508645177 07/11/2024

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

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.

Phone: 4088996442

Email: docketing@kimandstewart.com,rbermejo@kimandstewart.com

RYOTA WATANABE Correspondent Name: 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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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

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Name: Toshihide Watabe

PATENT REEL: 068276 FRAME: 0004

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	
	Toshiba Memory Corporation	
Trade Name	Kioxia Corporation	Renamed on October 1, 2019
		Registered on October 1, 2019
	1-1, Shibaura 1-chome, Minato-ku, Tokyo	
Head Office		Relocated on October 1, 2019
	1-21, Shibaura 3-chome, Minato-ku, Tokyo	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	 Manufacture of electrical machinery, equipment and supplies; Research, development, design, manufacture, sale and other processing of semiconductors, integrated circuits and other electronic components; Research, development, design, manufacture, sale and other processing of components and materials of electrical machinery, electronic devices and information devices; Development, design, manufacture, sale and maintenance of software packages in relation to each objective described in the above Items of this Article; Consulting services in relation to the services described in the above Items of this Article; All other business activities related to or connected with the activities described in the above Items of this Article; 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	

Total Number of Issued Shares and Class and Number of the Issued Shares	Total Number of Issued Shares: 13,965,000 shares Number of Each Class Shares: Common Shares 2,727,27 Series A Preferred Shares 1,650,00 Series B Preferred Shares Series C Preferred Shares 1,100,00 Series D Preferred Shares 1,395,00 Series E Preferred Shares Series F Preferred Shares Series G Preferred Shares 50,000 sl	0 shares nares 0 shares 0 shares shares shares
	Convertible Preferred Shares 5,897,72	
	Total Number of Issued Shares: 13,965,000 shares	Amended on August 8, 2018
	Number of Each Class Shares:	
	Common Shares	
	2,727,272 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	
	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	Registered on August 8, 2018
Matters Relating to Issuance of Share Certificates	The Company shall issue share certificates repr	esenting its issued shares.
Amount of Capital	473,400,025,000 Yen	

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*Underline section indicate deleted items.

Total Number of Class Shares Authorized to be Issued and Content of Each Issued Class Shares

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

COMMON SHARES

1. (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 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.

SERIES A PREFERRED SHARES

1. (Restriction on Voting Rights)

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.

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 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.

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 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 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

year (inclusive) to the payment date of the distribution (inclusive), with divisions made at the end, and rounded up to the nearest integral number.

(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 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").

(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 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 (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 Pledgees. 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.
- 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 Pledgees.
- 3. Distributions by the Company of its residual assets upon its dissolution to
 Series A Preferred Shareholders or Registered Series A Preferred Pledgees,
 the holders of the Series B Preferred Shares (hereinafter referred to as the
 "Series B Preferred Shareholders") or the registered pledgees of the Series B
 Preferred Shares (hereinafter referred to as the "Registered Series B Preferred

Reference Number B109210

*Underline section indicate deleted items.

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 (v) 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

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*Underline section indicate deleted items.

- 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 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).
- 4. 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).

SERIES B PREFERRED SHARES

1. (Restriction on Voting Rights)

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

Reference Number B109210

*Underline section indicate deleted items.

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 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.

3. (Dividends From Surplus)

The Company shall not distribute any dividends from surplus to any Series B Preferred Shareholder or to the Registered Series B 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 Series B Redemption Amount (as defined in Paragraph 2 of the following Article), to Series B Preferred Shareholders or Registered Series B Preferred Pledgees.
- 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 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 Preferred Shareholders or Registered Series C Preferred Pledgees, Series D Preferred Shareholders or Registered Series B 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 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 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.

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*Underline section indicate deleted items.

- 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 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 <u>dividing</u> (x) the <u>aggregate amount of the Series</u> B Redemption Amount for Series B Preferred Shares held by the Series B Preferred Shareholders or to the Registered Series B Preferred Pledgees (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 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 (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).

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 Pledgees, 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 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 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 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 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 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 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

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*Underline section indicate deleted items.

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 Pledgees 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 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 (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 Pledgees. 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 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 Preferred Shareholders or Registered Series C 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

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*Underline section indicate deleted items.

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 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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*Underline section indicate deleted items.

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 Pledgees (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 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 (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).

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 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 Series D Redemption Amount (defined as in Paragraph 2 of the following Article), to Series D Preferred Shareholders or Registered Series D 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 D Preferred Shareholders or Registered Series D 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 Preferred Shareholders or Registered Series C Preferred Pledgees, Series D Preferred Shareholders or Registered Series B 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 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 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

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*Underline section indicate deleted items.

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)

*Underline section indicate deleted items.

- 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 Preferred Shareholders or Registered Series C 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 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 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

*Underline section indicate deleted items.

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 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 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 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 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 Pledgees 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

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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 Pledgees 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 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 (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 (v) an amount of unpaid dividends per Series F Preferred Share, to Series F Preferred Shareholders or Registered Series F Preferred Pledgees. 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 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 Preferred Shareholders or Registered Series C 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

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*Underline section indicate deleted items.

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 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).

SERIES G PREFERRED SHARES

1. (Restriction on Voting Rights)

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

*Underline section indicate deleted items.

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

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*Underline section indicate deleted items.

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 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), (v) 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).

- 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 Preferred Shareholders or Registered Series C 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 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 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 G Preferred Shares in exchange for an amount of cash set in Paragraph 2 per Series G Preferred

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*Underline section indicate deleted items.

- 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 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

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*Underline section indicate deleted items.

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 Common Share Pledgees in the amount equal to the amount of dividends distributed to Common Shareholders or to Registered Common Share Pledgees per Common Share.

4. (Distribution of Residual Assets)

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 pari passu basis between a Convertible Preferred Share and a Common Share, to Convertible Preferred Shareholders or Registered Convertible Preferred Pledgees, in preference to Common Shareholders or Registered Common Share Pledgees.

5. (Put Options)

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.

- (1) When Common Shares issued by the Company are approved to be listed on any domestic or foreign stock exchange
- (2) At all times on and after June 1, 2021

6. (Redemption)

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.

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

Series E Preferred Shares950,000 sharesSeries F Preferred Shares165,000 sharesSeries G Preferred Shares50,000 sharesConvertible Preferred Shares5,897,728 shares

COMMON SHARES

1. (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 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.

SERIES A PREFERRED SHARES

1. (Restriction on Voting Rights)

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.

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 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.

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 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

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 *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 year (inclusive) to the payment date of the distribution (inclusive), with divisions made at the end, and rounded up to the nearest integral number.

(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 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").

(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 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 (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 (v) 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 Pledgees. 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.
- 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 Pledgees.
- 3. Distributions by the Company of its residual assets upon its dissolution to Series A Preferred Shareholders or Registered Series A Preferred Pledgees, the holders of the Series B Preferred Shares (hereinafter referred to as the "Series B Preferred Shareholders") or the registered pledgees of the Series B Preferred Shares (hereinafter referred to as the "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, 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

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as the "Registered Series D Preferred Pledgees"), the holders of the Series E Preferred Shares (hereinafter referred to as the "Series E Preferred Shares (hereinafter referred 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 (v) 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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*Underline section indicate deleted items.

- 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).
- 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 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 B PREFERRED SHARES

1. (Restriction on Voting Rights)

The Series B 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 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.

3. (Dividends From Surplus)

The Company shall not distribute any dividends from surplus to any Series B Preferred Shareholder or to the Registered Series B 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 Series B Redemption Amount (as defined in Paragraph 2 of the following Article), to Series B Preferred Shareholders or Registered Series B Preferred Pledgees.
- 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 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 *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 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

*Underline section indicate deleted items.

- of the Series B Preferred Shares held by each relevant holder of the Series B Preferred Shares.
- 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 Pledgees (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 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 (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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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 C-1 PREFERRED SHARES

1. (Restriction on Voting Rights)

The Series C-1 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-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.

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-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 pari passu.

(1) Amount of Series C-1 Preferred Dividends
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

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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 guarter 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.

- (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).
- (2) Non-Accumulation
 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

- 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.
- (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 Pledgees.

4. (Distribution of Residual Assets)

- 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 Pledgees. 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.
 - (a) the amount of unpaid dividends per Series C-1 Preferred Share calculated pursuant to this Paragraph of this Article.
 - (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).
- 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 Pledgees.
- 3. Distributions by the Company of its residual assets upon its dissolution to Series A Preferred Shareholders or Registered Series A Preferred Pledgees,

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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 *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 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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- (a) the amount of unpaid dividends per Series C-1 Preferred Share calculated pursuant to this Paragraph of this Article.
- (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).
- 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).
- 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

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 C-2 PREFERRED SHARES

1. (Restriction on Voting Rights)

The Series C-2 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-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.

3. (Dividends From Surplus)

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 pari passu. 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).

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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 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-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 Pledgees 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 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 (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 Pledgees. 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

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- 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).
- 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.
- 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 *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 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.
- 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"

*Underline section indicate deleted items.

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.

- 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).
- 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

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).

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 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 Series D Redemption Amount (defined as in Paragraph 2 of the following Article), to Series D Preferred Shareholders or Registered Series D 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 D Preferred Shareholders or Registered Series D 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 *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

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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 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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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).

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)
 - 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

ber B109210 *Underline section indicate deleted items.

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 *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 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

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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 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 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 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 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 Pledgees 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

*Underline section indicate deleted items.

In the event that the total amount of dividends per share paid in cash to Series F Preferred Shareholders or Registered Series F Preferred Pledgees 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 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 (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 Pledgees. 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).
- 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 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 *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.

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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 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).

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

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*Underline section indicate deleted items.

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-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 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

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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).

- 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 *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 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 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 PREFFERED 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

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Common Share Pledgees in the amount equal to the amount of dividends distributed to Common Shareholders or to Registered Common Share Pledgees per Common Share.

4. (Distribution of Residual Assets)

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 *pari passu* basis between a Convertible Preferred Share and a Common Share, to Convertible Preferred Shareholders or Registered Convertible Preferred Pledgees, in preference to Common Shareholders or Registered Common Share Pledgees.

5. (Put Options)

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.

- (1) When Common Shares issued by the Company are approved to be listed on any domestic or foreign stock exchange
- (2) At all times on and after June 1, 2021

6. (Redemption)

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.

Amended on August 8, 2018 Registered on August 8, 2018

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	Director	Yuji Sugimoto	Reappointed on June 29, 2018
			Resigned on May 1, 2019
			Registered on May 8, 2019
	Director	Yasuo Naruke	Reappointed on June 29, 2018
	Director	Yasuo Naruke	Reappointed on June 28, 2019
			Registered on July 12, 2019
	Director	David Gross-Loh	Reappointed on June 29, 2018
			Resigned on May 1, 2019
			Registered on May 8, 2019
	Director	Masashi Suekane	Reappointed on June 29, 2018
			Resigned on May 1, 2019
			Registered on May 8, 2019
	Director	<u>Hiroshi Suzuki</u>	Reappointed on June 29, 2018
			Resigned on May 1, 2019
			Registered on May 8, 2019
	Director	Stacy Smith	Appointed on October 1, 2018
			Registered on October 11, 2018

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*Underline section indicate deleted items.

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	Director Stacy Smith	Reappointed on June 28, 2019
		Registered on July 12, 2019
	<u>Director</u> <u>Stephen Pagliuca</u>	Appointed on Jannuary21, 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
	Director Tomoharu Watanabe	Reappointed on June 28, 2019
		Registered on July 12, 2019
	Director Nobuo Hayasaka	Appointed on July 12, 2019
		Registered on July 26, 2019
	35-3, Kugahara 1-chome, Ota-ku, Tokyo	Reappointed on June 29, 2018
	Representative Director Yasuo Naruke	
	35-3, Kugahara 1-chome, Ota-ku, Tokyo Representative Director Yasuo Naruke	Reappointed on June 28, 2019
		Registered on July 12, 2019
	20-12, Maborikaigan 2-chome, Yokosuka,	Appointed on July 12, 2019
	Kanagawa Representative Director Nobuo Hayasaka	Registered on July 26, 2019
	Statutory Auditor Tetsuji Okamoto	Appointed on June 1, 2018
		Resigned on August 1, 2018
		Registered on August 8, 2018
	Statutory Auditor Shunsuke Nakahama	Appointed on June 1, 2018
	(Outside Statutory Auditor)	
	Statutory Auditor Shunsuke Nakahama	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
	Statutory Auditor	Yurio Ogawa	Appointed on June 1, 2018
	(Outside Statutory Au	<u>ıditor)</u>	
	Statutory Auditor Yurio	Yurio Ogawa	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
	Statutory Auditor Isao N	Isao Morita	Appointed on August 1, 2018
	(Outside Statutory Au	<u>ıditor)</u>	Registered on August 8, 2018
	Statutory Auditor	Isao Morita	Amended on March 1, 2019 due to abolishment of the Board of Statutory Auditors
			Registered on March 1, 2019
	Accounting Auditor	PricewaterhouseCoopers Aarata LLC	Appointed on June 1, 2018
	Accounting Auditor	PricewaterhouseCoopers Aarata LLC	Reappointed on June 28, 2019
			Registered on July 12, 2019
Provisions Relating to Exemption of Liabilities of Directors, etc. against the Company	prescribed in Article 423, Paragraph 1 of the Companies Act up to the amount of		
	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.		
Provisions Relating to Limitation of Liabilities of Non-Executive Directors, etc. against the Company	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.		

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*Underline section indicate deleted items.

	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	
Company with Board of Statutory Auditors	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)

履歷事項全部証明書

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	
新·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
11.		令和 1年10月 1日登記
	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		
		州発…設計、製造及び販売そ
	3. 電気機器、電子機器、通信機器の部品及び材料 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、	
	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	のに対する投資
発待可能株式総数	5000万株	
発行済株式の総数 並びに種類及び数	発行資株式の総数 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	
	〇種優先株式 5万株 転換型株式 589万7728株	
		· · · · · · · · · · · · · · · · · · ·

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	キオクンチ株式会社		
-		64	- 19 1 年 1 年 1 日 1 日 1 日 1 日 1 日 1 日 1 日 1 日
			平成30年 8月 8日変更
		1396万5000株	
		各種の株式の数	
		普通株式 272万7272株 2 A 種優先株式 165万株 2	
		日 日 日 日 日 日 日 日 日 日 日 日 日 日 日 日 日 日 日	
		C-1種優先株式 55万株	
		C-2種優先株式 55万株	
99. : 90. :		D種優先株式 139万5000株	
		B種優先株式 95万株	
1		F種優先株式 16万5000株	
1		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日登記
	株券を発行する旨	当会社は、その株式に係る株券を発行する。	
	が産め	11 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	
	資本金の額	金4734億2万5000円	<u></u>
	総数及び発行する。	以種優先株式 I 6 5 万株	
	各種類の株式の内	日種優先株式 3万株	
		了種優先株式 110万株	2- 13- 13- 13- 13- 13- 13- 13- 13- 13- 13
		門種優先株式 16万5000株	
		日本日本日本日本日本日本日本日本日本日本日本日本日本日本日本日本日本日本日本	
		転換型株式 589万7728株	
		普通株式の内容	
		1. (種類株主総会の決議事項)	A + A THE STREET
		当会社が、会社法第322条第1項各号掲げる行 普通株主を構成員とする種類株主総会の決議を要	
III.		号に規定する定款の変更(単元株式数についての	
inn		は、この限りでない。	
		A種優先株式の内容	
		1. (議決権の制限)	San San San San Land
illy		A種優先株式を有する株主(以下「A種優先株主 において議決権を有しない。	江をひり。)は、林主総会
		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	
		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. (剩余金の配当)	
		当会社は、2018年4月1日に開始する事業年	度以降、事業年度伝に、当
14/4 1,3		該事業年度の最終日における、最終の株主名簿に	
		先株主又はA種優先株式の登録株式質権者(以下	
		という。)に対し、転換型株式を有する株主(以	
		又は転換型株式の登録株式質権者(以下「転換型	
	· ·	、及い百週株式を行りる体土(以下「百週株土」	こvina / 又は首型体式の

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下線のあるものは抹消事項です。PATENT PFFI・068276 FPA REEL: 068276 FRAME: 0060 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号に定める領(以下「A種優先配当金」という。)の金銭による則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」と極優先株式の資録株式質権者(以下「C種優先登録株式質権者」という。)又はC種優先株式の資録株式質権者(以下「C種優先登録株式質権者」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「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種優先禁主」という。)又はG種優先株式を有する株主(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。)の配当の支払以は同順位とする。

①人種優先配当金の額

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円とするものとし二 (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一 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 最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 備額」(ただし、当該事業年度が201<u>8年4月1日に開始する事業年度の</u> 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円を主回っていた場合に 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人種優先配当金相巡額の全 部の配当が行われた場合は、A種優先株式基本価額は、当該配当物なされ た日の翌日から100、000円まで減額される。本号応格以次の経路 事業年度に係るA種優先配当金相当額」とは、当該事業集度の初組が終起 当の支払日まで年率 6.0% (日毎発生) の割合べ日割計算/(*/単を3//6) 5日とする日割計算とし、除算は最後に行い、1 周来満の端数は切り正け る。なお両端入れとする。)により算出される主株当たりの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ば、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

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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、残余財産分配目のA種優先株式基本価額を計算するものとする。)に(y)上株当たりA種優先株式未払配当金相当額と加算した額を支払う。本項において「上株当たりA種優先株式未払配当金相当額」とは、残余財産分配目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円でまでが、の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種優先保主又は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 及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。) ここで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。) 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。) 又は日種優先株式の登録株式質権者 (以下「E種優先機主」という。) 又は日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。) 下種優先株主又は「F種優先登録株式質権者」という。) 下種優先株主又は「F種優先登録株式質権者」という。) 下種優先株主又は「F種優先登録株式質権者」という。) 下種優先株主又は「F種優先登録株式質権者」という。) 下種優先株主又は「F種優先登録株式質権者及び「Pがでする。) 、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割進登録株式質権者及び普通株主又は割進登録株式質権者及び普通株主又は割進登録株式質権者及び普通株主又は割進登録株式質権者及び普通株主又は割進登録株式質権者となりである。
- 5. (取得条項)
- (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種貨 運価額」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

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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人種優先株式基本価額が100.00円を上回っている場合には集率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100.00円にまで減額された場合には、A種優先株式基本価額が100.00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種優先株式総登種優先株業 F種優先株式及びC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。 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公付される金 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種優先株式工株を取得す るのと引換えに、A種優先株主に対してA種償還価額工ただし、上「取得 目」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 武質権者が保有するA種優先株式のA種償還価額の合計額(ただし二当 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。)を主 (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ことの二 合計額、C種優先株式のC種償還価額(C種優先株式の勘察第編条第 (2) 項において定義される。)の合計額、D種優先株袋の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。)。の為 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
 - 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。) の名計額、巨種優先株式の巨種償還価額(E種優先株式の内容第5条第 の項において定義される。)の合計額、F種優先株式の下種償還価額(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種優先株式の囚種償還価額(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(左だし、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文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

B種優先株式の内容

1:(議決権の制限)

合をいう。

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種優先株主义は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種優先株式工株につき、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ござ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目 以下本条終 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、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種優先株主の保有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種優先株式のみを取得する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種優先株式の割合に応じて、比例接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種稿 屋価額」という。)は、金100.00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種優先株式緑塩利患額 とは、B種優先株式1株当たりの発行価額(金100.00円)に 年率5.0%(日毎発生)の固定利率に基づき、発行自から取得日まで 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。なお両端入れとずる。)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、返令の定める範囲内において、 <u>B</u>種優先株式の全部を取得するものとし、当会社は、<u>B</u>種優先株式1株 を取得するのと引換えに、<u>B</u>種優先株主に対して<u>B</u>種償還価額(ただし 「取得日」を「最終取得日」と読み替えて、<u>B</u>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、F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接分割合を(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種償置価額にて除す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

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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。)と回額の金銭を交付する。本項において「比例接分割合」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(たたし、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D種償還価額(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、以ずれの種類株式 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)

○種優先株主は、株主総会において議決権を有しない。

□□(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 第世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M.この限りでない。

胃胃(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」とはご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4月1日から3月31日までの期間及び4月1日から3月31日までの期間及び4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。)以降の種優先株主又はC種優先登録株式質権者に対して剰余金の配当を行う。後選択したときは、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の種優先株主又はC種優先登録株式質権者に対し、転換型株主又は影響を推進したときない。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暑に定める額(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、人種優先株主又は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種優先登録株式質権者及びG種優先登録株式質権者及びG種優先登録株式質権者の剰余金の配当の支払いは、同順位とする。

①C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は、(c)

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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100,00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目割計算(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刺糸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、低機が株主又はC種優先登録株式賃権者に対し、C種優先株式小株にのき、(x) 当会社が別に定める残余財産分配日におけるC種優先株式小体に額(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剩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上株当たりC種優先株式表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種優先株式表払配当金相当額」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
- (2) 当会社は、本条第1項に定めるもののほか、C種優先株主义は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。

出した1株当たりのC種優先配当金の金額をいう。

(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種優先株主义はC種優先營録株式質権者。D種優先株主义はD種優先登録株式質権者。B種優先株主又はF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》 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認能 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た。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

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の保有するC種優先株式数の割合に応じて、比例接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るき金銭の額(以下「C種質 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四半期に係る第3条に基づく剩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種優先株式表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、当該四半期の初日がら取得日まで年率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種優先株式よ株 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(公2222) 「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、C種優先株式、D種優先株式、D種優先株式、E種優先株式、F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接分割合を(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受付される金額の総額に乗じたうえで(c) C種償還価額にて除すことによっで得られる数のC種優先株式を取得するものとし、C種優先株式上株を取得するのと引換えに、C種優先株式に対してC種優党株式上株を取得する。)と同額の金銭を交付する。本項において「比例接分割合」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種優先登録株式が保有しているC種優先株式に係るC種償還価額は加第した。

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じなり。

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。

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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、<u>D種優先</u> 株主又はD種優先登録株式質権者に対し、<u>D種優先株式</u>丁株につき、<u>D</u> 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種優先株主义は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種優光株主又はC種優先登録株式質権者、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種優先登録株式質権者に対する残余財産の分配は、同順位として各種類の非転換型優先株式について支払われるのまで遺過価額の合計額の割合に応じて按分されるものとする。別に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ば、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、全での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、比例接分の方法とより決定する。
- (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。以下が20種様 還価額」という。)は、金100.00円に1株当たり12種優先株式 繰延利息額を加算した額とする。「1株当たり12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種優先株式主株 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(たたし 「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子という。)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うえで(c) D種償還価額にて除すことによって得ら

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れる数のD種優先株式を取得するものとし、D種優先株式上株を取得す 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、口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種優先株主义はD種優先登録株試質権者 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種優先株式の巨種償還価額べ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)項においで定義さ 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(活法) 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交は登録株 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。別を合計し た額で除して得た割合をいう。

日種優先株式の内容

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。

[1]山(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、 取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。

翌日(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、剩余金の配当 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<u>単極機</u> 株主又はE種優先登録株式質権者に対し、E種優先株式上株地がき、巨 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、心種優先株定义はじ種 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、B種優先株主又はB種優先登録株式質権者、E種優先株主又はB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資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本以下本条において「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、巨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、巨種優先株式」株を取得するのと引換えば、巨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、全ての巨種優先株主に対して当会

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社による取得の申込みを均等に行った場合であって、良種優先株主の一部のみが当該申込みに応じたときには、当該一部の良種優先株主の保有する臣種優先株式のみを取得することができる。当会社が、取得対象となる臣種優先株主の保有する臣種優先株式の数は、取得対象となる臣種優先株立の保有する臣種優先株式数の割合に応じて、比例接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種僧 遺価額」という。)は、金100.00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種優先株式線延利息額とは、E種優先株式 1 株当たりの発行価額(金100.000円)は、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、 巨種優先株式の全部を取得するものとし、当会社は、巨種優先株式 小株 を取得するのと引換えに、巨種優先株主に対して巨種償還価額 ただし 「取得日」を「最終取得日」と読み替えて、巨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)
 - ||日癰優先株主は、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、 所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。だだし、同項 第11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日極優先株主又は日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志。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)「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種優先登録株式質権者への剩余金の配当の支払いは。同順位とする。

①F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種優先株式工株につき、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。9%の優先配当率を乗した額(1円未満の端数は切り上げる。)とする。当初日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種優先株式緑延利息額及び(2)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種優先株式緑延利息額」とは、前事業年度のF種優先株

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下線のあるものは抹消事項で

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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)自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剩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、F種優先株主又はF種優先登録株式質権者に対し、(x)当会社が別体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けるF種優先株式基本価額(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期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種優先株式表払配当金相当額を加算にた額を支払う。本項において、「1 株当たりF種優先株式表払配当金相当額を加算にた額を支払う。本項において、「1 株当たりF種優先株式表払配当金相当額を担当を支払う。本項において、「1 株当たりF種優先株式表払配当金相当額を担当をして、残余財産分配日まで年率3.0%の割合で日割計算(ただし次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 株当たりの品種優先配当金の金額をいう。

当会社は、本条第(1)項に定めるもののほか、<u>日種優先株主又は日極</u>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種優先登録株式質権者。上種優先機工工程E種優先登録株式質権者。上種優先株主又はF種優先登録株式質権者及びG種優先登録株式質権者に対する残余財経の物配は、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。き質遺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)

- (4) 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、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どし、当会社は、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F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、F種優先株主の「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よができる。当会社が、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

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下線のあるものは抹消事項でセストレだ。

置価額」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、「上株当たり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、「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種優先株式工株 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。

|||(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文は記録された①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三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号に定める額二以下「G種優先配当金」という。)の金銭による剰余金の配当を行為。なお一人種優先株主又はA種優先登録株式質権者、C種優先株主又はQ種優先登録株式質権者及びG種優先株主又はQ種優先登録株式質権者及びG種優先株主又はQ種優先養録株

①G種優先配当金の領

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種優先株式工株につき100,00円 に年率5.0%の優先配当率を乗じた額(Ⅰ円朱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種優先株主义は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

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下線のあるものは抹消事項でキストレを示す PATENT 1 / / 3 0

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和当額を加算した 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C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 株当たり日種優先 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C 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、当該未払び 種優先配当金の額を加算した額とする。ある目時点における『心株当だ り〇種優先株式繰延利息額」とは、前事業年度の〇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 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、「17株当たり@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% 0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。 り算出した1株当たりのG種優先配当金の金額をいう。

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、E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D種優先登録株式質権者、F種優先株主又はE種優先登録株式質権者と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本の企業を 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総いて、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 I 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場合、当会社が取得すべきの保有するG種優先株式ののみを取得する場合、当会社が取得すべきの種優先株式の数は、取得対象となるG種優先株主の保有するG種優先株式の数は、取得対象となるG種優先株式の数は、取得対象となるG種優先株式の保有するG種優先株式の数は、取得対象となるG種優先株式の数は、取得対象となるG種優先株式の場合に応じて、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種優 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 に基づく剩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

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下線のあるものは抹消事項でエス?

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%の割合で日制計算(ただし、1年を3.65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 「石種優先株式の全部を取得するものとし、当会社は、「石種優先株式」株 を取得するのと引換えに、「石種優先株主に対して「石種償還価額」(たなし 「取得日」を「最終取得日」と読み替えて、「「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設いて、当該利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い順位にて、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、管頭株式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。

||(残余財産の分配)

当院社は、当会社の解散に際して残余財産を分配するとさば、転換型株主文 は腐換型登録株式質権者に対し、普通株主文は普通登録株式質権者に先立ち、 拡製型株式1株につき、(x)金100.0円又は二(y)三転換型株式1二 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、以下の各場の場合は《当会社 に対し、当会社の普通株式の交付と引換えに、転換型株式の全部文法///部巻 取得することを請求することができるものとし、かかる請求があるを場合 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状態/変符する/// ①当会社が発行する普通株式が国内外の証券取引所に移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あって、 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ば。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

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

整理番号 B109210

人物直翻署

下線のあるものは抹消事項で

1700万株

16/20

C-2種優先株式

55万株

D種優先株式

139万5000株

巨種優先株式

95万株

且種優先株式

16万5000株

G種優先株式

5万株

転換型株式

589万7728株

普通株式の内容

(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毛のを除く。)を行う場合 は、この限りでない。

▲種優先株式の内容

1, (議決権の制限)

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掲げばい Λ 種優先株主を構成員とする種類株主総会の決議を要じない∭だ‰@@□頂電 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る記述を行う 場合は、この限りでない。

m(剰余金の配当)

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 | | 数事業年度の最終日における、最終の株主名類に記載又は記録されたA種優 株主又は八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 り。)に対し、転換型株式を有する株主<u>(以下工転換型株主丁という。</u>) ば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。)二又は普通株式の 登録株式質権者(以下「普通登録株式質権者」という。)を発立ち、法命の 定める範囲内において、 A 種優先株式 | 株につき、本条第回号に定める額。 (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物がない ればならない。なお、A種優先株主又はA種優先登録株式資権指揮使用は推 優先株式の登録株式質権者(以下「C-1種優先登録株式廣権第二とど物///

、C-2種優先株式を有する株主(以下「C-2種優先株生」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『ච種優先株主』という。) 又は日種優先株式の登録株式質権者(以下『日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》。) は『種優先株式の登録株式質権者(以下『『種優先登録株式質権者』という。 デーの剰余金(第②号において定義される累積A種優先株式未拡配当金を含 む。)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種優先株式上株につき、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、年擎6.0% (日毎発生))の優先配当率を乗じた額(1円未満の端数減切り至げる。) 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

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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目のA種優光株式基本 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種米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日を上回って以た場合は おいて、当該事業年度以前の累積A種優先株式果拡配当金(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入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、当該配当がなざれ 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36 5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※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剩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。)。

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 ぶ累積 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。 「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、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維度の前事) 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、゚゚゚゚゚゚゚゚゚ かる配当が行われなかったものとみなして、残余財産分配質の必種優先 株式基本価額を計算するものとする。)に(y)1株当たり仏種優先株 式未払配当金相当額を加算した額を支払う。本項においる郷の株当先の A 種優先株式未払配当金相当額」とは、残余財産分配目が属する事業年 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種優先株式選本価額が100~000 0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例にま変 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 滅額された日以降、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た際 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

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「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種優先株式を布する株主(以下「E種優先株主」という。)又は巨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。(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ば、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、当会社は、当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種優先株式のみを取得するBを提供すべき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、比例接分の方法により決定

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)取得日における八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 / 種優先株或未拡配当金相 % (日毎発生) (取得日が属する事業年度におけるA種優先株式農本価 額が100,000円を上回っている場合には年率6.0%//相加発生 。ただし、当該事業年度中において、A種優先株表基本価額が1000% 000円にまで減額された場合には、A種優先株式基本値額が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応収 除算は最後に行い、1円未満の端数は切り上げる。なお両端入れと求る。)。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ば、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、G-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、

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PATENT

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 **徽還価額(ただし、「取得日」を「他種優先株式取得出演老読み替えて、** 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、他種優先株式取得用時点において、《文》A種 優先株主又はA種優先登録株式質権者が保有する八種優先株式の八種賞 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種優先株工 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種債 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3(2) 項において定義される。)の合計額、Cー工種優先株式のC一版種償還 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 の口種償還価額(口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、巨種優先株式の巨種償還価額(巨種優先株式の肉容) 第5条第(2)頃において定義される。)の合計額、F種優先株式の下 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)の承和の種類 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賃権 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。

旋株式の内容

(議決権の制限)

種優先株主は、株主総会において議決権を有しない。

(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<u>に)</u>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、刺染金の配当 を行わない。

- (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「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。 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、B種優先株主文はB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の 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

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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ば、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種優先株主の保育のみが当該申込みに応じたときには、当該一部のB種優先株主の保育する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種優先株式の数は、取得対象となるB種優先株式の数は、取得対象となるB種優先株式の保育する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種債 還価額」という。)は、金100,00円に上株当たり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、発行目から取得日まで 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種優先株式上株 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。) にと同額の金銭を交付する。

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独像遺価 額にて除すことによって得られる数のB種優先株式を取得潮冷地塑造池 B種優先株式1株を取得するのと引換えに、B種優先株主に対し次B種 償還価額(ただし、「取得日」を「他種優先株式取得日」と読み替えた 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)沿種 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 選価額の合計額(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種優 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-」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。下種優先 株式のF種償還価額(F種優先株式の内容第5条第章②)項係彰いて定 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

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下線のあるものは抹消事項で

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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 ①-1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源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、本楽第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-1種優先登録株式質権者、C-1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の剰余金の配当の支払いは、同順位とする即のによるの額

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種優先株式上株につき、 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寒日数に つき日割計算(ただし、1年を365日とする日割計算と心。除算体最後 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。// 1/24// 編 するものとし、以後、当会社が、ある四半期に係る〇―1種優先株笙义は C-1種優先登録株式質権者に対するC-1種優先配当金の金部の配当を 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怎(x)当該與 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©-- 1種 優先株式基本価額に年率7.0%の固定利率浸基づき、当該四半期の勃旦 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。なお病端 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、201 8年7月1日に開始する四半期に係るC-L種優先配当金の額は、C-L 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G-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どなりごとを選択 した場合には、当会社による何らの行為も要することなる、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

- (x) 100,000円に、2018年7月1日から2018年8月 (b) 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。(工円未満の端数は切り) 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ビー工種優先株式の数 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 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種優先株主又は〇――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、 の不足額は、翌四半期以降に累積しない。

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-た配当金を超えて剰余金の配当を行わない。

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、C一工種 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-T種 優先株式基本価額(残余財産分配日において、残余財産分配目が属する 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、残余財産分配点 産分配日までの1株当たりC-1種優先株式未払配当釜相当額を加算機 た額を支払う。本項において「1株当たり〇一十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2 ○ 18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 三上種優先株式素拡配当金 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)の固定利率は基づき三日割計第一 (ただし、1年を365日とする日割計算とし、経験算法最後に行い、 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

下線のあるものは抹消事項

で除して得られる比率を乗じて得られる額 (上門未満の端数は切り上 げる。)

- (2) 当会社は、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=l種優先株主又はC=l種優先機能大質権者、C=l種優先機能大質権者、C=l種優先登録株式質権者、C=l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及びG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と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接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「以下本線において「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ができるものとし、当会社は、C-1種優先株式1株を取得するのと引換えど、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、全工のC-1種優先株主のC-1種優先株主ののより等に行った場合であって、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、当該一部のここでは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種優先株式の数は、取得対象となるC-1種優先株式の数は、取得対象となるC-1種優先株式の数は、取得対象となるC-1種優先株式の数は、取得対象となるC-1種優先株式の数は、取得対象となるC-1種優先株式の数は、取得対象となるC-1種優先株式の数は、取得対象となるC-1種優先株式の数は、取得対象となる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領工以下下で一 -1種償還価額」という。)は、(x)取得日における(一) 「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米期は係る 第3条に基づく剩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種優先株送基本価額を 計算するものとする。)に(y)取得日までの1株当たり(一) 「特徴先 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%の割合で目割計算(たたし、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 同端入れとする。)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 株当たりで〜 1 種優光株式朱払配当金 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

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で除して得られる比率を乗じて得られる額() 因素満の端数は切り上げる。)

- (3) 当会社は、最終取得日の到来をもって、法念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、当会社は、C-1種優先 株式1株を取得するのと引換えに、C-1種優先株まに対してG-1種 償還価額(ただし、「取得日」を「最終取得日」と読み替えて、G-1 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=2種優先株式、D種優先 株式、日種優先株式、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) 〇一月種優先株式降つ 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した方えで(c) C → 1 種償 還価額にて除すことによって得られる数の○一工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る。 C-1種機 先株主に対してC-1種償還価額(ただし、『取得日』を『他種優光株 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=0ただじ 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 川算しない。)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=14種償還価 額の合計額、C-2種優先株式のC-2種債遵価額 (C=2種優先株式)内容第5条第(2)項において定義される。) の合計額、**り種優先株** 式のD種償還価額(D種優先株式の内容第-5-条第三(2)三項極塚学堂定義 される。)の合計額、E種優先株式のE種償還価額三(巨種優先株式の内 容第5条第(2)項において定義される。)の合計額の日種優先株式の F種償還価額(F種優先株式の内容第5条第(2)項におりが収益義され る。)の合計額及びG種優先株式のG種償還価額(G種優先株数の内容 第5条第(2)項において定義される。)の合計額(おた) がれの 種類株式についても、当会社による取得を希望しな影株鑑収緩簘鱗株戦 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 額で除して得た割合をいう。
- ○-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。
 - ※(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-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。たたし、 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。

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下線のあるものは抹消事項で

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なお、 A 種優先株主又は A 種優先登録株式質権者、 C - L 種優先株主又は C - L 種優先株主又は C - L 種優先株主又は C - L 種優先登録株式質権者、 C - L 種優先株主又は C - L 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。

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じて支払われる各 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株につぎ 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浪数に 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、ある四半期に係るに一2種優先株主汉は 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お襲することは く、当該四半期の翌四半期のC-2種優先株式基本価額は ※ 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(m2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306-5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、2011 |学11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---2-0-1-8-年8月9日から当 8四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 第一(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、 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⑥ 22種 優先株式基本価額は、(x)当該四半期のC-2種優先株式整然価額鱗//// (y) 当該C-2種優先株式基本価額に年率7.0%の固定利案に基づき 2018年8月9日から当該四半期の最終日まで日割計算《後後》 水原 を365日とする日割計算とし、除算は最後に行い、証锡耒満遊鞴数継続 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剩余金の配当の額 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種優先配当かる。)により算出である場合の本項に定める『小株当たり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本5.0%(日毎発生)の固定利率に基づき、日割計算(ただし、第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) 当会社は、本条第(1)項に定めるもののほか、C-2種優光株主义は 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種優先登録株式價権者。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種優先養録株式質権者、C-2種優先株主又はC-2種優先養録株式質権者、C-2種優先株主又はC-2種優先養録株式質権者、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E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。
 (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-2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-2種優先株式1株を取得するのと引換えた。一个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種優先株主の人ともであって、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(以下手受 -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

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両端入れとする。)により算出した1株当たりのCー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「上株当たりCー2種優先株式未払配当金相当額」は、100、000円は、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ー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、法念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種優先株式の全部家は灬部の 株式を取得する場合、その取得の日(以下本項において「他種優光株式 取得日」という。)において、当会社は、(a) C-2種優先株式はつ 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光株式 の株主に対して交付される金額の総額に乗じたうえて (10) 2 種債 還価額にて除す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た。C-2種優 先株主に対してC-2種償還価額(ただし――取得目<u>日を</u>日他種優先株 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G-2種償還価額の合計額三定だし 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②―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 額の合計額、C-2種優先株式のC-2種償還価額の冷熱額‴遊攤爨佐 株式のD種償還価額(D種優先株式の内容第 5 条第《2》/類型影響が定 義される。)の合計額、E種優先株式のE種償還価額《定種機光株成》 内容第5条第(2)項において定義される。)の合計額。上種優先株成 のF種償還価額(F種優先株式の内容第5条第一2)項において定義さ れる。)の合計額及びG種優先株式のG種質遺価額(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、シブボル 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。

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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種優先株式上株につき、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種優先株主又は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種優先株主又はC 2種優先株主又はE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及びG種優先登録株式質権者及びG種優先終主又はG種優先登録株式質権者に対する残余財産の分配は同じでとし(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担(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 I 株を取得するのと引換えた。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種優先株主の保有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《以準》「D種優 遺価額」という。)は、金100,00円に1株当たりD種優先株飲 繰延利息額を加算した額とする。「1株当たりD種優先株或繰延利患額 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、法金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、B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うえで(c) D種償還価額にて除す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

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償還価額(ただし、「取得日」を「他種優先株式取得日」を読み替えて、 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直種優先株主 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種質 遺価額は加算しない。)を、(y)A種優先株式の承種償還価額の合計 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) 頃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は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)

場合社が、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、 「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 第一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。

(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、刺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、 起種優先 株主又は巨種優先登録株式質権者に対し、巨種優先株式 は 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、巨種優党保証が伊藤 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種優先株主又はC-1種優先發録株式質権者、C-1種優先殊主又はC-2種優先登録株式質権者、D種優先株主又はB種優先登録株式質権者、D種優先株主又はB種優先登録株式質権者及びG種優先登録株式質権者及びG種優先登録株式質権者と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像遺価額の合計額の割合に応じて按分されるものとする。)。転換型株主又は販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種優先株式工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

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社による取得の申込みを均等に行った場合であって、巨種優先株主の一部のみが当該申込みに応じたときには、当該一部の巨種優先株主の保有する巨種優先株式のみを取得することができる。当会社が、取得対象となる巨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巨種優先株式の数は、取得対象となる巨種優先株主の保有する巨種優先株式数の割合に応じて、比例接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種俊 遺価額」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 巨種優先株式の全部を取得するものとし、当会社は、巨種優先株式 株 を取得するのと引換えに、巨種優先株主に対して巨種償還価額(たなし、 「取得日」を「最終取得日」と読み替えて、巨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

国(議決権の制限)

日種優先株主は、株主総会において議決権を有しない。

(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 「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、事業年度個に、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び和優先株主又は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、法令の定める範囲協において、F種優先株式1株につき、本条第①号に定める額(以下「平種優先配当金」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、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種優先登録株式質権者の剰余金の配当の支払いは、同順位とする。

①F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3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の前事業年度の場合は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

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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3.6.5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巨種優先株主文は戸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剩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、日種優先株主又は日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日種優先株式基本価額(残余財産分配日における日種優先株式基本価額(残余財産分配日における日種優先株式基本価額を計算するものとった。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らたものとった。)に(y) 1 株当たり日種優先株式基本価額を計算するものとする。)に(y) 1 株当たり日種優先株式基本配当金相当額を加算した。額を支払う。本項において、「1 株当たり日種優先株式素塩配当金和当額を支払う。本項において、「1 株当たり日種優先株式素塩配当金和当額とは、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%の割合で日割計算にたたし、決定される残余財産分配日まで年率3.0%の割合で日割計算にたたし、1年を365日とする日割計算とし、除算は最後に行い、上門末満の端数は切り上げる。なお両端入れとする。)により類出した上株当たりの下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、下極優先株主文は上種 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、三B種優先株主又はB種優先登録株式質権者、C-1種優先登録株式質権者、C-1種優先登録株式質権者、B種優先登録株式質権者、B種優先株主又はC-2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、B種優先株主又はB種優先登録株式質権者及び動種優先株主又は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へ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。

(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自《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会社は、F種優先株式1株を取得するのと別換えば、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F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、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。当会社が、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種優先株式の数は、取得対象となるF種優先株式の数は、取得対象となるF種優先株式の数は、取得対象となるF種優先株式の

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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種慎 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、かかる配当か行われ 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14株当たりF種優先株式業払配当 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種債還価額(ただし、 「取得日」を「最終取得日」と読み替えて、F種債還価額を計算する。 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 は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。ただに、同項 第11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。

(郷)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①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「の確優先配当金」という。)の金銭による測余金の配当を行う。なお、人種優先株主又は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。と種優先株主又はF種優先登録株式質権者及びG種優先登録株式質権者への測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種優先株式上株につき100. 000 の に年率5. 0%の優先配当率を乗じた額(上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剩余金の配当を行わない。

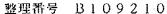
- 4. (残余財産の分配)
- (1) 当会社は、当会社の解散に際して残余財産を分配するときは、G種優先

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下線のあるものは抹消事項で

22/20



(x) 当会社が別に定める残 株主又はG種優先登録株式質権者に対し、 余財産分配日におけるG種優先株式基本価額(残余財産分配日でおいて、 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釜相当額を加算した 額を支払う。当初G種優先株式基本価額は、100、00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株当たり〇種優先 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、当該未払び。 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「『株当だ 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 % (日海発生) 収値 定利率に基づき、日割計算(ただし、1年を365日とする日割計算法 し、除算は最後に行い、1円未満の端数は切り上げる。なお両端へれど する。)により算出した額をいう。本項において、「1、株当たりの種優 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。なお両端スれとする。上にま** が算出した1株当たりのG種優先配当金の金額をいう。 当会社は、本条第(1)項に定めるもののほか、G種優先株主文は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。 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

展光見線体式質権者に対し、大大宗的壁の力配を行わない。 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、B種優先株主又はB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、B種優先株主又はB種優先養録株式質権者、B種優先株主又はB種優先養録株式質権者、B種優先株主又はB種優先養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かき保護価額の合計額の割合に応じて接分されるものとする。)、転換型株定文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よどができる。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

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あるものは抹消事項でもとてした単生 PATENT

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した額とする。本項において、「上株当たり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種優先株式上株 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。だだし、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。

日本(剰余金の配当)

当器社は、剩余金の配当を行うときは、法令の定める範囲内において、当該利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工製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対し、普通株式 | 株につき、普通株主又は普通登録株式質権者に対した普通株式 | 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2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得る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ば、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。

平成30年 8月 8日変更 平成30年 8月 8日登記

整埋番号 B109210

下線のあるものは抹消事項でもる

		ter to the second secon		
株式の譲渡制限に 関する規定	い。ただし、当 場合の当該担保 び当会社の株主 法に関する規則	社の株式の取得については 会社の株式につき担保権を 権者又は当該担保権者が指 から当該株主の関係会社 別第8条第8項に定義される は、当会社の承認があった	有する担保権者が担(限定する者に対する譲) (財務諸表等の用語、 意味を有する。) に	呆権を実行した 度による取得及 後式及び作成方
役員に関する事項	収締役	杉本男次	平成30年	6月29日重任
/!!!!!!!!!!!!!!!!!!!!!!!!!!!!!!!!!!!!!				
			令和 i 年	5月 1 日辞任
A Manusia da			令和 1年	
	取締役	成毛康雄	平成30年	6月29回第任
	取締役	成毛康雄	令和 1年	
				7.月二2.日登記
77.4		デイビッド・グロスロー	- 平成3:0年	- 6月29日重任
	2 (2 (2 (2 (2 (2 (2 (2 (2 (2 (2 (2 (2 (2			
	77. 26 77. 26 77		令和一十年	- 5月: 1:日辞任
			令和 1年	
	取締役	末包昌司	平成3.0年	6月29月重任
			令和 1年	5月 1 担辞任
	取締役		平成30年	
			令和 1年	5月 1 母籍任
				5月 8 日登記
			1 21 1 1 1	O D ST. AL

整理番号 B109210 * 下線のあるものは抹消事項で PATENT PATENT REEL: 068276 FRAME: 0094

東京都港区芝浦三丁目1番21号 キオクシア株式会社

	取締役	ステイシー・スミス	平成30年10月 1日就任
			平成30年10月11日登記
	取締役	ステイシー・スミス	令和 1年 6月28日童任
			条和 1年 7月12日登記
	取締役	スティーヴン・パリウカ	来成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
Munical	取締役	渡辺友治	令和 17年 5月 1日就任
		•	令和 1年 5月 8日登記
	加州 加納 加州 加州 加州 加州 加州 加州 加州 加州 加州 加州 加州 加州 加州	渡辺友治	令和 1年 6月28日重任
		1 H2 447 1	令和 1年 7月12日登記
	取締役	早 坂 伸 夫 <u></u>	令和 1年 7月1-2日就任
		·····.	令和 1年 7月26日登記
	東京都大田区久 代裴取締役	が原一丁目35番3号 成 毛 康 雄	平成30年。6月29日重任
	東京都大田区久 代表取締役	が原一丁目 3.5番 3号 成 毛 康二雄	令和 1年 6月28日連任
			令和/1年 7月12日登記
	神奈川県横須賀 代喪取締役	市馬堀海岸二丁目20番12号 早 坂 伸 夫	
			20 4 54 33030
	監査役	岡 本 哲 士	平成30年 6月 1百就任
			平成3.0 年 8 月 1 日辞任
			平成3.0年 8月 8日登記

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東京都港区芝浦三丁目1番21号 キオクシア株式会社

	キオクンド株式会付	트 : 1일: 보기:			
· ·		監査役	中浜俊介	-	平成30年~6月 1日就任
		(社外監查役)	,		
		監査役	中浜俊介	-	平成3十年 3月 1日監査
					である。
	grad († 1916) 1944 - Grand Grand, skriver († 1916)				平成31年3月1日登記
					今和 1年 5月 1日辞任
		itikt Allı	.l. (31	1 60	令和 1年 5月 8日登記
		監查役	小川 由 理		平成30年。6月 1日就任
		(社外監查役)	.t 166 -6- 70	, an	
		監査役	小川 由 珰		平成31年 3月 1日監査 役会の定め廃止により変更
					平成3.1年 3月—1日登記
		10 (10 minute 10			令和 1:年 5月 1日辞任
					令和 1年 5月 8日登記
			森 田 功	2	平成30年 8月 - 1日就任
		(社外監査役)			平成30年 8月 8日登記
70		監査役	森田功		平成31年 3月 1日監査 役会の定め廃止により必更
		会計監査人	PwCあらたを	:個哥任陸泰建	平成30年 6月 1日就任
		四川東月.八	<u>人</u>	PARLIMENA	
		会計監査人	PwCあらた有	. 閱書任於春沫	令和 1年 6月28泊重任
		云川並且八	人	IN SCIT III III IA	◆和。1年 7月12日登記
	取締役等の会社に	当会社计 会	↓ 上注篇 4 2 3 冬箭	(1項の散締役の書	【任について、当該取締役が
	対する責任の免除 に関する規定	職務を行うにつ	き善意でかつ重大	てな過失がない場合	には、会社法第425条第 して、取締役会の決議によ
	1 - 174 7: W. M. M.	って免除するこ	とができる。	• .	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	では、会社法第425条第 として、取締役会の決議によ
		って免除するこ		(C 可既还 PK)交 (、レッパー 4次利用文字マン(人間及り)よ

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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

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

監查役設置会社

監查役会設置会社 に関する事項

監查役会設置会社

1日廃止 平成31年

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

平成30年 8月 3日登記

されば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

整理番号 BIO9210

下線のあるものは抹消事項

PATENT REEL: 068276 FRAME: 0097

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