

(Translation)

# **SHARE HANDLING REGULATIONS**

**DAIICHI SANKYO COMPANY, LIMITED**

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## Chapter I. General Rules

### Article 1. (Purpose)

- (1) Handling procedures for matters relating to shares and share acquisition rights of the Company (including procedures, etc. for the exercise of rights by shareholders) shall be governed by the provisions of these Regulations pursuant to the Articles of Incorporation of the Company, as well as the rules provided for by Japan Securities Depository Center, Inc. (hereinafter referred to as the “Center”), the book entry transfer institution, and account management institutions such as securities companies, trust banks, etc. (hereinafter referred to as “Securities Companies, etc.”)
- (2) Procedures, etc. relating to the handling of special accounts opened in accordance with agreements executed between the Company and a trust bank designated by same as well as to the exercise of rights by shareholders shall be governed by the provisions of these Regulations and the rules of said trust bank.

### Article 2. (Share Registrar)

The share registrar and its handling place of business are as follows:

#### Share Registrar:

Mitsubishi UFJ Trust and Banking Corporation  
4-5, Marunouchi 1-chome, Chiyoda-ku, Tokyo

#### Handling Place of Business:

Mitsubishi UFJ Trust and Banking Corporation  
Corporate Agency Division  
4-5, Marunouchi 1-chome, Chiyoda-ku, Tokyo

### Article 3. (Requests or Notifications)

- (1) All requests or notifications to the Company shall be made in the format prescribed by the Company. However, this shall not apply in the event those requests or notifications are made through Securities Companies, etc. and the Center, or if provided for in Article 25 (1).
- (2) Should any request or notification as set forth in the preceding paragraph be made by a proxy, a document evidencing the authority of such proxy, or any such act require the consent of a curator or an assistant, a document evidencing such consent shall be submitted, respectively.

- (3) In cases where the requests or notifications set forth in Paragraph (1) are made through Securities Companies, etc. and the Center, or Securities Companies, etc., those requests or notifications may be treated by the Company as deemed to have been made by shareholders.
- (4) The Company may request the party who made the requests or notifications set forth in Paragraph (1) to submit material certifying that that party is a shareholder or a proxy.
- (5) In cases where the Company requested to submit the material set forth in the preceding paragraph, the Company shall not accept the requests or notifications set forth in Paragraph (1) unless such material is submitted.

Article 4. (Changes to Regulations)

All changes to these Regulations shall be made by resolution of the Board of Directors.

## **Chapter II. Recording, etc. in Register of Shareholders**

Article 5. (Recording in Register of Shareholders)

- (1) The Company shall make recordings into the register of shareholders in accordance with the General Shareholders Notification received from the Center.
- (2) In cases where a notice of change of address or other information appearing in the register of shareholders, of the parties entered in the register of shareholders (hereinafter referred to as "Shareholders, etc.") is received, the Company shall change the recordings into the register of shareholders in accordance with said notice.
- (3) In the cases set forth in the preceding two paragraphs as well as the cases stipulated in laws and regulations such as in a new share issuance, the Company shall make recordings into the register of shareholders.

Article 6. (Characters, etc. Used in Register of Shareholders)

Recordings into the register of shareholders of the Company shall be made using characters and symbols designated by the Center.

Article 7. (Entries or Recordings, etc. into Register of Share Acquisition Rights)

- (1) Requests for entries or recordings into the register of share acquisition rights, registration, transfer or deregistration of a pledge related to share acquisition rights, and indication or deletion of trust assets shall be made to the share registrar.
- (2) The treatments of share acquisition rights other than those stipulated in the preceding paragraph may be separately prescribed.

### **Chapter III. Notifications**

Article 8. (Notifications of Addresses and Names of Shareholders, etc.)

- (1) Shareholders, etc. shall file notification of their addresses and names with the Company.
- (2) The notifications referred to in the preceding paragraph or changes thereof shall be filed through Securities Companies, etc. and the Center. However, this shall not apply to the cases provided for in Article 5 (3).

Article 9. (Notifications of Shareholders, etc. Residing in Foreign States)

- (1) Shareholders, etc. residing in foreign states shall, in Japan, designate their standing proxies or mailing addresses where they receive notices, and file notification thereof.
- (2) Standing proxies shall be included in Shareholders, etc. referred to in Paragraph (1) of the preceding Article.
- (3) The notifications referred to in Paragraph (1) or changes thereof shall be filed through Securities Companies, etc. and the Center. However, this shall not apply to the cases provided for in Article 5 (3).

Article 10. (Legal Representatives)

- (1) Any legal representative such as a person who has parental authority or a guardian shall file notification of his/her address and name.
- (2) The notifications referred to in the preceding paragraph or changes or removals thereof shall be filed through Securities Companies, etc. and the Center. However, this shall not apply to the cases provided for in Article 5 (3).

Article 11. (Representative of Jointly-Owned Shares)

- (1) Shareholders who own shares jointly shall designate one representative thereof and file notification of such representative's address and name.
- (2) The notifications referred to in the preceding paragraph or changes thereof shall be filed through Securities Companies, etc. and the Center. However, this shall not apply to the cases provided for in Article 5 (3).

Article 12. (Representative of Juridical Person)

- (1) In the event a shareholder, etc. is a juridical person, same shall file notification of the position and name of one representative.
- (2) The notifications referred to in the preceding paragraph or changes thereof shall be filed through Securities Companies, etc. and the Center. However, this shall not apply to the cases provided for in Article 5 (3).

Article 13. (Other Notifications)

- (1) In addition to the notifications provided for in Article 8 to Article 12, any notifications shall be filed through Securities Companies, etc. and the Center, or Securities Companies, etc. unless otherwise directed by the Company. However, this shall not apply to the cases provided for in Article 5 (3).
- (2) The notifications that Securities Companies, etc. are unable to accept or forward shall be filed with the share registrar.

Article 14. (Matters to be Filed, etc. by Holders of Share Acquisition Rights)

The provisions of Article 8 to Article 13 inclusive shall apply mutatis mutandis to the matters and methods to be filed by the parties who are entered or recorded in the register of share acquisition rights of the Company. However, such notification shall be filed to the share registrar unless otherwise provided for pursuant to Article 7 (2).

## **Chapter IV. Purchase of Shares Less Than One Unit**

### Article 15. (Requests for Purchase of Shares Less Than One Unit)

In cases where shareholders request the Company for the purchase of shares less than one unit, the request shall be made through Securities Companies, etc. and the Center, pursuant to the rules provided for by the Center.

### Article 16. (Determination of Purchase Price)

- (1) The purchase price per share less than one unit shall be the amount equivalent to the closing price per share of the Company on the Tokyo Stock Exchange on the date on which the request for purchase pursuant to the preceding Article reaches the handling place of business of the share registrar provided for in Article 2. However, if no trading took place on that day, the purchase price per such share shall be the price at which the shares of the Company are first traded thereafter.
- (2) The purchase price for such shares shall be the amount obtained by multiplying the purchase price per share pursuant to the preceding paragraph by the number of shares requested to be purchased.

### Article 17. (Payment of Purchase Price)

- (1) Unless otherwise provided for by the Company, the Company shall pay the purchase price calculated as per the previous Article to the party who requested for the purchase of such shares on the 4th business day counting from the day following the date on which the purchase price was determined pursuant to the rules provided for by the Center.
- (2) In the cases referred to in the preceding paragraph, when such purchase price reflects the right to receive dividends of surplus and share splits, the purchase price shall be paid by the record date.

### Article 18. (Transfer of Shares Purchased)

Shares less than one unit for which a request for purchase has been made shall be transferred to the account of the Company on the date on which the procedure for payment of purchase price pursuant to the preceding Article has been completed.



## Chapter V. Sale of Shares Less Than One Unit

### Article 19. (Requests for Sale of Shares Less Than One Unit)

In cases where a shareholder holding shares less than one unit requests to the Company to sell to the shareholder such a number of shares that will constitute a full unit of shares, when added to the shares less than one unit (hereinafter referred to as “Request for Sale”), the request shall be made through Securities Companies, etc. and the Center, pursuant to the rules provided for by the Center.

### Article 20. (Restriction on Request for Sale)

If an aggregate number of such shares for which the Requests for Sale are made on the same day exceeds the number of treasury shares reserved for the Requests for Sale, none of the Requests for Sale made on such day shall become effective.

### Article 21. (Effective Date of Request for Sale)

Requests for Sale prescribed in Article 19 shall become effective the date on which such requests are delivered to the handling place of business of the share registrar provided for in Article 2.

### Article 22. (Determination of Sale Price)

- (1) The sale price per share less than one unit shall be the amount equivalent to the closing price per share of the Company on the Tokyo Stock Exchange on the effective date of the Request for Sale. However, if no trading took place on that day, the sale price per such share shall be the price at which the shares of the Company are first traded thereafter.
- (2) The sale price for such shares shall be the amount obtained by multiplying the sale price per such share pursuant to the preceding paragraph by the number of shares requested to be sold.

### Article 23. (Suspension Period for Acceptance of Request for Sale)

- (1) The Company shall suspend the acceptance of Requests for Sale for the period beginning ten (10) business days prior to any of the days provided for in the following items up to the day provided for in such item.
  - (i) March 31
  - (ii) September 30
  - (iii) Other record dates
- (2) Other than as provided for in the preceding paragraph, the Company may, when the Company or

the Center finds necessary, suspend the acceptance of Requests for Sale.

Article 24. (Transfer of Shares Sold)

The application of the transfer of shares less than one unit for which a Request for Sale has been made to the account of the shareholder who requested the sale of such shares shall be filed on the date on which it is confirmed that the proceeds for the sale of shares have been transferred to the bank account designated by the Company.

**Chapter VI. Exercise of Minority Shareholders' Rights, etc.**

Article 25. (Methods to Exercise Minority Shareholders' Rights, etc.)

- (1) In cases where shareholders exercise minority shareholders' rights, etc. provided for in Article 147 (4) of the Act on Transfer of Bonds, Shares, etc. (hereinafter referred to as the "Act on Transfer") directly to the Company, such exercises shall be performed by documents affixed with the name and seal after offering individual shareholder notification.(meaning a notice provided for in Article 154(3) of the Act on Transfer) However, foreign nationals may substitute the signature for the name and seal.
- (2) The provisions in Article 3 (2), (4) and (5) shall apply to the exercise of minority shareholders' rights referred to in the preceding paragraph.

Article 26. (Proposals by Shareholders Included in Reference Materials for General Meeting of Shareholders)

In cases where shareholders' rights to propose were exercised in accordance with Paragraph (1) of the preceding Article, if proposals submitted by the shareholders contain more than the number of characters provided below, the Company may present the outlines of such proposals in the reference materials for General Meeting of Shareholders.

- (i) Reason for proposal  
400 characters per proposal
- (ii) Matters concerning the election of Directors, Corporate Auditors and Accounting Auditors  
400 characters per candidate

## **Chapter VII. Fees**

### Article 27. (Fees)

There shall be no fees in connection with the handling of shares of the Company.

## **Supplementary Provisions**

### Article 1. (Department in Charge of Managing these Regulations)

Corporate Communications Department is in charge of managing these Regulations.

### Article 2. (Type of Regulations)

These Regulations pertain to governance.

### Article 3. (Enforcement Date)

These Regulations shall come into force on September 28, 2005.

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