Partial Amendment to Plan Regarding Large-Scale Purchases of Sharp Corporation Shares (Takeover Defense Plan)

By approval of the shareholders at the 120th Ordinary General Meeting of Shareholders held on June 25, 2014, Sharp Corporation (hereinafter referred to as “Sharp”) continued the “Plan Regarding Large-Scale Purchases of Sharp Corporation Shares (Takeover Defense Plan)” (hereinafter referred to as the “Existing Takeover Defense Plan”), the effective term of which ends at the conclusion of the 123th Ordinary General Meeting of Shareholders scheduled to be held on or before June 30, 2017.

Meanwhile, on May 2013, Sharp set and announced “Medium-Term Management Plan for Fiscal 2013 through 2015” in order to realize “Recovery and Growth”, carrying out Restructuring of the current business portfolio, Improving the profitability of LCD business, Expanding overseas businesses focusing on the ASEAN market, Reducing fixed costs by introducing all-Sharp cost restructuring innovations, and Improving financial position. With these efforts, we returned to profit on the year ended March 2014, clearing the target set for the sales and operating income.

However, Sharp recorded large deficits for the year ended March 2015, due to lack of correspondence to the deterioration in business environment of LCD TVs in America and energy solution business, as well as lack of foresight in market changes, inadequacy to correspond to price decline, inadequacy in marketing for small- and medium-size LCDs, as well as recording of the allowance for the price difference in long term contract of polysilicon materials used in solar panels, and write-down of the inventories of small- and medium-size LCDs to improve earnings structure.

For the downturn in performance of our business, we self-evaluate the impact of the following factors; (1) Weakness in adapting to the changes with speedy action, (2) Delay of launching business in growing areas, (3) Weakened cost competitiveness, (4) Insufficient corporate governance and business management.

In order to overcome this situation, Sharp has established a Medium-Term Management Plan for Fiscal 2015 through 2017 to “establish the basis for stable profitability by execution
of fundamental restructuring” as its corporate strategy. This plan was resolved at our board member meeting held today.

As a result, Sharp announced that the Board of Directors of Sharp decided to revise “II. Exceptional Actions to Contribute to Achieving the Basic Policy, including Effective Practical Use of Sharp’s Assets, and Forming Appropriate Company Groups” prescribed in the Existing Takeover Defense Plan in accordance with the content of the Medium-term Management Plan (the Existing Takeover Defense Plan after revision hereinafter referred to as the “Plan” and attached hereto).

In addition, the content of “Exhibit 2: Outline of the Special Committee (2) Members of the Special Committee, etc.” and “Exhibit 4: Status of Shares of Sharp” described in the Existing Takeover Defense Plan is amended in accordance with the latest information.

The Existing Takeover Defense Plan announced that, if need be, the Board of Directors of Sharp may revise its content if a revision will not be contrary to its basic principles. The revision above was decided by the Board of Directors of Sharp pursuant to this prescription.

The Plan serves to protect and enhance corporate value and common interests of shareholders and provides rules to enable the shareholders to adequately judge the situation by requiring Large-Scale Purchasers of Sharp’s shares to provide sufficient information including, but not limited to, the purposes and methods of the purchase, the amount and type of consideration, basis for determination of the purchase price, and by giving the Board of Directors of Sharp an adequate Assessment Period. Therefore, the Plan does not reject Large-Scale Purchases per se. Rather, whether or not to permit Large-Scale Purchases should be entrusted to the shareholders.

As of today The Board of Directors of Sharp recognized no proposal of Large-Scale Purchases.
Plan Regarding Large-Scale Purchases of Sharp Corporation Shares
(Takeover Defense Plan)

I. Basic Policy in Reference to the Persons Who Control Decisions on Sharp’s Finance and Business Policy

Purchases of shares which are conducted to control decisions on companies’ finance and business policy without obtaining the approval of the Board of Directors of targeted companies include, but are not limited to, inappropriate Purchases which 1) judging from their goals, apparently harm corporate value and common interests of shareholders, or 2) harm stakeholders such as customers, clients and/or employees and ultimately harm corporate value, or 3) coerce shareholders to sell shares, or 4) do not disclose sufficient information regarding the Purchase and the Purchaser, or 5) do not provide the Board of Directors of the targeted company with sufficient time to investigate the Purchase and offer alternative plans.

What is especially essential to Sharp Group is the ability of its manufacturing operation to develop and make good use of advanced technology and manufacturing technology for protecting and enhancing corporate value and common interests of shareholders. However, several years or decades might be needed for Sharp Group to commercialize the results of research and development, and building up good cooperative relationships with stakeholders such as customers, clients and/or employees during such a period is essential. Therefore, management action based on a medium-and long-term perspective is indispensable for us to maximize our corporate value.

The Board of Directors of Sharp believes that determining whether to accept Purchases aimed at a takeover and conducted without obtaining the approval of the Board of Directors of Sharp should be ultimately entrusted to the shareholders. However, the Board of Directors of Sharp also believes that it is not appropriate for any person who conducts an inappropriate Purchase as described above to control decisions on Sharp’s financial and business policy, and might harm corporate value and common
interests of shareholders, and that it is necessary to take reasonable countermeasures if such an inappropriate Purchase is actually conducted.

II. Exceptional Actions that Contribute to Achieving the Basic Policy, including Effective Practical Use of Sharp’s Assets, and Forming Appropriate Company Groups

In addition to the actions described in III., the exceptional actions are as follows:

1. Action based on mid- and long-term business strategy

Under our business creed of “Sincerity and Creativity,” the Sharp Group has endeavored to enhance corporate value and has worked to make productive contributions to society at large through the development of unique, one-of-a-kind products that are ahead of their time.

So, the Sharp Group believes that our continuing efforts to create innovative and customer-oriented products and services through the full use of leading-edge electronics technologies will result in protecting and enhancing corporate value and common interests of shareholders.

Based on these ideas, Sharp will target to “establish the bases for stable profitability by execution of fundamental restructuring” by execution of the following three key strategies.

(1) Re-organizing Business Portfolio

Sharp will re-build its corporate structure into 5 companies to adapt to clients and business criteria in order to re-organize business portfolio and improve profitability.

- Consumer Electronics Company
- Energy Solutions Company
- Business Solutions Company
- Electronic Component and Device Company
- Display Device Company
(2) Executing Reduction of Fixed Cost  
Sharp plans to execute fundamental cost restructuring foreseeing improvement in future profitability. The restructuring will include innovation to business schemes and business bases, personnel reduction by voluntary retirement in Japan and downsizing of overseas bases, streamlining headquarter, and urgent measures to reduce personnel cost in Japan, etc.

(3) Reorganizing Corporate Structure and Strengthening Corporate Governance

① Introduction and Aim of Company-System  
Sharp intends to introduce company-system to balance the enforcement of corporate section management and establishment of each company’s independence to realize disciplined and speedy management. Each company will target “management focusing on B/S, P/L and C/F”, “Integrated framework covering production to sales”, “Flat structure to adapt promptly to market changes”.

② Fundamental Changes in the Personnel Affairs  
For the recovery of the company, in order to provide the opportunity to enhance careers and working conditions worth working for to the employees with important roles, and to create robust corporate structure with competitive edge in each business field, Sharp intends to make changes in the personnel affairs as follows;

a) Review of class and reward systems  
b) Provide appropriate working conditions  
c) Thorough merit-based promotion system  
d) Change to more flat and simple structure

In addition, we will strive to increase our trust and credit by meeting society’s expectations through a variety of social contribution activities centered on the areas of environment, education, and social welfare, and will fulfill our corporate social responsibility, acknowledging the importance to carry out business with the stakeholder’s view and compliance in mind.
2. Basic Policy on distribution of earnings

Sharp considers distributing profits to shareholders to be one of management’s top priorities. While carefully considering our consolidated business performance, financial situation and future business development in a comprehensive manner, we will make efforts to return profits to our shareholders based on a long-term perspective.

III. Actions to Prevent Persons Deemed Inappropriate, in Light of the Basic Policy, from Controlling Decisions on Sharp’s Financial and Business Policy

Sharp has decided on the actions to prevent persons deemed inappropriate in light of the basic policy prescribed in I. from controlling decisions on Sharp’s financial and business policy as follows:

Sharp has established rules regarding Purchases indicated below (hereinafter referred to as “Large-Scale Purchase Rules”) to protect corporate value and common interests of shareholders and requires any person who conducts such a Purchase to follow the Large-Scale Purchase Rules, and reasonable countermeasures shall be taken if such person does not follow these Rules, or otherwise fails to comply with these Rules.

- Purchases of Sharp’s shares by a group of shareholders* with an intent to obtain 20% or more of the total voting rights of Sharp without the prior consent of the Board of Directors of Sharp
- Purchases of Sharp’s shares resulting in a group of shareholders holding 20% or more of the total voting rights of Sharp

(a purchase of Sharp’s shares as described above shall be hereinafter referred to as a “Large-Scale Purchase,” and a person or a company intending to conduct a Large-Scale Purchase shall be hereinafter referred to as a “Large-Scale Purchaser.”

The plan regarding Large-Scale Purchases of Sharp’s shares described in 1—5 shall be hereinafter referred to as the “Plan.”)

* A group of shareholders shall mean any of the following:
1) a holder (defined in Paragraph 1, Article 27-23 of the Financial Instruments and Exchange Act of Japan, including a person included as a holder pursuant to Paragraph 3, Article 27-23 thereof) of share certificates or other securities (defined in Paragraph 1, Article 27-23 of the Financial Instruments and Exchange Act of
1. Necessity of the Plan

The Board of Directors of Sharp believes that in the event of a Large-Scale Purchase of Sharp’s shares, whether to accept the Purchase or not should be ultimately entrusted to the shareholders. However, the Board of Directors of Sharp also believes that the shareholders must receive necessary and sufficient information concerning the following issues from both a Large-Scale Purchaser and the Board of Directors of Sharp in order to reach a proper decision.

- Expected effects of a Large-Scale Purchase on Sharp Group and/or a Large-Scale Purchaser’s opinion with respect to management policies and business plans of Sharp Group
- Expected effects on stakeholders of Sharp Group, such as customers, clients and/or employees
- Opinions and/or alternative plans of the Board of Directors of Sharp on Large-Scale Purchases, etc.

Therefore, the Board of Directors of Sharp believes that establishing certain reasonable rules for Large-Scale Purchases is essential.

2. Details of Large-Scale Purchase Rules

Large-Scale Purchase Rules established by the Board of Directors of Sharp require that (1) a Large-Scale Purchaser shall provide the Board of Directors of Sharp with necessary and sufficient information in advance, and (2) after an assessment period has passed, a Large-Scale Purchaser shall be allowed to initiate a Large-Scale Purchase. The details are prescribed as follows.
(1) Provision of information on Large-Scale Purchases

① When a Large-Scale Purchaser intends to initiate a Large-Scale Purchase, the Large-Scale Purchaser is required to submit to Sharp a written document (hereinafter referred to as “Letter of Declaration”) that includes a declaration to comply with the Large-Scale Purchase Rules, the name and address of the Large-Scale Purchaser, applicable law under which the Large-Scale Purchaser is established or the governing law of incorporation, the name of the representative director, contact information in Japan and an outline of the Large-Scale Purchase.

All and any documents including the Letter of Declaration and information provided for in ② below which a Large-Scale Purchaser is required to submit to Sharp shall be written in Japanese.

② Within ten (10) business days after receipt of the Letter of Declaration, Sharp will issue a list to the Large-Scale Purchaser of necessary and sufficient information (hereinafter referred to as the “Large-Scale Purchase Relevant Information”) concerning the contents of the Large-Scale Purchase and the Large-Scale Purchaser in order for the shareholders to reach a proper decision and for the Board of Directors of Sharp to form an opinion, and will require the Large-Scale Purchaser to immediately provide such information described in that list. Large-Scale Purchase Relevant Information includes, but is not limited to, the items described below.

(a) An outline of the Large-Scale Purchaser and its group (including name, capital structure, subject matter of its business, financial condition, history of past acquisitions or Large-Scale Purchases and experience in some similar kind of business as Sharp’s business);

(b) The purposes, methods and conditions of the purchase (including the amount and type of consideration, basis for determination of the purchase price, the source of funds for the purchase, duration of the purchase and structure of the transaction);

(c) An outline of the supplier of the funds (including name and capital structure);

(d) Management policy the Large-Scale Purchaser intends to adopt after the completion of the Large-Scale Purchase, details of medium- and long-term plans for each business, equity policy, financial policy and dividend policy;
(e) Policy for putting to use the patents, brands, etc. to continuously enhance corporate value and common interests of shareholders, and the basis of the policy;

(f) Policy on whether to change or not to change the treatment of stakeholders (customers, clients, employees, local community and others), that would be implemented after the completion of the Large-Scale Purchase, and the policy’s contents.

③ The Board of Directors of Sharp will thoroughly examine the information provided by the Large-Scale Purchaser, and if the information initially provided is deemed to be insufficient, the Board of Directors of Sharp may set a reasonable reply deadline and may require the Large-Scale Purchaser to provide additional information until the Board of Directors of Sharp determines the provided information is sufficient. The absolute deadline of the provision of information shall not exceed sixty (60) days after the receipt of the Letter of Declaration.

④ When the Board of Directors of Sharp receives the Letter of Declaration, or considers the Large-Scale Purchase Relevant Information provided by the Large-Scale Purchaser is deemed to be sufficient (Consideration shall be made after receiving an advice and a recommendation of the Special Committee provided for in 3. below), the Board of Directors of Sharp will timely and adequately disclose the facts. In addition, if a Large-Scale Purchase is proposed, and disclosure is considered necessary for shareholders to make decisions, the Board of Directors of Sharp will disclose, at a time it generally deems appropriate, the facts of such Large-Scale Purchase and all or part of the Large-Scale Purchase Relevant Information provided to the Board of Directors of Sharp.

(2) Establishment of Assessment Period

After the requirement of the Large-Scale Purchase Relevant Information has been totally satisfied, the Board of Directors of Sharp will have sixty (60) business days, if the counter value will be paid only in Japanese Yen, or ninety (90) business days, if the counter value will be paid in other than Japanese Yen, as a period to assess the purchase (hereinafter referred to as “Assessment Period”) during which the Board of Directors of Sharp will assess, investigate, examine,
negotiate, form an opinion and seek any alternatives, and the Large-Scale Purchase will be allowed to commence only after the Assessment Period has passed.

During the Assessment Period, the Board of Directors of Sharp will accurately assess and investigate the provided Large-Scale Purchase Relevant Information to deliberate on its opinion, while fully considering the recommendation of the Special Committee provided for in 3., and seeking advice from outside experts including lawyers, financial advisors and certified public accountants. The Board of Directors of Sharp will negotiate with a Large-Scale Purchaser in order to improve the terms of a proposed Large-Scale Purchase if necessary, observing timely disclosure of information.

3. Establishment of the Special Committee

Before investigation of the Large-Scale Purchase or countermeasures are taken by the Board of Directors of Sharp, the Special Committee, which is made up of three (3) or more Members who are appointed among Outside Directors of Sharp, Outside Corporate Auditors of Sharp and experienced outsiders, shall deliberate on and recommend to the Board of Directors of Sharp whether sanctioning the Large-Scale Purchase is advisable or if countermeasures should be taken. The Special Committee may place a reserve that prior confirmation of the shareholders’ intent at the Shareholders’ Intent Confirmation Meeting with respect to whether countermeasures shall be taken or not shall be obtained.

The Board of Directors of Sharp shall fully consider this recommendation and make a final decision concerning countermeasures prescribed in 5. below.

Please see Exhibit 2 for an outline of the Special Committee Rules and list of Members of the Special Committee.

4. Convocation of the Shareholders’ Intent Confirmation Meeting

In the following cases, unless holding a shareholders’ meeting is extremely difficult the Board of Directors of Sharp shall convene a shareholders’ meeting as soon as practicable and raise a proposal on whether countermeasures shall be taken or not, and confirm the shareholders’ intent.
• In case the Special Committee has placed a reserve that prior confirmation of the shareholders’ intent shall be obtained when the Board of Directors of Sharp considers taking countermeasures.

• In case the Large-Scale Purchase is deemed to be materially harmful to corporate value and common interests of shareholders as provided for in 5. (3), and the Board of Directors of Sharp considers it is appropriate to confirm the shareholders’ intent.

If the Shareholders’ Intent Confirmation Meeting is convened in accordance with the above, the Board of Directors of Sharp shall pass a resolution relating to taking countermeasures in accordance with any resolution by the Shareholders’ Intent Confirmation Meeting.

5. Countermeasures

(1) In case a Large-Scale Purchaser complies with the Large-Scale Purchase Rules, and the Large-Scale Purchase is deemed not to harm corporate value and common interests of shareholders:
The Board of Directors of Sharp will not take any countermeasures.

(2) In case a Large-Scale Purchaser does not comply with the Large-Scale Purchase Rules:
If a Large-Scale Purchaser does not comply with the Large-Scale Purchase Rules and initiates the Large-Scale Purchase, or deviates from the Large-Scale Purchase Rules, the Board of Directors of Sharp may take countermeasures, regardless of whether the Assessment Period has begun or is over, such as a share split, or a gratis allotment of stock acquisition rights, as permitted by laws, regulations or by-laws in effect at the time, to protect corporate value and common interests of shareholders. The Board of Directors of Sharp shall, at its discretion, choose at the time the most reasonable and appropriate countermeasures.

An outline of countermeasures in the form of a gratis allotment of Stock Acquisition Rights is provided in Exhibit 3. If the Board of Directors of Sharp decides to issue the Stock Acquisition Rights, the following may be imposed with the effectiveness of countermeasures in mind: an exercise period, conditions for
exercising, e.g. those who are exercising Stock Acquisition Rights cannot belong to a specified group of shareholders with more than a certain share of voting rights, and acquisition provisions. The Board of Directors of Sharp may determine different conditions from those that are provided in Exhibit 3, in accordance with the circumstances at the time of issuance of the Stock Acquisition Rights.

(3) In case a Large-Scale Purchaser complies with the Large-Scale Purchase Rules, but the Large-Scale Purchase nevertheless harms corporate value and common interests of shareholders:

Even if a Large-Scale Purchaser complies with the Large-Scale Purchase Rules, the following factors shall be regarded as materially harmful to corporate value and common interests of shareholders.

- There is no intention to participate in Sharp Group’s management, and there is an intention to inflate Sharp’s share price and resell the shares to Sharp or its affiliates at an inflated price.
- There is an intention to transfer intellectual property rights, know-how, trade secrets, main clients or customers which are indispensable to Sharp Group’s business to a Large-Scale Purchaser or its group by temporarily commandeering Sharp Group’s management.
- There is an intention to misappropriate Sharp Group’s assets as collateral or funds for loans for a Large-Scale Purchaser or its group.
- There is an intention to dispose of Sharp Group’s assets by temporarily commandeering their management, to obtain a temporarily high dividend or to sell the shares at a high price due to payment of a temporarily high dividend.
- There is an intention equivalent to the preceding intentions, which materially harms corporate value and common interests of shareholders.

If a Large-Scale Purchaser initiates a Large-Scale Purchase as indicated above, the Board of Directors of Sharp may take the same countermeasures as provided in (2) above.
(4) Cessation of countermeasures

After the Board of Directors decides to take countermeasures, if the Large-Scale Purchaser provides Sharp with necessary and sufficient information, and the Special Committee recommends and the Board of Directors of Sharp decides that the Large-Scale Purchase contributes to the protection and enhancement of corporate value and common interests of shareholders, the Board of Directors of Sharp may cease such countermeasures.

IV. Influence of the Plan on Shareholders and Investors, etc.

1. Influence on shareholders and investors at the time of introduction of the Plan

The Board of Directors of Sharp will not split shares or issue Stock Acquisition Rights at the time of the introduction of the Plan. The introduction of the Plan has no direct influence on the rights and interests of shareholders and investors.

2. Influence on shareholders and investors at the time of taking countermeasures

The Board of Directors of Sharp will timely disclose information at the time of taking countermeasures against a Large-Scale Purchaser, and adequately consider the interests of shareholders and investors other than the Large-Scale Purchaser.

However, as indicated in III. 5. (4), the Board of Directors of Sharp may cease the countermeasures in accordance with the circumstances even after deciding to take countermeasures. Once the Board of Directors of Sharp decides to take countermeasures in the form of a gratis allotment of Stock Acquisition Rights, but later decides to cease such countermeasures or acquires all Stock Acquisition Rights after allotment, unforeseen damages due to changes in share price may be sustained by shareholders or investors who buy or sell in anticipation of a dilution in the value of Sharp’s shares, because a dilution of the value of Sharp’s shares shall not occur.
3. Necessary procedure for shareholders to be followed when countermeasures are taken

In the event the Board of Directors of Sharp determines to split shares or allot gratis Stock Acquisition Rights, Sharp will timely and adequately notify the shareholders of the necessary procedure.

V. The Fact That, and the Reasons Why, the Plan is Based on the Basic Policy, does not Harm Corporate Value and Common Interests of Shareholders, and is not Intended to Prolong the Respective Individuals in Their Positions of Director

For the reasons set out below, The Board of Directors of Sharp believes that the Plan is based on the Basic Policy described in I., does not harm corporate value and common interests of shareholders, and is not intended to prolong the respective individuals in their positions of Director.

1. The Plan is based on the Basic Policy

The Plan clearly shows that it requires a Large-Scale Purchaser to provide the Board of Directors of Sharp with necessary and sufficient information in advance, that a Large-Scale Purchaser shall be allowed to initiate a Large-Scale Purchase after an Assessment Period has passed, and that the Board of Directors of Sharp may take countermeasures if a Large-Scale Purchaser does not comply with these provisions.

The Plan provides that the Board of Directors of Sharp may take reasonable countermeasures in the event an inappropriate Large-Scale Purchase that is deemed to materially harm corporate value and common interests of shareholders is conducted, even if a Large-Scale Purchaser compiles with the Large-Scale Purchase Rules.

Therefore, the Plan is established in accordance with the Basic Policy.

2. The Plan does not harm corporate value and common interests of shareholders

The Plan is established in accordance with A) the Basic Policy, B) the three (3) principles provided in the “Guidelines Regarding Takeover Defense for the Purpose of Protection and Enhancement of Corporate Value and Shareholders’ Common
Interests” (i) Protection and Enhancement of Corporate Value and Shareholders’ Common Interests, (ii) Prior Disclosure and Shareholders’ Will and (iii) Necessity and Reasonableness), promulgated by the Ministry of Economy, Trade and Industry and the Ministry of Justice on May 27, 2005, and C) the “Matters to be Observed Pertaining to Introduction of Takeover Defense Measures” (Sufficient Disclosure, Transparency, Effect on the Secondary Market and Respect for Shareholders’ Rights) provided in the “Securities Listing Regulations,” promulgated by Tokyo Stock Exchange, Inc. The Plan provides that the shareholders shall be provided with the necessary information to enable them to decide whether they accept the Large-Scale Purchase, and a proposal of alternatives by the Board of Directors of Sharp. The Plan also takes into consideration the content of the “Takeover Defense Measures in Light of Recent Environmental Changes,” promulgated on June 30, 2008 by the Corporate Value Study Group. Therefore, the Plan is designed to enable the shareholders and investors to make an informed decision, and does not harm corporate value and common interests of shareholders, but rather enhances such value and interests.

Furthermore, the Plan will be enacted or continued on condition that the shareholders approve the Plan, and the Plan will be abolished if shareholders wish to do so. This indicates that the Plan does not harm corporate value and common interests of shareholders.

3. The Plan is not intended to prolong the respective individuals in their positions of Director

The Plan clearly provides detailed countermeasures in advance for the Board of Directors of Sharp to take against inappropriate Large-Scale Purchases. Such countermeasures by the Board of Directors of Sharp shall be taken in accordance with the provisions of the Plan. Not only the decision of the Board of Directors of Sharp, but also the approval of the shareholders are required to give effect to the Plan.

When the Board of Directors of Sharp assesses and investigates the Large-Scale Purchases, proposes alternatives, negotiates with a Large-Scale Purchaser, or takes countermeasures, the Board of Directors of Sharp shall get opinions of outside
experts and fully consider the recommendations of the Special Committee, which consists of three (3) or more Members all of whom are to remain independent of Sharp management. The Special Committee’s advice and recommendations shall not consider the interests of the Directors.

Furthermore, it is provided that in case the Board of Directors of Sharp considers it is appropriate to confirm the shareholders’ intent with respect to whether countermeasures shall be taken or not, the Board of Directors of Sharp shall convene the Shareholders’ Intent Confirmation Meeting, and the Board of Directors of Sharp shall pass a resolution relating to taking countermeasures in accordance with any resolution by the Shareholders’ Intent Confirmation Meeting.

The Plan includes provisions that guarantee due process by the Board of Directors of Sharp.

Therefore, the Plan is clearly not intended to prolong the respective individuals in their positions of Directors.

VI. Others

1. Process of continuing the Plan
The Board of Directors of Sharp decided at the Board of Directors Meeting held on May 12, 2014 to revise the Existing Takeover Defense Plan and continue the Plan on condition that the shareholders approve the Plan at the 120th Ordinary General Meeting of Shareholders scheduled to be held on June 25, 2014. All four (4) Corporate Auditors including three (3) Outside Corporate Auditors expressed their opinion that the Plan is adequate.

2. Term of the Plan
The Plan, which the shareholders approved at the 120th Ordinary General Meeting of Shareholders held on June 25, 2014, is effective from the conclusion of the 120th Ordinary General Meeting of Shareholders until the conclusion of the 123th Ordinary General Meeting of Shareholders scheduled to be held on or before June 30, 2017, on condition.
The Board of Directors of Sharp may decide to abolish the Plan before expiration. If need be, the Board of Directors of Sharp may revise the content of I., II. and the Plan while the Plan is in effect, in accordance with revised laws or revised stock exchange regulations concerning takeover defense plans, if such revision will not be contrary to the basic principles of the Plan. If the Plan is continued, abolished or revised, the Board of Directors of Sharp shall immediately disclose such action.

3. No Dead-Hand or Slow-Hand Takeover Defense Plan

As provided in VI.2. above, the Board of Directors of Sharp may decide to abolish the Plan before expiration. The Plan is designed so that it may be abolished by a Board of Directors that includes several directors who have been elected at a single Shareholders' Meeting of Sharp through nomination by a Large-Scale Purchaser, as the term of office of a Director of Sharp is one (1) year.

Therefore, The Plan is not either a Dead-Hand Takeover Defense Plan (a takeover defense plan in which even if a majority of the members of the Board of Directors are replaced, the triggering of such plan cannot be abolished or stopped) or a Slow-Hand Takeover Defense Plan (a takeover defense plan in which triggering takes more time to stop due to the fact that the directors cannot be replaced all at once).
Exhibit 1: Plan regarding Large-Scale Purchases of Sharp Corporation Shares

Emergence of Large-Scale Purchaser

Non-Compliance with Large-Scale Purchase Rules

【Large-Scale Purchaser】
Large-Scale Purchase without Letter of Declaration

Compliance with Large-Scale Purchase Rules

【Large-Scale Purchaser】
Proposal to the Board of Directors (Submission of Letter of Declaration)

Large-Scale Purchase Rules

Large-Scale Purchaser Rejected

Deviation from Large-Scale Purchase Rules

【Board of Directors】
Investigation of countermeasures and Negotiation with the Large-Scale Purchaser

【Special Committee】
• Obtaining information from Board of Directors on an as-needed basis
• Consideration of sufficiency of information about Large-Scale Purchase, Advice and Recommendation to Board of Directors

Decision by Board of Directors
(with the maximum value given to the recommendation of Special Committee)

Convocation of Shareholders’ Intent Confirmation Meeting*1
(Confirmation of Shareholders’ Intent)

Decision by Board of Directors Meeting
(Decision in accordance with resolution at Shareholders’ Intent Confirmation Meeting)

Countermeasures*2

No Countermeasures

【Board of Directors】
Request for provision of information (Large-Scale Purchase Rules) (Up to a maximum of 60 days)

【Board of Directors】
Investigation of countermeasures and Negotiation with the Large-Scale Purchaser (60/90 business days)

【Special Committee】
• Obtaining information from Board of Directors on an as-needed basis
• Consideration of opinion

【Special Committee】
Recommendation to Board of Directors on whether countermeasures shall be taken or not

*1 Necessary to hold a Meeting in case the Special Committee has placed a reserve that prior resolution by a Meeting about whether to take countermeasures shall be obtained unless holding a Meeting is extremely difficult.

*2 After countermeasures are taken, if a Large-Scale Purchaser provides Sharp with necessary and sufficient information, and the Special Committee recommends and the Board of Directors of Sharp decides that the Large-Scale Purchase does not harm the corporate value and common interests of the shareholders, the Board of Directors of Sharp may cease such countermeasures.
Exhibit 2: Outline of the Special Committee

(1) Outline of the Special Committee Rules

• The Special Committee shall be established based on a decision by the Board of Directors of Sharp.

• The Special Committee shall be made up of three (3) or more persons (hereinafter referred to as “Members”) and Members shall be appointed by the Board of Directors of Sharp among Outside Directors of Sharp, Outside Corporate Auditors of Sharp and experienced outsiders, all of whom are to remain independent of Sharp and Sharp management.

• The term of office of a Member shall be one (1) year. It shall be renewed automatically for one (1) year unless Sharp or a Member shall give written notice to the other of an intention not to so renew one (1) month or more prior to the expiration of the initial term or any extended term then in effect.

• At the request of the Board of Directors of Sharp, the Special Committee shall investigate the matters listed below, and advise and recommend to the Board of Directors of Sharp what the Special Committee decides. The Board of Directors of Sharp shall fully consider such advice and recommendations, and make a final decision concerning the countermeasures. When reaching such decision, each Member of the Special Committee and each Director of Sharp shall consider how the corporate value of Sharp Group and the common interests of the shareholders are best served and not the interests of Members, Directors or others.

   ① Whether such countermeasures should be taken or not
   ② Whether the countermeasures the Board of Directors of Sharp have contemplated are adequate or not
   ③ Whether it is necessary to cease countermeasures or not
   ④ Important matters equivalent to the preceding three (3) items
   ⑤ Other matters referred to the Special Committee by the Board of Directors of Sharp
• At the expense of Sharp, the Special Committee may seek advice from experts including lawyers, financial advisors and certified public accountants if the Special Committee considers such advice necessary.

• The Special Committee shall be held with all Members in attendance. However, if a Member cannot attend because of accident or other unavoidable grounds, the Special Committee may be held with a majority of Members in attendance.

• Resolutions of the Special Committee shall be adopted by a majority of all Members.
(2) Members of the Special Committee

<table>
<thead>
<tr>
<th>Name</th>
<th>Date of birth:</th>
<th>Positions</th>
</tr>
</thead>
</table>
| **Makoto Kato** | December 13, 1940                  | **June 1995**  
Director of ITOCHEU Corporation  
**April 1997**  
Managing Director of ITOCHEU Corporation  
**April 1998**  
Representative Senior Managing Director of ITOCHEU Corporation  
**April 2001**  
Representative Executive Vice President of ITOCHEU Corporation  
**April 2006**  
Vice Chairman of ITOCHEU Corporation  
**June 2007**  
Senior Corporate Adviser of ITOCHEU Corporation (resigned July 2010)  
**June 2011**  
Director (Outside Director), Sharp Corporation (present) |
| **Shigeo Ohyagi** | May 17, 1947                        | **June 1999**  
Corporate Officer Tokyo Branch Chief of Pharmaceutical Business Unit  
**June 2001**  
Executive Officer Deputy General Manager of Pharmaceutical Marketing Division  
**June 2002**  
Senior Executive Officer General manager of Pharmaceutical Business Unit  
**October 2003**  
President and Representative Director of Teijin Pharmaceutical Limited  
**June 2005**  
Managing Director of Teijin Limited  
**June 2006**  
Senior Managing Director  
**June 2008**  
President and CEO, Representative Director of the Board  
**April 2014**  
Chairman, Member of the Board (present)  
**June 2014**  
Director (Outside Director), Sharp Corporation (present) |
| **Mikinao Kitada** | January 29, 1952                   | **April 1976**  
Public Prosecutor at Tokyo District Public Prosecutors Office  
**July 1987**  
First Secretary to Japanese Embassy in the United States of America  
**April 1997**  
Director of International Affairs Division of Criminal Affairs Bureau, Ministry of Justice  
**April 2002**  
Director-General for Inspection of Minister’s Secretariat, Ministry of Foreign Affairs  
**July 2008**  
Chief Public Prosecutor at Chiba District Public Prosecutors Office  
**January 2009**  
Director-General of Public Security Intelligence Agency  
**December 2010**  
Superintending Prosecutor at Sapporo High Public Prosecutors Office  
**January 2012**  
Superintending Prosecutor at Osaka High Public Prosecutors Office (retired January 2014)  
**March 2014**  
Special Counsel of Mori Hamada & Matsumoto (present)  
**June 2014**  
Director (Outside Director), Sharp Corporation (present) |
<table>
<thead>
<tr>
<th>Name</th>
<th>Date of birth: November 8, 1947</th>
</tr>
</thead>
<tbody>
<tr>
<td>May 2001</td>
<td>Chief of the Osaka Prefectural Police Headquarters</td>
</tr>
<tr>
<td>August 2002</td>
<td>Director General of the Security Bureau, National Police Agency</td>
</tr>
<tr>
<td>January 2004</td>
<td>Superintendent General for Metropolitan Police Department</td>
</tr>
<tr>
<td>March 2006</td>
<td>Chairperson of Japan Traffic Safety Association (resigned June 2013)</td>
</tr>
<tr>
<td>June 2011</td>
<td>Audit &amp; Supervisory Board Member (Outside Audit &amp; Supervisory Board Member), Sharp Corporation (present)</td>
</tr>
<tr>
<td>June 2013</td>
<td>Chairperson of Japan Road Traffic Information Center (present)</td>
</tr>
</tbody>
</table>
Exhibit 3: Outline of Stock Acquisition Rights

1. Shareholders entitled to receive Stock Acquisition Rights and Conditions for issuance
   Sharp will allot the Stock Acquisition Rights to those shareholders, other than Sharp itself, who are recorded in Sharp’s final register of shareholders on the date of record decided and publicly declared by the Board of Directors of Sharp, at a ratio of one Stock Acquisition Right for every one share of Sharp.

2. Class and number of shares to be issued upon exercise of Stock Acquisition Rights
   The class of shares to be issued upon the exercise of the Stock Acquisition Rights shall be common stock, and the number of shares up to one (1) share determined by the Board of Directors of Sharp shall be granted for each Stock Acquisition Right exercised (hereinafter referred to as the “Number of Shares Covered by Stock Acquisition Rights”). However, in the event of a share split or a share consolidation of Sharp’s shares, the required adjustment shall be made. The Number of Shares Covered by Stock Acquisition Rights might be adjusted in accordance with the change of the total number of issued shares.

3. Amount to be paid upon exercise of Stock Acquisition Rights
   The amount required to be paid upon the exercise of a Stock Acquisition Right shall be determined by the Board of Directors of Sharp but shall be between one (1) Japanese Yen at a minimum and one-half of the market price of one share of Sharp at a maximum.

4. Conditions for exercising Stock Acquisition Rights
   The condition shall be imposed, among others, that those exercising Stock Acquisition Rights cannot belong to a specified group of shareholders holding a 20% or more share of voting rights (except with the previous consent of the Board of Directors of Sharp). Details shall be separately determined by the Board of Directors of Sharp.
5. Restriction on transfer of Stock Acquisition Rights
   Any transfer of the Stock Acquisition Rights requires approval of the Board of Directors of Sharp.

6. Acquisition of Stock Acquisition Rights by Sharp
   At any time on or before the day immediately prior to the commencement date of the exercise period, if the Board of Directors considers that it is appropriate for Sharp to acquire the Stock Acquisition Rights, Sharp may, on a date to be separately determined by the Board of Directors, acquire all of the Stock Acquisition Rights without consideration. Sharp may determine that Sharp may acquire all of the Stock Acquisition Rights that are held by persons other than those who are not entitled to exercise the Stock Acquisition Rights as set forth in 4. above and deliver shares of Sharp in the number equal to the Number of Shares Covered by Stock Acquisition Rights for every one Stock Acquisition Right. Details shall be separately determined by the Board of Directors of Sharp.

7. Exercise period for Stock Acquisition Rights and others
   The exercise period for the Stock Acquisition Rights and other necessary matters shall be separately determined by the Board of Directors of Sharp.
Exhibit 4: Status of Shares of Sharp [as of March 31, 2015]

(1) Total number of authorized shares: 2,500,000,000 shares
(2) Total number of issued shares: 1,701,214,887 shares (10,480,945 treasury shares included)
(3) Number of shareholders: 199,475
(4) Major shareholders (Top 10)

<table>
<thead>
<tr>
<th>Names of shareholders</th>
<th>Number of shares</th>
<th>Shareholding ratio</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nippon Life Insurance Company</td>
<td>47,317</td>
<td>2.80</td>
</tr>
<tr>
<td>Meiji Yasuda Life Insurance Company</td>
<td>45,781</td>
<td>2.71</td>
</tr>
<tr>
<td>QUALCOMM INCORPORATED</td>
<td>41,988</td>
<td>2.48</td>
</tr>
<tr>
<td>Mizuho Bank, Ltd.</td>
<td>41,910</td>
<td>2.48</td>
</tr>
<tr>
<td>The Bank of Tokyo-Mitsubishi UFJ, Ltd.</td>
<td>41,678</td>
<td>2.47</td>
</tr>
<tr>
<td>CHASE MANHATTAN BANK GTS CLIENTS ACCOUNT ESCROW</td>
<td>36,984</td>
<td>2.19</td>
</tr>
<tr>
<td>Makita Corporation</td>
<td>35,842</td>
<td>2.12</td>
</tr>
<tr>
<td>Samsung Electronics Japan Co., Ltd.</td>
<td>35,804</td>
<td>2.12</td>
</tr>
<tr>
<td>Sharp Employees’ Stockholding Association</td>
<td>30,416</td>
<td>1.80</td>
</tr>
<tr>
<td>Japan Trustee Services Bank, Ltd. (Trust Account)</td>
<td>27,162</td>
<td>1.61</td>
</tr>
</tbody>
</table>

(Note)

1. Share holding ratio is calculated after deducting the number of treasury shares from the total number of issued shares.
2. In addition to the above, Mizuho Bank, Ltd. has 6,000,000 shares of Sharp, which is established as a trust estate for a retirement benefits trust.
3. The English names of the above shareholders are based on the descriptions in the “General shareholder notification” informed by Japan Securities Depository Center, Inc.