

May 12, 2016

[Translation]

Company Name: Sharp Corporation
Representative: Kozo Takahashi
President & Chief Executive Officer
(Code No. 6753)

Notice of Partial Amendments to Articles of Incorporation

Sharp Corporation (“the Company”) hereby announces that at the Board of Directors meeting held on May 12, 2016, it was resolved to submit a proposal on the partial amendments to the articles of incorporation (the “Amendments to the Articles of Incorporation”) to the 122nd ordinary general meeting of shareholders (the “Ordinary General Meeting of Shareholders”) and the general meeting of class shareholders by holders of the common shares, the general meeting of class shareholders by holders of the Class A Shares, and the general meeting of class shareholders by holders of the Class B Shares (the “General Meeting of Class Shareholders”), to be held on June 23, 2016.

1. Reasons for the Amendments

- (1) The Company has resolved, at the Board of Directors meeting held on September 28, 2015, to transfer the land and buildings of the current head office building (in the City of Osaka), and has entered into a transfer agreement on the same day. Consequently, the Company had been considering a new location for its head office, and since the Company has decided to relocate the head office to its office in the City of Sakai, the location of the head office set forth in the articles of incorporation will be amended from the City of Osaka to the City of Sakai (proposed amendments to Article 2).

The Amendments to the Articles of Incorporation shall become effective as of the date of relocation of the head office, which is to be determined at the Board of Directors meeting to be held by June 30, 2016 (proposed amendments to the supplementary provision).

Furthermore, this proposal for the amendments to the articles of incorporation shall only be submitted to the Ordinary General Meeting of Shareholders, and not to the General Meeting of Class Shareholders.

- (2) In order to allow the Class C Shares, which is a new class of shares, to be issued, an addition of new provisions or the like in relation to Class C Shares will be made to the articles of incorporation (proposed amendments to Article 6, Article 6-4, and Article 8).

With respect to the reasons for issuing the Class C Shares, please refer to the press release “(Update of and Partial Amendment to the Previous Disclosure) Notice regarding the issuance of new shares through third-party allotments, and change of parent company, the largest shareholder who is a major shareholder, and major shareholders,” dated March 30, 2016.

The Amendments to the Articles of Incorporation shall become effective on condition that the proposal for the Amendments to the Articles of Incorporation is approved as proposed at the Ordinary General Meeting of Shareholders, and that the proposal for the Amendments to the Articles of Incorporation is approved as proposed at each General Meeting of Class Shareholders respectively.

- (3) The Amendments to the Articles of Incorporation will increase the total number of authorized shares and the total number of authorized shares in a class of common shares in

preparation for the issuance of common shares by exercising the put options of the Class A Shares and Class B Shares and for the issuance of common shares by exercising the call options of the Class C Shares (proposed amendments to Article 6).

The Amendments to the Articles of Incorporation shall become effective on condition that all the common shares and Class C Shares relating to the capital increase through third-party allotment, which is to be proposed at the Ordinary General Meeting of Shareholders, are issued.

- (4) The Company has decided to allot share options to the directors (excluding the outside directors), corporate officers, and employees of the Company, the Company's domestic subsidiaries, and the Company's domestic affiliated companies, as stock options (for details, please refer to the press release "Allotment of stock options (Share Options)," dated today); and in order to conduct the allotment of share options in an agile and flexible manner, in addition to the Board of Directors, the President & Chief Executive Officer will be added to the body by which an approval will be granted under Article 244, Paragraph 3 of the Companies Act regarding the subscription agreement for the total number of share options to be entered between the Company and a person who intends to subscribe for the share options (proposed amendments to Article 6-5).

This proposal for the amendments to the articles of incorporation shall only be submitted to the Ordinary General Meeting of Shareholders, and not to the General Meeting of Class Shareholders.

- (5) The amendment serves to organize the provisions on the record date of the general meeting of class shareholders (proposed amendments to Article 17-2).

This proposal for the amendments to the articles of incorporation shall only be submitted to the Ordinary General Meeting of Shareholders, and not to the General Meeting of Class Shareholders.

2. Details of Amendments

Details of the proposed amendments are as indicated in Appendix.

3. Schedule of the Amendments to the Articles of Incorporation

May 12, 2016 (Thu.)	Resolution of the Board of Directors meeting relating to the Amendments to the Articles of Incorporation
	Resolution of the Board of Directors meeting relating to a proposal for the Amendments to the Articles of Incorporation to be discussed by each general meeting of shareholders
June 23, 2016 (Thu.)	Resolution of each general meeting of shareholders (planned)

End

Contents of Amendment

(Amendments are underlined.)

Current Articles of Incorporation	Proposed Amendment
<p>(Location of Head Office) Article 2 The Company shall have its head office in <u>the City of Osaka</u>.</p>	<p>(Location of Head Office) Article 2 The Company shall have its head office in <u>the City of Sakai</u>.</p>
<p>(Total Number of Authorized Shares) Article 6 The total number of shares to be issued by the Company shall be <u>5</u> billion shares, and the total number of shares of each class to be issued by the Company shall be as follows. common shares <u>5</u> billion shares Class A shares 200,000 shares Class B shares 25,000 shares</p>	<p>(Total Number of Authorized Shares) Article 6 The total number of shares to be issued by the Company shall be <u>10</u> billion shares, and the total number of shares of each class to be issued by the Company shall be as follows. common shares <u>10</u> billion shares Class A shares 200,000 shares Class B shares 25,000 shares <u>Class C shares 11,363,636 shares</u></p>
<p>(New)</p>	<p><u>(Class C shares)</u> <u>Article 6-4</u> <u>The details of the Class C Shares issued by the Company shall be prescribed from the next paragraph to paragraph 8.</u> <u>(2) Dividends from surplus</u> <u>If the Company is to pay a dividend from surplus using the record date belonging to a business year, it shall pay the dividend to shareholders who hold Class C Shares (the “Class C Shareholders”) and registered pledgees of the Class C Shares (together with the Class C Shareholders, “Class C Shareholders, Etc.”) entered or recorded in the final shareholders register as at the record date (the “Record Date for Dividends” in this Article) by the monetary amount of dividend from surplus calculated by multiplying the amount of dividend per common share by the conversion ratio provided for in Paragraph 5, Item 2 per the Class C Share (the amount paid by such dividend per share of Class C Shares is referred to as the “Class C Dividend”) ranking pari-passu with the Common Shareholders, etc. entered or recorded in the final shareholders register as at the Record Date for Dividends. A fraction of less than one yen that arises in the amount calculated by multiplying the Class C Dividend by the number of the Class C Shares owned by each Class C Shareholders, Etc. is to be rounded down.</u> <u>(3) Distribution of residual assets</u> <u>If the Company is to distribute residual assets, it shall distribute residual assets to the Class C Shareholders, Etc. by the monetary amount of distribution of residual assets calculated by multiplying the amount of residual assets to be distributed per common share by the conversion ratio provided for in Paragraph 5,</u></p>

Item 2 per the Class C Share (the amount paid by such distribution per share of Class C Shares is referred to as the “Class C Residual Assets Distribution Amount”) ranking pari-passu with the Common Shareholders, etc. A fraction of less than one yen that arises in the amount calculated by multiplying the Class C Residual Assets Distribution Amount by the number of the Class C Shares owned by each Class C Shareholders, Etc. is to be rounded down.

(4) Voting rights

Class C Shareholders do not have voting rights at general meetings of shareholders and general meetings of class shareholders constituted by Class C Shareholders unless otherwise provided for in laws.

Current Articles of Incorporation	Proposed Amendment
	<p><u>(5) Call option the consideration for which is common shares</u></p> <ol style="list-style-type: none"><li data-bbox="810 338 1417 846">1. <u>On and after July 1, 2017, the Company may acquire all or some of the Class C Shares in exchange for delivery of the number of common shares calculated by multiplying the number of Class C Share by the conversion ratio provided for in Item 2 per the Class C Share to the extent permissible under law and regulations on the coming of the day to be separately determined by the Board of Directors meeting. If the Company acquires some of the Class C Shares, it may decide the Class C Shares to acquire on a pro rata basis or by other reasonable method to be separately determined by the Board of Directors meeting.</u><li data-bbox="810 853 1417 913">2. <u>The conversion ratio of Class C Shares should be 100.</u> <p><u>(6) Restrictions on assignment</u> <u>Any acquisition of Class C Shares by assignment requires the approval of the Company's Board of Directors.</u></p> <p><u>(7) Consolidation of shares or share split; allotment of shares without contribution, etc.</u></p> <ol style="list-style-type: none"><li data-bbox="810 1111 1417 1234">1. <u>When consolidating or splitting shares, the Company shall consolidate or split the Class C Shares at the same time and the same rate as the common shares.</u><li data-bbox="810 1240 1417 1809">2. <u>When allotting the shares without contribution or the share options without contribution (including those attached to bonds with a share option, the same shall apply hereinafter in this Article), the Company shall allot the Class C Shares without contribution or the share options without contribution for which the Class C Shares are the underlying shares to the Class C Shareholders at the same time and same rate as the Company allots the common shares without contribution or the share options without contribution for which the common shares are the underlying shares to the shareholders who hold common shares (including to practically conform with the number of shares underlying the share options).</u><li data-bbox="810 1816 1417 2029">3. <u>When issuing the shares for subscription by granting an entitlement to an allotment of shares to the shareholders (including the disposition of treasury shares) or issuing the share options by granting an entitlement to an allotment of share options to the shareholders (including the disposition of</u>

their own share options), the Company shall grant an entitlement to the allotment of the Class C Shares or share options for which the Class C Shares are the underlying shares to the Class C Shareholders at the same time and the same rate as the Company grants entitlements to the allotment of common shares or share options for which the common shares are the underlying shares to the shareholders who hold common shares (including to practically conform with the number of shares underlying the share options) under fair conditions in terms of the amount to be paid for the shares or share options for subscription, or the value of the property to be contributed when such share options are exercised.

4. Except for the cases listed in the preceding items, the Company will not implement share split or consolidation of shares, or an allotment of shares without contribution or share options without contribution in relation to Class C Shares, and will not grant an entitlement to the allotment of shares for subscription or share options for subscription to Class C Shareholders.

Current Articles of Incorporation	Proposed Amendment
<p>(New)</p> <p>(Number of Shares in a Unit (<i>Tangen</i>) of Shares) Article 8 The number of shares comprising one unit (<i>tangen</i>) of shares shall be 1,000 for common shares, 1 for Class A shares, <u>and</u> 1 for Class B shares.</p> <p>(General Meeting of Class Shareholders) Article 17-2 (New)</p> <p>The provisions of Article 14, 15, and 17 hereof shall apply <i>mutatis mutandis</i> to the General Meeting of Class Shareholders. (2) The provision of Article 16, Paragraphs 1 and 2 hereof shall apply <i>mutatis mutandis</i> to resolutions of the General Meeting of Class Shareholders to be made pursuant to the provisions of Article 324, Paragraphs 1 and 2 of the Companies Act respectively.</p> <p>(New)</p>	<p><u>(8) Exclusion of shareholder's right to be added as a seller for acquisition of treasury stock</u> <u>If the Company decides to acquire all or a part of the Class C Shares which are owned by the Class C Shareholders by agreement with the Class C Shareholders by a resolution of a general meeting of shareholders, the provisions in Article 160, Paragraphs 2 and 3 of the Companies Act will not apply.</u></p> <p><u>(Approval for Subscription Agreement for the Total Number of Share Options)</u> <u>Article 6-5</u> <u>The approval under Article 244, Paragraph 3 of the Companies Act regarding the subscription agreement for the total number of share options shall be obtained by a resolution of the Board of Directors or by a decision of the President & Chief Executive Officer.</u></p> <p>(Number of Shares in a Unit (<i>Tangen</i>) of Shares) Article 8 The number of shares comprising one unit (<i>tangen</i>) of shares shall be 1,000 for common shares, 1 for Class A shares, 1 for Class B shares, <u>and</u> 1 for <u>Class C shares.</u></p> <p>(General Meeting of Class Shareholders) Article 17-2 <u>The provisions of Article 13 hereof shall apply <i>mutatis mutandis</i> to the General Meeting of Class Shareholders to be held on the same day as the Ordinary General Meeting of Shareholders.</u></p> <p>(2) (No amendment)</p> <p>(3) (No amendment)</p> <p><u>Supplementary Provisions</u> <u>Article 2</u> <u>The amendment to the (Location of head office) shall become effective as of the date of relocation of the head office which is to be determined at the Board of Directors meeting of the Company to be held by June 30, 2016. This supplementary provision shall be deleted with the lapse of this effective date.</u></p>