

Notice of partial amendment to the Articles of Incorporation

We would like to inform you hereby of the resolution made by the Board of Directors on May 11, 2009 that a partial amendment to the Articles of Incorporation be proposed at the 113th Ordinary General Meeting of Shareholders to be held on June 29, 2009.

1. Reasons for amendments to the Articles of Incorporation

- (1) By virtue of Article 6, Paragraph 1, of the Supplementary Provisions of the “Act for Partial Revision to the Act on Transfer of Bonds, etc., for Streamlining and Rationalizing Settlement of Trades of Stock and Other Securities” (Act No. 88 of 2004; hereinafter referred to as “Settlement Rationalization Act”), as for the Company, a resolution of a shareholders’ meeting to abolish the provision of issuance of share certificates in the Articles of Incorporation is deemed to have been made on the implementation date of dematerialization of share certificates (January 5, 2009). As a result, Article 7, Article 9 Paragraph 2, and the provision concerning the Register of Beneficial Shareholders and the Register of Cancellation of Share Certificates in Article 12 Paragraph 3 of the current Articles of Incorporation have become unnecessary. The amendments are proposed in order to remove these unnecessary provisions. However, in compliance with the legal provision which requires that the Register of Cancellation of Share Certificates shall be kept until after the elapse of one year from the date immediately following the date of implementation of Settlement Rationalization Act, relevant provisions shall be created as a transitional measure in the Supplementary Provisions of the Articles of Incorporation.
- (2) The amendments are proposed to regulate other relevant provisions reflecting the amendments in the above (1).
- (3) The amendments are proposed to increase the number of authorized shares from 1.2 billion shares provided in the current Article 6 to 1.8 billion shares, thereby allowing for expeditious funding and capital policy in preparation for prompt and flexible undertaking of the businesses and so conducting M&A in view of the increasingly severe economic environment surrounding our businesses.

2. Details of amendments

The details of the amendments are shown in the attachment.

3. Scheduled dates

Date of shareholders’ general meeting for the amendments to the Articles of Incorporation:	June 26, 2009 (Fri.)
Effective date of the amendments:	June 26, 2009 (Fri.)

(Appendix)

Proposals 1 and 2 for the amendments to the Articles of Incorporation

(Amended parts are underlined.)

Current provisions	Proposed provisions
<p data-bbox="188 331 561 365"><u>(Issuance of Share Certificates)</u></p> <p data-bbox="156 371 686 445">Art. <u>7</u> <u>The Company shall issue share certificates representing its shares.</u></p> <p data-bbox="156 495 721 528">(Acquisition of Shares of the Company's Stock)</p> <p data-bbox="156 535 400 568">Art. <u>8</u> <omitted></p> <p data-bbox="156 618 655 651">(Number of Shares Comprising One Unit)</p> <p data-bbox="156 658 730 748">Art. <u>9</u> The number of shares of the Company comprising one unit shall be one thousand (1,000) shares.</p> <p data-bbox="274 786 730 1016"><u>Notwithstanding the provisions of Article 7, the Company shall not issue share certificates representing less-than-one-unit shares; provided, however, that this provision shall not apply to cases as provided in the Regulations for Handling of Shares.</u></p> <p data-bbox="156 1081 671 1115">(Custodian of the Register of Shareholders)</p> <p data-bbox="156 1122 730 1189">Art. <u>12</u> The Company shall have a custodian of the Register of Shareholders.</p> <p data-bbox="274 1227 727 1391">The custodian of the Register of Shareholders and its place of business shall be determined by a resolution of the Board of Directors and notified publicly.</p> <p data-bbox="274 1429 715 1933">The preparation and keeping of the Register of Shareholders (<u>including the Register of Beneficial Shareholders; hereinafter referred to in the same way</u>), the Register of Subscription Rights <u>and the Register of Cancellation of Share Certificates</u> of the Company and other matters relating to the Register of Shareholders, the Register of Subscription Rights <u>and the Register of Cancellation of Share Certificates</u> shall be entrusted to the custodian of the Register of Shareholders and not handled by the Company.</p>	<p data-bbox="759 331 962 365"><to be removed></p> <p data-bbox="759 495 1326 528">(Acquisition of Shares of the Company's Stock)</p> <p data-bbox="759 535 1161 568">Art. <u>7</u> <to remain unchanged></p> <p data-bbox="759 618 1259 651">(Number of Shares Comprising One Unit)</p> <p data-bbox="759 658 1161 692">Art. <u>8</u> <to remain unchanged></p> <p data-bbox="877 786 1080 819"><to be removed></p> <p data-bbox="759 1081 1275 1115">(Custodian of the Register of Shareholders)</p> <p data-bbox="759 1122 1177 1155">Art. <u>11</u> < to remain unchanged ></p> <p data-bbox="877 1234 1177 1267">< to remain unchanged ></p> <p data-bbox="877 1429 1329 1731">The preparation and keeping of the Register of Shareholders <u>and</u> the Register of Subscription Rights of the Company and other matters relating to the Register of Shareholders <u>and</u> the Register of Subscription Rights shall be entrusted to the custodian of the Register of Shareholders and not handled by the Company.</p>

<p>Arts. <omitted> <u>13-34</u></p> <p>(Dividends) Art. <u>35</u> Dividends of the Company shall be paid to the shareholders or registered pledgees whose names are [stated or]* recorded in the Register of Shareholders of the Company as of the 31st day of March each year by a resolution of the General Meeting of Shareholders.</p> <p>(Interim Dividends) Art. <u>36</u> By resolution of the Board of Directors, the Company may pay interim dividends to the shareholders or registered pledgees whose names are [stated or]* recorded in the Register of Shareholders as of the 30th day of September each year.</p> <p>(New provisions)</p>	<p>Arts. (Art. 13 be renumbered as Art. 12 and the subsequent articles through Art.34 be renumbered in the same manner.) <u>12-33</u></p> <p>(Dividends) Art. <u>34</u> Dividends of the Company shall be paid to the shareholders or registered pledgees whose names are recorded in the Register of Shareholders of the Company as of the 31st day of March each year by a resolution of the General Meeting of Shareholders.</p> <p>(Interim Dividends) Art. <u>35</u> By resolution of the Board of Directors, the Company may pay interim dividends to the shareholders or registered pledgees whose names are recorded in the Register of Shareholders as of the 30th day of September each year.</p> <p><u>Supplementary Provisions</u> Art. <u>1</u> <u>The preparation and keeping of the Register of Cancellation of Share Certificates of the Company and other matters relating to the Register of Cancellation of Share Certificates shall be entrusted to the custodian of the Register of Shareholders and not handled by the Company.</u></p> <p>Art. <u>2</u> <u>The preceding provision and this provision shall be effective until January 5, 2010 and be removed on January 6, 2010.</u></p>
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[*Translation note: The Company has translated the original Japanese phrase *kisai matawa kiroku* (literally meaning “stated or recorded”) in the Articles of Incorporation as “recorded.” The present proposal is to remove *kisai matawa* (“stated or”) from the original text.]

Proposal 3 for the amendments to the Articles of Incorporation

(Amended part is underlined.)

Current provisions	Proposed provisions
<p>(Total Number of Issuable Shares) Art. <u>6</u> The total number of shares issuable by the Company shall be <u>one billion two hundred million (1,200,000,000)</u> shares.</p>	<p>(Total Number of Issuable Shares) Art. <u>6</u> The total number of shares issuable by the Company shall be <u>one billion eight hundred million (1,800,000,000)</u> shares</p>