

(TRANSLATION)

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# Share Handling Regulations

Socionext Inc.

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## **Share Handling Regulations of Socionext Inc.**

### **Chapter 1 General Provisions**

#### Article 1 (Purpose)

Procedures for exercising shareholder rights and other handling in relation to the Company's shares shall be conducted in accordance with the regulations hereof pursuant to the provisions of Article 10 of the Articles of Incorporation of the Company, in addition to the provisions set forth by the Japan Securities Depository Center, Incorporated (hereinafter, "JASDEC") and the securities company or other account management institution (hereinafter, the "Securities Company") with which the shareholder has a book-entry transfer account.

#### Article 2 (Transfer Agent)

The Company's transfer agent and the location of business thereof shall be as follows:

(1) Transfer agent:

Sumitomo Mitsui Trust Bank, Limited  
1-4-1 Marunouchi, Chiyoda-ku, Tokyo

(2) Transfer agent's location of business:

Stock Transfer Agency Business Department  
Sumitomo Mitsui Trust Bank, Limited  
1-4-1 Marunouchi, Chiyoda-ku, Tokyo

### **Chapter 2 Records in Shareholder Register**

#### Article 3 (Records in Shareholder Register)

1. Any change to the entries in the shareholder register shall be made upon issuance of a notice reporting all shareholders, or similar, by JASDEC (but excluding any notice provided for in Article 154, paragraph (3) of the Act on Book-Entry Transfer of Corporate Bonds and Shares - hereinafter, the "Book-Entry Transfer Act" - which is referred to hereinafter as a "Notice Reporting an Individual Shareholder").
2. Notwithstanding the preceding paragraph, changes to entries in the shareholder register shall be made without notice from JASDEC where so required under relevant laws and regulations, such as in the event of an issuance of new shares.

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3. Entries in the shareholder register shall be made using the characters and symbols designated by JASDEC.

Article 4 (Notification Relating to Entries in Shareholder Register)

A shareholder shall notify the Company of the name and address of such shareholder through the Securities Company and JASDEC in accordance with the guidance of JASDEC. The same shall apply to any changes thereto.

Article 5 (Representative of Corporate Shareholder)

If a shareholder is a corporation, the corporation shall notify the Company of one (1) representative through the Securities Company and JASDEC in accordance with the guidance of JASDEC. The same shall apply to any changes thereto.

Article 6 (Representative of Joint Shareholder)

Shareholders who jointly own shares shall appoint one (1) representative and notify the Company of the name and address of the representative through the Securities Company and JASDEC in accordance with the guidance of JASDEC. The same shall apply to any changes thereto.

Article 7 (Legal Representative)

A shareholder's legal representative, such as a person having parental authority or a guardian of the shareholder, shall notify the Company of their own name and address through the Securities Company and JASDEC in accordance with the guidance of JASDEC. The same shall apply to any changes thereto as well as to the removal of the legal representative.

Article 8 (Notification of Mailing Address for Non-resident Shareholders)

1. A non-resident shareholder and registered pledgee of shares or the legal representative thereof shall either appoint a standing proxy in Japan or specify a mailing address in Japan for receiving notices.
2. Notification shall be made of the name or designation and address of the standing agent of the preceding paragraph, or the address for receiving notice, such notification to be made in the manner stipulated by JASDEC and through a Securities Company and JASDEC. In the event of changes to any notified information or termination of the agent, notification shall be made in the same manner.

Article 9 (Method of Confirmation through JASDEC)

A notification submitted from a shareholder to the Company through the Securities Company and JASDEC shall be deemed to be a notification from such shareholder in person.

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Article 10 (Registered Share Pledgees)

The provisions of Chapter 2 shall apply mutatis mutandis to Registered Share Pledgees.

### **Chapter 3 Identification of Shareholders**

Article 11 (Identification of Shareholders)

1. In the event that a shareholder (including a shareholder who requested a Notice Reporting an Individual Shareholder to be sent) makes requests or exercises any other shareholder rights against the Company (hereinafter, “Requests”), the shareholder shall attach or provide evidence to prove its identity (hereinafter, “ID Documents”); however, this shall not apply if the Company could confirm that such Requests were made by the shareholder without the need for ID Documents.
2. In the event that Requests are made from a shareholder to the Company through the Securities Company and JASDEC, such Requests shall be deemed to have been made directly from the shareholder and ID Documents shall not be required.
3. In the event that Requests are made by a proxy, in addition to the procedures in preceding two paragraphs, a letter of proxy signed by the relevant shareholder or a letter of proxy affixed with the printed name and seal impression of the shareholder shall be attached. The letter of proxy shall be required to state the mandatary’s name and address.
4. Paragraphs 1 and 2 shall apply mutatis mutandis to a proxy.

### **Chapter 4 Procedures for Exercising Shareholder Rights**

Article 12 (Request for Delivery of Paper-Based Documents and Statement of Objections)

When a shareholder makes (i) a request for the delivery of paper-based reference documents for the General Meeting of Shareholders as stipulated in Article 325-5, paragraph (1) of the Companies Act (hereinafter, a “Paper-Based Document Delivery Request”) or (ii) a statement of an objection as stipulated in paragraph (5) of the Article thereof, it shall be made in writing; however, if the Paper-Based Document Delivery Request is made through the Securities Company and JASDEC, the procedures shall be conducted as determined by the Securities Company and JASDEC.

Article 13 (Procedures for Minority Shareholder Rights and Other Shareholder Rights)

If a shareholder directly exercises any minority shareholder rights prescribed in Article 147, paragraph (4) of the Book-Entry Transfer Act against the Company, it shall be made in writing and shall include such shareholder’s signature or printed name and seal impression, after the shareholder requests that the Securities Company send a Notice Reporting an Individual Shareholder to the Company.

## **Chapter 5 Buyback of Shares of Less than One Unit**

### Article 14 (Method of Buyback Request of Shares of Less than One Unit)

In cases where a shareholder requests the buyback of shares of less than one unit owned by such shareholder, such shareholder shall do so through the Securities Company and JASDEC as provided for by JASDEC.

### Article 15 (Determination of Buyback Price)

1. The buyback unit price for the buyback request in the preceding Article shall be the closing price per share in a market of the XX Stock Exchange on the day on which the request reaches the transfer agent's location of business; however, if there is no trading on that day or if the day falls on a holiday for the aforementioned exchange, the buyback unit price shall be the first trading price per share effected thereafter.
2. The buyback price shall be the amount obtained by multiplying the buyback unit price in the preceding paragraph by the number of shares designated in the buyback request.

### Article 16 (Payment of Buyback Price)

1. The Company shall pay the buyback price calculated pursuant to the preceding Article after deducting the handling fees provided for in Article 24. Unless otherwise provided for by the Company, such payment shall be made on the fourth (4th) business day immediately following the day on which the buyback unit price is determined as provided for by JASDEC; however, if the buyback price is a price cum dividend or with right to share splits, etc., the Company shall make payment no later than on the record date.
2. A shareholder who makes a buyback request may request payment of the buyback price via a transfer to a bank account designated by the shareholder or in cash via Japan Post Bank Co., Ltd.

### Article 17 (Method of Additional Sale Request of Shares of Less than One Unit)

Shares of less than one unit designated in a buyback request shall be transferred to the Company's book-entry transfer account on the day on which the payment, or payment procedure, of the buyback price pursuant to the preceding Article has been completed.

## **Chapter 6 Exceptions for Special Accounts**

### Article 18 (Exceptions for Special Accounts)

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Identification of shareholders for whom special accounts have been opened, and other handling of special accounts shall be in accordance with the procedures as specified by JASDEC as well as by the account management institution at which special accounts have been opened.

## Chapter 7 Handling Fees

### Article 19 (Handling Fees)

No fees shall be charged in relation to the handling of shares of the Company.

History	
Enactment on	March 30, 2022
Revision on	July 27, 2022
Revision on	October 12, 2022