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Share Handling Regulations

SG Holdings Co., Ltd.

(Version 6)

Chapter 1: General Provisions

(Purpose)

- Article 1: These regulations specify the handling of shares and share options of SG Holdings Co., Ltd. (hereafter, the “Company”), relevant fees, and procedures for exercising shareholder rights, pursuant to Article 11 of the Articles of Incorporation.
2. Procedures performed through the transfer agent, Japan Securities Depository Center, Inc. (hereafter, “JASDEC”), and the securities company, trust bank, and other account management institutions (hereafter, “Securities Companies”) when exercising shareholder rights are performed as prescribed by JASDEC and the securities company, etc. involved, in addition to the specifications in these regulations.
 3. Special accounts are opened based on agreements concluded between the Company and trust bank specified by the Company. The handling of these special accounts, fees, and procedures, etc. followed when shareholders exercise their rights are specified by these regulations and are handled according to the specifications of the trust bank.

(Scope of Application)

- Article 2: These regulations apply to Company shares and share options.

(Shareholder Registry Administrator)

- Article 3: The Shareholder Registry Administrator and the share administration office location are listed below.

Shareholder Registry Administrator:

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

Share administration office location:

Osaka Corporate Agency Division
Mitsubishi UFJ Trust and Banking Corporation
3-6-3 Fushimimachi, Chuo-ku, Osaka

(Notifications, etc.)

- Article 4: Any applications or notifications (hereafter, “Notifications, etc.”) specified in these regulations shall be made on the form specified by the Company. However, this is not applicable to the Notification, etc. made through Securities Companies and JASDEC, and in instances specified in Article 24, Paragraph 1.
2. In case the Notification, etc. in the previous paragraph is made through a proxy, a written certificate showing proof of proxy rights shall be submitted and in case the consent of a conservator or guardian is required, a written proof of their consent shall be submitted.
 3. In case the Notification, etc. in Paragraph 1 is made through Securities Companies or through Securities Companies and JASDEC, the Company may deem this as a submission from the shareholder and handle it accordingly.
 4. The Company may request the person who made the Notification, etc. in Paragraph 1 to provide documentation showing proof that the person is a shareholder or proxy.

5. In case the Company requests provision of the documentation described in the preceding paragraph, the Company shall not accept the Notification, etc. in Paragraph 1 unless such documentation is provided.

Chapter 2: Entries and Recording in the Shareholder Registry

(Entries and Recording in the Shareholder Registry)

Article 5: The Company shall make an entry or recording in the shareholder registry based on a General Shareholders Notification received from JASDEC.

2. When the Company receives a notification of a change in the address of a person entered or recorded in the shareholder registry (hereafter, "Shareholder") or a change in other items recorded in the shareholder registry, the Company shall change the relevant entry or recording in the shareholder registry based on those notifications.
3. In addition to the preceding two paragraphs, when new shares are issued or when otherwise specified by laws and regulations, the Company shall enter or record such information in the shareholder registry.

(Characters, etc. Used in the Shareholder Registry)

Article 6: The Company shall use the characters and symbols specified by JASDEC to enter or record in the shareholder registry.

(Entry and Recording in the Share Option Registry)

Article 7: Requests for entry or recording in the share option registry, requests for registration, transfer, or deletion of pledge rights on share options, or requests for indication or deletion of trust assets in the share option registry shall be made to the Shareholder Registry Administrator.

2. Handling of share options may be separately specified in addition to specifications in the preceding paragraph.

Chapter 3: Notifications

(Notification of Address and Legal Name or Designated Name of Shareholders)

Article 8: Shareholder shall provide notification of their address and legal name or designated name.

2. The notifications and changes in the preceding paragraph shall be made through Securities Companies and JASDEC. However, this shall not apply to the cases pursuant to Article 5, Paragraph 3.

(Notification for Shareholders Who Are Foreign Residents)

Article 9: Shareholder who resides in a foreign country shall appoint a standing proxy or specify a location for receiving notifications in Japan and shall provide notification of this.

2. The standing proxy shall be someone who is included in the Shareholder described in Paragraph 1 of the preceding article.
3. The notifications or changes in Paragraph 1 shall be made through Securities Companies and JASDEC. However, this shall not apply to the cases pursuant to Article 5, Paragraph 3.

(Corporate Representative)

Article 10: If Shareholder is a corporation, notification of the legal name and official title of one corporate representative shall be provided.

2. The notifications and changes in the preceding paragraph shall be made through Securities Companies and JASDEC. However, this shall not apply to the cases pursuant to Article 5, Paragraph 3.

(Representative of Joint Shareholders)

Article 11: Shareholders who hold shares jointly shall specify one representative of the joint shareholders and provide notification of the address and legal name or designated name of the representative.

2. The notifications and changes in the preceding paragraph shall be made through Securities Companies and JASDEC. However, this shall not apply to the cases pursuant to Article 5, Paragraph 3.

(Legal Representative)

Article 12: In case Shareholder has a parental authority, conservator, or other legal representative, notification of the address and legal name or designated name of the legal representative shall be provided.

2. Notifications, changes, and cancellations in the preceding paragraph shall be made through Securities Companies and JASDEC. However, this shall not apply to the cases pursuant to Article 5, Paragraph 3.

(Other Notifications)

Article 13: In addition to the notifications stipulated in the provisions from Article 8 (Notification of Address and Legal Name or Designated Name of Shareholders) to the preceding article, notification in case providing notification to the Company shall be made through Securities Companies or through Securities Companies and JASDEC, unless the Company has specified a separate method. However, this shall not apply to the cases pursuant to Article 5, Paragraph 3.

2. Notifications that cannot be accepted or conveyed by Securities Companies shall be made to the Shareholder Registry Administrator.

(Share Option Holder Notification Items)

Article 14: The stipulations in provisions from Article 8 (Notification of Address and Legal Name or Designated Name of Shareholders) to the preceding article apply mutatis mutandis to notification items and notification methods for persons entered or recorded in the Company share option registry. However, the recipient of notifications shall be the Shareholder Registry Administrator unless otherwise specified according to Article 7, Paragraph 2.

Chapter 4: Purchase of Shares Less Than One Unit

(Method for Requesting Purchase)

Article 15: In case a shareholder who holds Shares Less than One Unit requests the Company to purchase the partial unit they hold, they shall make the request through Securities Companies and JASDEC, as specified by JASDEC.

(Determination of the Purchase Price)

Article 16: The purchase price per share for Shares Less than One Unit shall be the closing price on a market established by the Tokyo Stock Exchange on the date the request in the preceding article arrives at the share administration office of the Shareholder Registry Administrator specified in Article 3 (Shareholder Registry Administrator). However, if there is no trading of shares of the Company on the market on that day, the price per share shall be the price at which the shares of the Company are first traded after the said day.

2. The purchase price shall be calculated by multiplying the price per share in the preceding paragraph by the number of shares in the purchase request.

(Payment of Purchase Price)

Article 17: The Company shall pay the purchase price to the person who requested purchase on the fourth (4th) business day, counting from the day after the purchase price determination date, unless the Company has specified otherwise.

2. The payment shall be made by the record date when the purchase price is a price with rights to dividends of surplus, a stock split, etc., in the instance described in the preceding paragraph.

(Transfer of Purchased Shares)

Article 18: Shares Less than One Unit for which a purchase request has been made shall be transferred to the Company account on the day on which the purchase price payment procedure is completed as stipulated in the preceding article.

Chapter 5: Purchasing Additional Shares Less Than One Unit

(Method for Requesting Purchase of Additional Shares)

Article 19: In case a shareholder who holds Shares Less than One Unit requests the Company to sell them the number of shares that would constitute one unit when combined with the partial unit they hold (hereafter, "Additional Purchase Request"), such request shall be made through Securities Companies and JASDEC, as specified by JASDEC.

(Restrictions on Additional Purchase Requests)

Article 20: In case the total number of shares in Additional Purchase Requests made on the same day exceeds the number of treasury shares held for Additional Purchase Requests, such Additional Purchase Requests shall not be valid.

(Determination of Additional Purchase Price)

Article 21: The price per share for additional Shares Less than One Unit shall be the closing price on a market established by the Tokyo Stock Exchange on the day on which the request in Article 19 (Method for Requesting Purchase of Additional Shares) arrives at the administrative office for the shareholder registry administrator specified in Article 3 (Shareholder Registry Administrator). However, if there is no trading of shares of the Company on the market on that day, the price per share shall be the price at which the shares of the Company are first traded after the said day.

2. The additional purchase price shall be the price per share for additional shares in the preceding paragraph multiplied by the number of additional shares requested.

(Suspension of Acceptance of Additional Purchase Requests)

Article 22: The Company suspends acceptance of Additional Purchase Requests during the period extending from ten (10) business days prior to the date specified in each of the following items to the date specified in the respective items.

- (1) March 31
 - (2) September 30
 - (3) Other shareholder determination date
2. The Company or JASDEC may suspend acceptance of Additional Purchase Requests when deemed necessary, in addition to the preceding paragraph.

(Transfer Period for Additional Shares Purchased)

Article 23: The Company shall request transfer of shares to the account of the person who made the Additional Purchase Request on the date on which transfer of the payment for the additional purchase price, calculated as specified in Article 21 (Determination of Additional Share Purchase Price), to the bank account designated by the Company is confirmed.

Chapter 6: Method of Exercising Minority Shareholder's Rights

(Method of Exercising Minority Shareholder's Rights)

Article 24: When directly exercising Minority Shareholder's Rights specified in Article 147, Paragraph 4 of the Act on Book-Entry Transfer of Corporate Bonds and Shares (hereafter, "Book-Entry Transfer Act") against the Company, the shareholder shall submit a written document with the shareholder's signature and seals after making a request for an Individual Shareholder's Notification (the notification specified in Article 154, Paragraph 3 of the Book-Entry Transfer Act). However, foreign nationals may sign the document instead of signing and imprinting their seal.

2. Article 4, Paragraphs 2, 4, and 5 shall apply to the exercise of Minority Shareholder's Rights in the preceding paragraph.

Chapter 7: Fees

(Fees)

Article 25: No fees for handling Company shares shall be charged. However, special expenses arising from the requests of shareholders and others may be charged to those shareholders or requesters.

2. Handling fees payable by Shareholder to Securities Companies or JASDEC shall be borne by such Shareholder.

Chapter 8: Miscellaneous Regulations

(Jurisdiction)

Article 26: These Regulations shall be administered by the department in charge as specified in the Administrative Regulations on Rules and Regulations.

(Amendment and Abolition)

Article 27: These regulations shall be amended and abolished by resolution of the Board of Directors.

Supplementary Provision

These regulations become effective on November 25, 2006.

Supplementary Provision (Ver. 2)

Amended on October 16, 2015 (Effective on November 21, 2015)

Supplementary Provision (Ver. 3)

Amended on June 9, 2017 (Effective on June 9, 2017)

Supplementary Provision (Ver. 4)

Amended on October 11, 2017 (Effective on October 11, 2017)

Supplementary Provision (Ver. 5)

Amended on November 6, 2017 (Effective on December 13, 2017)

Supplementary Provision (Ver. 6)

Amended on October 31, 2018 (Effective on November 1, 2018)