

TERMS AND CONDITIONS OF TYPE A PREFERRED SHARES

1. Name of Class of Shares
Type A Preferred Shares of Nippon Sheet Glass Co., Ltd. (the “Type A Preferred Shares”)
2. Number of Shares to be Newly Issued
3,000,000 shares
3. Payment Amount
10,000 yen per share
4. Total Payment Amount
30,000,000,000 yen
5. Stated Capital to be Increased by Issuance of Type A Preferred Shares
15,000,000,000 yen (5,000 yen per share)
6. Capital Surplus to be Increased by Issuance of Type A Preferred Shares
15,000,000,000 yen (5,000 yen per share)
7. Subscription Date
July 1, 2009
8. Payment Date
July 1, 2009
9. Method of Issue
The following numbers of shares will be allotted to the following parties through a third party allotment.

UDS Corporate Mezzanine Limited Partnership:	450,000 shares
UDS Corporate Mezzanine No. 3 Limited Partnership:	2,550,000 shares
10. Preferred Dividends
 - (1) Type A Preferred Dividends
If the Company is to distribute any surplus (excluding the Type A Preferred Interim Dividend defined in paragraph 5), the Company will distribute the amount of surplus per share of the Type A Preferred Shares set out in the following paragraph (the “Type A Preferred Dividend”) to the shareholders of the Type A Preferred Shares (the “Type A Preferred Shareholders”), and the registered pledgees of shares of the Type A Preferred Shares (the “Registered Pledgees of Type A Preferred Shares”), listed or recorded in the latest register of shareholders as of the record date for the distribution of surplus before making any such distribution to the shareholders of common shares (the “Common Shareholders”) or the registered pledgees of common shares (the “Registered Pledgees of Common Shares”). However, if all or part of the Type A Preferred Dividend (excluding the distribution of the Accumulated Unpaid Type A Preferred Dividend defined in paragraph 3 and including the Type A Preferred Interim Dividend defined in paragraph 5) has already been paid based on a record date that falls in the fiscal year of the record date for the distribution of surplus, the accumulated amount of the distribution shall be deducted from the amount of surplus. If the Company acquires the Type A Preferred Shares in the period from the record date of the distribution of surplus to the distribution of surplus, the distribution of surplus with respect to the record date above for the Type A Preferred Shares will

not be required.

(2) The amount of the Type A Preferred Dividend

The amount of the Type A Preferred Dividend will be JPY 925 per share (the amount of the Type A Preferred Dividend with a record date that falls in the fiscal year ending on March 31, 2010 will be JPY 842 per share). However, if the aggregate of the amounts of surplus per share to be distributed to the Type A Preferred Shareholders or the Registered Pledgees of Type A Preferred Shares (excluding the distribution of the Accumulated Unpaid Type A Preferred Dividend defined in the following paragraph and including the Type A Preferred Interim Dividend defined in paragraph 5) in a fiscal year (the “Fiscal Year Before Amendment for Type A Preferred Dividend”) and the immediately preceding fiscal year does not reach the amount of the Type A Preferred Dividend relating to those fiscal years for 2 consecutive years, the amount of the Type A Preferred Dividends will, starting from the fiscal year immediately after the Fiscal Year Before Amendment for Type A Preferred Dividend (the “Fiscal Year After Amendment for Type A Preferred Dividend”), be amended to JPY 1,225 per share (the “Amendment of Type A Preferred Dividend”).

(3) Clause of Cumulative Dividend

If the aggregate of the amount of surplus per share to be distributed to the Type A Preferred Shareholders or the Registered Pledgees of Type A Preferred Shares based on a record date that falls in a fiscal year (excluding the distribution of the Accumulated Unpaid Type A Preferred Dividend defined in the following paragraph) does not reach the amount of the Type A Preferred Dividend for that fiscal year, the shortfall will accumulate and be carried over to the following and subsequent fiscal years, and the accumulated shortfall (the “Accumulated Unpaid Type A Preferred Dividend”) will be paid to the Type A Preferred Shareholders or the Registered Pledgees of Type A Preferred Shares before making the Type A Preferred Dividend, the Type A Preferred Interim Dividend defined in paragraph 5 and any distribution to the Common Shareholders or the Registered Pledgees of Common Shares.

(4) Clause of Nonparticipation

No surplus in excess of the Type A Preferred Dividend will be distributed to the Type A Preferred Shareholders or the Registered Pledgees of Type A Preferred Shares.

(5) Type A Preferred Interim Dividend

If the Company is to distribute any surplus based on a record date of September 30 on any given year, the Company will distribute the amount of surplus per share of the Type A Preferred Shares equal to one-half of the amount of the Type A Preferred Dividend in the fiscal year of the record date (rounded up to the nearest whole yen) (the “Type A Preferred Interim Dividend”) to the Type A Preferred Shareholders or the Registered Pledgees of Type A Preferred Shares, listed or recorded in the latest register of shareholders as of September 30 of that year before making any such distribution to the Common Shareholders or the Registered Pledgees of Common Shares. The amount of the Type A Preferred Interim Dividend with a record date that falls on September 30, 2009 will be JPY 381 per share.

11. Distribution of Residual Assets

If the Company is to distribute residual assets, the Company will pay the base acquisition price set out in Condition 14 as the residual assets distribution amount per share of the Type A Preferred Shares to the Type A Preferred Shareholders or the Registered Pledgees of Type A Preferred Shares prior to the Common Shareholders or the Registered Pledgees of Common Shares.

In the case of the distribution of residual assets, the base acquisition price will be calculated by reading the “Acquisition Date” in the calculation of the base acquisition price set out in Condition 14 as meaning the “date on which the residual assets are distributed”.

No residual assets other than those provided for in paragraph 1 above will be distributed to the Type A Preferred Shareholders or the Registered Pledgees of Type A Preferred Shares.

12. Voting Rights

Unless otherwise provided by law or regulation, the Type A Preferred Shareholders do not have voting rights at general meetings of shareholders.

13. Consolidation or split of shares, allotment of offered shares, etc.

Unless otherwise provided for by law or regulation, the Company will not consolidate or split the Type A Preferred Shares. The Company will not grant the Type A Preferred Shareholders the right to receive an allotment of offered shares or the right to receive an allotment of offered stock acquisition rights and will not carry out a gratis allotment of shares or a gratis allotment of stock acquisition rights.

14. The Preferred Shareholders' Right to Request Acquisition of Type A Preferred Shares with Cash Consideration

The Type A Preferred Shareholders may, at any time on and after July 2, 2009, request the Company to pay cash amount in exchange for the Company's acquiring all or part of the Type A Preferred Shares. Upon receiving that request, the Company shall implement the acquisition of all or part of the Type A Preferred Shares as set out below on the effective date of the request within the limit of the distributable reserves stipulated in Article 461, Paragraph 2, of the Companies Act as of the effective date to the extent permitted by law or regulation (the date on which the shares are acquired, the "Acquisition Date"). However, if the Type A Preferred Shareholders request to acquire the shares in excess of the distributable reserves, the shares of the Type A Preferred Shares to be acquired will be determined by pro rata allotment in proportion to the number of the shares requested.

The acquisition price per share of the Type A Preferred Shares will be calculated according to each case set out below. The acquisition price per share of the Type A Preferred Shares calculated in accordance with the formula below is referred to as the "Base Acquisition Price." The "Business Day" below means any day other than the days stipulated as bank holidays in Japan under the Banking Law (Law No. 59 of 1981, as amended).

(1) In the case the Type A Preferred Dividend is not amended

Base Acquisition Price Formula

$$\text{Base Acquisition Price} = \text{JPY } 10,000 \times (1 + 0.0925)^m \times (1 + 0.0925)^n$$

In the Base Acquisition Price Formula, "m" is

- (a) if the Acquisition Date falls in the period between the payment date to the date immediately preceding the first anniversary of such payment date—zero, or
- (b) if the Acquisition Date falls on any subsequent day—the number of years elapsed (positive integer) from the payment date to the Immediately Preceding Payment Anniversary.

Each anniversary of the payment date is referred to as a "Payment Anniversary", and the "Immediately Preceding Payment Anniversary" means the Payment Anniversary immediately preceding the Acquisition Date (if the Acquisition Date occurs on the same date as a Payment Anniversary, the Acquisition Date will be considered the Immediately Preceding Payment Anniversary).

In the Base Acquisition Price Formula, "n" will be calculated by dividing the "Number of Remaining Days" (defined below) by 365 (calculated to four decimal places and rounded down to three decimal places). The "Number of Remaining Days" means the actual number of days from the date (inclusive) immediately following the payment date to the Acquisition Date (inclusive) in the case of (a) above or the actual number of days from the date (inclusive) immediately following the Immediately Preceding Payment Anniversary to the Acquisition Date (inclusive) in the case of (b) above.

Notwithstanding the formula above, if the Type A Preferred Dividend (including the Accumulated Unpaid Type A Preferred Dividend; the same applies in this paragraph) is paid before the Acquisition

Date (inclusive) (the Type A Preferred Dividend paid before the Acquisition Date is referred to as the “Paid Type A Preferred Dividend”), the Acquisition Price per share of the Type A Preferred Shares will be adjusted by deducting the price calculated in accordance with the following formula from the Base Acquisition Price. If the Type A Preferred Dividend is paid multiple times, the deduction price will be calculated for each of the Paid Type A Preferred Dividend and deducted from the Base Acquisition Price.

Deduction Price Formula

$$\text{Deduction Price} = \text{Paid Type A Preferred Dividend} \times (1 + 0.0925)^x \times (1 + 0.0925)^y$$

In the Deduction Price Formula, “x” is

- (a) if the Acquisition Date falls on any day between the date on which the Paid Type A Preferred Dividend is paid (the “Preferred Dividend Payment Date”) (inclusive) and the date immediately preceding the anniversary of the Preferred Dividend Payment Date—zero, or
- (b) if the Acquisition Date falls on any subsequent day—the number of years elapsed (positive integer) from the Preferred Dividend Payment Date to the Immediately Preceding Preferred Dividend Payment Anniversary. Each anniversary of the Preferred Dividend Payment Date is referred to as a “Preferred Dividend Payment Anniversary”, and the “Immediately Preceding Preferred Dividend Payment Anniversary” means the Preferred Dividend Payment Anniversary immediately preceding the Acquisition Date (if the Acquisition Date occurs on the same date as a Preferred Dividend Payment Anniversary, the Acquisition Date will be considered the Immediately Preceding Preferred Dividend Payment Anniversary).

In the Deduction Price Formula, “y” is calculated by dividing the “Number of Remaining Days” (defined below) by 365 (calculated to four decimal places and rounded down to three decimal places). The “Number of Remaining Days” means the actual number of days from the date (inclusive) immediately following the Preferred Dividend Payment Date to the Acquisition Date (inclusive) in the case of (a) above, or the actual number of days from the date (inclusive) immediately following the Immediately Preceding Preferred Dividend Payment Anniversary to the Acquisition Date (inclusive) in the case of (b) above.

(2) In the case the Type A Preferred Dividend is amended

Base Acquisition Price Formula After Amendment of Type A Preferred Dividend

$$\begin{aligned} &\text{Base Acquisition Price After Amendment of Type A Preferred Dividend} \\ &= \text{Amended Calculation Date Acquisition Price} \times (1 + 0.1225)^p \times (1 + 0.1225)^q \end{aligned}$$

The “Amended Calculation Date Acquisition Price” means that, if the Acquisition Date falls on the last day of the Fiscal Year Before Amendment for Type A Preferred Dividend (the “Calculation Date”), the Acquisition Price calculated in accordance with the preceding item (1).

In the Base Acquisition Price Formula After Amendment of Type A Preferred Dividend, “p” is

- (a) if the Acquisition Date falls in the period between the Calculation Date to the date immediately preceding the first anniversary of such Calculation Date—zero, or
- (b) if the Acquisition Date falls on any subsequent day—the number of years elapsed (positive integer) from the Calculation Date to the Immediately Preceding Anniversary Date.

Each anniversary of the Calculation Date is referred to as a “Calculation Anniversary”, and the “Immediately Preceding Calculation Anniversary” means the Calculation Anniversary immediately preceding the Acquisition Date, (if the Acquisition Date occurs on the same date as a Calculation Anniversary, the Acquisition Date will be considered the Immediately Preceding Calculation Anniversary).

In the Base Acquisition Price Formula After Amendment of Type A Preferred Dividend, “q” will be calculated by dividing the “Number of Remaining Days” (defined below) by 365 (calculated to four decimal places and rounded down to three decimal places). The “Number of Remaining Days” means the actual number of days from the date (inclusive) immediately following the Calculation

Date to the Acquisition Date (inclusive) in the case of (a) above or the actual number of days from the date (inclusive) immediately following the Immediately Preceding Calculation Anniversary to the Acquisition Date (inclusive) in the case of (b) above.

Notwithstanding the formula above, if the Type A Preferred Dividend is paid between the date immediately following the Calculation Date to the Acquisition Date (including such date) (the Type A Preferred Dividend paid between the date immediately following the Calculation to the Acquisition Date shall be referred to as the “Paid Type A Preferred Dividend After Amendment”), the Acquisition Price per share of the Type A Preferred Shares will be arranged by deducting the price calculated in accordance with the following formula from the Base Acquisition Price After Amendment of Type A Preferred Dividend. If the Type A Preferred Dividend is paid in multiple times, the deduction price will be calculated for each of the Paid Type A Preferred Dividend After Amendment and deducted from the Base Acquisition Price.

Deduction Price Formula After Amendment of Type A Preferred Dividend

$$\text{Deduction Price After Amendment of Type A Preferred Dividend} \\ = \text{Paid Type A Preferred Dividend} \times 0.1225)^r \times (1 + 0.1225)^s$$

In the Deduction Price Formula After Amendment of Type A Preferred Dividend, “r” and “s” are calculated similarly in accordance with “x” and “y” in the Deduction Price Formula mentioned above. In such case, the Deduction Price After Amendment of Type A Preferred Dividend will be calculated by reading the “Paid Type A Preferred Dividend” in the calculation as meaning the “Paid Type A Preferred Dividend After Amendment”.

15. The Company’s Right to Acquire Type A Preferred Shares with Cash Consideration

The Company may acquire all or part of the Type A Preferred Shares, on a date separately determined by the Board of Directors of the Company, to the extent permitted under the applicable law or regulation, in exchange for the amount of cash irrespective of the intention of the Type A Preferred Shareholders or the Registered Pledges of Type A Preferred Shares (the date of the acquisition, the “Date of Acquisition by Right of Acquisition with Cash Consideration”). If the Company is to acquire part of the Type A Preferred Shares, it shall do so pro rata or in a reasonable manner determined by the Board of Directors of the Company.

The acquisition price per Type A Preferred Share will be

(a) if the Date of Acquisition by Right of Acquisition with Cash Consideration falls within the period from the date of issuance to the day immediately before its first anniversary—the amount equal to the Base Acquisition Price set out in Condition 14 multiplied by 1.02, or

(b) if the Date of Acquisition by Right of Acquisition with Cash Consideration falls in any subsequent day—the amount equal to the Base Acquisition Price set out in Condition 14.

When the above Base Acquisition Price being calculated, the Base Acquisition Price will be calculated by reading the “Acquisition Date” in the calculation of the Base Acquisition Price set out in Condition 14 as meaning the “Date of Acquisition by Right of Acquisition with Cash Consideration”.

16. Right to Request Acquisition of Type A Preferred Shares by the Company with Common Shares for Consideration

A Type A Preferred Shareholder may request the Company, under the conditions set out in Paragraph II below, to deliver the common shares in exchange for the Company’s acquiring the Type A Preferred Shares during the period in which the Type A Preferred Shareholder is entitled to request acquisition provided for in Paragraph I below.

The period in which the Type A Preferred Shareholders are entitled to request acquisition of the Type A Preferred Shares

Any time on and after July 2, 2009.

Conditions of acquisition

1. The Type A Preferred Shareholders may cause the Company to acquire the Type A Preferred

Shares in exchange for delivery of the common shares of the Company under the following conditions (the date of acquisition, the “Acquisition Date with Common Share Consideration”). When the number of common shares to be delivered to the Type A Preferred Shareholders are being calculated, any fraction of a share is to be rounded down to the nearest share, and the monetary adjustment set out in Paragraph 3 of Article 167 of the Companies Act will not be performed.

Formula:

The number of common shares to be delivered in exchange for acquisition = $A \div B$

A = Aggregate Base Acquisition Price set out in Condition 14 of the Type A Preferred Shares that the Type A Preferred Shareholders request the Company to acquire

B = Exchange price

When the above Base Acquisition Price is being calculated, the Base Acquisition Price will be calculated by reading the “Acquisition Date” in the calculation of the Base Acquisition Price set out in Condition 14 as meaning the “Acquisition Date with Common Share Consideration.”

2. Exchange Price

(1) Initial Exchange Price

The Initial Exchange Price is 291.7 yen.

(2) Revision of Exchange Price

The Exchange Price will be revised on January 15 and July 15 (each date, the “Exchange Price Revision Date”) each year after January 15, 2010, to the amount (the “Revised Exchange Price”) equal to 90% of the current market price as of the Exchange Price Revision Date. However, if the Revised Exchange Price is less than 65% of the Initial Exchange Price (the “Minimum Exchange Price”), the Revised Exchange Price will be the Minimum Exchange Price. If the Exchange Price is adjusted in accordance with Item (3) below, the Minimum Exchange Price will be adjusted accordingly.

The “current market price” used above means the average daily closing price (including displayed quotes) of the common shares of the Company in regular trading as reported by the Tokyo Stock Exchange for the 30 consecutive trading days (excluding trading days on which no closing price is reported) commencing on the 45th trading day before the Exchange Price Revision Date, and the calculation is to be made to the two decimal place denominated in yen and then rounded down to the one decimal place.

(3) Adjustment of Exchange Price

(a) If the number of common shares changes or is likely to change due to any of the events listed in Item (b) below after the issue of the Type A Preferred Shares, the Company shall adjust the Exchange Price (including the Exchange Price after revision as set out in Item (2) above) in accordance with the following formula (the “Exchange Price Adjustment Formula”).

Formula:

Exchange price after adjustment = $A \times (B + C \times D \div E) \div (B + C)$

A = Exchange price before adjustment

B = Number of common shares outstanding

C = Number of common shares to be delivered

D = Subscription price per share

E = Current market price per share

The “number of common shares outstanding” used in the Exchange Price Adjustment Formula means the number of outstanding common shares of the Company as of the record date, if any, of each transaction described in Items (b)(i) through (b)(iv) below with respect to the Common Shareholders, or if no such record date is set, the date 1 month before the date on which the adjusted Exchange Price becomes effective less the number of common shares held by the Company as of that date. The “number of common shares to be delivered” used in the Exchange Price Adjustment Formula means, in the case of a stock split of common shares, the number of common shares increased due to the stock split (excluding the number of common shares increased with respect to the common shares held by the Company as of the record date). In the case of a stock consolidation, the number of common shares decreased due to the stock

consolidation (excluding the number of common shares decreased with respect to the common shares held by the Company as of the effective date) will be used in the Exchange Price Adjustment Formula as a negative number. The “subscription price per share” used in the Exchange Price Adjustment Formula means

- (i) in the case of Item (b)(i) below, the relevant subscription price (or, in the case of subscription for contribution of non-monetary properties, the fair value, or in the case of gratuitous allotment, zero yen),
 - (ii) in the case of Items (b)(ii) and (b)(iv) below, zero yen, or
 - (iii) in the case of Item (b)(iii) below, the price as set out in Item (b)(v) below.
- (b) The adjustment of the Exchange Price of the Type A Preferred Shares in accordance with the Exchange Price Adjustment Formula, and the time when the adjusted Exchange Price becomes effective, are as set out below.

- (i) If the Company delivers (including by gratuitous allotment) the common shares at a subscription price that is less than the current market price set out in Item (c)(ii) below (except for the case where the Company delivers the common shares in exchange for acquisition of acquirable shares, shares with claim for acquisition, or acquirable stock acquisition rights (including those attached to bonds with stock acquisition rights; the same applies in this (3)), or upon conversion, exchange or exercise of the stock acquisition rights (including those attached to the bonds with stock acquisition rights; the same applies in this (3)) or other securities or rights that may demand delivery of the common shares), then the adjusted Exchange Price will become effective as of the day immediately following the payment date (or, if the payment period is set in the offering, the last day of that payment period; the same applies hereinafter), or the day immediately following the date on which the gratuitous allotment takes effect. However, if the record date on which a right to receive an allotment of offered shares is granted to the Common Shareholders of the Company or on which gratuitous allotment is executed is set, the adjusted Exchange Price will become effective as of the day immediately following that record date.
- (ii) In the case of stock split of the common shares, the adjusted Exchange Price will become effective as of the day immediately following the record date of the stock split.
- (iii) If the Company delivers (including by gratuitous allotment)
 - shares with claims for acquisition, acquirable shares or acquirable stock acquisition rights and the delivery of the common shares in exchange for acquisition of acquirable shares, shares with claims for acquisition, or acquirable stock acquisition rights is set at a Price (as defined below) that is less than the current market price set out in Item (c)(ii) below, or
 - stock acquisition rights or other securities or rights that allow their holders to demand delivery of common shares at a Price that is less than the current market price set out in Item (c)(ii) below,then the adjusted Exchange Price will
 - be calculated in accordance with the Exchange Price Adjustment Formula assuming that the common shares are delivered in such a way that all of the shares with claim for acquisition, acquirable shares or acquirable stock acquisition rights, or the stock acquisition rights or other securities or rights (the “Shares with Claim for Acquisition, Etc.”) to be delivered are acquired, converted, exchanged or exercised on the initial conditions, and
 - become effective as of the day immediately following the delivery date or the effective date of gratuitous allotment.

However, if there is a record date on which a right to receive an allotment of the Shares with Claim for Acquisition, Etc. is granted to the Common Shareholders or on which gratuitous allotment is executed, the adjusted Exchange Price will become effective as of the day immediately following that record date.

Notwithstanding the foregoing, if the price of the common shares to be delivered upon acquisition, conversion, exchange or exercise is not settled at the time described above, the adjusted Exchange Price will

- be calculated in accordance with the Exchange Price Adjustment Formula assuming that the common shares are delivered in such a way that all of the Shares with Claim for Acquisition, Etc. that have been delivered at the time of settlement of the price are acquired, converted, exchanged or exercised on the conditions at the time of the settlement of the price, and
 - become effective as of the day immediately following the date on which the price is settled.
- (iv) In the case of a stock consolidation of the common shares, the adjusted Exchange Price will become effective as of the day immediately following the record date of the stock consolidation.
- (v) The “Price” referred to in Item (iii) above means the amount calculated by dividing (a) the amount paid upon delivery of the Shares with Claim for Acquisition, Etc. and other payments in the nature of consideration (in the case of the stock acquisition rights that allow their holders to demand delivery of the common shares at a price that is less than the current market price, the total of the stock acquisition rights paid upon their delivery and the amount of property to be contributed upon their exercise) less the amount of property other than the common shares to be delivered to holders of the Shares with Claim for Acquisition, Etc. upon acquisition, conversion, exchange or exercise of the Shares with Claim for Acquisition, Etc., by (b) the number of common shares to be delivered upon acquisition, conversion, exchange or exercise of the Shares with Claim for Acquisition, Etc.
- (c) (i) The calculation in accordance with the Exchange Price Adjustment Formula will be made to the two decimal place denominated in yen and then rounded down to the one decimal place.
- (ii) The current market price used in the Exchange Price Adjustment Formula is the average daily closing price (including displayed quotes) of the common shares in regular trading as reported by the Tokyo Stock Exchange for the 30 consecutive trading days (excluding trading days on which no closing price is reported) commencing on the 45th trading day before the date on which the adjusted Exchange Price becomes effective. The calculation will be made to the second decimal place denominated in yen and then rounded to the nearest one decimal place.
- (d) In addition to the events necessary to adjust the Exchange Price as set out in Item (b) above, if the Board of Directors of the Company reasonably determines that any of the following events applies, the Company shall adjust the Exchange Price as necessary:
- (i) if it is necessary to adjust the Exchange Price for the purpose of a merger in which the Company is the surviving company, assumption of all or part of the rights and obligations of another company as a result of an absorption-type merger performed by that other company, or acquisition of all outstanding shares of a stock company as a result of a share exchange performed by that other stock company;
 - (ii) if two or more events necessary to adjust the Exchange Price occur almost simultaneously, and it is necessary to consider the effect that one event has on the current market price to be used for calculation of the Exchange Price after adjustment based on another event; or
 - (iii) if it is otherwise necessary to adjust the Exchange Price as a result of any event that changes or may change the number of outstanding common shares of the Company occurs.
- (e) As long as the difference between the Exchange Price after adjustment calculated in accordance with the Exchange Price Adjustment Formula and the Exchange Price before adjustment is only less than 1 yen, the Exchange Price will not be adjusted. However, adjustments considered unnecessary under this item are to be carried forward and taken into consideration in calculating the subsequent adjustment.
- (f) If the Exchange Price is adjusted in accordance with any of the items in Items (a) through (e), the Company shall give prior written notice to each Type A Preferred Shareholder

recorded in the register of shareholders indicating the fact that the adjustment was made, the Exchange Price before adjustment, the Exchange Price after adjustment, the date on which the Exchange Price becomes effective, and other necessary matters. However, if the Company is unable to give the notice by the day immediately prior to the date on which the Exchange Price becomes effective, the Company shall promptly give such notice on and after the date on which the Exchange Price becomes effective.

3. Location to Submit Request for Acquisition

Shareholder registrar of the Company: The Sumitomo Trust and Banking Co., Ltd.,
Stock Transfer Agency Department

4. Effectiveness of Acquisition

The Company shall acquire the Type A Preferred Shares when the written request of acquisition reaches a location to submit a request for acquisition set out in Paragraph 3 above, and the Type A Preferred Shareholders who make such a request for acquisition (only the shareholders who make a request of acquisition in accordance with the provisions of Condition 16) will become shareholders of common shares in exchange for the Company's acquiring the Type A Preferred Shares.

17. Others

- (1) The Company shall take reasonable measures necessary for where the provisions of these Terms and Conditions are required to be read in other meanings or other measures are required in accordance with the amendment or revision of law or regulation.
- (2) In addition to the above, the representative executive officer of the Company is hereby authorized to discretion to determine the matters necessary for the issue of the Type A Preferred Shares.
- (3) The Type A Preferred Shares will be issued on the condition that the agenda item for amendment to the Articles of Incorporation required to issue the Type A Preferred Shares is approved at the general shareholders' meeting of the Company to be held on June 26, 2009 and other necessary procedures are completed under law or regulation.