

# Share Handling Rules

## Chapter 1 General rules

### (Purpose)

- Article 1 The handling of shares and stock acquisition rights of Avant Corporation (hereinafter referred to as "the Company"), its fees, and procedures for shareholders to exercise their rights shall be in accordance with Article 9 of the Articles of Incorporation, in addition to the provisions of these Rules, and in accordance with the provisions of the Japan Securities Depository Center, Inc. (hereinafter referred to as "the Organization"), which is the book-entry transfer institution, and securities companies and trust banks, etc. (hereinafter referred to as "securities companies, etc."), which are account management institutions.
- 2 Handling and fees for special accounts opened pursuant to agreements between the Company and trust banks designated by the Company, as well as procedures for shareholders to exercise their rights, shall be in accordance with the provisions of the said trust banks, in addition to the provisions of these Rules.

### (Shareholder registry administrator)

- Article 2 The administrator of the Company's shareholder register and its handling office shall be as follows

Administrator of shareholders' register

1-4-1 Marunouchi, Chiyoda-ku, Tokyo

Sumitomo Mitsui Trust Bank, Limited

Place for handling said affairs

1-4-1 Marunouchi, Chiyoda-ku, Tokyo

Stock Transfer Agency Department, Sumitomo Mitsui Trust Bank, Limited

### (Request or Notification)

- Article 3 Requests or notifications under these Rules shall be made in a form prescribed by the Company. However, this shall not apply in cases where such request or notification is made via securities companies, etc. and the Organization, and in the cases specified in Article 19, Paragraph 1.
- 2 When a request or notification under these Rules is made by an agent, a document certifying the power of representation must be submitted, and when the consent of a curator or assistant is required, a document certifying the consent must be submitted.
- 3 In the event that the request or notification set forth in Paragraph 1 is made by or through a securities company, etc. or the Organization, the Company may deem and treat such request or notification as having been made by a shareholder.
- 4 The Company may request a person who has made a request or notification under Paragraph 1 to submit materials proving that such person is a shareholder or proxy.
- 5 The Company shall not accept the request or notification set forth in Paragraph 1 unless and

until the materials set forth in the preceding Paragraph are submitted.

## **Chapter 2 (Entry or Record in the Shareholders' Register, etc.)**

(Entry or record in the shareholders' register)

Article 4 The Company shall enter or record the names of all shareholders in the shareholders' register based on the notice of all shareholders received from the Organization.

2 If the Company receives a notice of change of address or other notice of change of matters to be entered or recorded in the list of shareholders (hereinafter referred to as "Shareholders, etc.") (2) If the Company receives a notice of change of address or any other notice of change of the entries or records in the list of shareholders (hereinafter referred to as "Shareholders, etc."), the Company shall change the entries or records in the list of shareholders based on such notice.

3 In addition to the preceding two paragraphs, the Company shall enter or record information in the shareholders' register when issuing new shares or in other cases as provided by laws and regulations.

(Characters, etc., to be used in the list of shareholders)

Article 5 The list of shareholders of the Company shall be entered or recorded in accordance with the characters and symbols designated by the Organization.

(Entry or record in the register of stock acquisition rights, etc.)

Article 6 Requests for entry or recording in the register of stock acquisition rights, registration, transfer or cancellation of pledge on stock acquisition rights, or indication or cancellation of trust assets shall be made to the administrator of the shareholders' register.

2 In addition to the preceding paragraph, the handling of stock acquisition rights may be determined separately.

## **Chapter 3 Various notifications**

(Notification of Address and Name of Shareholder, etc.)

Article 7 (2) Shareholders, etc. shall notify the Company of their addresses and names.

2 Notification or changes in the preceding paragraph shall be notified via securities companies, etc. and the Organization. However, this shall not apply in the cases specified in Article 4, Paragraph 3.

(Notification of Foreign Resident Shareholders, etc.)

Article 8 Shareholders, etc. residing in a foreign country must appoint a standing proxy in Japan or designate a place to receive notices and notify such a proxy.

2 A standing proxy shall be included in the shareholders, etc., as set forth in Paragraph 1 of the preceding article.

- 3 Notification or changes as described in Paragraph 1 must be notified via securities companies, etc. and the Organization. However, this shall not apply in the cases specified in Article 4, Paragraph 3.

(Representative of the corporation)

- Article 9 If the shareholder, etc. is a juridical person, it shall specify and notify the title and name of one representative. The same shall apply when the representative is changed.
- 2 Notification or changes in the preceding paragraph shall be notified via securities companies, etc. and the Organization. However, this shall not apply in the cases specified in Article 4, Paragraph 3.

(Representative of co-owned shares)

- Article 10 Shareholders who hold shares in common shall appoint one representative and notify the address and name of such representative.
- 2 Notification or changes in the preceding paragraph shall be notified via securities companies, etc. and the Organization. However, this shall not apply in the cases specified in Article 4, Paragraph 3.

(Legal representative)

- Article 11 If there is a legal representative such as a person with parental authority or a guardian, the address and name of the legal representative must be notified.
- 2 Notification, change or cancellation of the preceding paragraph must be notified via securities companies, etc. and the Organization. However, this shall not apply in the cases specified in Article 4, Paragraph 3.

(Request for Delivery of Documents and Statement of Objections)

- Article 12 A request for delivery of a document stating matters regarding the electronic provision of reference documents for the general meeting of shareholders, etc. as provided in Article 325-5, Paragraph 1 of the Companies Act (hereinafter referred to as "Request for Delivery of Document") and a statement of objection as provided in Paragraph 5 of the same article shall be made in writing. However, in cases where the request for document delivery is made through securities companies, etc. and the Organization, the request shall be made as determined by the securities companies, etc. and the Organization.

(Other notifications)

- Article 13 In addition to the notifications stipulated in Article 7 through the preceding Article, notifications to the Company shall be made through securities companies, etc. and the Organization, or through securities companies, etc., unless otherwise specified by the Company. However, this shall not apply in the cases specified in Article 4, Paragraph 3.
- 2 Notifications that cannot be received or acted upon by securities companies, etc. shall be submitted to the administrator of the shareholders' register.

(Matters to be reported by holders of stock acquisition rights, etc.)

Article 14 The provisions of Article 7 through the preceding Article shall apply mutatis mutandis to the matters to be notified of persons to be entered or recorded in the register of stock acquisition rights of the Company and the method of such notification. However, unless otherwise stipulated in accordance with Article 6, Paragraph 2, the reporting address shall be the administrator of the shareholders' register.

## **Chapter 4 Purchase of odd-lot shares**

(Method of purchase request)

Article 15 Requests for the purchase of odd-lot shares shall be made through securities companies, etc. and the Organization in accordance with the Organization's regulations.

(Determination of purchase price)

Article 16 The unit price for the purchase of shares constituting less than one unit shall be the final price on the market opened by the Tokyo Stock Exchange on the date when the request under the preceding Article arrives at the place handling the business of the administrator of shareholders' register as provided in Article 2. However, if no transaction is executed on that day, the price shall be the price at which the first transaction is executed thereafter.

- 2 The purchase price shall be the amount obtained by multiplying the purchase price pursuant to the preceding paragraph by the number of shares requested to be purchased.

(Payment of purchase price)

Article 17 Unless otherwise determined by the Company, the Company shall pay the purchase price to the claimant on the fourth business day following the date of determination of the purchase price.

- 2 In the case of the preceding paragraph, if the purchase price is the price with rights to dividends of surplus, stock splits, etc., it shall be paid by the record date.

(Transfer of shares purchased)

Article 18 Shares constituting less than one unit for which a request for purchase has been received, shall be transferred to the Company's account on the date of completion of the procedures for payment of the purchase price in accordance with the preceding Article.

## **Chapter 5 Method of Exercising Minority Shareholders' Rights, etc.**

(Method of Exercising Minority Shareholders' Rights, etc.)

Article 19 Law Concerning Book-Entry Transfer of Company Bonds, Shares, etc. (hereinafter referred to as the "Book-Entry Transfer Law"). (2) When exercising minority shareholder rights, etc. as provided in Article 147, Paragraph 4 of the Act on Book-Entry Transfer of Company Bonds, etc. (hereinafter referred to as the "Book-Entry Transfer Act"), the exercise shall be

made in writing with a signature or name seal.

- 2 Paragraphs 2, 4 and 5 of Article 3 shall apply to the exercise of minority shareholders' rights, etc. set forth in the preceding paragraph.

## **Chapter 6 Commission**

(Commission fee)

Article 20 There shall be no fee for handling shares of the Company.

- 2 Fees paid by shareholders, etc. to securities companies, etc. or the Organization shall be borne by the shareholders, etc.

## **Chapter 7 Other**

(Amendment and Repeal of Rules and Regulations)

Article 21 Amendment or abolition of these Rules and Regulations shall be governed by the Rules and Regulations Administration Regulations.

(Change in the number of articles in Article 1 due to changes in the Articles of Incorporation)

Article 22 If the number of articles in Article 9 (Share Handling Regulations) of the Articles of Incorporation of the Company is changed pursuant to a resolution of the General Meeting of Shareholders, "Article 9 of the Articles of Incorporation" set forth in Article 1 shall be deemed to stipulate the number of articles after the change.

Supplementary provisions

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