するものとし、A種優先株式1株を取得するのと引換えに、A種優先株主に対してA種償還価額（ただし、「取得日」を「他種優先株式取得日」と読み替えて、A種償還価額を計算する。）と同額の金銭を交付する。本項において「比例按分割合」とは、他種優先株式取得日時点において、(x) A種優先株主又はA種優先登録株式質権者が保有するA種優先株式のA種償還価額の合計額（ただし、当会社による取得を希望しないA種優先株主又はA種優先登録株式質権者が保有しているA種優先株式に係るA種償還価額は加算しない。）を、(y) A種優先株式のA種償還価額の合計額、B種優先株式のB種償還価額（B種優先株式の内容第5条第(2)項において定義される。）の合計額、C種優先株式のC種償還価額（C種優先株式の内容第5条第(2)項において定義される。）の合計額、D種優先株式のD種償還価額（D種優先株式の内容第5条第(2)項において定義される。）の合計額、E種優先株式のE種償還価額（E種優先株式の内容第5条第(2)項において定義される。）の合計額、F種優先株式のF種償還価額（F種優先株式の内容第5条第(2)項において定義される。）の合計額及びG種優先株式のG種償還価額（G種優先株式の内容第5条第(2)項において定義される。）の合計額（ただし、いずれの種類株式についても、当会社による取得を希望しない株主又は登録株式質権者が保有している株式に係る償還価額は加算しない。）を合計した額で除して得た割合をいう。

B種優先株式の内容

1. (議決権の制限)

B種優先株主は、株主総会において議決権を有しない。

2. (種類株主総会の決議事項)

当会社が、会社法第322条第1項各号に掲げる行為をする場合においては、B種優先株主を構成員とする種類株主総会の決議を要しない。ただし、同項第1号に規定する定款の変更（単元株式数についてのものを除く。）を行う場合は、この限りでない。

3. (剰余金の配当)

当会社は、B種優先株主又はB種優先登録株式質権者に対し、剰余金の配当

を行わない。

4. (残余財産の分配)

- (1) 当会社は、当会社の解散に際して残余財産を分配するときは、B種優先株主又はB種優先登録株式質権者に対し、B種優先株式1株につき、B種償還価額(次条第(2)項に定義される。)を支払う。
- (2) 当会社は、本条第(1)項に定めるもののほか、B種優先株主又はB種優先登録株式質権者に対し、残余財産の分配を行わない。
- (3) 解散に際して行われるA種優先株主又はA種優先登録株式質権者、B種優先株主又はB種優先登録株式質権者、C種優先株主又はC種優先登録株式質権者、D種優先株主又はD種優先登録株式質権者、E種優先株主又はE種優先登録株式質権者、F種優先株主又はF種優先登録株式質権者及びG種優先株主又はG種優先登録株式質権者に対する残余財産の分配は、同順位とし(各種類の非転換型優先株式について支払われるべき償還価額の合計額の割合に応じて按分されるものとする。)、転換型株主又は転換型登録株式質権者及び普通株主又は普通登録株式質権者に対する残余財産の分配に先立って行われるものとする。

5. (取得条項)

- (1) 当会社は、いつでも、当会社の決議をもって別に定める日(以下本条において「取得日」という。)の到来をもって、法令の定める範囲内において、B種優先株式の全部又は一部を取得することができるものとし、当会社は、B種優先株式1株を取得するのと引換えに、B種優先株主に対して第(2)項に定める額の金銭を交付する。当会社は、当会社により合理的に決定された手続に従って、全でのB種優先株主に対して当会社による取得の申込みを均等に行った場合であって、B種優先株主の一部のみが当該申込みに応じたときには、当該一部のB種優先株主の保有するB種優先株式のみを取得することができる。当会社が、取得対象となるB種優先株主の保有するB種優先株式の一部のみを取得する場合、当会社が取得すべきB種優先株式の数は、取得対象となるB種優先株主の保有するB種優先株式数の割合に応じて、比例按分の方法により決定する。
- (2) B種優先株式1株の取得と引換えに交付すべき金銭の額(以下「B種償還価額」という。)は、金100,000円に1株当たりB種優先株式繰延利息額を加算した額とする。「1株当たりB種優先株式繰延利息額」とは、B種優先株式1株当たりの発行価額(金100,000円)に、年率5.0%(日毎発生)の固定利率に基づき、発行日から取得日まで日割計算(ただし、1年を365日とする日割計算とし、除算は最後に行い、1円未満の端数は切り上げる。なお両端入れとする。)により算出した額をいう。
- (3) 当会社は、最終取得日の到来をもって、法令の定める範囲内において、B種優先株式の全部を取得するものとし、当会社は、B種優先株式1株を取得するのと引換えに、B種優先株主に対してB種償還価額(ただし、「取得日」を「最終取得日」と読み替えて、B種償還価額を計算する。)と同額の金銭を交付する。
- (4) 当会社が、A種優先株式、C種優先株式、D種優先株式、E種優先株式、F種優先株式及びG種優先株式の全部又は一部の株式を取得する場合、その取得の日(以下本項において「他種優先株式取得日」という。)において、当会社は、(a) B種優先株式についての比例按分割合を(b) 当該取得について全での非転換型優先株式の株主に対して交付される金額の総額に乗じたうえで(c) B種償還価額にて除することによって得られる数のB種優先株式を取得するものとし、B種優先株式1株を取得するのと引換えに、B種優先株主に対してB種償還価額(ただし、「取得

日」を「他種優先株式取得日」と読み替えて、B種償還価額を計算する。）と同額の金銭を交付する。本項において「比例按分割合」とは、他種優先株式取得日時点において、(x) B種優先株主又はB種優先登録株式質権者が保有するB種優先株式のB種償還価額の合計額（ただし、当会社による取得を希望しないB種優先株主又はB種優先登録株式質権者が保有しているB種優先株式に係るB種償還価額は加算しない。）を、(y) A種優先株式のA種償還価額の合計額、B種優先株式のB種償還価額の合計額、C種優先株式のC種償還価額（C種優先株式の内容第5条第(2)項において定義される。）の合計額、D種優先株式のD種償還価額（D種優先株式の内容第5条第(2)項において定義される。）の合計額、E種優先株式のE種償還価額（E種優先株式の内容第5条第(2)項において定義される。）の合計額、F種優先株式のF種償還価額（F種優先株式の内容第5条第(2)項において定義される。）の合計額及びG種優先株式のG種償還価額（G種優先株式の内容第5条第(2)項において定義される。）の合計額（ただし、いずれの種類株式についても、当会社による取得を希望しない株主又は登録株式質権者が保有している株式に係る償還価額は加算しない。）を合計した額で除して得た割合をいう。

C種優先株式の内容

1. (議決権の制限)

C種優先株主は、株主総会において議決権を有しない。

2. (種類株主総会の決議事項)

当会社が、会社法第322条第1項各号に掲げる行為をする場合においては、①種優先株主を構成員とする種類株主総会の決議を要しない。ただし、同項第II号に規定する定款の変更（単元株式数についてのものを除く。）を行う場合は、この限りでない。

3. (剰余金の配当)

当会社は、2018年4月1日に開始する四半期（「四半期」とは、各事業年度における、4月1日から6月30日までの期間、7月1日から9月30日までの期間、10月1日から12月31日までの期間及び1月1日から3月31日までの期間を個別に又は総称していう。以下同じ。）以降、C種優先株主又はC種優先登録株式質権者に対して剰余金の配当を行うことを選択したときは、当該四半期の最終日の最終の株主名簿に記載又は記録されたC種優先株主又はC種優先登録株式質権者に対し、転換型株主又は転換型登録株式質権者及び普通株主又は普通登録株式質権者に先立ち、法令の定める範囲内において、C種優先株式1株につき、本条第①号に定める額（以下「C種優先配当金」という。）の金銭による剰余金の配当を行う。なお、A種優先株主又はA種優先登録株式質権者、C種優先株主又はC種優先登録株式質権者、F種優先株主又はF種優先登録株式質権者及びG種優先株主又はG種優先登録株式質権者への剰余金の配当の支払いは、同順位とする。

① C種優先配当金の額

各四半期に係るC種優先配当金の額は、C種優先株式1株につき、当該四半期のC種優先株式基本価額に年率5.0%の優先配当率に基づき、当該四半期の初日から、当該四半期の最終日までの期間の実日数につき日割計算（ただし、1年を365日とする日割計算とし、除算は最後に行い、1円未満の端数は切り上げる。なお両端入れとする。）により算出される額とする。当初C種優先株式基本価額は100,000円とするものとし、以後、当会社が、ある四半期に係るC種優先株主又はC種優先登録株式質権者に対するC種優先配当金の全部の配当をしないことを選択した場合には、当会社による何らの行為も要することなく、当該四半期の翌四半期のC種優先株式基本価額は、(x) 当該四半期のC種優先株式基本価額（た

だし、当該四半期が2018年4月1日に開始する四半期の場合は100,000円)に(y)当該C種優先株式基本価額に年率7.0%の固定利率に基づき、当該四半期の初日から当該四半期の最終日まで日割計算(ただし、1年を365日とする日割計算とし、除算は最後に行い、1円未満の端数は切り上げる。なお両端入れとする。)により算出される額を加算した額とする。

②非累積条項

ある四半期に属する日を基準日としてC種優先株主又はC種優先登録株式質権者に対して支払う1株当たりの金銭による剰余金の配当の額の合計額が当該四半期に係るC種優先配当金の額に達しないときは、その不足額は翌四半期以降に累積しない。

③非参加条項

C種優先株主又はC種優先登録株式質権者に対しては、C種優先配当金を超えて剰余金の配当を行わない。

4. (残余財産の分配)

(1) 当会社は、当会社の解散に際して残余財産を分配するときは、C種優先株主又はC種優先登録株式質権者に対し、C種優先株式1株につき

(x) 当会社が別に定める残余財産分配日におけるC種優先株式基本価額(残余財産分配日において、残余財産分配日が属する四半期の前四半期に係る前条に基づく剰余金の配当が行われていない場合には、かかる配当が行われなかったものとみなして、残余財産分配日のC種優先株式基本価額を計算するものとする。)に(y)残余財産分配日までの1株当たりC種優先株式未払配当金相当額を加算した額を支払う。本項において「1株当たりC種優先株式未払配当金相当額」とは、残余財産分配日が属する四半期の初日から残余財産分配日まで年率5.0%の割合で日割計算(ただし、1年を365日とする日割計算とし、除算は最後に行い、1円未満の端数は切り上げる。なお両端入れとする。)により算出した1株当たりのC種優先配当金の金額をいう。

(2) 当会社は、本条第1項に定めるもののほか、C種優先株主又はC種優先登録株式質権者に対し残余財産の分配を行わない。

(3) 解散に際して行われるA種優先株主又はA種優先登録株式質権者、B種優先株主又はB種優先登録株式質権者、C種優先株主又はC種優先登録株式質権者、D種優先株主又はD種優先登録株式質権者、E種優先株主又はE種優先登録株式質権者、F種優先株主又はF種優先登録株式質権者及びG種優先株主又はG種優先登録株式質権者に対する残余財産の分配は、同順位とし(各種類の非転換型優先株式について支払われるべき償還価額の合計額の割合に応じて按分されるものとする。)、転換型株主又は転換型登録株式質権者及び普通株主又は普通登録株式質権者に対する残余財産の分配に先立って行われるものとする。

5. (取得条項)

(1) 当会社は、いつでも、当会社の決議をもって別に定める日(以下本条において「取得日」という。)の到来をもって、法令の定める範囲内において、C種優先株式の全部又は一部を取得することができるものとし、当会社は、C種優先株式1株を取得するのと引換えに、C種優先株主に対して第(2)項に定める額の金銭を交付する。当会社は、当会社により合理的に決定された手続に従って、全てのC種優先株主に対して当会社による取得の申込みを均等に行った場合であって、C種優先株主の一部のみが当該申込みに応じたときには、当該一部のC種優先株主の保有するC種優先株式のみを取得することができる。当会社が、取得対象となるC種優先株主の保有するC種優先株式の一部のみを取得する場合、当会社が取得すべきC種優先株式の数は、取得対象となるC種優先株主

の保有するC種優先株式数の割合に応じて、比例按分の方法により決定する。

(2) C種優先株式1株の取得と引換えに交付すべき金銭の額（以下「C種償還価額」という。）は、(x)取得日におけるC種優先株式基本価額（取得日において、取得日が属する四半期の前半期に係る第3条に基づく剰余金の配当が行われていない場合には、かかる配当が行われなかったものとみなして、取得日のC種優先株式基本価額を計算するものとする。）に(y)取得日までの1株当たりC種優先株式未払配当金相当額を加算した額とする。本項において「1株当たりC種優先株式未払配当金相当額」とは、当該四半期の初日から取得日まで年率5.0%の割合で日割計算（ただし、1年を365日とする日割計算とし、除算は最後に行い、1円未満の端数は切り上げる。なお両端入れとする。）により算出した1株当たりのC種優先配当金の金額をいう。

(3) 当会社は、最終取得日の到来をもって、法令の定める範囲内において、C種優先株式の全部を取得するものとし、当会社は、C種優先株式1株を取得するのと引換えに、C種優先株主に対してC種償還価額（ただし、「取得日」を「最終取得日」と読み替えて、C種償還価額を計算する。）と同額の金銭を交付する。

(4) 当会社が、A種優先株式、B種優先株式、D種優先株式、E種優先株式、F種優先株式及びG種優先株式の全部又は一部の株式を取得する場合、その取得の日（以下本項において「他種優先株式取得日」という。）において、当会社は、(a)C種優先株式についての比例按分割合を(b)当該取得について全ての非転換型優先株式の株主に対して交付される金額の総額に乘じたとえ(c)C種償還価額にて除することによって得られる数のC種優先株式を取得するものとし、C種優先株式1株を取得するのと引換えに、C種優先株主に対してC種償還価額（ただし、「取得日」を「他種優先株式取得日」と読み替えて、C種償還価額を計算する。）と同額の金銭を交付する。本項において「比例按分割合」とは、他種優先株式取得日時点において、(x)C種優先株主又はC種優先登録株式質権者が保有するC種優先株式のC種償還価額の合計額（ただし、当会社による取得を希望しないC種優先株主又はC種優先登録株式質権者が保有しているC種優先株式に係るC種償還価額は加算しない。）を(y)A種優先株式のA種償還価額の合計額、B種優先株式のB種償還価額の合計額、C種優先株式のC種償還価額の合計額、D種優先株式のD種償還価額（D種優先株式の内容第5条第(2)項において定義される。）の合計額、E種優先株式のE種償還価額（E種優先株式の内容第5条第(2)項において定義される。）の合計額、F種優先株式のF種償還価額（F種優先株式の内容第5条第(2)項において定義される。）の合計額及びG種優先株式のG種償還価額（G種優先株式の内容第5条第(2)項において定義される。）の合計額（ただし、いずれの種類株式についても、当会社による取得を希望しない株主又は登録株式質権者が保有している株式に係る償還価額は加算しない。）を合計した額で除して得た割合をいう。

D種優先株式の内容

1. (議決権の制限)

D種優先株主は、株主総会において議決権を有しない。

2. (種類株主総会の決議事項)

当会社が、会社法第322条第1項各号に掲げる行為をする場合においては、D種優先株主を構成員とする種類株主総会の決議を要しない。ただし、同項第1号に規定する定款の変更（単元株式数についてのものを除く。）を行う場合は、この限りでない。

3. (剰余金の配当)

当社は、D種優先株主又はD種優先登録株式質権者に対し、剰余金の配当を行わない。

4. (残余財産の分配)

(1) 当社は、当社の解散に際して残余財産を分配するときは、D種優先株主又はD種優先登録株式質権者に対し、D種優先株式1株につき、D種償還価額(次条第(2)項に定義される。)を支払う。

(2) 当社は、本条第(1)項に定めるもののほか、D種優先株主又はD種優先登録株式質権者に対し、残余財産の分配を行わない。

(3) 解散に際して行われるA種優先株主又はA種優先登録株式質権者、B種優先株主又はB種優先登録株式質権者、C種優先株主又はC種優先登録株式質権者、D種優先株主又はD種優先登録株式質権者、E種優先株主又はE種優先登録株式質権者、F種優先株主又はF種優先登録株式質権者及びG種優先株主又はG種優先登録株式質権者に対する残余財産の分配は、同順位とし(各種類の非転換型優先株式について支払われるべき償還価額の合計額の割合に応じて按分されるものとする。) 転換型株主又は転換型登録株式質権者及び普通株主又は普通登録株式質権者に対する残余財産の分配に先立って行われるものとする。

5. (取得条項)

(1) 当社は、いつでも、当社の決議をもって別に定める日(以下本条において「取得日」という。)の到来をもって、法令の定める範囲内において、D種優先株式の全部又は一部を取得することができるものとし、当社は、D種優先株式1株を取得するのと引換えに、D種優先株主に対して第(2)項に定める額の金銭を交付する。当社は、当会社により合理的に決定された手続に従って、全てのD種優先株主に対して当会社による取得の申込みを均等に行った場合であって、D種優先株主の一部のみが当該申込みに応じたときには、当該一部のD種優先株主の保有するD種優先株式のみを取得することができる。当会社が、取得対象となるD種優先株主の保有するD種優先株式の一部のみを取得する場合、当会社が取得すべきD種優先株式の数は、取得対象となるD種優先株主の保有するD種優先株式数の割合に応じて、比例按分の方法により決定する。

(2) D種優先株式1株の取得と引換えに交付すべき金銭の額(以下「D種償還価額」という。)は、金100,000円に1株当たりD種優先株式繰延利息額を加算した額とする。「1株当たりD種優先株式繰延利息額」とは、D種優先株式1株当たりの発行価額(金100,000円)に、年率5.0%(日毎発生)の固定利率に基づき、発行日から取得日まで日割計算(ただし、1年を365日とする日割計算とし、除算は最後に行い、1円未満の端数は切り上げる。なお両端入れとする。)により算出した額をいう。

(3) 当社は、最終取得日の到来をもって、法令の定める範囲内において、D種優先株式の全部を取得するものとし、当社は、D種優先株式1株を取得するのと引換えに、D種優先株主に対してD種償還価額(ただし、「取得日」を「最終取得日」と読み替えて、D種償還価額を計算する。)と同額の金銭を交付する。

(4) 当会社が、A種優先株式、B種優先株式、C種優先株式、E種優先株式、F種優先株式及びG種優先株式の全部又は一部の株式を取得する場合、その取得の日(以下本項において「他種優先株式取得日」という。)において、当社は、(a) D種優先株式についての比例按分割合を(b) 当該取得について全ての非転換型優先株式の株主に対して交付される金額の総額に乗じたうえで(c) D種償還価額にて除することによって得ら

れる数のD種優先株式を取得するものとし、D種優先株式1株を取得するのと引換えに、D種優先株主に対してD種償還価額（ただし、「取得日」を「他種優先株式取得日」と読み替えて、D種償還価額を計算する。）と同額の金銭を交付する。本項において「比例按分割合」とは、他種優先株式取得日時点において、（x）D種優先株主又はD種優先登録株式質権者が保有するD種優先株式のD種償還価額の合計額（ただし、当会社による取得を希望しないD種優先株主又はD種優先登録株式質権者が保有しているD種優先株式に係るD種償還価額は加算しない。）を、（y）A種優先株式のA種償還価額の合計額、B種優先株式のB種償還価額の合計額、C種優先株式のC種償還価額の合計額、D種優先株式のD種償還価額の合計額、E種優先株式のE種償還価額（E種優先株式の内容第5条第（2）項において定義される。）の合計額、F種優先株式のF種償還価額（F種優先株式の内容第5条第（2）項において定義される。）の合計額及びG種優先株式のG種償還価額（G種優先株式の内容第5条第（2）項において定義される。）の合計額（ただし、いずれの種類株式についても、当会社による取得を希望しない株主又は登録株式質権者が保有している株式に係る償還価額は加算しない。）を合計した額で除して得た割合をいう。

E種優先株式の内容

1.（議決権の制限）

E種優先株主は、株主総会において議決権を有しない。

2.（種類株主総会の決議事項）

当会社が、会社法第322条第1項各号に掲げる行為をする場合においては、E種優先株主を構成員とする種類株主総会の決議を要しない。ただし、同項第1号に規定する定款の変更（単元株式数についてのものを除く。）を行う場合には、この限りでない。

3.（剰余金の配当）

当会社は、E種優先株主又はE種優先登録株式質権者に対し、剰余金の配当を行わない。

4.（残余財産の分配）

- (1) 当会社は、当会社の解散に際して残余財産を分配するときは、E種優先株主又はE種優先登録株式質権者に対し、E種優先株式1株につき、E種償還価額（次条第（2）項に定義される。）を支払う。
- (2) 当会社は、本条第（1）項に定めるもののほか、E種優先株主又はE種優先登録株式質権者に対し、残余財産の分配を行わない。
- (3) 解散に際して行われるA種優先株主又はA種優先登録株式質権者、B種優先株主又はB種優先登録株式質権者、C種優先株主又はC種優先登録株式質権者、D種優先株主又はD種優先登録株式質権者、E種優先株主又はE種優先登録株式質権者、F種優先株主又はF種優先登録株式質権者及びG種優先株主又はG種優先登録株式質権者に対する残余財産の分配は、同順位とし（各種類の非転換型優先株式について支払われるべき償還価額の合計額の割合に応じて按分されるものとする。）、転換型株主又は転換型登録株式質権者及び普通株主又は普通登録株式質権者に対する残余財産の分配に先立って行われるものとする。

5.（取得条項）

- (1) 当会社は、いつでも、当会社の決議をもって別に定める日（以下本条において「取得日」という。）の到来をもって、法令の定める範囲内において、E種優先株式の全部又は一部を取得することができるものとし、当会社は、E種優先株式1株を取得するのと引換えに、E種優先株主に対して第（2）項に定める額の金銭を交付する。当会社は、当会社により合理的に決定された手続に従って、全てのE種優先株主に対して当会

社による取得の申込みを均等に行った場合であって、E種優先株主の一部のみが当該申込みに応じたときには、当該一部のE種優先株主の保有するE種優先株式のみを取得することができる。当会社が、取得対象となるE種優先株主の保有するE種優先株式の一部のみを取得する場合、当会社が取得すべきE種優先株式の数は、取得対象となるE種優先株主の保有するE種優先株式数の割合に応じて、比例按分の方法により決定する。

(2) E種優先株式1株の取得と引換えに交付すべき金銭の額（以下「E種償還価額」という。）は、金100,000円に1株当たりE種優先株式繰延利息額を加算した額とする。「1株当たりE種優先株式繰延利息額」とは、E種優先株式1株当たりの発行価額（金100,000円）に、年率6.5%（年毎複利）の固定利率に基づき、発行日から取得日まで日割計算（ただし、1年を365日とする日割計算とし、除算は最後に行い、1円未満の端数は切り上げる。なお両端入れとする。）により算出した額をいう。

(3) 当会社は、最終取得日の到来をもって、法令の定める範囲内において、E種優先株式の全部を取得するものとし、当会社は、E種優先株式1株を取得するのと引換えに、E種優先株主に対してE種償還価額（ただし、「取得日」を「最終取得日」と読み替えて、E種償還価額を計算する。）と同額の金銭を交付する。

F種優先株式の内容

1. (議決権の制限)

F種優先株主は、株主総会において議決権を有しない。

2. (種類株主総会の決議事項)

当会社が、会社法第322条第1項各号に掲げる行為をする場合においては、F種優先株主を構成員とする種類株主総会の決議を要しない。ただし、同項第1号に規定する定款の変更（単元株式数についてのものを除く。）を行う場合は、この限りでない。

3. (剰余金の配当)

当会社は、2018年4月1日に開始する事業年度以降、事業年度毎に当該事業年度の最終日における、最終の株主名簿に記載又は記録されたF種優先株主又はF種優先登録株式質権者に対し、転換型株主又は転換型株式登録株式質権者及び普通株主又は普通株式登録株式質権者に先立ち、法令の定める範囲内において、F種優先株式1株につき、本条第①号に定める額（以下「F種優先配当金」という。）の金銭による剰余金の配当を行う。なお、A種優先株主又はA種優先登録株式質権者、C種優先株主又はC種優先登録株式質権者、F種優先株主又はF種優先登録株式質権者及びG種優先株主又はG種優先登録株式質権者への剰余金の配当の支払いは、同順位とする。

① F種優先配当金の額

F種優先株主又はF種優先登録株式質権者に対して支払われる各事業年度に係るF種優先配当金の額は、F種優先株式1株につき、当該事業年度の初日時点におけるF種優先株式基本価額に年率3.0%の優先配当率を乗じた額（1円未満の端数は切り上げる。）とする。当初F種優先株式基本価額は100,000円とするものとし、以後、F種優先株式基本価額は当会社による何らの行為も要することなく、(x)当該事業年度の前事業年度のF種優先株式基本価額（ただし、当該事業年度の前事業年度が2018年4月1日に開始する事業年度の場合は100,000円）に(y)1株当たりF種優先株式繰延利息額及び(z)当会社が当該事業年度の前事業年度に係るF種優先配当金の一部又は全部の配当をしていない場合には、当該未払F種優先配当金の額を加算した額とする。ある日時点における「1株当たりF種優先株式繰延利息額」とは、前事業年度のF種優先株

式基本価額に、当該事業年度の初日から当該日まで年率6.5%（日毎発生）の固定利率に基づき、日割計算（ただし、1年を365日とする日割計算とし、除算は最後に行い、1円未満の端数は切り上げる。なお両端入れとする。）により算出した額をいう。

②非累積条項

ある事業年度に属する日を基準日としてF種優先株主又はF種優先登録株式質権者に対して支払う1株当たりの金銭による剰余金の配当の額の合計額が当該事業年度に係るF種優先配当金の額に達しないときは、その不足額は、翌事業年度以降に累積しない。

③非参加条項

F種優先株主又はF種優先登録株式質権者に対しては、F種優先配当金を超えて剰余金の配当を行わない。

4.（残余財産の分配）

(1) 当社は、当社の解散に際して残余財産を分配するときは、F種優先株主又はF種優先登録株式質権者に対し、(x) 当社が別に定める残余財産分配日におけるF種優先株式基本価額（残余財産分配日において残余財産分配日が属する事業年度の前事業年度に係る前条に基づく剰余金の配当が行われていない場合には、かかる配当が行われなかったものとみなして、残余財産分配日のF種優先株式基本価額を計算するものとする。）に(y) 1株当たりF種優先株式未払配当金相当額を加算した額を支払う。本項において、「1株当たりF種優先株式未払配当金相当額」とは、残余財産分配日が属する事業年度の初日から解散の日以後に決定される残余財産分配日まで年率3.0%の割合で日割計算（ただし、1年を365日とする日割計算とし、除算は最後に行い、1円未満の端数は切り上げる。なお両端入れとする。）により算出した1株当たりのF種優先配当金の金額をいう。

(2) 当社は、本条第(1)項に定めるもののほか、F種優先株主又はF種優先登録株式質権者に対し、残余財産の分配を行わない。

(3) 解散に際して行われるA種優先株主又はA種優先登録株式質権者、B種優先株主又はB種優先登録株式質権者、C種優先株主又はC種優先登録株式質権者、D種優先株主又はD種優先登録株式質権者、E種優先株主又はE種優先登録株式質権者、F種優先株主又はF種優先登録株式質権者及びG種優先株主又はG種優先登録株式質権者に対する残余財産の分配は、同順位とし（各種類の非転換型優先株式について支払われるべき償還価額の合計額の割合に応じて按分されるものとする。）、転換型株主又は転換型登録株式質権者及び普通株主又は普通登録株式質権者に対する残余財産の分配に先立って行われるものとする。

5.（取得条項）

(1) 当社は、いつでも、当社の決議をもって別に定める日（以下本条において「取得日」という。）の到来をもって、法令の定める範囲において、F種優先株式の全部又は一部を取得することができるものとし、当社は、F種優先株式1株を取得するのと引換えに、第(2)項に定める額の金銭を交付する。当社は、当社により合理的に決定された手続に従って、全てのF種優先株主に対して当社による取得の申込みを均等に行った場合であって、F種優先株主の一部のみが当該申込みに応じたときには、当該一部のF種優先株主の保有するF種優先株式のみを取得することができる。当社が、取得対象となるF種優先株主の保有するF種優先株式の一部のみを取得する場合、当社が取得すべきF種優先株式の数は、取得対象となるF種優先株主の保有するF種優先株式数の割合に応じて、比例按分の方法により決定する。

(2) F種優先株式1株の取得と引換えに交付すべき金銭の額（以下「F種償

還価額」という。)は、(x)取得日におけるF種優先株式基本価額(取得日において、取得日が属する事業年度の前事業年度に係る第3条に基づく剰余金の配当が行われていない場合には、かかる配当が行われなかったものとみなして、取得日のF種優先株式基本価額を計算するものとする。)に(y)取得日における1株当たりF種優先株式未払配当金相当額を加算した額とする。本項において、「1株当たりF種優先株式未払配当金相当額」とは、かかる事業年度の初日から取得日まで年率3.0%の割合で日割計算(ただし、1年を365日とする日割計算とし、除算は最後に行い、1円未満の端数は切り上げる。なお両端入れとする。)により算出した1株当たりのF種優先配当金の金額をいう。

- (3) 当社は、最終取得日の到来をもって、法令の定める範囲内において、F種優先株式の全部を取得するものとし、当社は、F種優先株式1株を取得するのと引換えに、F種優先株主に対してF種償還価額(ただし、「取得日」を「最終取得日」と読み替えて、F種償還価額を計算する。)と同額の金銭を交付する。

G種優先株式の内容

1. (議決権の制限)

G種優先株主は、株主総会において議決権を有しない。

2. (種類株主総会の決議事項)

当会社が、会社法第322条第1項各号に掲げる行為をする場合においては、G種優先株主を構成員とする種類株主総会の決議を要しない。ただし、同項第1号に規定する定款の変更(単元株式数についてのものを除く。)を行う場合は、この限りでない。

3. (剰余金の配当)

当社は、2018年4月1日に開始する事業年度以降、事業年度毎に、当該事業年度の最終日における、最終の株主名簿に記載又は記録されたG種優先株主又はG種優先登録株式質権者に対し、転換型株主又は転換型株式登録株式質権者及び普通株主又は普通株式登録株式質権者に先立ち、法令の定める範囲内において、G種優先株式1株につき、本条第①号に定める額(以下「G種優先配当金」という。)の金銭による剰余金の配当を行う。なお、A種優先株主又はA種優先登録株式質権者、C種優先株主又はC種優先登録株式質権者、F種優先株主又はF種優先登録株式質権者及びG種優先株主又はG種優先登録株式質権者への剰余金の配当の支払いは、同順位とする。

①G種優先配当金の額

G種優先株主又はG種優先登録株式質権者に対して支払われる各事業年度に係るG種優先配当金の額は、G種優先株式1株につき100,000円に年率5.0%の優先配当率を乗じた額(1円未満の端数は切り上げる。)とする。

②非累積条項

ある事業年度に属する日を基準日としてG種優先株主又はG種優先登録株式質権者に対して支払う1株当たりの金銭による剰余金の配当の額の合計額が当該事業年度に係るG種優先配当金の額に達しないときは、その不足額は、翌事業年度以降に累積しない。

③非参加条項

G種優先株主又はG種優先登録株式質権者に対しては、G種優先配当金を超えて剰余金の配当を行わない。

4. (残余財産の分配)

- (1) 当社は、当会社の解散に際して残余財産を分配するときは、G種優先株主又はG種優先登録株式質権者に対し、(x)当会社が別に定める残余財産分配日におけるG種優先株式基本価額(残余財産分配日において、残余財産分配日が属する事業年度の前事業年度に係る前条に基づく剰余

金の配当が行われていない場合には、かかる配当が行われなかったものとみなして、残余財産分配日のG種優先株式基本価額を計算するものとする。)に(y)1株当たりG種優先株式未払配当金相当額を加算した額を支払う。当初G種優先株式基本価額は、100,000円とし、以後、G種優先株式基本価額は、(x)当該事業年度の前事業年度のG種優先株式基本価額(ただし、当該事業年度が2018年4月1日に開始する事業年度の場合は100,000円)に(y)1株当たりG種優先株式繰延利息額及び(z)当会社が当該事業年度の前事業年度に係るG種優先配当金の一部又は全部の配当をしていない場合には、当該未払G種優先配当金の額を加算した額とする。ある日時点における「1株当たりG種優先株式繰延利息額」とは、前事業年度のG種優先株式基本価額に、当該事業年度の初日から当該日まで年率5.0%(日毎発生)の固定利率に基づき、日割計算(ただし、1年を365日とする日割計算とし、除算は最後に行い、1円未満の端数は切り上げる。なお両端入れとする。)により算出した額をいう。本項において、「1株当たりG種優先株式未払配当金相当額」とは、残余財産分配日が属する事業年度の初日から解散の日以後に決定される残余財産分配日まで年率5.0%の割合で日割計算(ただし、1年を365日とする日割計算とし、除算は最後に行い、1円未満の端数は切り上げる。なお両端入れとする。)により算出した1株当たりのG種優先配当金の金額をいう。

(2) 当会社は、本条第(1)項に定めるもののほか、G種優先株主又はG種優先登録株式質権者に対し、残余財産の分配を行わない。

(3) 解散に際して行われるA種優先株主又はA種優先登録株式質権者、B種優先株主又はB種優先登録株式質権者、C種優先株主又はC種優先登録株式質権者、D種優先株主又はD種優先登録株式質権者、E種優先株主又はE種優先登録株式質権者、F種優先株主又はF種優先登録株式質権者及びG種優先株主又はG種優先登録株式質権者に対する残余財産の分配は、同順位とし(各種類の非転換型優先株式について支払われるべき償還価額の合計額の割合に応じて按分されるものとする。)三転換型株主又は転換型登録株式質権者及び普通株主又は普通登録株式質権者に対する残余財産の分配に先立って行われるものとする。

5. (取得条項)

(1) 当会社は、いつでも、当会社の決議をもって別に定める日(以下本条において「取得日」という。)の到来をもって、法令の定める範囲内において、G種優先株式の全部又は一部を取得することができるものとし、当会社は、G種優先株式1株を取得するのと引換えに、第(2)項に定める額の金銭を交付する。当会社は、当会社により合理的に決定された手続に従って、全てのG種優先株主に対して当会社による取得の申込みを均等に行った場合であって、G種優先株主の一部のみが当該申込みに応じたときには、当該一部のG種優先株主の保有するG種優先株式のみを取得することができる。当会社が、取得対象となるG種優先株主の保有するG種優先株式の一部のみを取得する場合、当会社が取得すべきG種優先株式の数は、取得対象となるG種優先株主の保有するG種優先株式数の割合に応じて、比例按分の方法により決定する。

(2) G種優先株式1株の取得と引換えに交付すべき金銭の額(以下「G種償還価額」という。)は、(x)取得日におけるG種優先株式基本価額(取得日において、取得日が属する事業年度の前事業年度に係る第3条に基づく剰余金の配当が行われていない場合には、かかる配当が行われなかったものとみなして、取得日のG種優先株式基本価額を計算するものとする。)に(y)取得日における1株当たりG種優先株式未払配当金相当額を加算した額とする。本項において、「1株当たりG種優先株

式未払配当金相当額」とは、かかる事業年度の初日から取得日まで年率5.0%の割合で日割計算（ただし、1年を365日とする日割計算とし、除算は最後に行い、1円未満の端数は切り上げる。なお両端入れとする。）により算出した1株当たりのG種優先配当金の金額をいう。

- (3) 当会社は、最終取得日の到来をもって、法令の定める範囲内において、G種優先株式の全部を取得するものとし、当会社は、G種優先株式1株を取得するのと引換えに、G種優先株主に対してG種償還価額（ただし、「取得日」を「最終取得日」と読み替えて、G種償還価額を計算する。）と同額の金銭を交付する。

転換型株式の内容

1. (議決権の制限)

転換型株主は、株主総会において議決権を有しない。

2. (種類株主総会の決議事項)

当会社が、会社法第322条第1項各号に掲げる行為をする場合においては、転換型株主を構成員とする種類株主総会の決議を要しない。ただし、同項第1号に規定する定款の変更（単元株式数についてのものを除く。）を行う場合は、この限りでない。

3. (剰余金の配当)

当会社は、剰余金の配当を行うときは、法令の定める範囲内において、当該剰余金の配当に係る基準日の最終の株主名簿に記載又は記録された転換型株主又は転換型登録株式質権者に対し、普通株主又は普通登録株式質権者と同順位にて、転換型株式1株につき、普通株主又は普通登録株式質権者に対して普通株式1株につき配当する剰余金の額と同額の剰余金の配当をする。

4. (残余財産の分配)

当会社は、当会社の解散に際して残余財産を分配するときは、転換型株主又は転換型登録株式質権者に対し、普通株主又は普通登録株式質権者に先立ち、転換型株式1株につき、 (x) 金100,000円又は (y) 転換型株式1株につき普通株式1株と同順位かつ同額の残余財産の分配を行うと仮定した場合に支払われるべき金額のいずれか高い方の金額を支払う。

5. (取得請求権)

転換型株主は、法令の定める範囲内において、以下の各号の場合に、当会社に対し、当会社の普通株式の交付と引換えに、転換型株式の全部又は一部を取得することを請求することができるものとし、かかる請求があった場合、当会社は、取得する転換型株式と同数の普通株式を転換型株主に交付する。

①当会社が発行する普通株式が国内外の証券取引所において上場されることが承認された場合

②2021年6月1日以降いつでも

6. (取得条項)

当会社は、いつでも、当会社の決議をもって別に定める日の到来をもって、法令の定める範囲内において、転換型株式の全部又は一部を取得することができるものとし、当会社は、転換型株式を取得するのと引換えに、取得した転換型株式と同数の普通株式を転換型株主に交付する。当会社は、当会社により合理的に決定された手続に従って、全ての転換型株主に対して当会社による取得の申込みを均等に行った場合であって、転換型株主の一部のみが当該申込みに応じたときには、当該一部の転換型株主の保有する転換型株式のみを取得することができる。

普通株式	1700万株
A種優先株式	165万株
B種優先株式	3万株
C-1種優先株式	55万株

C-2種優先株式 55万株
D種優先株式 13.9万5000株
E種優先株式 95万株
F種優先株式 1.6万5000株
G種優先株式 5万株
転換型株式 58.9万7728株
普通株式の内容

1. (種類株主総会の決議事項)

当会社が、会社法第322条第1項各号掲げる行為をする場合においては、普通株主を構成員とする種類株主総会の決議を要しない。ただし、同項第1号に規定する定款の変更(単元株式数についてのものを除く。)を行う場合は、この限りでない。

A種優先株式の内容

1. (議決権の制限)

A種優先株式を有する株主(以下「A種優先株主」という。)は、株主総会において議決権を有しない。

2. (種類株主総会の決議事項)

当会社が、会社法第322条第1項各号に掲げる行為をする場合においては、A種優先株主を構成員とする種類株主総会の決議を要しない。ただし、同項第1号に規定する定款の変更(単元株式数についてのものを除く。)を行う場合は、この限りでない。

3. (剰余金の配当)

当会社は、2018年4月1日に開始する事業年度以降、事業年度毎に、当該事業年度の最終日における、最終の株主名簿に記載又は記録されたA種優先株主又はA種優先株式の登録株式質権者(以下「A種優先登録株式質権者」という。)に対し、転換型株式を有する株主(以下「転換型株主」という。)又は転換型株式の登録株式質権者(以下「転換型登録株式質権者」という。)、及び普通株式を有する株主(以下「普通株主」という。)又は普通株式の登録株式質権者(以下「普通登録株式質権者」という。)(以下「A種優先配当金」という。)の金銭による剰余金の配当を行わなければならない。なお、A種優先株主又はA種優先登録株式質権者、C-1種優先株式を有する株主(以下「C-1種優先株主」という。)又はC-1種優先株式の登録株式質権者(以下「C-1種優先登録株式質権者」という。)、C-2種優先株式を有する株主(以下「C-2種優先株主」という。)又はC-2種優先株式の登録株式質権者(以下「C-2種優先登録株式質権者」という。)、F種優先株式を有する株主(以下「F種優先株主」という。)又はF種優先株式の登録株式質権者(以下「F種優先登録株式質権者」という。)、及びG種優先株式を有する株主(以下「G種優先株主」という。)又はG種優先株式の登録株式質権者(以下「G種優先登録株式質権者」という。)(以下「A種優先配当金」という。)の配当の支払いは、同順位とする。

①A種優先配当金の額

A種優先株主又はA種優先登録株式質権者に対して支払われる各事業年度に係るA種優先配当金の額は、A種優先株式1株につき、当該期間のA種優先株式基本価額に年率3.5%(日毎発生)(ただし、A種優先株式基本価額が100,000円を上回っている期間については、年率6.0%(日毎発生)の優先配当率を乗じた額(1円未満の端数は切り上げる。))とする。当初A種優先株式基本価額は100,000円とするものとし(当会社定款に基づき調整されるものを含み、「A種優先株式基本価額」という。)、以後、当会社が、法令上の理由から、ある事業年度に係る本

号に記載の剰余金の配当の全部又は一部を行うことのできない場合には、
(当該未払配当金の額について、以下「A種未払配当額」という。)、当該事業年度の翌事業年度のA種優先株式基本価額は、当会社による何らの行為も要することなく、(x)当該事業年度の最終日のA種優先株式基本価額(ただし、当該事業年度が2018年4月1日に開始する事業年度の場合は100,000円)に(y)A種未払配当額を加算した額とする。ただし、A種優先株式基本価額が100,000円を上回っていた場合において、当該事業年度以前の累積A種優先株式未払配当金(次号において定義される。)相当額及び当該事業年度に係るA種優先配当金相当額の全部の配当が行われた場合は、A種優先株式基本価額は、当該配当がなされた日の翌日から100,000円まで減額される。本号において、「当該事業年度に係るA種優先配当金相当額」とは、当該事業年度の初日から配当の支払日まで年率6.0%(日毎発生)の割合で日割計算(1年を365日とする日割計算とし、除算は最後に行い、1円未満の端数は切り上げる。なお両端入れとする。)により算出される1株当たりのA種優先配当金の金額とする。

②累積条項

ある事業年度に属する日を基準日としてA種優先株主又はA種優先登録株式質権者に対して支払う1株当たりの金銭による剰余金の配当の額の合計額が当該事業年度に係るA種優先配当金の額に達しないときは、その不足額は、累積するものとする(以下累積した不足額について「累積A種優先株式未払配当金」という。)

③非参加条項

A種優先株主又はA種優先登録株式質権者に対しては、A種優先配当金及び累積A種優先株式未払配当金を超えて剰余金の配当を行わない。

4.(残余財産の分配)

- (1) 当会社は、当会社の解散に際して残余財産を分配するときは、A種優先株主又はA種優先登録株式質権者に対し、A種優先株式1株につき、
(x) 当会社が別に定める残余財産分配日におけるA種優先株式基本価額(残余財産分配日において、残余財産分配日が属する事業年度の前事業年度に係る前条に基づく剰余金の配当が行われていない場合には、かかる配当が行われなかったものとみなして、残余財産分配日のA種優先株式基本価額を計算するものとする。)に(y)1株当たりA種優先株式未払配当金相当額を加算した額を支払う。本項において「1株当たりA種優先株式未払配当金相当額」とは、残余財産分配日が属する事業年度の初日から残余財産分配日まで年率3.5%(日毎発生)(残余財産分配日が属する事業年度におけるA種優先株式基本価額が100,000円を上回っている場合には年率6.0%(日毎発生)。ただし、当該事業年度中において、A種優先株式基本価額が100,000円にまで減額された場合には、A種優先株式基本価額が100,000円にまで減額された日以降、年率3.5%(日毎発生)が適用されるものとする。)の割合で日割計算(ただし、1年を365日とする日割計算とし、除算は最後に行い、1円未満の端数は切り上げる。なお両端入れとする。)により算出した1株当たりのA種優先配当金の金額をいう。
- (2) 当会社は、本条第(1)項に定めるもののほか、A種優先株主又はA種優先登録株式質権者に対し、残余財産の分配を行わない。
- (3) 解散に際して行われるA種優先株主又はA種優先登録株式質権者、B種優先株式を有する株主(以下「B種優先株主」という。)(又はB種優先株式の登録株式質権者(以下「B種優先登録株式質権者」という。))、C-1種優先株主又はC-1種優先登録株式質権者、C-2種優先株主又はC-2種優先登録株式質権者、D種優先株式を有する株主(以下

「D種優先株主」という。)又はD種優先株式の登録株式質権者(以下「D種優先登録株式質権者」という。)、E種優先株式を有する株主(以下「E種優先株主」という。))又はE種優先株式の登録株式質権者(以下「E種優先登録株式質権者」という。)、F種優先株主又はF種優先登録株式質権者及びG種優先株主又はG種優先登録株式質権者に対する残余財産の分配は、同順位とし(各種類の非転換型優先株式について支払われるべき償還価額の合計額の割合に応じて按分されるものとする。)、転換型株主又は転換型登録株式質権者及び普通株主又は普通登録株式質権者に対する残余財産の分配に先立って行われるものとする。

5. (取得条項)

(1) 当会社は、いつでも、当会社の決議をもって別に定める日(以下本条において「取得日」という。)の到来をもって、法令の定める範囲内において、A種優先株式の全部又は一部を取得することができるものとし、当会社は、A種優先株式1株を取得するのと引換えに、A種優先株主に対して第(2)項に定める額の金銭を交付する。当会社は、当会社により合理的に決定された手続に従って、全てのA種優先株主に対して当会社による取得の申込みを均等に行った場合であって、A種優先株主の一部のみが当該申込みに応じたときには、当該一部のA種優先株主の保有するA種優先株式のみを取得することができる。当会社が、取得対象となるA種優先株主の保有するA種優先株式の一部のみを取得する場合、当会社が取得すべきA種優先株式の数は、取得対象となるA種優先株主の保有するA種優先株式数の割合に応じて、比例按分の方法により決定する。

(2) A種優先株式1株の取得と引換えに交付すべき金銭の額(以下「A種償還価額」という。)は、(x)取得日におけるA種優先株式基本価額(取得日において、取得日が属する事業年度の前事業年度に係る第3条に基づく剰余金の配当が行われていない場合には、かかる配当が行われなかったものとみなして、取得日のA種優先株式基本価額を計算するものとする。)に(y)1株当たりA種優先株式未払配当金相当額を加算した額とする。本項において、「1株当たりA種優先株式未払配当金相当額」とは、取得日が属する事業年度の初日から取得日まで年率3.5%(日毎発生)(取得日が属する事業年度におけるA種優先株式基本価額が100,000円を上回っている場合には年率6.0%(日毎発生)。ただし、当該事業年度中において、A種優先株式基本価額が100,000円にまで減額された場合には、A種優先株式基本価額が100,000円にまで減額された日以降、年率3.5%が適用されるものとする。)の割合で日割計算(ただし、1年を365日とする日割計算とし、除算は最後に行い、1円未満の端数は切り上げる。なお両端入れとする。)により算出した1株当たりのA種優先配当金の金額をいう。

(3) 当会社は、2024年6月1日(以下「最終取得日」という。)の到来をもって、法令の定める範囲内において、A種優先株式の全部を取得するものとし、当会社は、A種優先株式1株を取得するのと引換えに、A種優先株主に対してA種償還価額(ただし、「取得日」を「最終取得日」と読み替えて、A種償還価額を計算する。)と同額の金銭を交付する。

(4) 当会社が、B種優先株式、C-1種優先株式、C-2種優先株式、D種優先株式、E種優先株式、F種優先株式及びG種優先株式の全部又は一部の株式を取得する場合、その取得の日(以下本項において「他種優先株式取得日」という。)において、当会社は、(a)A種優先株式についての比例按分割合を(b)当該取得について全ての非転換型優先株式の株主に対して交付される金額の総額に乗じたうえで(c)A種償還価額にて除すことによって得られる数のA種優先株式を取得するものとし、

A種優先株式1株を取得するのと引換えに、A種優先株主に対してA種償還価額（ただし、「取得日」を「他種優先株式取得日」と読み替えて、A種償還価額を計算する。）と同額の金銭を交付する。本項において「比例按分割」とは、他種優先株式取得日時点において、（x）A種優先株主又はA種優先登録株式質権者が保有するA種優先株式のA種償還価額の合計額（ただし、当会社による取得を希望しないA種優先株主又はA種優先登録株式質権者が保有しているA種優先株式に係るA種償還価額は加算しない。）を、（y）A種優先株式のA種償還価額の合計額、B種優先株式のB種償還価額（B種優先株式の内容第5条第（2）項において定義される。）の合計額、C-1種優先株式のC-1種償還価額（C-1種優先株式の内容第5条第（2）項において定義される。）の合計額、C-2種優先株式のC-2種償還価額（C-2種優先株式の内容第5条第（2）項において定義される。）の合計額、D種優先株式のD種償還価額（D種優先株式の内容第5条第（2）項において定義される。）の合計額、E種優先株式のE種償還価額（E種優先株式の内容第5条第（2）項において定義される。）の合計額、F種優先株式のF種償還価額（F種優先株式の内容第5条第（2）項において定義される。）の合計額及びG種優先株式のG種償還価額（G種優先株式の内容第5条第（2）項において定義される。）の合計額（ただし、いずれの種類株式についても、当会社による取得を希望しない株主又は登録株式質権者が保有している株式に係る償還価額は加算しない。）を合計した額で除して得た割合をいう。

B種優先株式の内容
（議決権の制限）

B種優先株主は、株主総会において議決権を有しない。

2. （種類株主総会の決議事項）

当会社が、会社法第322条第1項各号に掲げる行為をする場合においては、B種優先株主を構成員とする種類株主総会の決議を要しない。ただし、同項第1号に規定する定款の変更（単元株式数についてのものを除く。）を行う場合は、この限りでない。

3. （剰余金の配当）

当会社は、B種優先株主又はB種優先登録株式質権者に対し、剰余金の配当を行わない。

4. （残余財産の分配）

- (1) 当会社は、当会社の解散に際して残余財産を分配するときは、B種優先株主又はB種優先登録株式質権者に対し、B種優先株式1株につき、B種償還価額（次条第（2）項に定義される。）を支払う。
- (2) 当会社は、本条第（1）項に定めるもののほか、B種優先株主又はB種優先登録株式質権者に対し、残余財産の分配を行わない。
- (3) 解散に際して行われるA種優先株主又はA種優先登録株式質権者、B種優先株主又はB種優先登録株式質権者、C-1種優先株主又はC-1種優先登録株式質権者、C-2種優先株主又はC-2種優先登録株式質権者、D種優先株主又はD種優先登録株式質権者、E種優先株主又はE種優先登録株式質権者、F種優先株主又はF種優先登録株式質権者及びG種優先株主又はG種優先登録株式質権者に対する残余財産の分配は、同順位とし（各種類の非転換型優先株式について支払われるべき償還価額の合計額の割合に応じて按分されるものとする。）転換型株主又は転換型登録株式質権者及び普通株主又は普通登録株式質権者に対する残余財産の分配に先立って行われるものとする。

5. （取得条項）

- (1) 当会社は、いつでも、当会社の決議をもって別に定める日（以下本条に

において「取得日」という。)の到来をもって、法令の定める範囲内において、B種優先株式の全部又は一部を取得することができるものとし、当会社は、B種優先株式1株を取得するのと引換えに、B種優先株主に対して第(2)項に定める額の金銭を交付する。当会社は、当会社により合理的に決定された手続に従って、全てのB種優先株主に対して当会社による取得の申込みを均等に行った場合であって、B種優先株主の一部のみが当該申込みに応じたときには、当該一部のB種優先株主の保有するB種優先株式のみを取得することができる。当会社が、取得対象となるB種優先株主の保有するB種優先株式の一部のみを取得する場合、当会社が取得すべきB種優先株式の数は、取得対象となるB種優先株主の保有するB種優先株式数の割合に応じて、比例按分の方法により決定する。

(2) B種優先株式1株の取得と引換えに交付すべき金銭の額(以下「B種償還価額」という。)は、金100,000円に1株当たりB種優先株式繰延利息額を加算した額とする。「1株当たりB種優先株式繰延利息額」とは、B種優先株式1株当たりの発行価額(金100,000円)に、年率5.0%(日毎発生)の固定利率に基づき、発行日から取得日まで日割計算(ただし、1年を365日とする日割計算とし、除算は最後に行い、1円未満の端数は切り上げる。なお両端入れとする。)により算出した額をいう。

(3) 当会社は、最終取得日の到来をもって、法令の定める範囲内において、B種優先株式の全部を取得するものとし、当会社は、B種優先株式1株を取得するのと引換えに、B種優先株主に対してB種償還価額(ただし、「取得日」を「最終取得日」と読み替えて、B種償還価額を計算する。)と同額の金銭を交付する。

(4) 当会社が、A種優先株式、C-1種優先株式、C-2種優先株式、D種優先株式、E種優先株式、F種優先株式及びG種優先株式の全部又は一部の株式を取得する場合、その取得の日(以下本項において「他種優先株式取得日」という。)において、当会社は、(a) B種優先株式についての比例按分割合を(b)当該取得について全ての非転換型優先株式の株主に対して交付される金額の総額に乗じたうえで(c) B種償還価額にて除することによって得られる数のB種優先株式を取得するものとし、B種優先株式1株を取得するのと引換えに、B種優先株主に対してB種償還価額(ただし、「取得日」を「他種優先株式取得日」と読み替えて、B種償還価額を計算する。)と同額の金銭を交付する。本項において「比例按分割合」とは、他種優先株式取得日時点において、(x) B種優先株主又はB種優先登録株式質権者が保有するB種優先株式のB種償還価額の合計額(ただし、当会社による取得を希望しないB種優先株主又はB種優先登録株式質権者が保有しているB種優先株式に係るB種償還価額は加算しない。)を、(y) A種優先株式のA種償還価額の合計額、B種優先株式のB種償還価額の合計額、C-1種優先株式のC-1種償還価額(C-1種優先株式の内容第5条第(2)項において定義される。)の合計額、C-2種優先株式のC-2種償還価額(C-2種優先株式の内容第5条第(2)項において定義される。)の合計額、D種優先株式のD種償還価額(D種優先株式の内容第5条第(2)項において定義される。)の合計額、E種優先株式のE種償還価額(E種優先株式の内容第5条第(2)項において定義される。)の合計額、F種優先株式のF種償還価額(F種優先株式の内容第5条第(2)項において定義される。)の合計額及びG種優先株式のG種償還価額(G種優先株式の内容第5条第(2)項において定義される。)の合計額(ただし、いずれの種類株式についても、当会社による取得を希望しない株主又は登

録株式質権者が保有している株式に係る償還価額は加算しない。)を合計した額で除して得た割合をいう。

C-1種優先株式の内容

1. (議決権の制限)

C-1種優先株主は、株主総会において議決権を有しない。

2. (種類株主総会の決議事項)

当会社が、会社法第322条第1項各号に掲げる行為をする場合においては、C-1種優先株主を構成員とする種類株主総会の決議を要しない。ただし、同項第1号に規定する定款の変更(単元株式数についてのものを除く。)を行う場合は、この限りでない。

3. (剰余金の配当)

当会社は、2018年4月1日に開始する四半期(「四半期」とは、各事業年度における、4月1日から6月30日までの期間、7月1日から9月30日までの期間、10月1日から12月31日までの期間及び1月1日から3月31日までの期間を個別に又は総称していう。以下同じ。)以降、C-1種優先株主又はC-1種優先登録株式質権者に対して剰余金の配当を行うことを選択したときは、当該四半期の最終日の最終の株主名簿に記載又は記録されたC-1種優先株主又はC-1種優先登録株式質権者に対し、転換型株主又は転換型登録株式質権者及び普通株主又は普通登録株式質権者に先立ち、法令の定める範囲内において、C-1種優先株式1株につき、本条第①号に定める額(以下「C-1種優先配当金」という。)の金銭による剰余金の配当を行う。なお、A種優先株主又はA種優先登録株式質権者、C-2種優先株主又はC-2種優先登録株式質権者、C-2種優先株主又はC-2種優先登録株式質権者、F種優先株主又はF種優先登録株式質権者及びG種優先株主又はG種優先登録株式質権者への剰余金の配当の支払いは、同順位とする。

① C-1種優先配当金の額

C-1種優先株主又はC-1種優先登録株式質権者に対して支払われる各四半期に係るC-1種優先配当金の額は、C-1種優先株式1株につき、当該四半期のC-1種優先株式基本価額に年率5.0%の優先配当率に基づき、当該四半期の初日から、当該四半期の最終日までの期間の実日数につき日割計算(ただし、1年を365日とする日割計算とし、除算は最後に行い、1円未満の端数は切り上げる。なお両端入れとする。)により算出される額とする。当初C-1種優先株式基本価額は100,000円とするものとし、以後、当会社が、ある四半期に係るC-1種優先株主又はC-1種優先登録株式質権者に対するC-1種優先配当金の全部の配当をしないことを選択した場合には、当会社による何らの行為も要することなく、当該四半期の翌四半期のC-1種優先株式基本価額は、(x)当該四半期のC-1種優先株式基本価額(ただし、当該四半期が2018年4月1日に開始する四半期の場合は100,000円)に(y)当該C-1種優先株式基本価額に年率7.0%の固定利率に基づき、当該四半期の初日から当該四半期の最終日まで日割計算(ただし、1年を365日とする日割計算とし、除算は最後に行い、1円未満の端数は切り上げる。なお両端入れとする。)により算出される額を加算した額とする。ただし、2018年7月1日に開始する四半期に係るC-1種優先配当金の額は、C-1種優先株式1株につき、以下の(a)に定める額に(b)に定める額を加算した額とし、当該四半期に係るC-1種優先株主又はC-1種優先登録株式質権者に対するC-1種優先配当金の全部の配当をしないことを選択した場合には、当会社による何らの行為も要することなく、翌四半期のC-1種優先株式基本価額は、以下の(c)に定める額に(d)に定める額を加算した額とする。

(a) 本条第①号に基づき算出されるC-1種優先株式基本価額

(b) (x) 100,000円に、2018年7月1日から2018年8月8日まで年率7.0%(日毎発生)の固定利率に基づき、日割計算(ただし、1年を365日とする日割計算とし、除算は最後に行い、1円未満の端数は切り上げる。なお両端入れとする。)により算出される額に、(y) 2018年8月8日時点における発行済みのC-2種優先株式の数を当該時点における発行済みのC-1種優先株式の数で除して得られる比率を乗じて得られる額(1円未満の端数は切り上げる。)

(c) 本条第①号に基づき算出されるC-1種優先株式基本価額

(d) (x) 100,000円に、2018年7月1日から2018年8月8日まで年率7.0%(日毎発生)の固定利率に基づき、日割計算(ただし、1年を365日とする日割計算とし、除算は最後に行い、1円未満の端数は切り上げる。なお両端入れとする。)により算出される額に、(y) 2018年8月8日時点における発行済みのC-2種優先株式の数を当該時点における発行済みのC-1種優先株式の数で除して得られる比率を乗じて得られる額(1円未満の端数は切り上げる。)

②非累積条項

ある四半期に属する日を基準日としてC-1種優先株主又はC-1種優先登録株式質権者に対して支払う1株当たりの金銭による剰余金の配当の額の合計額が当該四半期に係るC-1種優先配当金の額に達しないときは、その不足額は、翌四半期以降に累積しない。

③非参加条項

C-1種優先株主又はC-1種優先登録株式質権者に対しては、C-1種優先配当金を超えて剰余金の配当を行わない。

4. (残余財産の分配)

(1) 当会社は、当会社の解散に際して残余財産を分配するときは、C-1種優先株主又はC-1種優先登録株式質権者に対し、C-1種優先株式1株につき、(x) 当会社が別に定める残余財産分配日におけるC-1種優先株式基本価額(残余財産分配日において、残余財産分配日が属する四半期の前四半期に係る前条に基づく剰余金の配当が行われていない場合には、かかる配当が行われなかったものとみなして、残余財産分配日のC-1種優先株式基本価額を計算するものとする。)に(y) 残余財産分配日までの1株当たりC-1種優先株式未払配当金相当額を加算した額を支払う。本項において「1株当たりC-1種優先株式未払配当金相当額」とは、残余財産分配日が属する四半期の初日から残余財産分配日まで年率5.0%の割合で日割計算(ただし、1年を365日とする日割計算とし、除算は最後に行い、1円未満の端数は切り上げる。なお両端入れとする。)により算出した1株当たりのC-1種優先配当金の金額をいう。ただし、本項に定める残余財産分配日が属する四半期が2018年7月1日に開始する四半期である場合の本項に定める「1株当たりC-1種優先株式未払配当金相当額」は、以下の(a)に定める額に(b)に定める額を加算した額とする。

(a) 本項本文に基づき算出される1株当たりC-1種優先株式未払配当金相当額

(b) (x) 100,000円に、2018年7月1日から2018年8月8日まで年率5.0%(日毎発生)の固定利率に基づき、日割計算(ただし、1年を365日とする日割計算とし、除算は最後に行い、1円未満の端数は切り上げる。なお両端入れとする。)により算出される額に、(y) 2018年8月8日時点における発行済みのC-2種優先株式の数を当該時点における発行済みのC-1種優先株式の数

で除して得られる比率を乗じて得られる額（1円未満の端数は切り上げる。）

- (2) 当社は、本条第(1)項に定めるもののほか、C-1種優先株主又はC-1種優先登録株式質権者に対し残余財産の分配を行わない。
- (3) 解散に際して行われるA種優先株主又はA種優先登録株式質権者、B種優先株主又はB種優先登録株式質権者、C-1種優先株主又はC-1種優先登録株式質権者、C-2種優先株主又はC-2種優先登録株式質権者、D種優先株主又はD種優先登録株式質権者、E種優先株主又はE種優先登録株式質権者、F種優先株主又はF種優先登録株式質権者及びG種優先株主又はG種優先登録株式質権者に対する残余財産の分配は、同順位とし（各種類の非転換型優先株式について支払われるべき償還価額の合計額の割合に応じて按分されるものとする。）、転換型株主又は転換型登録株式質権者及び普通株主又は普通登録株式質権者に対する残余財産の分配に先立って行われるものとする。

5. (取得条項)

- (1) 当社は、いつでも、当社の決議をもって別に定める日（以下本条において「取得日」という。）の到来をもって、法令の定める範囲内において、C-1種優先株式の全部又は一部を取得することのできるものとし、当社は、C-1種優先株式1株を取得するのと引換えに、C-1種優先株主に対して第(2)項に定める額の金銭を交付する。当社は、当社のより合理的に決定された手続に従って、全てのC-1種優先株主に対して当社の取得の申込みを均等に行う場合であって、C-1種優先株主の一部のみが当該申込みに応じたときには、当該一部のC-1種優先株主の保有するC-1種優先株式のみを取得することができる。当会社が、取得対象となるC-1種優先株主の保有するC-1種優先株式の一部のみを取得する場合、当会社が取得すべきC-1種優先株式の数は、取得対象となるC-1種優先株主の保有するC-1種優先株式数の割合に応じて、比例按分の方法により決定する。

- (2) C-1種優先株式1株の取得と引換えに交付すべき金銭の額（以下「C-1種償還価額」という。）は、(x)取得日におけるC-1種優先株式基本価額（取得日において、取得日が属する四半期の前四半期に係る第3条に基づく剰余金の配当が行われていない場合には、かかる配当が行われなかったものとみなして、取得日のC-1種優先株式基本価額を計算するものとする。）に(y)取得日までの1株当たりC-1種優先株式未払配当金相当額を加算した額とする。本項において「1株当たりC-1種優先株式未払配当金相当額」とは、当該四半期の初日から取得日まで年率5.0%の割合で日割計算（ただし、1年を365日とする日割計算とし、除算は最後に行い、1円未満の端数は切り上げる。なお両端入れとする。）により算出した1株当たりのC-1種優先配当金の金額をいう。ただし、本項に定める取得日が属する四半期が2018年7月1日に開始する四半期である場合の本項に定める「1株当たりC-1種優先株式未払配当金相当額」は、以下の(a)に定める額に(b)に定める額を加算した額とする。

- (a) 本項本文に基づき算出される1株当たりC-1種優先株式未払配当金相当額
- (b) (x) 100,000円に、2018年7月1日から2018年8月8日まで年率5.0%（日毎発生）の固定利率に基づき、日割計算（ただし、1年を365日とする日割計算とし、除算は最後に行い、1円未満の端数は切り上げる。なお両端入れとする。）により算出される額に、(y) 2018年8月8日時点における発行済みのC-2種優先株式の数を当該時点における発行済みのC-1種優先株式の数

で除して得られる比率を乗じて得られる額（1円未満の端数は切り上げる。）

(3) 当社は、最終取得日の到来をもって、法令の定める範囲内において、C-1種優先株式の全部を取得するものとし、当社は、C-1種優先株式1株を取得するのと引換えに、C-1種優先株主に対してC-1種償還価額（ただし、「取得日」を「最終取得日」と読み替えて、C-1種償還価額を計算する。）と同額の金銭を交付する。

(4) 当社が、A種優先株式、B種優先株式、C-2種優先株式、D種優先株式、E種優先株式、F種優先株式及びG種優先株式の全部又は一部の株式を取得する場合、その取得の日（以下本項において「他種優先株式取得日」という。）において、当社は、(a) C-1種優先株式についての比例按分割合を(b) 当該取得について全ての非転換型優先株式の株主に対して交付される金額の総額に乘じたうえで(c) C-1種償還価額にて除することによって得られる数のC-1種優先株式を取得するものとし、C-1種優先株式1株を取得するのと引換えに、C-1種優先株主に対してC-1種償還価額（ただし、「取得日」を「他種優先株式取得日」と読み替えて、C-1種償還価額を計算する。）と同額の金銭を交付する。本項において「比例按分割合」とは、他種優先株式取得日時点において、(x) C-1種優先株主又はC-1種優先登録株式質権者が保有するC-1種優先株式のC-1種償還価額の合計額（ただし、当会社による取得を希望しないC-1種優先株主又はC-1種優先登録株式質権者が保有しているC-1種優先株式に係るC-1種償還価額は加算しない。）を、(y) A種優先株式のA種償還価額の合計額、B種優先株式のB種償還価額の合計額、C-2種優先株式のC-2種償還価額の合計額、C-2種優先株式の内容第5条第(2)項において定義される、(z) の合計額、D種優先株式のD種償還価額（D種優先株式の内容第5条第(2)項において定義される。）の合計額、E種優先株式のE種償還価額（E種優先株式の内容第5条第(2)項において定義される。）の合計額、F種優先株式のF種償還価額（F種優先株式の内容第5条第(2)項において定義される。）の合計額及びG種優先株式のG種償還価額（G種優先株式の内容第5条第(2)項において定義される。）の合計額（ただし、いずれの種類の株式についても、当会社による取得を希望しない株主又は登録株式質権者が保有している株式に係る償還価額は加算しない。）を合計した額で除して得た割合をいう。

C-2種優先株式の内容

1. (議決権の制限)

C-2種優先株主は、株主総会において議決権を有しない。

2. (種類株主総会の決議事項)

当社が、会社法第322条第1項各号に掲げる行為をする場合においては、C-2種優先株主を構成員とする種類株主総会の決議を要しない。ただし、同項第1号に規定する定款の変更（単元株式数についてのものを除く。）を行う場合は、この限りでない。

3. (剰余金の配当)

当社は、2018年4月1日に開始する四半期以降、C-2種優先株主又はC-2種優先登録株式質権者に対して剰余金の配当を行うことを選択したときは、当該四半期の最終日の最終の株主名簿に記載又は記録されたC-2種優先株主又はC-2種優先登録株式質権者に対し、転換型株主又は転換型登録株式質権者及び普通株主又は普通登録株式質権者に先立ち、法令の定める範囲内において、C-2種優先株式1株につき、本条第①号に定める額（以下「C-2種優先配当金」という。）の金銭による剰余金の配当を行う。

なお、A種優先株主又はA種優先登録株式質権者、C-1種優先株主又はC-1種優先登録株式質権者、C-2種優先株主又はC-2種優先登録株式質権者、D種優先株主又はD種優先登録株式質権者及びG種優先株主又はG種優先登録株式質権者への剰余金の配当の支払いは、同順位とする。

①C-2種優先配当金の額

C-2種優先株主又はC-2種優先登録株式質権者に対して支払われる各四半期に係るC-2種優先配当金の額は、C-2種優先株式1株につき、当該四半期のC-2種優先株式基本価額に年率5.0%の優先配当率に基づき、当該四半期の初日から、当該四半期の最終日までの期間の実日数につき日割計算（ただし、1年を365日とする日割計算とし、除算は最後に行い、1円未満の端数は切り上げる。なお両端入れとする。）により算出される額とする。当初C-2種優先株式基本価額は100,000円とするものとし、以後、当会社が、ある四半期に係るC-2種優先株主又はC-2種優先登録株式質権者に対するC-2種優先配当金の全部の配当をしないことを選択した場合には、当会社による何らの行為も要することなく、当該四半期の翌四半期のC-2種優先株式基本価額は、（x）当該四半期のC-2種優先株式基本価額（ただし、当該四半期が2018年4月1日に開始する四半期の場合は100,000円）に（y）当該C-2種優先株式基本価額に年率7.0%の固定利率に基づき、当該四半期の初日から当該四半期の最終日まで日割計算（ただし、1年を365日とする日割計算とし、除算は最後に行い、1円未満の端数は切り上げる。なお両端入れとする。）により算出される額を加算した額とする。ただし、2018年7月1日に開始する四半期に係るC-2種優先配当金の額は、C-2種優先株式1株につき、100,000円に、2018年8月9日から当該四半期の末日まで年率5.0%（日毎発生）の固定利率に基づき、日割計算（ただし、1年を365日とする日割計算とし、除算は最後に行い、1円未満の端数は切り上げる。なお両端入れとする。）により算出した額とする。当該四半期に係るC-2種優先株主又はC-2種優先登録株式質権者に対するC-2種優先配当金の全部の配当をしないことを選択した場合には、当会社による何らの行為も要することなく、翌四半期のC-2種優先株式基本価額は、（x）当該四半期のC-2種優先株式基本価額に（y）当該C-2種優先株式基本価額に年率7.0%の固定利率に基づき、2018年8月9日から当該四半期の最終日まで日割計算（ただし、1年を365日とする日割計算とし、除算は最後に行い、1円未満の端数は切り上げる。なお両端入れとする。）により算出される額を加算した額とする。

②非累積条項

ある四半期に属する日を基準日としてC-2種優先株主又はC-2種優先登録株式質権者に対して支払う1株当たりの金銭による剰余金の配当の額の合計額が当該四半期に係るC-2種優先配当金の額に達しないときは、その不足額は、翌四半期以降に累積しない。

③非参加条項

C-2種優先株主又はC-2種優先登録株式質権者に対しては、C-2種優先配当金を超えて剰余金の配当を行わない。

4.（残余財産の分配）

- （1）当会社は、当会社の解散に際して残余財産を分配するときは、C-2種優先株主又はC-2種優先登録株式質権者に対し、C-2種優先株式1株につき、（x）当会社が別に定める残余財産分配日におけるC-2種優先株式基本価額（残余財産分配日において、残余財産分配日が属する四半期の前四半期に係る前条に基づく剰余金の配当が行われていない場合には、かかる配当が行われなかったものとみなして、残余財産分配日

のC-2種優先株式基本価額を計算するものとする。)に(y)残余財産分配日までの1株当たりC-2種優先株式未払配当金相当額を加算した額を支払う。本項において「1株当たりC-2種優先株式未払配当金相当額」とは、残余財産分配日が属する四半期の初日から残余財産分配日まで年率5.0%の割合で日割計算(ただし、1年を365日とする日割計算とし、除算は最後に行い、1円未満の端数は切り下げる。なお両端入れとする。)により算出した1株当たりのC-2種優先配当金の金額をいう。ただし、本項に定める残余財産分配日が属する四半期が2018年7月1日に開始する四半期である場合の本項に定める「1株当たりC-2種優先株式未払配当金相当額」は、100,000円に、2018年8月9日から解散の日以後に決定される残余財産分配日まで年率5.0%(日毎発生)の固定利率に基づき、日割計算(ただし、1年を365日とする日割計算とし、除算は最後に行い、1円未満の端数は切り下げる。なお両端入れとする。)により算出した1株当たりのC-2種優先配当金の金額とする。

- (2) 当社は、本条第(1)項に定めるもののほか、C-2種優先株主又はC-2種優先登録株式質権者に対し残余財産の分配を行わない。
- (3) 解散に際して行われるA種優先株主又はA種優先登録株式質権者、B種優先株主又はB種優先登録株式質権者、C-1種優先株主又はC-1種優先登録株式質権者、C-2種優先株主又はC-2種優先登録株式質権者、D種優先株主又はD種優先登録株式質権者、E種優先株主又はE種優先登録株式質権者、F種優先株主又はF種優先登録株式質権者及びG種優先株主又はG種優先登録株式質権者に対する残余財産の分配は、同順位とし(各種類の非転換型優先株式について支払われるべき償還価額の合計額の割合に応じて按分されるものとする。)、転換型株主又は転換型登録株式質権者及び普通株主又は普通登録株式質権者に対する残余財産の分配に先立って行われるものとする。

5. (取得条項)

- (1) 当社は、いつでも、当社の決議をもって別に定める日(以下本条において「取得日」という。)の到来をもって、法令の定める範囲内において、C-2種優先株式の全部又は一部を取得することができるとし、当社は、C-2種優先株式1株を取得するのと引換えに、C-2種優先株主に対して第(2)項に定める額の金銭を交付する。当社は当会社により合理的に決定された手続に従って、全てのC-2種優先株主に対して当会社による取得の申込みを均等に行った場合であって、C-2種優先株主の一部のみが当該申込みに応じたときには、当該一部のC-2種優先株主の保有するC-2種優先株式のみを取得することができる。当会社が、取得対象となるC-2種優先株主の保有するC-2種優先株式の一部のみを取得する場合、当会社が取得すべきC-2種優先株式の数は、取得対象となるC-2種優先株主の保有するC-2種優先株式数の割合に応じて、比例按分の方法により決定する。
- (2) C-2種優先株式1株の取得と引換えに交付すべき金銭の額(以下「C-2種償還価額」という。)は、(x)取得日におけるC-2種優先株式基本価額(取得日において、取得日が属する四半期の前四半期に係る第3条に基づく剰余金の配当が行われていない場合には、かかる配当が行われなかったものとみなして、取得日のC-2種優先株式基本価額を計算するものとする。)に(y)取得日までの1株当たりC-2種優先株式未払配当金相当額を加算した額とする。本項において「1株当たりC-2種優先株式未払配当金相当額」とは、当該四半期の初日から取得日まで年率5.0%の割合で日割計算(ただし、1年を365日とする日割計算とし、除算は最後に行い、1円未満の端数は切り上げる。なお

両端入れとする。)により算出した1株当たりのC-2種優先配当金の金額をいう。ただし、本項に定める取得日が属する四半期が2018年7月1日に開始する四半期である場合の本項に定める「1株当たりC-2種優先株式未払配当金相当額」は、100,000円に、2018年8月9日から取得日まで年率5.0% (日毎発生) の固定利率に基づき日割計算 (ただし、1年を365日とする日割計算とし、除算は最後に行い、1円未満の端数は切り上げる。なお両端入れとする。)により算出した1株当たりのC-2種優先配当金の金額とする。

(3) 当会社は、最終取得日の到来をもって、法令の定める範囲内において、C-2種優先株式の全部を取得するものとし、当会社は、C-2種優先株式1株を取得するのと引換えに、C-2種優先株主に対してC-2種償還価額 (ただし、「取得日」を「最終取得日」と読み替えて、C-2種償還価額を計算する。)と同額の金銭を交付する。

(4) 当会社が、A種優先株式、B種優先株式、C-1種優先株式、D種優先株式、E種優先株式、F種優先株式及びG種優先株式の全部又は一部の株式を取得する場合、その取得の日 (以下本項において「他種優先株式取得日」という。)において、当会社は、(a) C-2種優先株式についての比例按分割合を (b) 当該取得について全ての非転換型優先株式の株主に対して交付される金額の総額に乘じたうえて (c) C-2種償還価額にて除することによって得られる数のC-2種優先株式を取得するものとし、C-2種優先株式1株を取得するのと引換えに、C-2種優先株主に対してC-2種償還価額 (ただし、「取得日」を「他種優先株式取得日」と読み替えて、C-2種償還価額を計算する。)と同額の金銭を交付する。本項において「比例按分割合」とは「他種優先株式取得日時点において、(x) C-2種優先株主又はC-2種優先登録株式質権者が保有するC-2種優先株式のC-2種償還価額の合計額 (ただし、当会社による取得を希望しないC-2種優先株主又はC-2種優先登録株式質権者が保有しているC-2種優先株式に係るC-2種償還価額は加算しない。)を、(y) A種優先株式のA種償還価額の合計額、B種優先株式のB種償還価額の合計額、C-1種優先株式のC-1種償還価額の合計額、C-2種優先株式のC-2種償還価額の合計額、D種優先株式のD種償還価額 (D種優先株式の内容第5条第(2)項において定義される。)の合計額、E種優先株式のE種償還価額 (E種優先株式の内容第5条第(2)項において定義される。)の合計額、F種優先株式のF種償還価額 (F種優先株式の内容第5条第(2)項において定義される。)の合計額及びG種優先株式のG種償還価額 (G種優先株式の内容第5条第(2)項において定義される。)の合計額 (ただし、いずれの種類株式についても、当会社による取得を希望しない株主又は登録株式質権者が保有している株式に係る償還価額は加算しない。)を合計した額で除して得た割合をいう。

D種優先株式の内容

1. (議決権の制限)

D種優先株主は、株主総会において議決権を有しない。

2. (種類株主総会の決議事項)

当会社が、会社法第322条第1項各号に掲げる行為をする場合においては、D種優先株主を構成員とする種類株主総会の決議を要しない。ただし、同項第1号に規定する定款の変更 (単元株式数についてのものを除く。)を行う場合は、この限りでない。

3. (剰余金の配当)

当会社は、D種優先株主又はD種優先登録株式質権者に対し、剰余金の配当を行わない。

4. (残余財産の分配)

- (1) 当会社は、当会社の解散に際して残余財産を分配するときは、D種優先株主又はD種優先登録株式質権者に対し、D種優先株式1株につき、D種償還価額(次条第(2)項に定義される。)を支払う。
- (2) 当会社は、本条第(1)項に定めるもののほか、D種優先株主又はD種優先登録株式質権者に対し、残余財産の分配を行わない。
- (3) 解散に際して行われるA種優先株主又はA種優先登録株式質権者、B種優先株主又はB種優先登録株式質権者、C-1種優先株主又はC-1種優先登録株式質権者、C-2種優先株主又はC-2種優先登録株式質権者、D種優先株主又はD種優先登録株式質権者、E種優先株主又はE種優先登録株式質権者、F種優先株主又はF種優先登録株式質権者及びG種優先株主又はG種優先登録株式質権者に対する残余財産の分配は、同順位とし(各種類の非転換型優先株式について支払われるべき償還価額の合計額の割合に応じて按分されるものとする。)、転換型株主又は転換型登録株式質権者及び普通株主又は普通登録株式質権者に対する残余財産の分配に先立って行われるものとする。

5. (取得条項)

- (1) 当会社は、いつでも、当会社の決議をもって別に定める日(以下本条において「取得日」という。)の到来をもって、法令の定める範囲内において、D種優先株式の全部又は一部を取得することができるものとし、当会社は、D種優先株式1株を取得するのと引換えに、D種優先株主に対して第(2)項に定める額の金銭を交付する。当会社は、当会社により合理的に決定された手続に従って、全てのD種優先株主に対して当会社による取得の申込みを均等に行った場合であって、D種優先株主の一部のみが当該申込みに応じたときには、当該一部のD種優先株主の保有するD種優先株式のみを取得することができる。当会社が、取得対象となるD種優先株主の保有するD種優先株式の一部のみを取得する場合、当会社が取得すべきD種優先株式の数は、取得対象となるD種優先株主の保有するD種優先株式数の割合に応じて、比例按分の方法により決定する。
- (2) D種優先株式1株の取得と引換えに交付すべき金銭の額(以下「D種償還価額」という。)は、金100,000円に1株当たりD種優先株式繰延利息額を加算した額とする。「1株当たりD種優先株式繰延利息額」とは、D種優先株式1株当たりの発行価額(金100,000円)に、年率5.0%(日毎発生)の固定利率に基づき、発行日から取得日まで日割計算(ただし、1年を365日とする日割計算とし、除算は最後に行い、1円未満の端数は切り上げる。なお両端入れとする。)により算出した額をいう。
- (3) 当会社は、最終取得日の到来をもって、法令の定める範囲内において、D種優先株式の全部を取得するものとし、当会社は、D種優先株式1株を取得するのと引換えに、D種優先株主に対してD種償還価額(ただし、「取得日」を「最終取得日」と読み替えて、D種償還価額を計算する。)と同額の金銭を交付する。
- (4) 当会社が、A種優先株式、B種優先株式、C-1種優先株式、C-2種優先株式、E種優先株式、F種優先株式及びG種優先株式の全部又は一部の株式を取得する場合、その取得の日(以下本項において「他種優先株式取得日」という。)において、当会社は、(a) D種優先株式についての比例按分割合を(b) 当該取得について全ての非転換型優先株式の株主に対して交付される金額の総額に乗じたらうえて、(c) D種償還価額にて除することによって得られる数のD種優先株式を取得するものとし、D種優先株式1株を取得するのと引換えに、D種優先株主に対してD種

償還価額（ただし、「取得日」を「他種優先株式取得日」と読み替えて、D種償還価額を計算する。）と同額の金銭を交付する。本項において「比例按分割合」とは、他種優先株式取得日時点において、（x）D種優先株主又はD種優先登録株式質権者が保有するD種優先株式のD種償還価額の合計額（ただし、当会社による取得を希望しないD種優先株主又はD種優先登録株式質権者が保有しているD種優先株式に係るD種償還価額は加算しない。）を、（y）A種優先株式のA種償還価額の合計額、B種優先株式のB種償還価額の合計額、C-1種優先株式のC-1種償還価額の合計額、C-2種優先株式のC-2種償還価額の合計額、D種優先株式のD種償還価額の合計額、E種優先株式のE種償還価額（E種優先株式の内容第5条第（2）項において定義される。）の合計額、F種優先株式のF種償還価額（F種優先株式の内容第5条第（2）項において定義される。）の合計額及びG種優先株式のG種償還価額（G種優先株式の内容第5条第（2）項において定義される。）の合計額（ただし、いずれの種類株式についても、当会社による取得を希望しない株主又は登録株式質権者が保有している株式に係る償還価額は加算しない。）を合計した額で除して得た割合をいう。

E種優先株式の内容

1. （議決権の制限）

E種優先株主は、株主総会において議決権を有しない。

2. （種類株主総会の決議事項）

当会社が、会社法第322条第1項各号に掲げる行為をする場合においては、E種優先株主を構成員とする種類株主総会の決議を要しない。ただし、同項第1号に規定する定款の変更（単元株式数についてのものを除く。）を行う場合は、この限りでない。

3. （剰余金の配当）

当会社は、E種優先株主又はE種優先登録株式質権者に対し、剰余金の配当を行わない。

4. （残余財産の分配）

- (1) 当会社は、当会社の解散に際して残余財産を分配するときは、E種優先株主又はE種優先登録株式質権者に対し、E種優先株式1株につき、E種償還価額（次条第（2）項に定義される。）を支払う。
- (2) 当会社は、本条第（1）項に定めるもののほか、E種優先株主又はE種優先登録株式質権者に対し、残余財産の分配を行わない。
- (3) 解散に際して行われるA種優先株主又はA種優先登録株式質権者、B種優先株主又はB種優先登録株式質権者、C-1種優先株主又はC-1種優先登録株式質権者、C-2種優先株主又はC-2種優先登録株式質権者、D種優先株主又はD種優先登録株式質権者、E種優先株主又はE種優先登録株式質権者、F種優先株主又はF種優先登録株式質権者及びG種優先株主又はG種優先登録株式質権者に対する残余財産の分配は、同順位とし（各種類の非転換型優先株式について支払われるべき償還価額の合計額の割合に応じて按分されるものとする。）。転換型株主又は転換型登録株式質権者及び普通株主又は普通登録株式質権者に対する残余財産の分配に先立って行われるものとする。

5. （取得条項）

- (1) 当会社は、いつでも、当会社の決議をもって別に定める日（以下本条において「取得日」という。）の到来をもって、法令の定める範囲内において、E種優先株式の全部又は一部を取得することができるものとし、当会社は、E種優先株式1株を取得するのと引換えに、E種優先株主に対して第（2）項に定める額の金銭を交付する。当会社は、当会社により合理的に決定された手続に従って、全てのE種優先株主に対して当会

社による取得の申込みを均等に行った場合であって、E種優先株主の一部のみが当該申込みに応じたときには、当該一部のE種優先株主の保有するE種優先株式のみを取得することができる。当会社が取得対象となるE種優先株主の保有するE種優先株式の一部のみを取得する場合、当会社が取得すべきE種優先株式の数は、取得対象となるE種優先株主の保有するE種優先株式数の割合に応じて、比例按分の方法により決定する。

- (2) E種優先株式1株の取得と引換えに交付すべき金銭の額（以下「E種償還価額」という。）は、金100,000円に1株当たりE種優先株式繰延利息額を加算した額とする。「1株当たりE種優先株式繰延利息額」とは、E種優先株式1株当たりの発行価額（金100,000円）に、年率6.5%（年毎複利）の固定利率に基づき、発行日から取得日まで日割計算（ただし、1年を365日とする日割計算とし、除算は最後に行い、1円未満の端数は切り上げる。なお両端入れとする。）により算出した額をいう。
- (3) 当社は、最終取得日の到来をもって、法令の定める範囲内においてE種優先株式の全部を取得するものとし、当社は、E種優先株式1株を取得するのと引換えに、E種優先株主に対してE種償還価額（ただし、「取得日」を「最終取得日」と読み替えて、E種償還価額を計算する。）と同額の金銭を交付する。

F種優先株式の内容

(議決権の制限)

1 F種優先株主は、株主総会において議決権を有しない。

2 (種類株主総会の決議事項)

当会社が、会社法第322条第1項各号に掲げる行為をする場合においては、F種優先株主を構成員とする種類株主総会の決議を要しない。ただし、同項第1号に規定する定款の変更（単元株式数についてのものを除く。）を行う場合は、この限りでない。

3. (剰余金の配当)

当社は、2018年4月1日に開始する事業年度以降、事業年度毎に当該事業年度の最終日における、最終の株主名簿に記載又は記録されたF種優先株主又はF種優先登録株式質権者に対し、転換型株主又は転換型登録株式質権者及び普通株主又は普通登録株式質権者に先立ち、法令の定める範囲内において、F種優先株式1株につき、本条第①号に定める額（以下「F種優先配当金」という。）の金銭による剰余金の配当を行う。なお、A種優先株主又はA種優先登録株式質権者、C-1種優先株主又はC-1種優先登録株式質権者、C-2種優先株主又はC-2種優先登録株式質権者、F種優先株主又はF種優先登録株式質権者及びG種優先株主又はG種優先登録株式質権者への剰余金の配当の支払いは、同順位とする。

① F種優先配当金の額

F種優先株主又はF種優先登録株式質権者に対して支払われる各事業年度に係るF種優先配当金の額は、F種優先株式1株につき、当該事業年度の初日時点におけるF種優先株式基本価額に年率3.0%の優先配当率を乗じた額（1円未満の端数は切り上げる。）とする。当初F種優先株式基本価額は100,000円とするものとし、以後、F種優先株式基本価額は当会社による何らの行為も要することなく、(x)当該事業年度の前事業年度のF種優先株式基本価額（ただし、当該事業年度の前事業年度が2018年4月1日に開始する事業年度の場合は100,000円）に(y)1株当たりF種優先株式繰延利息額及び(z)当会社が当該事業年度の前事業年度に係るF種優先配当金の一部又は全部の配当をしていない場合には、当該未払F種優先配当金の額を加算した額とする。ある日時点におけ

る「1株当たりF種優先株式繰延利息額」とは、前事業年度のF種優先株式基本価額に、当該事業年度の初日から当該日まで年率6.5%（日毎発生）の固定利率に基づき、日割計算（ただし、1年を365日とする日割計算とし、除算は最後に行い、1円未満の端数は切り上げる。なお両端入れとする。）により算出した額をいう。

②非累積条項

ある事業年度に属する日を基準日としてF種優先株主又はF種優先登録株式質権者に対して支払う1株当たりの金銭による剰余金の配当の額の合計額が当該事業年度に係るF種優先配当金の額に達しないときは、その不足額は、翌事業年度以降に累積しない。

③非参加条項

F種優先株主又はF種優先登録株式質権者に対しては、F種優先配当金を超えて剰余金の配当を行わない。

4.（残余財産の分配）

(1) 当社は、当社の解散に際して残余財産を分配するときは、F種優先株主又はF種優先登録株式質権者に対し、(x) 当社が別に定める残余財産分配日におけるF種優先株式基本価額（残余財産分配日において残余財産分配日が属する事業年度の前事業年度に係る前条に基づく剰余金の配当が行われていない場合には、かかる配当が行われなかったものとみなして、残余財産分配日のF種優先株式基本価額を計算するものとする。）に(y) 1株当たりF種優先株式未払配当金相当額を加算した額を支払う。本項において、「1株当たりF種優先株式未払配当金相当額」とは、残余財産分配日が属する事業年度の初日から解散の日以後に決定される残余財産分配日まで年率3.0%の割合で日割計算（ただし、1年を365日とする日割計算とし、除算は最後に行い、1円未満の端数は切り上げる。なお両端入れとする。）により算出した1株当たりのF種優先配当金の金額をいう。

(2) 当社は、本条第(1)項に定めるもののほか、F種優先株主又はF種優先登録株式質権者に対し、残余財産の分配を行わない。

(3) 解散に際して行われるA種優先株主又はA種優先登録株式質権者、B種優先株主又はB種優先登録株式質権者、C-1種優先株主又はC-1種優先登録株式質権者、C-2種優先株主又はC-2種優先登録株式質権者、D種優先株主又はD種優先登録株式質権者、E種優先株主又はE種優先登録株式質権者、F種優先株主又はF種優先登録株式質権者及びG種優先株主又はG種優先登録株式質権者に対する残余財産の分配は、同順位とし（各種類の非転換型優先株式について支払われるべき償還価額の合計額の割合に応じて按分されるものとする。）、転換型株主又は転換型登録株式質権者及び普通株主又は普通登録株式質権者に対する残余財産の分配に先立って行われるものとする。

5.（取得条項）

(1) 当社は、いつでも、当社の決議をもって別に定める日（以下本条において「取得日」という。）の到来をもって、法令の定める範囲内において、F種優先株式の全部又は一部を取得することができるものとし、当社は、F種優先株式1株を取得するのと引換えに、第(2)項に定める額の金銭を交付する。当社は、当社により合理的に決定された手続に従って、全てのF種優先株主に対して当社による取得の申込みを均等に行った場合であって、F種優先株主の一部のみが当該申込みに応じたときには、当該一部のF種優先株主の保有するF種優先株式のみを取得することができる。当社が、取得対象となるF種優先株主の保有するF種優先株式の一部のみを取得する場合、当社が取得すべきF種優先株式の数は、取得対象となるF種優先株主の保有するF種優先株

式数の割合に応じて、比例按分の方法により決定する。

- (2) F種優先株式1株の取得と引換えに交付すべき金銭の額（以下「F種償還価額」という。）は、(x)取得日におけるF種優先株式基本価額（取得日において、取得日が属する事業年度の前事業年度に係る第3条に基づく剰余金の配当が行われていない場合には、かかる配当が行われなかったものとみなして、取得日のF種優先株式基本価額を計算するものとする。）に(y)取得日における1株当たりF種優先株式未払配当金相当額を加算した額とする。本項において、「1株当たりF種優先株式未払配当金相当額」とは、かかる事業年度の初日から取得日まで年率3.0%の割合で日割計算（ただし、1年を365日とする日割計算とし、除算は最後に行い、1円未満の端数は切り上げる。なお両端入れとする。）により算出した1株当たりのF種優先配当金の金額をいう。
- (3) 当会社は、最終取得日の到来をもって、法令の定める範囲内において、F種優先株式の全部を取得するものとし、当会社は、F種優先株式1株を取得するのと引換えに、F種優先株主に対してF種償還価額（ただし、「取得日」を「最終取得日」と読み替えて、F種償還価額を計算する。）と同額の金銭を交付する。

G種優先株式の内容

1. (議決権の制限)

G種優先株主は、株主総会において議決権を有しない。

2. (種類株主総会の決議事項)

当会社が、会社法第322条第1項各号に掲げる行為をする場合においては、G種優先株主を構成員とする種類株主総会の決議を要しない。ただし、同項第1号に規定する定款の変更（単元株式数についてのものを除く。）を行う場合は、この限りでない。

3. (剰余金の配当)

当会社は、2018年4月1日に開始する事業年度以降、事業年度毎に、当該事業年度の最終日における、最終の株主名簿に記載又は記録されたG種優先株主又はG種優先登録株式質権者に対し、転換型株主又は転換型登録株式質権者及び普通株主又は普通登録株式質権者に先立ち、法令の定める範囲内において、G種優先株式1株につき、本条第①号に定める額（以下「G種優先配当金」という。）の金銭による剰余金の配当を行う。なお、A種優先株主又はA種優先登録株式質権者、C-1種優先株主又はC-1種優先登録株式質権者、C-2種優先株主又はC-2種優先登録株式質権者、F種優先株主又はF種優先登録株式質権者及びG種優先株主又はG種優先登録株式質権者への剰余金の配当の支払いは、同順位とする。

①G種優先配当金の額

G種優先株主又はG種優先登録株式質権者に対して支払われる各事業年度に係るG種優先配当金の額は、G種優先株式1株につき100,000円に年率5.0%の優先配当率を乗じた額（1円未満の端数は切り上げる。）とする。

②非累積条項

ある事業年度に属する日を基準日としてG種優先株主又はG種優先登録株式質権者に対して支払う1株当たりの金銭による剰余金の配当の額の合計額が当該事業年度に係るG種優先配当金の額に達しないときは、その不足額は、翌事業年度以降に累積しない。

③非参加条項

G種優先株主又はG種優先登録株式質権者に対しては、G種優先配当金を超えて剰余金の配当を行わない。

4. (残余財産の分配)

- (1) 当会社は、当会社の解散に際して残余財産を分配するときは、G種優先

株主又はG種優先登録株式質権者に対し、(x) 当会社が別に定める残余財産分配日におけるG種優先株式基本価額（残余財産分配日において、残余財産分配日が属する事業年度の前事業年度に係る前条に基づく剰余金の配当が行われていない場合には、かかる配当が行われなかったものとみなして、残余財産分配日のG種優先株式基本価額を計算するものとする。）に(y) 1株当たりG種優先株式未払配当金相当額を加算した額を支払う。当初G種優先株式基本価額は、100,000円とし、以後、G種優先株式基本価額は、(x) 当該事業年度の前事業年度のG種優先株式基本価額（ただし、当該事業年度が2018年4月1日に開始する事業年度の場合は100,000円）に(y) 1株当たりG種優先株式繰延利息額及び(z) 当会社が当該事業年度の前事業年度に係るG種優先配当金の一部又は全部の配当をしていない場合には、当該未払G種優先配当金の額を加算した額とする。ある日時点における「1株当たりG種優先株式繰延利息額」とは、前事業年度のG種優先株式基本価額に、当該事業年度の初日から当該日まで年率5.0%（日毎発生）の固定利率に基づき、日割計算（ただし、1年を365日とする日割計算とし、除算は最後に行い、1円未満の端数は切り上げる。なお両端入れとする。）により算出した額をいう。本項において、「1株当たりG種優先株式未払配当金相当額」とは、残余財産分配日が属する事業年度の初日から解散の日以後に決定される残余財産分配日まで年率5.0%の割合で日割計算（ただし、1年を365日とする日割計算とし、除算は最後に行い、1円未満の端数は切り上げる。なお両端入れとする。）により算出した1株当たりのG種優先配当金の金額をいう。

(2) 当会社は、本条第(1)項に定めるもののほか、G種優先株主又はG種優先登録株式質権者に対し、残余財産の分配を行わない。

(3) 解散に際して行われるA種優先株主又はA種優先登録株式質権者、B種優先株主又はB種優先登録株式質権者、C-1種優先株主又はC-1種優先登録株式質権者、C-2種優先株主又はC-2種優先登録株式質権者、D種優先株主又はD種優先登録株式質権者、E種優先株主又はE種優先登録株式質権者、F種優先株主又はF種優先登録株式質権者及びG種優先株主又はG種優先登録株式質権者に対する残余財産の分配は、同順位とし（各種類の非転換型優先株式について支払われるべき償還価額の合計額の割合に応じて按分されるものとする。）転換型株主又は転換型登録株式質権者及び普通株主又は普通登録株式質権者に対する残余財産の分配に先立って行われるものとする。

5. (取得条項)

(1) 当会社は、いつでも、当会社の決議をもって別に定める日（以下本条において「取得日」という。）の到来をもって、法令の定める範囲内において、G種優先株式の全部又は一部を取得することができるものとし、当会社は、G種優先株式1株を取得するのと引換えに、第(2)項に定める額の金銭を交付する。当会社は、当会社により合理的に決定された手続に従って、全てのG種優先株主に対して当会社による取得の申込みを均等に行った場合であって、G種優先株主の一部のみが当該申込みに応じたときには、当該一部のG種優先株主の保有するG種優先株式のみを取得することができる。当会社が、取得対象となるG種優先株主の保有するG種優先株式の一部のみを取得する場合、当会社が取得すべきG種優先株式の数は、取得対象となるG種優先株主の保有するG種優先株式数の割合に応じて、比例按分の方法により決定する。

(2) G種優先株式1株の取得と引換えに交付すべき金銭の額（以下「G種償還価額」という。）は、(x) 取得日におけるG種優先株式基本価額（取得日において、取得日が属する事業年度の前事業年度に係る第3条

に基づく剰余金の配当が行われていない場合には、かかる配当が行われなかったものとみなして、取得日のG種優先株式基本価額を計算するものとする。)に(y)取得日における1株当たりG種優先株式未払配当金相当額を加算した額とする。本項において、「1株当たりG種優先株式未払配当金相当額」とは、かかる事業年度の初日から取得日まで年率5.0%の割合で日割計算(ただし、1年を365日とする日割計算とし、除算は最後に行い、1円未満の端数は切り上げる。なお両端入れとする。)により算出した1株当たりのG種優先配当金の金額をいう。

- (3) 当社は、最終取得日の到来をもって、法令の定める範囲内において、G種優先株式の全部を取得するものとし、当社は、G種優先株式1株を取得するのと引換えに、G種優先株主に対してG種償還価額(ただし、「取得日」を「最終取得日」と読み替えて、G種償還価額を計算する。)と同額の金銭を交付する。

転換型株式の内容

1. (議決権の制限)

転換型株主は、株主総会において議決権を有しない。

2. (種類株主総会の決議事項)

当社が、会社法第322条第1項各号に掲げる行為をする場合においては、転換型株主を構成員とする種類株主総会の決議を要しない。ただし、同項第1号に規定する定款の変更(単元株式数についてのものを除く。)を行う場合は、この限りでない。

3. (剰余金の配当)

当社は、剰余金の配当を行うときは、法令の定める範囲内において、当該剰余金の配当に係る基準日の最終の株主名簿に記載又は記録された転換型株主又は転換型登録株式質権者に対し、普通株主又は普通登録株式質権者と同順位にて、転換型株式1株につき、普通株主又は普通登録株式質権者に対して普通株式1株につき配当する剰余金の額と同額の剰余金の配当をする。

4. (残余財産の分配)

当社は、当社の解散に際して残余財産を分配するときは、転換型株主又は転換型登録株式質権者に対し、普通株主又は普通登録株式質権者に先立ち、転換型株式1株につき、(x)金100,000円又は(y)転換型株式1株につき普通株式1株と同順位かつ同額の残余財産の分配を行うと仮定した場合に支払われるべき金額のいずれか高い方の金額を支払う。

5. (取得請求権)

転換型株主は、法令の定める範囲内において、以下の各号の場合に、当社に対し、当社の普通株式の交付と引換えに、転換型株式の全部又は一部を取得することを請求することができるものとし、かかる請求があった場合、当社は、取得する転換型株式と同数の普通株式を転換型株主に交付する。

①当社が発行する普通株式が国内外の証券取引所において上場されることが承認された場合

②2021年6月1日以降いつでも

6. (取得条項)

当社は、いつでも、当社の決議をもって別に定める日の到来をもって、法令の定める範囲内において、転換型株式の全部又は一部を取得することができるものとし、当社は、転換型株式を取得するのと引換えに、取得した転換型株式と同数の普通株式を転換型株主に交付する。当社は、当社により合理的に決定された手続に従って、全ての転換型株主に対して当社による取得の申込みを均等に行った場合であって、転換型株主の一部のみが当該申込みに応じたときには、当該一部の転換型株主の保有する転換型株式のみを取得することができる。

平成30年 8月 8日変更 平成30年 8月 8日登記

東京都港区芝浦三丁目1番21号
キオクシア株式会社

株式の譲渡制限に関する規定	譲渡による当会社の株式の取得については、当会社の承認を得なければならない。ただし、当会社の株式につき担保権を有する担保権者が担保権を実行した場合の当該担保権者又は当該担保権者が指定する者に対する譲渡による取得及び当会社の株主から当該株主の関係会社（財務諸表等の用語、様式及び作成方法に関する規則第8条第8項に定義される意味を有する。）に対する譲渡による取得については、当会社の承認があったものとみなす。	
役員に関する事項	<u>取締役</u> 杉 本 勇 次	平成30年 6月29日重任
		令和 1年 5月 1日辞任
		令和 1年 5月 8日登記
	<u>取締役</u> 成 毛 康 雄	平成30年 6月29日重任
		令和 1年 6月28日重任
		令和 1年 7月12日登記
	<u>取締役</u> 成 毛 康 雄	平成30年 6月29日重任
		令和 1年 5月 1日辞任
		令和 1年 5月 8日登記
	<u>取締役</u> デイビッド・グロスロー	平成30年 6月29日重任
		令和 1年 5月 1日辞任
		令和 1年 5月 8日登記
	<u>取締役</u> 末 包 昌 司	平成30年 6月29日重任
		令和 1年 5月 1日辞任
		令和 1年 5月 8日登記
	<u>取締役</u> 鈴 木 洋	平成30年 6月29日重任
		令和 1年 5月 1日辞任
		令和 1年 5月 8日登記

東京都港区芝浦三丁目1番21号
キオクシア株式会社

<u>取締役</u>	<u>ステイシー・スミス</u>	平成30年10月 1日就任
		平成30年10月11日登記
<u>取締役</u>	<u>ステイシー・スミス</u>	令和 1年 6月28日重任
		令和 1年 7月12日登記
<u>取締役</u>	<u>スティーヴン・パリウカ</u>	平成31年 1月21日就任
		平成31年 2月 4日登記
		令和 1年 5月 1日辞任
		令和 1年 5月 8日登記
<u>取締役</u>	<u>渡 辺 友 治</u>	令和 1年 5月 1日就任
		令和 1年 5月 8日登記
<u>取締役</u>	<u>渡 辺 友 治</u>	令和 1年 6月28日重任
		令和 1年 7月12日登記
<u>取締役</u>	<u>早 坂 伸 夫</u>	令和 1年 7月12日就任
		令和 1年 7月26日登記
<u>東京都大田区久が原一丁目35番3号</u> <u>代表取締役</u>	<u>成 毛 康 雄</u>	平成30年 6月29日重任
<u>東京都大田区久が原一丁目35番3号</u> <u>代表取締役</u>	<u>成 毛 康 雄</u>	令和 1年 6月28日重任
		令和 1年 7月12日登記
<u>神奈川県横須賀市馬堀海岸二丁目20番12号</u> <u>代表取締役</u>	<u>早 坂 伸 夫</u>	令和 1年 7月12日就任
		令和 1年 7月26日登記
<u>監査役</u>	<u>岡 本 哲 士</u>	平成30年 6月 1日就任
		平成30年 8月 1日辞任
		平成30年 8月 8日登記

東京都港区芝浦三丁目1番21号
キオクシア株式会社

	<u>監査役</u>	<u>中 浜 俊 介</u>	平成30年 6月 1日就任
	<u>(社外監査役)</u>		
	<u>監査役</u>	<u>中 浜 俊 介</u>	平成31年 3月 1日監査役会の定め廃止により変更
			平成31年 3月 1日登記
			令和 1年 5月 1日辞任
			令和 1年 5月 8日登記
	<u>監査役</u>	<u>小 川 由 理 郎</u>	平成30年 6月 1日就任
	<u>(社外監査役)</u>		
	<u>監査役</u>	<u>小 川 由 理 郎</u>	平成31年 3月 1日監査役会の定め廃止により変更
			平成31年 3月 1日登記
			令和 1年 5月 1日辞任
			令和 1年 5月 8日登記
	<u>監査役</u>	<u>森 田 功</u>	平成30年 8月 1日就任
	<u>(社外監査役)</u>		平成30年 8月 8日登記
	<u>監査役</u>	<u>森 田 功</u>	平成31年 3月 1日監査役会の定め廃止により変更
		平成31年 3月 1日登記	
	<u>会計監査人</u>	<u>PwCあらた有限責任監査法人</u>	平成30年 6月 1日就任
	<u>会計監査人</u>	<u>PwCあらた有限責任監査法人</u>	令和 1年 6月28日重任
			令和 1年 7月12日登記
取締役等の会社に対する責任の免除に関する規定	当会社は、会社法第423条第1項の取締役の責任について、当該取締役が職務を行うにつき善意でかつ重大な過失がない場合には、会社法第425条第1項の規定により免除することができる額を限度として、取締役会の決議によって免除することができる。 当会社は、会社法第423条第1項の監査役の責任について、当該監査役が職務を行うにつき善意でかつ重大な過失がない場合には、会社法第425条第1項の規定により免除することができる額を限度として、取締役会の決議によって免除することができる。		

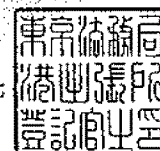
東京都港区芝浦三丁目1番21号
キオクシア株式会社

非業務執行取締役等の会社に対する責任の制限に関する規定	当会社は、取締役（会社法第2条第15号イに定める業務執行取締役等を除く。）との間で、会社法第423条第1項の取締役の責任について、当該取締役が職務を行うにつき善意でかつ重大な過失がない場合には、会社法第425条第1項に定める最低責任限度額を限度とする旨の契約を締結することができる。 当会社は、監査役との間で、会社法第423条第1項の監査役の責任について、当該監査役が職務を行うにつき善意でかつ重大な過失がない場合には、会社法第425条第1項に定める最低責任限度額を限度とする旨の契約を締結することができる。
取締役会設置会社に関する事項	取締役会設置会社
監査役設置会社に関する事項	監査役設置会社
監査役会設置会社に関する事項	監査役会設置会社
平成31年 3月 1日廃止 平成31年 3月 1日登記	
会計監査人設置会社に関する事項	会計監査人設置会社
登記記録に関する事項	平成30年8月1日東京都千代田区丸の内一丁目1番1号パレスビル5階から本店移転 平成30年 8月 3日登記

これは登記簿に記録されている閉鎖されていない事項の全部であることを証明した書面である。

令和 元年10月15日
東京法務局港出張所
登記官

高 野 晃



整理番号 B109210

* 下線のあるものは抹消事項であることを示す

20/20

PATENT

RECORDED: 07/11/2024

REEL: 068276 FRAME: 0097