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FOR IMMEDIATE RELEASE
Press Release No. 06-011
Date: April 26, 2006

Notice of Partial Amendment to Articles of Incorporation

We (the “Company”) hereby notify that at the board of directors’ meeting held on April 26, 2006, it was resolved that the following amendments to the Articles of Incorporation will be discussed at the 112th Ordinary General Meeting of Shareholders to be held on June 22, 2006.

1. Reasons for the Amendment

(1) (Proposed amendment of Article 3)

Certain objectives of the Company are to be added in line with the diversification of our business including our subsidiaries.

(2) (Proposed amendment of Article 5)

This amendment provides that our public notices will be made electronically through our website on the internet, and when we cannot make our public notices on the internet for unavoidable reasons, that our public notices will be made in the *Nihon Keizai Shimbun*.

(3) (Proposed amendment of Article 6)

In order to prepare for the use of our prior warning type of defense measures against hostile buyouts, which was announced on April 26, 2006, and to enable expeditious financing as appropriate for expansion of our business, this amendment serves to increase the number of shares we are authorized to issue.

(4) We will make the following amendments in connection with the implementation of the “Corporation Law” (Law No. 86 of 2005) and “Law concerning maintenance of relevant laws in relation to implementation of the Corporation Law” (Law No. 87 of 2005, hereinafter “Maintenance Law”) on May 1, 2006.

(a) (Proposed amendment of Article 4, Article 7, and Article 11)

Pursuant to the Maintenance Law, we will be deemed to have provisions in our Articles of Incorporation which prescribe that we establish and appoint a Board of Directors, Corporate Auditors, a Board of Corporate Auditors and Accounting Auditor(s) as our organs, that we issue share certificates of our stock, and that we appoint a Shareholders’ Register Manager. We will clearly provide these in our Articles of Incorporation.

(b) (Proposed amendment of Article 16)

This amendment serves to enable the notification, through the internet, of all or a part of the matters to be indicated in the reference materials relating to the general meeting of shareholders and other documents attached to the invitation to the general meeting of shareholders.

(c) (Proposed amendment of Article 24-2)

As the board of directors are now allowed to resolve in writing or electronically, this amendment facilitates expeditious resolution by the board of directors in case of necessity.

(d) (Proposed amendment of Article 35)

This amendment serves to allow the Company to enter into Limited Liability Agreements with our outside corporate auditors so that we may recruit personnel who are able to fully achieve their expected roles as outside corporate auditors.

(e) (Proposed amendment to Articles 36 through 38 of Chapter 6)

As, under the Corporation Law, an accounting auditor is an organ of the Company, this amendment serves to provide for the method of election, term and remuneration of the accounting auditor along with directors and corporate auditors.

(f) Other amendments are made to organize the provisions (such as change of terms) in line with the clauses of the Corporation Law.

(5) Other than the above, amendments are to be made to amend the article and chapter numbers in relation to the addition and deletion of provisions, and to amend the entire structure of the provisions and to adjust the paragraph numbers and certain wordings.

2. Details of Amendment

The details of the amendments are indicated in the attachment.

3. Schedule

Date of Ordinary General Meeting of Shareholders for Amendment of Articles of Incorporation

June 22, 2006 (Thursday)

Effective Date of Amendment

June 22, 2006 (Thursday)

Amendments to the Articles of Incorporation

(Amendments are underlined.)

| Current Articles of Incorporation | Proposed Amendment |
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| <p>CHAPTER I. GENERAL PROVISIONS</p> <p>(Trade name)</p> <p>Article 1</p> <p>The Company shall be called Sharp Kabushiki Kaisha and shall be written Sharp Corporation in English.</p> <p>(Location of head office)</p> <p>Article 2</p> <p>The Company shall have its head office in the City of Osaka.</p> <p>(Object)</p> <p>Article 3</p> <p>The object of the Company shall be to engage in the following businesses:</p> <ol style="list-style-type: none"> 1. Manufacture and sale of communications machinery and equipment; 2. Manufacture and sale of electrical machinery and equipment; 3. Manufacture and sale of electronic applications machinery and equipment; 4. Manufacture and sale of medical machinery and equipment; 5. Manufacture and sale of measuring machinery and equipment; 6. Manufacture and sale of building-related or residential facilities such as air conditioners and kitchen units, etc.; 7. Manufacture and sale of other machinery and equipment; | <p>CHAPTER I. GENERAL PROVISIONS</p> <p>(Trade name)</p> <p>Article 1</p> <p>The Company shall be called Sharp Kabushiki Kaisha and shall be written Sharp Corporation in English.</p> <p>(Location of head office)</p> <p>Article 2</p> <p>The Company shall have its head office in the City of Osaka.</p> <p>(Object)</p> <p>Article 3</p> <p>The object of the Company shall be to engage in the following businesses:</p> <ol style="list-style-type: none"> 1. 2. 3. 4. (No amendment) 5. 6. 7. |

| Current Articles of Incorporation | Proposed Amendment |
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| <p>8. Manufacture and sale of semiconductor devices, liquid crystal displays, solar batteries and other apparatus or parts incidental or relating to the machinery and equipment mentioned in the and equipment mentioned in the preceding items;</p> <p>9. Design and execution and contracting for construction work of installation of the machinery and equipment mentioned in the preceding items, etc. or of the manufacturing facilities thereof and for general engineering work;</p> <p>10. Production and sale of software;</p> <p>11. Sale, promotion of purchase by installment, lease and import and export of the machinery and equipment mentioned in the preceding items, automobiles, automobile utensils, furniture, goods for sports and daily merchandise, etc.;</p> <p>12. Information communication service, information processing service and information providing service;</p> <p>13. Guarantee, loan and factoring businesses;</p> <p>14. Non-life insurance agency business;</p> <p>15. General traveling business; and (New)</p> <p><u>16.</u> All businesses and activities incidental or relating to any of the foregoing items.</p> | <p>8.</p> <p>9.</p> <p>10. (No amendment)</p> <p>11. (No amendment)</p> <p>12.</p> <p>13.</p> <p>14. <u>Solicitation of life insurance and non-life insurance agency business;</u></p> <p>15. (No amendment)</p> <p><u>16. Worker dispatch business;</u></p> <p><u>17.</u> (No amendment)</p> |
| <p>(New)</p> | <p><u>(Organs)</u> <u>Article 4</u> <u>The Company shall establish the following organs in addition to the general meeting of shareholders and directors:</u></p> <ol style="list-style-type: none"> <u>1. Board of Directors</u> <u>2. Corporate Auditors</u> <u>3. Board of Corporate Auditors</u> <u>4. Accounting Auditor(s)</u> |

| Current Articles of Incorporation | Proposed Amendment |
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| <p>(Public notices)</p> <p>Article <u>4</u></p> <p>Public notices of the Company shall be given in <u>The Nihon Keizai Shimbun</u>.</p> | <p>(<u>Method of making</u> Public notices)</p> <p>Article <u>5</u></p> <p>Public notices of the Company notices shall be <u>made electronically</u>. However, when <u>public notices cannot be made electronically due to accidents or other unavoidable reasons</u>, public notices of the Company shall be given in <u>The Nihon Keizai Shimbun</u>.</p> |
| <p>CHAPTER II. SHARES</p> | <p>CHAPTER II. SHARES</p> |
| <p>(Total number of shares; <u>number of shares per unit (tangen)</u>; and <u>non-issuance of share certificates for shares that are less than one unit (tangen) of shares</u>)</p> | <p>(Total number of <u>authorized</u> shares)</p> |
| <p>Article <u>5</u></p> <p>The total number of shares to be issued by the Company shall be <u>1,982,607,000 shares</u>; <u>provided, however, that in the case of cancellation of the shares of the Company, the number of shares so canceled shall be decreased</u>.</p> <p><u>The number of shares comprising one unit (tangen) of shares shall be 1,000 shares</u>.</p> <p><u>The Company shall not issue any share certificates for shares that are less than one unit (tangen) of shares unless otherwise provided in the Share Handling Regulations</u>.</p> | <p>Article <u>6</u></p> <p>The total number of shares to be issued by the Company shall be <u>2.5 billion shares</u>.</p> <p>(Deleted)</p> <p>(Deleted)</p> |
| <p>(New)</p> | <p>(Issuance of Share Certificates)</p> <p>Article <u>7</u></p> <p><u>The Company shall issue share certificates of shares of the Company</u>.</p> |
| <p>(Acquisition of Treasury Shares)</p> <p>Article <u>6</u></p> <p>Pursuant to <u>Article 211-3, Paragraph 1, Item 2 of the Commercial Code</u>, the Company may <u>purchase</u> treasury shares by resolution of the board of directors.</p> | <p>(Acquisition of Treasury Shares)</p> <p>Article <u>8</u></p> <p>Pursuant to <u>Article 165-2 of the Corporation Law</u>, the Company may <u>acquire</u> treasury shares <u>through market transactions and other methods</u> by resolution of the board of directors.</p> |

| Current Articles of Incorporation | Proposed Amendment |
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| <p>(New)</p> <p><u>(Additional Purchase of Shares less than one Unit of Shares (<i>Tangen</i>))</u> Article <u>7</u> Shareholders (including the beneficial owners, hereinafter the same) <u>who own shares less than a unit (<i>tangen</i>) of shares</u> may request the Company to sell shares which will result in one unit together with the shares less than a unit (<i>tangen</i>) already held by such shareholders pursuant to the Share Handling Regulations.</p> <p><u>(Denominations of share certificates)</u> Article <u>8</u> <u>The denominations of share certificates shall be as determined under the Share Handling Regulations to be established by the Board of Directors.</u></p> <p><u>(Handling of shares)</u> Article <u>9</u> <u>Except as provided for by laws or ordinances or by these Articles of Incorporation, the handling of registration of transfer of shares, purchase and additional purchase of shares of less than a unit (<i>tangen</i>) and other matters relating to shares shall be governed by the Share Handling Regulations to be established by the Board of Directors.</u></p> | <p><u>(Number of Shares in a Unit (<i>Tangen</i>) of Shares and non-issuance of Share Certificates)</u> Article <u>9</u> <u>The number of shares comprising one unit (<i>tangen</i>) of shares shall be 1,000.</u> <u>(2) Notwithstanding Article 7 herein, the Company shall not issue any share certificates for shares that are less than one unit (<i>tangen</i>) of shares unless otherwise provided in the Share Handling Regulations.</u></p> <p><u>(Request for sale of Shares amounting to less than one Unit of Shares (<i>Tangen</i>))</u> Article <u>10</u> Shareholders (including the beneficial owners, hereinafter the same) may request the Company to sell shares <u>to them</u> which will result in <u>their holding</u> one unit together with the shares less than a unit (<i>tangen</i>) already held by such shareholders pursuant to the Share Handling Regulations.</p> <p>(Deleted)</p> <p>(Deleted)</p> |

| Current Articles of Incorporation | Proposed Amendment |
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| <p><u>(Record date)</u></p> <p>Article 10</p> <p><u>The Company shall deem shareholders (including the beneficial owners, hereinafter the same) entitled to vote, registered or recorded on the shareholders' register as of the end of each business term, as being entitled to exercise their voting rights at the ordinary general meeting of shareholders.</u></p> <p><u>In addition to the preceding paragraph, the Company, when necessary and upon prior public notice by a resolution of the Board of Directors, may deem shareholders or registered pledgees, registered or recorded on the shareholders' register as of such date as may be determined as being entitled to exercise their rights.</u></p> <p><u>(Transfer agent)</u></p> <p>Article 11</p> <p>The Company shall have a <u>transfer agent with respect to its shares.</u></p> <p><u>Transfer agent and location of its handling office shall be determined by a resolution of the Board of Directors, and public notice thereof shall be made.</u></p> <p>The Company's shareholders' register and the register of lost share certificates <u>shall be maintained at the handling office of the transfer agent, and registration of transfer of shares, purchase and additional purchase of shares of less than a unit (<i>tangen</i>) and other matters relating to shares shall be handled by the transfer agent but not by the Company.</u></p> | <p><u>(Deleted)</u></p> <p><u>(Shareholders' Register Manager)</u></p> <p>Article 11</p> <p>The Company shall have a <u>Shareholders' Register Manager.</u></p> <p><u>(2) Shareholders' Register Manager and location of its handling office shall be determined by a resolution of the Board of Directors, and public notice thereof shall be made.</u></p> <p><u>(3) Preparation of and maintenance of the Company's shareholders' register (including beneficial shareholders' register, hereinafter the same) and the register of lost share certificates, and the original register of share warrants and other affairs relating to the shareholders' register, register of the lost share certificates and the original register of share warrants shall be consigned to the Shareholders' Register Manager and not be performed by the Company.</u></p> |

| Current Articles of Incorporation | Proposed Amendment |
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| <p>(New)</p> <p>CHAPTER III. GENERAL MEETING OF SHAREHOLDERS</p> <p>(General meeting of shareholders) Article <u>12</u></p> <p>The ordinary general meeting of shareholders of the Company shall be convened in June of each year.</p> <p>In addition to the preceding paragraph, an extraordinary general meeting of shareholders shall be convened whenever necessary.</p> <p>(New)</p> <p>(Chairmanship of general meeting of shareholders) Article <u>13</u></p> <p>The President shall act as chairman of the general meeting of shareholders.</p> <p>If the President is unable to so act, then one of the other Directors shall act as chairman in the order previously determined by a resolution of the Board of Directors.</p> | <p><u>(Share Handling Regulations)</u></p> <p>Article <u>12</u></p> <p><u>Handling and fees concerning shares of the Company shall be governed by the Share Handling Regulations determined by the board of directors, except as provided by laws and regulations or these Articles of Incorporation.</u></p> <p>CHAPTER III. GENERAL MEETING OF SHAREHOLDERS</p> <p>(General meeting of shareholders) Article <u>13</u></p> <p>The ordinary general meeting of shareholders of the Company shall be convened in June of each year.</p> <p><u>(2)</u> In addition to the preceding paragraph, an extraordinary general meeting of shareholders shall be convened whenever necessary.</p> <p><u>(Record date of the Ordinary General Meeting of Shareholders)</u></p> <p>Article <u>14</u></p> <p><u>The record date of the voting rights at an ordinary general meeting of shareholders shall be March 31 of each year.</u></p> <p>(Chairmanship of general meeting of shareholders) Article <u>15</u></p> <p>The President shall act as chairman of the general meeting of shareholders.</p> <p><u>(2)</u> If the President is unable to so act, then one of the other Directors shall act as chairman in the order previously determined by a resolution of the Board of Directors.</p> |

| Current Articles of Incorporation | Proposed Amendment |
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| <p>(New)</p> <p>(Method of adopting resolutions) Article <u>14</u></p> <p>Resolutions of a general meeting of shareholders shall be adopted by a majority of the votes of the shareholders present; <u>provided, however, that if the provisions of laws, ordinances or this Articles of Incorporation provide otherwise, such provisions shall govern.</u></p> <p>Resolution <u>of a shareholders' meeting under Article 343 of the Commercial Code</u> requires the presence of shareholders whose voting rights are in total one-third or more of the voting rights of all shareholders of the Company and approval of shareholders whose voting rights are two-thirds or more of such voting rights.</p> <p>(Attendance by proxy) Article <u>15</u></p> <p><u>If a shareholder exercises the voting rights by delegating the power to a proxy, such proxy shall be a shareholder of the Company who is entitled to vote.</u></p> <p>The proxy mentioned in the preceding paragraph shall <u>present a power of attorney</u> to the Company.</p> | <p><u>(Internet Disclosure and Deemed Provision of Materials concerning General Meeting of Shareholders)</u></p> <p>Article <u>16</u></p> <p><u>The Company may disclose information to be indicated or represented in reference materials for a general meeting of shareholders, business reports, financial documents and consolidated financial documents through the internet in accordance with the ordinance of the Ministry of Justice and this shall be deemed as provision to the shareholders.</u></p> <p>(Method of adopting resolutions) Article <u>17</u></p> <p>Resolutions of a general meeting of shareholders shall be adopted by a majority of the votes of the shareholders present <u>who are able to exercise their voting rights, unless provided otherwise by laws and regulations or these Articles of Incorporation.</u></p> <p><u>(2) Resolution under Article 309, Paragraph 2 of the Corporation Law</u> requires the presence of shareholders whose voting rights are in total one-third or more of the voting rights of all shareholders of the Company <u>who are able to exercise their voting rights</u> and approval of shareholders whose voting rights are two-thirds or more of such voting rights.</p> <p>(Attendance by proxy) Article <u>18</u></p> <p><u>A shareholder may exercise its voting rights through one proxy who is a shareholder of the Company and is entitled to vote.</u></p> <p><u>(2) The proxy mentioned in the preceding paragraph shall submit a document certifying its attorneyship to the Company for each general meeting of shareholders.</u></p> |

| Current Articles of Incorporation | Proposed Amendment |
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| <p><u>(Minutes of general meeting of shareholders)</u></p> <p>Article 16</p> <p><u>Minutes shall be prepared of the proceedings at a general meeting of shareholders and such minutes shall be kept on file after the chairman and the Directors present have affixed their names and seals or electronically signature thereto.</u></p> <p>CHAPTER IV. DIRECTORS AND BOARD OF DIRECTORS</p> <p>(Number of Directors)</p> <p>Article 17</p> <p>The Company shall not have more than thirty-five (35) Directors.</p> <p>(Election of Directors)</p> <p>Article 18</p> <p>Directors shall be elected <u>at</u> a general meeting of shareholders.</p> <p>The presence of holders of the shares representing one-third or more of the number of voting rights of all the shareholders of the Company and approval of majority of such voting rights shall be required for the election mentioned in the preceding paragraph.</p> <p>The election of Directors shall not be made by cumulative voting.</p> <p>(Representative Directors and Directors with specific titles)</p> <p>Article 19</p> <p>The Board of Directors shall, by resolution, <u>select</u> Representative Directors.</p> <p>The Board of Directors may, by resolution, <u>select</u> a Chairman, a President, and several Corporate Senior Executive Vice Presidents, Corporate Senior Executive Directors and Corporate Executive Directors.</p> | <p>(Deleted)</p> <p>CHAPTER IV. DIRECTORS AND BOARD OF DIRECTORS</p> <p>(Number of Directors)</p> <p>Article 19</p> <p>The Company shall not have more than thirty-five (35) Directors.</p> <p><u>(Method of Election of Directors)</u></p> <p>Article 20</p> <p>Directors shall be elected <u>by a resolution of</u> a general meeting of shareholders.</p> <p><u>(2)</u> The presence of holders of the shares representing one-third or more of the number of voting rights of all the shareholders of the Company <u>who are able to exercise their voting rights</u> and approval of majority of such voting rights shall be required for the election mentioned in the preceding paragraph.</p> <p><u>(3)</u> The election of Directors shall not be made by cumulative voting.</p> <p>(Representative Directors and Directors with specific titles)</p> <p>Article 21</p> <p>The Board of Directors shall, by resolution, <u>appoint</u> Representative Directors.</p> <p><u>(2)</u> The Board of Directors may, by resolution, <u>appoint</u> a Chairman, a President, and several Corporate Senior Executive Vice Presidents, Corporate Senior Executive Directors and Corporate Executive Directors.</p> |

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| <p>(Term of office of Directors) Article <u>20</u></p> <p>The term of office of Directors shall be up to the close of the ordinary general meeting of shareholders concerning the <u>last</u> business term within one year after their <u>assumption of office</u>.</p> <p>The term of office of a Director elected due to an increase in the number of Directors or to fill a vacancy shall be up to the time when the term of office of the other Directors <u>is to expire</u>.</p> | <p>(Term of office of Directors) Article <u>22</u></p> <p>The term of office of Directors shall be up to the close of the ordinary general meeting of shareholders concerning the <u>most recent</u> business term <u>ending</u> within one year after their <u>appointment</u>.</p> <p>(2) The term of office of a Director elected due to an increase in the number of Directors or to fill a vacancy shall be up to the time when the term of office of the other Directors <u>expires</u>.</p> |
| <p>(Notice of convening a meeting of Board of Directors) Article <u>21</u></p> <p>To convene a meeting of the Board of Directors, notice shall be dispatched to each Director and Corporate Auditor three (3) days prior to the date of the meeting; provided, however, that such period of notice may be shortened in case of urgency.</p> <p>(New)</p> | <p>(Notice of convening a meeting of Board of Directors) Article <u>23</u></p> <p>To convene a meeting of the Board of Directors, notice shall be dispatched to each Director and Corporate Auditor three (3) days <u>or more</u> prior to the date of the meeting; provided, however, that such period of notice may be shortened in case of urgency.</p> <p>(2) <u>If all directors and corporate auditors approve, a meeting of the board of directors may be convened without following the procedure for convocation.</u></p> |
| <p>(New)</p> | <p><u>(Method of Resolution by the Board of Directors)</u> Article <u>24</u></p> <p><u>Resolution by the Board of Directors shall be made in the presence of a majority of the directors who can participate in voting and the approval of a majority of such present directors shall be required.</u></p> |

| Current Articles of Incorporation | Proposed Amendment |
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| <p>(Remuneration <u>and retirement allowance</u> for Directors) Article <u>22</u> Remuneration <u>and retirement allowance</u> for Directors shall be determined at a general meeting of shareholders.</p> <p>(Regulations of Board of Directors) Article <u>23</u> Matters concerning the Board of Directors shall be dealt with in compliance with the rules determined by the Board of Directors, unless otherwise provided for by laws or ordinances or by these Articles of Incorporation.</p> <p>CHAPTER V. CORPORATE AUDITORS AND BOARD OF AUDITORS</p> <p>(Number of Corporate Auditors) Article <u>24</u> The Company shall have no more than five (5) Corporate Auditors.</p> <p>(Election of Corporate Auditors) Article <u>25</u> Corporate Auditors shall be elected <u>at a</u> general meeting of shareholders.</p> | <p><u>(2) If all of the directors who are allowed to participate in voting indicate their approval of the resolution in writing or by electromagnetic record, it shall be deemed that the Board of Directors approved passage of such resolution; provided, however, that if a corporate auditor objects to the resolution, the foregoing shall not apply.</u></p> <p>(Remuneration, <u>etc.</u> for Directors) Article <u>25</u> Remuneration, <u>bonus and other property benefits received from the Company as compensation for performance of duties</u> ("Remuneration, etc.") shall be determined by <u>resolution</u> at a general meeting of shareholders.</p> <p>(Regulations of Board of Directors) Article <u>26</u> Matters concerning the Board of Directors shall be dealt with in compliance with the rules determined by the Board of Directors, unless otherwise provided for by laws or ordinances or by these Articles of Incorporation.</p> <p>CHAPTER V. CORPORATE AUDITORS AND BOARD OF AUDITORS</p> <p>(Number of Corporate Auditors) Article <u>27</u> The Company shall have no more than five (5) Corporate Auditors.</p> <p>(<u>Method</u> of Election of Corporate Auditors) Article <u>28</u> Corporate Auditors shall be elected <u>by resolution of the</u> general meeting of shareholders.</p> |

| Current Articles of Incorporation | Proposed Amendment |
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| <p>The presence of holders of the shares representing one-third or more of the voting rights of all the shareholders of the Company and approval of majority of such voting rights shall be required for the election mentioned in the preceding paragraph.</p> | <p><u>(2)</u> The presence of holders of the shares representing one-third or more of the voting rights of all the shareholders of the Company <u>who are able to exercise their voting rights</u> and approval of a majority of such voting rights shall be required for the election mentioned in the preceding paragraph.</p> |
| <p>(Term of office of Corporate Auditors) Article <u>26</u></p> <p>The term of office of Corporate Auditors shall be up to the close of the ordinary general meeting of shareholders concerning the <u>last</u> business term within four years after their <u>assumption of office</u>.</p> <p>The term of office of a Corporate Auditor elected to fill a vacancy shall be up to the time when the term of office of the retiring Corporate Auditor <u>is to expire</u>.</p> | <p>(Term of office of Corporate Auditors) Article <u>29</u></p> <p>The term of office of Corporate Auditors shall be up to the close of the ordinary general meeting of shareholders concerning the <u>most recent business term ending</u> within four years after their <u>appointment</u>.</p> <p><u>(2)</u> The term of office of a Corporate Auditor elected to fill a vacancy shall be up to the time when the term of office of the retiring Corporate Auditor <u>expires</u>.</p> |
| <p>(New)</p> | <p><u>(Full-time Corporate Auditor)</u> Article <u>30</u></p> <p><u>The Board of Corporate Auditors shall appoint Full-time Corporate Auditor(s) by its resolution.</u></p> |
| <p>(Notice of convening a meeting of Board of Auditors) Article <u>27</u></p> <p>To convene a meeting of the Board of Auditors, notice shall be dispatched to each Corporate Auditor three (3) days prior to the date of the meeting; provided, however, that such period of notice may be shortened in case of urgency.</p> <p>(New)</p> | <p>(Notice of convening a meeting of Board of Auditors) Article <u>31</u></p> <p>To convene a meeting of the Board of Auditors, notice shall be dispatched to each Corporate Auditor three (3) days <u>or more</u> prior to the date of the meeting; provided, however, that such period of notice may be shortened in case of urgency.</p> <p><u>(2) If all corporate auditors agree, a meeting of the board of corporate auditors may be convened without following the procedures for convocation.</u></p> |

| Current Articles of Incorporation | Proposed Amendment |
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| (New) | <p><u>(Method of Resolution by the Board of Auditors)</u> <u>Article 32</u> <u>Resolution by the Board of Corporate Auditors shall be made by approval of a majority of Corporate Auditors.</u></p> |
| (Remuneration and retirement allowance for Corporate Auditors) Article <u>28</u> Remuneration and retirement allowance for Corporate Auditors shall be determined at a general meeting of shareholders. | (Remuneration, etc. for Corporate Auditors) Article <u>33</u> Remuneration, etc. of Corporate Auditors shall be determined <u>by resolution</u> at a general meeting of shareholders. |
| (Regulations of Board of Auditors) Article <u>29</u> Matters concerning the Board of Auditors shall be dealt with in compliance with the rules determined by the Board of Auditors, unless otherwise provided for by laws or ordinances or by these Articles of Incorporation. | (Regulations of Board of Auditors) Article <u>34</u> Matters concerning the Board of Auditors shall be dealt with in compliance with the rules determined by the Board of Auditors, unless otherwise provided for by laws or ordinances or by these Articles of Incorporation. |
| (New) | <p><u>(Limited Liability Agreement with Outside Corporate Auditors)</u> <u>Article 35</u> <u>The Company may, pursuant to Article 427, Paragraph 1 of the Corporation Law, enter into an agreement with Outside Corporate Auditors which limits the liability for damages of the Company caused by non-performance of their duties. However, the limited amount of liability based on such agreement shall be prescribed by applicable laws and regulations.</u></p> |
| (New) | <u>CHAPTER VI. ACCOUNTING AUDITORS</u> |
| (New) | <p><u>(Method of Election of Accounting Auditors)</u> <u>Article 36</u> <u>Accounting Auditor(s) shall be elected by resolution of the general meeting of shareholders.</u></p> |

| Current Articles of Incorporation | Proposed Amendment |
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| (New) | <p><u>(Term of office of Accounting Auditors)</u> <u>Article 37</u> <u>The term of office of Accounting Auditor(s) shall be up to the close of the ordinary general meeting of shareholders concerning the most recent business term ending within one year after their appointment.</u> <u>(2) Unless resolved otherwise by the ordinary general meeting of shareholders in the preceding paragraph, Accounting Auditor(s) shall be deemed to be re-appointed.</u></p> |
| (New) | <p><u>(Remuneration, etc. for Accounting Auditors)</u> <u>Article 38</u> <u>Remuneration, etc. for Accounting Auditor(s) shall be determined by the representative director with approval of the Board of Corporate Auditors.</u></p> |
| CHAPTER <u>VI</u> . ACCOUNTS | CHAPTER <u>VII</u> . ACCOUNTS |
| <p><u>(Business term and closing of accounts)</u> <u>Article 30</u> <u>The business term of the Company shall be from April 1 of each year to March 31 of the following year, and accounts shall be closed at the end of each business term.</u></p> | <p><u>(Business term)</u> <u>Article 39</u> <u>The business term of the Company shall be one year, from April 1 of each year to March 31 of the following year.</u></p> |
| <p><u>(Disposition of profits and losses)</u> <u>Article 31</u> <u>Except as otherwise provided for by laws or ordinances, the profit and loss of the Company shall be disposed of by resolutions at a general meeting of shareholders.</u></p> | (Deleted) |
| <p><u>(Dividends)</u> <u>Article 32</u> <u>The dividends of the Company shall be paid to the shareholders or registered pledgees, registered or recorded on the shareholders' register as of the last day of each business term.</u></p> | <p><u>(Distribution of Surplus)</u> <u>Article 40</u> <u>The distribution of surplus of the Company shall be paid to the shareholders or registered share pledgees, registered or recorded on the shareholders' register as of March 31 of each year.</u></p> |

| Current Articles of Incorporation | Proposed Amendment |
|---|--|
| <p>(Interim dividends) Article <u>33</u></p> <p>The Company may pay, by a resolution of the Board of Directors, <u>interim dividends (which means money to be distributed in accordance with the provision of Article 293-5 of the Commercial Code of Japan; hereinafter the same)</u> to the shareholders or registered pledgees registered or recorded on the shareholders' register as of September 30 of each year.</p> | <p>(Interim dividends) Article <u>41</u></p> <p>The Company may pay, by a resolution of the Board of Directors, <u>distributions of surplus prescribed in Article 454, Paragraph 5 of the Corporation Law ("interim dividends")</u> to the shareholders or registered <u>share</u> pledgees registered or recorded on the <u>final</u> shareholders' register as of September 30 of each year.</p> |
| <p>(Prescription period for payment of <u>dividend, etc.</u>) Article <u>34</u></p> <p>The Company shall be relieved of the obligation to pay <u>dividends</u> and interim dividends which remain unreceived after the lapse of three (3) full years from the time whenever the payment therefor was <u>tendered</u> by the Company.</p> | <p>(Prescription period for payment of <u>distribution of surplus</u>) Article <u>42</u></p> <p>The Company shall be relieved of the obligation to pay <u>distributions of surplus</u> and interim dividends which remain unreceived after the lapse of three (3) full years from the time whenever the payment therefor was <u>commenced</u> by the Company.</p> |