

(Translation)

Revised and enforced on August, 2022

Share Handling Regulations

ZACROS Corporation

Share Handling Regulations

Chapter 1 General Provisions

(Purpose)

Article 1 Handling related to the shares of the Company, including the procedure for exercising shareholders' rights and the related fees shall be governed by these Regulations in accordance with Article 9 of the Articles of Incorporation, as well as by the relevant provisions stipulated by the Japan Securities Depository Center, Inc. (hereinafter referred to as the "Center") and account management organizations, such as securities companies, in which our shareholders have opened their transfer accounts (hereinafter referred to as the "Securities Companies, etc.>").

(Shareholder Registry Administrator)

Article 2 The shareholder registry administrator of the Company and its handling office shall be as follows.

Shareholder registry administrator: Sumitomo Mitsui Trust Bank, Limited, 1-4-1 Marunouchi, Chiyoda-ku, Tokyo

Handling office: Stock Transfer Agency Business Planning Department of Sumitomo Mitsui Trust Bank, Limited, 1-4-1 Marunouchi, Chiyoda-ku, Tokyo

Chapter 2 Registration in the Shareholder Registry, etc.

(Registration in the Shareholder Registry)

Article 3 Any change to the entries in the shareholder registry shall be made pursuant to notices given by the Center, such as the notice to all shareholders (excluding the notices set forth in Article 154, Paragraph 3 (hereinafter referred to as the "Individual Shareholder Notice") of the Act on Transfer of Bonds, Shares, etc. (hereinafter referred to as the "Transfer Act"))).

2. In case otherwise provided for by laws and regulations, including the issuance of new shares apart from those in the preceding Paragraph, the registration in and change to the entries in the shareholder registry shall be made regardless of the notice given by the Center.

3. The entries in the shareholder registry shall be recorded using characters and symbols specified by the Center.

(Notification Related to the Entries in the Shareholder Registry)

Article 4 Shareholders of the Company shall notify the Company of their names and addresses through the Securities Companies, etc., and the Center in accordance with the relevant provisions stipulated by the Center. The same shall apply in the case of any change to the entries.

(Representative of Corporations)

Article 5 If a shareholder is a corporation, such corporation shall notify the Company of its one (1) representative through the Securities Companies, etc., and the Center in accordance with the

relevant provisions stipulated by the Center. The same shall apply in the case of a change to the representative.

(Representative of Joint Shareholders)

Article 6 Shareholders who jointly own shares shall appoint one (1) representative and notify the Company of the name and address through the Securities Companies, etc., and the Center in accordance with the relevant provisions stipulated by the Center. The same shall apply in the case of a change of the representative.

(Statutory Agent)

Article 7 A statutory agent, such a person who has parental authority or is a guardian for a shareholder, shall notify the Company of their name and address through the Securities Companies, etc., and the Center in accordance with the relevant provisions stipulated by the Center. The same shall apply in the case of a change or cancellation of the notified matters.

(Notification of the Place to Receive Notices for Shareholders, etc., Residing Abroad)

Article 8 Shareholders and registered pledgees of shares, or their statutory agents, residing abroad shall either appoint a standing proxy in Japan or designate a place in Japan to receive notices from the Company.

2. The name and address of the standing proxy and the place to receive notices referred to in the preceding Paragraph shall be notified to the Company through the Securities Companies, etc., and the Center in accordance with the relevant provisions stipulated by the Center. The same shall apply in the case of a change or cancellation of the notified matters.

(Confirmation of Notification Made by Way of the Center)

Article 9 Notifications by shareholders to the Company, which are submitted through the Securities Companies, etc., and the Center, shall be deemed as those from the shareholders themselves.

Chapter 3 Identification of Shareholders

(Identification of Shareholders)

Article 10 When shareholders (including those to whom the Individual Shareholder Notice has been issued) make a request or exercise their shareholders' rights (hereinafter referred to as the "Requests, etc."), a document proving that such Requests were made by the shareholders themselves (hereinafter referred to as the "Evidencing Document, etc.") shall be attached or provided. However, this shall not apply if the Company can confirm that the Requests, etc., were submitted by the shareholders themselves.

2. The Requests, etc., made by shareholders to the Company through the Securities Companies, etc., and the Center shall be deemed as the Requests, etc., made by those shareholders themselves, and submission of the Evidencing Document, etc., is not required.

3. When a shareholder makes the Requests, etc., through a proxy, a letter of proxy bearing a signature or the name and seal of the shareholder shall be attached, in addition to following the provisions of the preceding two Paragraphs. In the letter of the proxy, the name and address of the proxy shall be indicated.

4. Provisions of the preceding Paragraphs 1 and 2 shall apply mutatis mutandis to the proxy.

Chapter 4 Procedures for Exercising Shareholders' Rights

(Request for Delivery of Documents and Statement of Objection)

Article 11 A request for the delivery of documents containing matters subject to the measure for electronic provision, such as reference documents for the general meeting of shareholders, set forth in Paragraph 1 of Article 325-5 of the Companies Act (hereinafter referred to as the “Request for Delivery of Documents”) and a statement of objection set forth in Paragraph 5 of the said Article shall be made in writing; provided, however, that when the Request for Delivery of Documents is made through the Securities Companies, etc. and the Center, procedures established by the Securities Companies, etc. and the Center shall be followed.

(Procedures for Exercise of Minority Shareholders' Rights, etc.)

Article 12 When a shareholder exercises their minority shareholders' rights, etc., as set forth in Article 147, Paragraph 4 of the Transfer Act, directly against the Company, the shareholder shall make their request for such exercise by submitting a document bearing the signature or the name and seal along with requesting an Individual Shareholder Notice.

(Description of Shareholder Proposals in Reference Materials for General Meeting of Shareholders)

Article 13 In the case where a shareholder submits a proposal in the general meeting of shareholders, the length of the proposal shall be as follows, as determined by the Company in accordance with Article 93, Paragraph 1 of the Regulations for Enforcement of the Companies Act.

(1) Reasons for proposal

Four hundred (400) characters in length for each proposal

(2) Matters to be included in reference materials for the general meeting of shareholders when the proposal is regarding the election of officers, etc.

Four hundred (400) characters in length for each candidate

(Method of Determining More than Ten (10) Proposals)

Article 14 If a shareholder requests an outline of more than ten (10) proposals to be notified to shareholders, the handling of those proposals whose number is considered to exceed ten (10), referred to in Article 305, Paragraph 4 of the Companies Act, shall be determined through consultation with the shareholder making such request. However, if the discussion with such shareholder does not lead to a conclusion, or if there are special circumstances that prevent discussions with such shareholder, the provisions of the following items shall apply. When the shareholder making such request sets priority on all or part of two or more proposals that they intend to submit together with such request, such priority shall be followed.

(1) If the content of the shareholder's request is written horizontally, the number shall be counted from the top.

(2) If the content of the shareholder's request is written vertically, the number shall be counted from the right.

(3) If the proposals are not stated in the shareholder's request in an orderly manner, or if it is considered that none of the preceding two (2) items will apply, the President and Representative

Director shall decide.

(Method of Requesting the Purchase of Shares of Less than One Unit)

Article 15 A request for the purchase of shares of less than one unit shall be made to the Company through the Securities Companies, etc., and the Center in accordance with the relevant provisions stipulated by the Center.

(Determination of Purchase Price)

Article 16 The purchase price per share when the request for the purchase of shares of less than one unit is made shall be the last price of the Company's stock traded in the market opened by the Tokyo Stock Exchange on the day on which such request reaches the handling office of the shareholder registry administrator set forth in Article 2 hereof; provided, however, that if there is no trading on that day or that day falls on a holiday of the Tokyo Stock Exchange, the purchase price per share shall be the first trading price effected thereafter.

2. The purchase price shall be the amount obtained by multiplying the purchase price per share referred to in the preceding Paragraph by the number of shares requested for purchase.

(Payment of Purchase Price)

Article 17 The Company shall pay the amount obtained by subtracting the fees set forth in Article 19 hereof from the purchase price calculated pursuant to the preceding Article on the fourth (4th) business day from the day immediately subsequent to the day on which the purchase price per share is determined in accordance with the relevant provisions stipulated by the Center, except as otherwise provided for by the Company; provided, however, that if the purchase price contains the right to dividends from surplus or stock splits, etc., the Company shall pay the purchase price no later than the record date thereof.

2. A person requesting share purchase may request that the payment of the purchase price be made by remittance into a bank account specified by such person or by cash through Japan Post Bank Co., Ltd.

(Transfer of Purchased Shares)

Article 18 The shares of less than one unit requested for purchase shall be transferred to the transfer account of the Company on the day on which the payment or payment procedure of the purchase price was completed pursuant to the preceding Article.

Chapter 5 Exceptions for Special Account

(Exceptions for Special Account)

Article 19 The handling of special accounts, including the identification of shareholders who have opened their special accounts, shall be governed by the relevant provisions stipulated by account management organizations of special accounts, in addition to those stipulated by the Center.

Chapter 6 Fees

(Fees)

Article 20 Fees for the request for purchase of shares of less than one unit pursuant to Article 15 hereof shall be as follows:

An amount obtained in accordance with the following formula as equivalent to the brokerage fee, prorated according to the number of the shares of less than one unit purchased for the relevant purchase.

(Formula) With regard to the total amount obtained by multiplying the purchase price per share set forth in Article 16 hereof by the number of shares for one unit, the amount calculated by multiplying any of the following ratios for the relevant amount.

For amounts of 1 million yen or less:	1.150%
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For amounts of more than 1 million yen but not more than 5 million yen:	0.900%
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For amounts of more than 5 million yen but not more than 10 million yen:	0.700%
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For amounts of more than 10 million yen but not more than 30 million yen:	0.575%
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For amounts of more than 30 million yen but not more than 50 million yen:	0.375%
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(Any fraction of less than one (1) yen shall be disregarded.)

However, if the amount so obtained per one unit is less than 2,500 yen, it shall be 2,500 yen.

Supplementary Provisions

1. The revision and abolition of these Regulations shall be subject to resolution of the Board of Directors.

Established and enforced on October 1, 1976

Revised and enforced on July 1, 1992

Revised and enforced on June 29, 1994

Revised and enforced on April 1, 2000

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Revised and enforced on December 24, 2002

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