

Securities Code 2461

March 8, 2019

To Our Shareholders

1-1-8 Shibuya, Shibuya-ku, Tokyo
F@N Communications, Inc.
President Yasuyoshi Yanagisawa

Invitation to Attend the 20th Annual General Meeting of Shareholders

Thank you for your continued support and for the confidence you have placed in us.

We are pleased to invite you to attend the 20th Annual General Meeting of Shareholders, which has been schedule as follows.

If you are unable to attend the meeting in person, you may exercise your voting rights by any of the following methods. We ask that you exercise your voting rights after reviewing the Information Materials for the General Meeting of Shareholders.

[Exercising voting rights via postal mail]

Please indicate your approval or disapproval of the proposals on the enclosed shareholder voting form and return it by postal mail so that it arrives no later than 6:30 p.m. on Tuesday, March 26, 2019.

[Exercising voting rights via the Internet]

Please access the company's website for exercising voting rights (<https://www.web54.net>), enter the "Voting Rights Use Code" and password displayed on the attached shareholder voting form, follow the on-screen instructions, and indicate your approval or disapproval of the proposals by 6:30 p.m. on Tuesday, March 26, 2019.

When exercising voting rights via the Internet, please review "Guidelines for Exercising Voting Rights via the Internet" on page 3.

We look forward to seeing you.

Details

1. Date and Time: Wednesday, March 27, 2019, at 10:00 a.m.
(The reception desk opens at 9:30 a.m.)
2. Venue: 4-4-25 Shibuya, Shibuya-ku, Tokyo
IVY HALL Aogakukaikan, 2F, "Miltos"
(Please refer to the venue access map at the end of this notice. Note that although the building is the same as last year, the floor and venue have changed, so make sure you come to the right place.)

3. Agenda
- Matters for reporting
 - 1. Business report, consolidated financial statements, and audit reports of the accounting auditor and the board of corporate auditors concerning the consolidated financial statements for the 20th business year (from January 1, 2018 to December 31, 2018)
 - 2. Non-consolidated financial statements for the 20th business year (from January 1, 2018 to December 31, 2018)
 - Matters for resolution
 - Proposal No. 1: Appropriation of retained earnings
 - Proposal No. 2: Partial change to Articles of Incorporation
 - Proposal No. 3: Election of six directors
 - Proposal No. 4: Election of one corporate auditor
 - Proposal No. 5: Election of one substitute auditor
 - Proposal No. 6: Issuance of stock warrants as stock options for the directors, executive officers, and employees of the Company as well as the directors and employees of subsidiaries

End of text.

Attending shareholders are requested to present the enclosed shareholder voting form on the day of the Meeting at the reception desk of the venue.

Of the documents to be provided in this invitation to attend the General Meeting of Shareholders, the following items are posted on the Company's website at (<http://fancs.com/en>) in accordance with laws and regulations and the provision of Article 13 of the Company's Articles of Incorporation.

- (1) "Consolidated Statement of Changes in Equity" and "Notes to the Consolidated Financial Statements" for the consolidated financial statements
- (2) "Non-Consolidated Statement of Changes in Equity" and "Notes to the Non-Consolidated Financial Statements" for the non-consolidated financial statements

Therefore, upon the corporate auditors and accounting auditors drafting their respective audit reports, the audited consolidated financial statements and non-consolidated financial statements include the information of the "Consolidated Statement of Changes in Equity," "Notes to the Consolidated Financial Statements," "Non-Consolidated Statement of Changes in Equity," and "Notes to the Non-Consolidated Financial Statements" in addition to the information in this invitation for the General Meeting of Shareholders.

Any amendment to the Information Materials for the General Meeting of Shareholders, the business report, non-consolidated financial statements, and consolidated financial statements will be posted on the corporate website (<https://www.fancs.com/en>) of the Company.

Guidelines for Exercising Voting Rights via the Internet

Please understand the following items upon exercising voting rights via the Internet.

1. Website for Exercising Voting Rights

You may exercise voting rights through the Internet only through the company's website for exercising voting rights below.

Website address of site for exercising voting rights: <https://www.web54.net>

2. Exercising Voting Rights

(1) When exercising voting rights via the Internet, please use the "Voting Rights Use Code" and password included in the attached shareholder voting form, follow the on-screen instructions, and indicate your approval or disapproval of the proposals.

(2) The deadline to exercising voting rights is 6:30 p.m. on Tuesday, March 26, 2019. Please exercise voting rights as early as possible.

(3) If you exercise voting rights both via postal mail and the Internet, the Company shall treat the vote through the Internet as valid. If you vote on the same items multiple times on the voting website, the Company shall treat the most recent vote as valid.

(4) The shareholder shall be responsible for all fees that may arise from accessing the voting website, including fees from telecommunications carriers and providers (connection fees).

3. Handling of Password and Voting Rights Use Code

(1) The password is an important item of information used to confirm that the person voting is the shareholder. Please handle this information as carefully as personal seals and PIN numbers.

(2) The password will be rendered unusable if it is mistakenly entered a certain number of times. When you wish to receive a new password, please follow the on-screen instructions.

(3) The Voting Rights Use Code included in the shareholder voting form is only usable for this General Meeting of Shareholders.

4. Questions Regarding Use of Computers and Other Devices

(1) If you are unsure how to operate a computer or other device in order to exercise voting rights through the Internet, please contact the following number.

Web support desk by Sumitomo Mitsui Trust Bank, Limited

[Phone] 0120 (652) 031 (hours of service: 9:00 a.m. to 9:00 p.m.)

(2) Please use the following number for other inquiries.

A. Shareholders with an account at a securities company

For shareholders who hold an account at a securities company, please send an inquiry to this securities company.

B. Shareholder without an account at a securities company (shareholder holding a special account)

Sumitomo Mitsui Trust Bank, Limited Stock Transfer Agency Center

[Phone] 0120 (782) 031 (hours of service: 9:00 a.m. to 5:00 p.m. excluding Saturday, Sunday, and holidays)

Information Materials for the General Meeting of Shareholders

Proposal No. 1: Appropriation of retained earnings

The following appropriation of retained earnings is proposed.

Matters concerning the year-end dividend

With regard to the year-end dividend for the 20th business year, the following appropriation of retained earnings is proposed, with consideration given to the business results of the subject business year, future business development, etc.

- (1) Type of dividend funds
Cash
- (2) Matters concerning the allocation of dividend funds and total amount
It is proposed to pay a dividend of 19 yen per share of common stock of the Company.
The total dividend amount under this proposal is 1,439,423,489 yen.
- (3) Date proposed for the dividend of retained earnings to take effect
March 28, 2019

Proposal No. 2: Partial change to Articles of Incorporation

1. Reasons for Proposal

- (1) To clarify the management responsibilities of directors and build a management structure that allows swift responses to changes in the management environment, the term of office of directors will be shortened from two years to one, and the necessary changes will be made to Article 19 (Term of Office of Directors) in the current Articles of Incorporation accordingly.
- (2) To make a new provision for substitute auditors in the Articles of Incorporation and define the period of validity for resolutions on election of substitute auditors in preparation for the case that the number of corporate auditors falls short of statutory requirements.
- (3) To update the way the years and changes are written (kanji) in the revision history.

2. Details of Changes

The details of the changes are as follows:

(The underlined parts indicate the changes.)

| Current Articles of Incorporation | Proposed Change |
|---|--|
| <p style="text-align: center;">Chapter 4. Directors and Board of Directors</p> <p>Article 19 (Term of Office of Directors) The term of office of a director shall expire upon the closing of the Annual General Meeting Shareholders for the last fiscal year ending within <u>two</u> (2) years after his or her assumption of the directorship. <u>However, the term of office of a director elected to increase the number or to fill a vacancy created by the early retirement or resignation of his or her predecessor shall expire when the term of office of the continuing directors expires.</u></p> | <p style="text-align: center;">Chapter 4. Directors and Board of Directors</p> <p>Article 19 (Term of Office of Directors) The term of office of a director shall expire upon the closing of the Annual General Meeting Shareholders for the last fiscal year ending within <u>one</u> (1) year after his or her assumption of the directorship.</p> |
| <p style="text-align: center;">Chapter 5. Auditors and Board of Corporate Auditors</p> <p>Article 30 (Election of Auditors)</p> <ol style="list-style-type: none"> 1. (No change) 2. (No change) | <p style="text-align: center;">Chapter 5. Auditors and Board of Corporate Auditors</p> <p>Article 30 (Election of Auditors)</p> <ol style="list-style-type: none"> 1. (No change) 2. (No change) |

| Current Articles of Incorporation | Proposed Change |
|-------------------------------------|--|
| (New) | <p><u>3. Based on the provisions of Article 329, paragraph 3 of the Companies Act, the Company may elect substitute auditors at the General Meeting of Shareholders in preparation for the case that the number of corporate auditors falls short of statutory requirements.</u></p> |
| (New) | <p><u>4. Resolutions pertaining to the election of substitute auditors as set forth in the preceding paragraph shall be valid until the start of the Annual General Meeting of Shareholders for the last fiscal year ending within four (4) years after said resolution.</u></p> |
| Prepared: September 3, <u>1999</u> | Prepared: September 3, <u>1999</u> |
| Certified: September 3, <u>1999</u> | Certified: September 3, <u>1999</u> |
| Revised: October 1, <u>1999</u> | Revised: October 1, <u>1999</u> |
| Revised: February 22, <u>2001</u> | Revised: February 22, <u>2001</u> |
| Revised: March 29, <u>2002</u> | Revised: March 29, <u>2002</u> |
| Revised: March 30, <u>2004</u> | Revised: March 30, <u>2004</u> |
| Revised: March 9, <u>2005</u> | Revised: March 9, <u>2005</u> |
| Revised: March 30, <u>2005</u> | Revised: March 30, <u>2005</u> |
| Revised: March 1, <u>2006</u> | Revised: March 1, <u>2006</u> |
| Revised: March 30, <u>2006</u> | Revised: March 30, <u>2006</u> |
| Revised: March 29, <u>2007</u> | Revised: March 29, <u>2007</u> |
| Revised: March 27, <u>2009</u> | Revised: March 27, <u>2009</u> |
| Revised: January 1, <u>2013</u> | Revised: January 1, <u>2013</u> |
| Revised: May 1, <u>2013</u> | Revised: May 1, <u>2013</u> |
| Revised: October 1, <u>2013</u> | Revised: October 1, <u>2013</u> |
| Revised: April 1, <u>2014</u> | Revised: April 1, <u>2014</u> |

3. Effectiveness of Changes

Changes shall take effect as of the conclusion of this meeting.

Proposal No. 3: Election of six directors

The term of office of all eight directors shall expire upon conclusion of this general meeting of shareholders on the condition that Proposal No. 2 ("Partial change to Articles of Incorporation") is approved, shortening the term of office of directors. Therefore, the Company proposes the election of six (6) directors.

The candidates for director are as follows:

| Candidate No. | Name (Date of birth) | Career summary, position and responsibility in the Company [Significant concurrent positions held] | Number of shares of the Company held |
|---------------|---|---|--------------------------------------|
| 1 | Re-election Yasuyoshi Yanagisawa (October 20, 1964) | Oct. 1999 Established the Company President (current position) (Position and responsibility in the Company) President In charge of New Business Development Division | 27,783,600 |
| 2 | Re-election Hiroshi Matsumoto (April 10, 1960) | Oct. 1999 Established the Company Director and Vice President (current position) (Position and responsibility in the Company) Director and Vice President | 1,664,300 |
| 3 | Re-election Koji Ninomiya (March 11, 1979) | April 2004 Joined the Company Jan. 2011 General Manager of ADN promotion in the MC business March 2012 General Manager of ADN business April 2013 Executive Officer March 2015 Director (current position) (Position and responsibility in the Company) Director, General Manager of AD Platform Business and New Business Development Division in charge of Services Development [Significant concurrent positions held] President of adjapon,inc. | 9,400 |
| 4 | Re-election Takashi Yoshinaga (February 18, 1981) | April 2005 Joined the Company July 2008 General Manager of New Development for A8 business Oct. 2011 General Manager of A8 business April 2013 Executive Officer March 2015 Director (current position) (Position and responsibility in the Company) Director, General Manager of A8 Business and Product Development in charge of application marketing business [Significant concurrent positions held] Director for Seesaa Inc. | 16,200 |

| Candidate No. | Name (Date of birth) | Career summary, position and responsibility in the Company [Significant concurrent positions held] | Number of shares of the Company held |
|---------------|--|--|--------------------------------------|
| 5 | Re-election/ Outside director Kazusuke Obi (December 4, 1953) | <p>Sep. 1977 Joined Alfa Records Inc.</p> <p>Aug. 1988 Representative Director at Scitron & Art Inc.</p> <p>Oct. 2002 Digital Garage, Inc. Director</p> <p>July 2009 Google LLC Executive Officer</p> <p>Dec. 2012 InMobi Japan Inc. Regional Director, Japan</p> <p>Oct. 2015 Link Asia Capital K.K. Representative Director, Partner (current position)</p> <p>March 2017 Outside auditor at Inbound Tech Inc. (current position)</p> <p>Nov. 2017 Representative Director at Cross Locations Inc. (current position)</p> <p>March 2018 Outside Director of the Company (current position)</p> <p>June 2018 Outside Director of Future Venture Capital Co., Ltd. (current position)</p> | 100 |
| 6 | Re-election/ Outside director Satoshi Hoyano (January 11, 1962) | <p>April 1984 Joined Fuji Xerox Co., Ltd.</p> <p>April 2000 Joined Livin' on the EDGE Co., Ltd. (currently LINE Corporation)</p> <p>March 2003 Director of ex-marketing INC.</p> <p>Nov. 2004 Director of ValueClick Japan, Inc.</p> <p>Jan. 2006 Director of Cecile Co., Ltd.</p> <p>Feb. 2006 livedoor Marketing Inc. (currently Media Innovation Inc.) President</p> <p>July 2008 So-net Media Networks Corporation President</p> <p>Nov. 2014 Representative Director of Horn Inc. (current position)</p> <p>Jan. 2018 Outside Director of Exture Inc. (current position)</p> <p>March 2018 Outside Director of the Company (current position)</p> <p>Nov. 2018 Chairman and Representative Director of GuideDent Co., Ltd. (current position)</p> | 10,000 |

- (Notes)
1. There is no special interest between the candidates for director and the Company.
 2. Kazusuke Obi and Satoshi Hoyano are candidates for outside director.
 3. The Company nominated Kazusuke Obi and Satoshi Hoyano as candidates for outside director because it expects that their wealth of managerial experience and vast knowledge will be reflected in the management of the Company.
Both candidates for outside director possess both expert knowledge of Internet advertising and excellent track records of success in management. The Company expects that they will facilitate the advancement of the management of the Company. Therefore, the Company determined that they will properly carry out the role of outside director.
 4. Kazusuke Obi and Satoshi Hoyano have served as outside directors to the Company since March 2018, making their tenure one (1) year at the conclusion of this general meeting.
 5. Based on the states of Article 427, paragraph 1 of the Companies Act, the Company signs an agreement with Kazusuke Obi and Satoshi Hoyano to limit liability under Article 423, paragraph 1 of the Companies Act. The limit amount under the indemnity liability based on the subject agreement will be the statutorily stipulated minimum liability limit amount. However, the said limitation of liability will be available only if in the execution of the task giving rise to the subject liability due professional care has been exercised and no gross negligence has occurred.
 6. The company designates Kazusuke Obi and Satoshi Hoyano as independent officers as defined by the stipulations of the Tokyo Stock Exchange and has submitted documentation to that effect to this exchange. If this proposal is approved, the Company plans to continue to designate both as independent officers.

Proposal No. 4: Election of one corporate auditor

The term of office for corporate auditor Yukimitsu Sunohara will expire at the conclusion of this general meeting of shareholders. Therefore, the Company proposes the election of one (1) corporate auditor.

This proposal has received the approval of the board of corporate auditors.

The candidate for corporate auditor is as follows:

| Name (Date of birth) | Career summary, position in the Company [Significant concurrent positions held] | Number of shares of the Company held |
|---|---|--|
| Yukimitsu Sunohara (September 9, 1948) | March 1995 Manager of Production Planning Dept., Clarion Co., Ltd. | 2,500 |
| | August 1996 Dispatched to McIntosh Lab SVP in United States | |
| | December 2002 President (later concurrently served as Chairman) of Clarion (Taiwan) Manufacturing Co., Ltd. | |
| | December 2010 Head Japanese Representative at Quanta Storage Inc. | |
| | March 2015 Outside Statutory Auditor of the Company (current position) | |

- (Notes)
1. There is no special interest between the candidate for corporate auditor and the Company.
 2. Yukimitsu Sunohara is a candidate for outside corporate auditor.
 3. The Company nominated Yukimitsu Sunohara as a candidate for outside corporate auditor because he has worked in corporate management for many years and possesses knowledge and experience related to general corporate management. He also has a broad perspective based on abundant overseas work experience. It is proposed to appoint him as outside corporate auditor in order to strengthen the audit framework of the Company from an outside perspective through the application of his knowledge and experience.
 4. Yukimitsu Sunohara has served as outside corporate auditor to the Company since March 2015, making his tenure 4 years at the conclusion of this general meeting.
 5. Based on the states of Article 427, paragraph 1 of the Companies Act, the Company signs an agreement with Yukimitsu Sunohara to limit liability under Article 423, paragraph 1 of the Companies Act. The limit amount under the indemnity liability based on the subject agreement will be the statutorily stipulated minimum liability limit amount. However, the said limitation of liability will be available only if in the execution of the task giving rise to the subject liability due professional care has been exercised and no gross negligence has occurred.
 6. The company designates Yukimitsu Sunohara as an independent officer as defined by the stipulations of the Tokyo Stock Exchange and has submitted documentation to that effect to this exchange. If this proposal is approved, the Company plans to continue to designate Yukimitsu Sunohara as an independent officer.

Proposal No. 5: Election of one substitute corporate auditor

The Company proposes the election of one (1) substitute corporate auditor in the event that the number of corporate auditors falls below the number required by law.

This appointment as substitute auditor shall expire upon the start of the Annual General Meeting of Shareholders for the last fiscal year ending within four (4) years after said appointment on the condition that Proposal No. 2 ("Partial Change to Articles of Incorporation") is approved. Additionally, the appointment may be canceled by resolution of the board of directors before the term of office begins with the consent of the board of corporate auditors.

This proposal has received the approval of the board of corporate auditors.

For the election as substitute corporate auditor the following candidate is proposed.

| Name (Date of birth) | Career summary, position in the Company [Significant concurrent positions held] | Number of shares of the Company held |
|-------------------------------|---|--|
| Kenji Yamada (May 3, 1958) | April 1982 Joined AIU Insurance Company April 1994 Established Fantec Co., Ltd. June 1998 Outside corporate auditor of KENKO Mayonnaise Co., Ltd. Dec. 2001 Representative Director of Funtec Co., Ltd. (current position) [Significant concurrent positions held] Representative Director, Funtec Co., Ltd. | 1,700 |

- (Notes) 1. Funtec Co., Ltd., where the candidate serves in the position as representative director, is an insurance agency engaged in the business of the solicitation and administration for part of the property and casualty insurance agreements taken out by the Company.
2. In the subject fiscal year, the Company has paid to Funtec Co., Ltd. a total amount of 7,486,510 yen, which is comprised entirely of insurance premiums. Funtec Co., Ltd. accounts for under 0.03% of the consolidated sales revenues of the Company group.
3. Mr. Kenji Yamada is a candidate for the position as substitute external corporate auditor.
4. Mr. Kenji Yamada is thoroughly experienced in business management and risk management. It is proposed to appoint Mr. Kenji Yamada as substitute external corporate auditor in order to strengthen the audit framework of the Company through the application of his knowledge and experience.
5. In case Mr. Kenji Yamada is inaugurated as external corporate auditor, it is planned to conclude an agreement between Mr. Kenji Yamada and the Company based on the stipulations of Article 427 (1) of the Companies Act to limit the indemnity liability under Article 423 (1) of the Companies Act. The limit amount under the indemnity liability based on the subject agreement will be the statutorily stipulated minimum liability limit amount. However, the said limitation of liability will be available only if in the execution of the task giving rise to the subject liability due professional care has been exercised and no gross negligence has occurred.

Proposal No. 6: Issuance of stock warrants as stock options for the directors, executive officers, and employees of the Company as well as the directors and employees of subsidiaries

It is proposed based on the stipulations of Articles 236, 238, and 239 of the Companies Act, to issue in accordance with the summary stated below, stock warrants for no consideration as stock options for the directors (excluding outside directors), operating officers, and employees of the Company as well as the directors and employees of subsidiaries, with the determination of matters concerning the subscription to the said stock warrants to be committed to the discretion of the board of directors.

Additionally, based on the stipulations of Article 361, this proposal is proposed to issue stock warrants within an annual range of 90,000 thousand yen as stock options as stated above as remuneration, etc., for directors (excluding outside directors) of the Company.

1. Proposal outline

(1) Reasons for the necessity to offer stock warrants at preferential conditions

It is proposed to issue stock warrants for no consideration as stock options for directors (excluding outside directors), executive officers, and employees of the Company as well as the directors and employees of subsidiaries in order to heighten motivation and morale with respect to enhancing the business results of the Company.

(2) Issuance of stock warrants as remuneration, etc. for directors of the Company (excluding outside directors)

Issuance within an annual range of 300,000 thousand yen (excluding employee allowances for employees serving as directors) for directors of the Company (excluding outside directors) was approved at the 16th Annual General Meeting of Shareholders held on March 26, 2015. In addition to the said remunerations, it is proposed to issue stock warrants as stock options within an annual range of 90,000 thousand yen.

The amount of stock warrants proposed for issuance for directors (excluding outside directors) of the Company corresponds to the fair value per stock warrant calculated on the allotment date of the stock warrants (to be calculated using the Black-Scholes model) multiplied by the total number of stock warrants issued for the directors of the Company incumbent on the allotment date.

There are currently eight (8) directors (two [2] of which are outside directors), and the number will drop to six (6) (two [2] of which will be outside directors) if Proposal No. 3 is approved.

2. Outline of the stock warrants

(1) Persons eligible to be allotted stock warrants

Directors (excluding outside directors), executive officers, and employees of the Company as well as directors and employees of subsidiaries

(2) Share classes and number of shares underlying the stock warrants

Shares of common stock of the Company up to a maximum limit of 100,000 shares. The maximum number of stock warrants to be allotted to directors (excluding outside directors) of the Company is 100,000 shares of common Company stock.

Notably, in case of a split or reverse split of the shares of the Company, the number of shares under the stock warrants shall be adjusted according to the following formula. However, such adjustment shall be made only with respect to the number of shares underlying unexercised stock warrants at that time. Fractions of one share resulting from the adjustment will be truncated.

Number of shares after adjustment

= Number of shares before adjustment x Split ratio/Reverse-split ratio

Moreover, in case of a corporate merger of the Company with a different entity, or in case of a corporate split-off of the Company, or in case the Company is made a fully-owned subsidiary of a different entity through a share exchange or share transfer, respectively assuming succession to the stock warrants after such an event, adjustments to the number of shares will be made as found necessary by resolution of the board of directors.

(3) The total number of stock warrants

Limited to 1,000 stock warrants. Out of this number, stock warrants for allotment to directors (excluding outside directors) shall be limited to a maximum of 1,000 stock warrants.

(The number of shares underlying one stock warrant shall be 100 shares.

However, in case of an adjustment pursuant to item (2), the same adjustment shall apply.)

(4) Amount payable for stock warrants

The stock warrants shall be issued for no consideration.

(5) Exercise price of the stock warrants

The amount payable per one stock warrant at exercise shall correspond to the amount to be determined as set out below that is payable per share of stock underlying the stock warrants ("Exercise Price"), multiplied by the number shares of stock underlying one stock warrant as determined in item (3).

The exercise price shall be the average of the closing prices of shares of common stocks of the Company observed in trading on a financial instruments exchange on each day (excluding days on which no trading contracts are concluded) of the month prior to the month that contains the date of issuance of the stock warrants, multiplied by 1.05 (fractions of a yen shall be rounded up to one yen).

However, if the said amount is lower than the closing price on the issuance date of the stock warrants (if no closing price is posted on the subject date, the closing price on the nearest previous date), the closing price on the issuance date of the stock warrant shall be the exercise price. The total annual amount of the issue price of new shares or the transfer price of shares for exercising

stock acquisition rights (total amount exercised including other stock acquisition rights) shall not exceed 12 million yen.

Notably, in case of a split or reverse split of the shares of stock of the Company on or after the issuance date, the exercise price will be adjusted according to the following formula. Fractions of one yen resulting from the adjustment will be rounded up to one yen.

$$\text{Exercise Price after adjustment} = \text{Exercise Price before adjustment} \times \frac{1}{\text{Split ratio/Reverse-split ratio}}$$

Furthermore, if the Company issues new shares of stock or disposes of treasury stock (excluding disposal due to exercise of stock warrants) at a price below market price, the exercise price will be adjusted according to the following formula. Fractions of one yen resulting from the adjustment will be rounded up to one yen.

$$\text{Exercise Price after adjustment} = \text{Exercise Price before adjustment} \times \frac{\text{Number of shares outstanding} + \frac{\text{Number of shares newly issued} \times \text{Subscription price payable per share}}{\text{Price per share before issuance of new shares}}}{\text{Number of shares outstanding} + \text{Number of shares newly issued}}$$

For the purposes of the above formula, “Number of shares outstanding” shall mean the number of shares of common stock of the Company issued on the day before the exercise price after adjustment is applied less the number of shares of common stock of the Company held as treasury stock by the Company on that day. If the Company disposes of treasury stock and an adjustment is made, “Number of shares newly issued” shall be read down to “Number of disposed treasury stock.”

Moreover, in case of a corporate merger of the Company with a different entity, or in case of a corporate split-off of the Company, or in case the Company is made a fully-owned subsidiary of a different entity through a share exchange or share transfer, respectively assuming succession to the stock warrants after such an event, adjustments to the exercise price will be made as found necessary by resolution of the board of directors.

(6) Exercise period of the stock warrants

The exercise period of the stock warrants shall continue for four years, beginning at the start of the month next after the day that marks the passage of three years after the allotment date of the stock warrants.

(7) Conditions for exercise of the stock warrants

(i) Persons who have stock warrants allotted to them (“Stock Warrant Allottees”) must at the time of the stock warrant exercise hold a position as director, executive officer, corporate auditor, or employee of the Company or a subsidiary or affiliate of the Company. However, the above condition is not applicable when a legitimate reason for non-application exists in the judgment of the board of directors.

- (ii) Other conditions are prescribed in the "Stock Warrant Grant Agreement" to be concluded between the Company based on the resolutions of this General Meeting of Shareholders and the Board of Directors.
- (8) Reasons and conditions for acquisition of stock warrants
If a Stock Warrant Allottee is rendered unable to exercise stock warrants due to the loss of position as director, executive officer, corporate auditor, or employee of the Company or a subsidiary or affiliate of the Company, the Company shall be able to recover free of charge the subject stock warrants from such Stock Warrant Allottee.
- (9) Matters concerning increases in capital and capital reserves in case of share issuance associated with the exercise of stock warrants
 - (i) The increase in the amount of capital due to the issuance of shares associated with the exercise of stock warrants shall correspond to one-half of the capital, etc., increase limit amount calculated in accordance with Article 17, paragraph 1, of the Corporate Accounting Rules. Fractions of one yen resulting from the calculation shall be rounded up to one yen.
 - (ii) The increase in the amounts of capital or capital reserves in case of issuance of shares associated with the exercise of stock warrants shall correspond to the balance of the capital, etc., increase limit amount stated in item (i) above less the capital increase amount stated in item (i) above.
- (10) Restrictions on the acquisition of stock warrants by assignment
Acquisition of stock warrants by assignment shall require the approval of the board of directors of the Company.
- (11) Truncation of fractional shares resulting from stock warrant issuance
Fractions of a share associated with the number of shares deliverable to Stock Warrant Allottees shall be truncated.
- (12) Handling in case of reorganization
If the Company merges (limited to cases wherein the Company becomes a non-surviving company), conducts an absorption-type split or an incorporation-type split, or conducts a share exchange or share transfer (the above cases are hereinafter collectively referred to as "Reorganization"), stock warrants of a corporation described in Article 236, Paragraph 1, Items 8.1 through 8.5 of the Companies Act (hereinafter referred to as the "Reorganized Company") shall be granted to Allottees holding stock warrants that remain unexercised (hereinafter referred to as "Remaining Stock Warrants") immediately before the date when the Reorganization takes effect based on the following conditions. In such a case, the Company shall be able to recover Remaining Stock Warrants free of charge, and stock warrants of the Reorganized Company shall be newly issued. However, this shall be limited to cases where issuance of stock acquisition rights of the Reorganized Company in accordance with the conditions below is set forth in the absorption-type merger agreement, incorporation-type merger agreement, absorption-type demerger agreement, incorporation-type demerger plan, share exchange agreement or share transfer plan ("Reorganization Agreement, etc."), and in the event that the provisions of the Reorganization

- Agreement, etc. differ from the provisions below, the provisions of the Reorganization Agreement, etc. shall take precedence.
- (i) Number of stock warrants to be delivered of the Reorganized Company
Numbers shall match the respective numbers of the Remaining Stock Warrants held by the Stock Warrant Allottees.
 - (ii) Share types of the Reorganized Company underlying the stock warrants
Shares of common stock of the Reorganized Company.
 - (iii) Number of shares of the Reorganized Company underlying the stock warrants
To be determined in accordance with item (2) above with consideration of the terms, etc., of Reorganization.
 - (iv) Exercise price to be paid at exercise of stock warrants
To be determined in accordance with item (5) above with consideration of the terms, etc., of Reorganization.
 - (v) Exercise period of stock warrants
The period from the later of the start date of the exercise period for Remaining Stock Warrants prescribed in item (6) above and the effective date of the Reorganization, until the last day of the exercise period for Remaining Stock Warrants prescribed in item (6) above.
 - (vi) Matters concerning increases in capital and capital reserves in case of share issuance associated with the exercise of stock warrants
To be determined in accordance with item (9) above.
 - (vii) Restrictions on the acquisition of stock warrants by assignment
Acquisition of stock warrants by assignment shall require the approval of the Reorganized Company.
 - (viii) Reasons and conditions for acquisition of stock warrants
To be determined in accordance with item (8) above.
 - (ix) Other conditions concerning the exercise of stock warrants
To be determined in accordance with item (7) above.
 - (13) Other features of the stock warrants
As to other features of the stock warrants, matters concerning subscription to the stock warrants are determined by the board of directors.

End of text.