

November 13, 2006

Company name: Fullcast Co., Ltd.  
Representative Takehito Hirano  
Director, Chairman &  
President:  
(Stock code: 4848; Stock Exchange listing: First Section of the Tokyo Stock Exchange)  
(ADR information: Symbol: FULCY, CUSIP: 35968P100)  
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For Immediate Release:

## **Partial Amendment to the Articles of Incorporation**

Fullcast Co., Ltd. announces that a meeting of the Board of Directors held today has passed a resolution to refer the partial amendment to the Articles of Incorporation detailed as follows to the 14th Annual General Meeting of Shareholders scheduled to be held December 21, 2006.

### 1. Reasons for amendment to the Articles of Incorporation

- (1) The following amendments will be made in light of the enforcement of the Corporation Law (Law No. 86 of 2005) and the Law Concerning Coordination, etc. of Related Laws in Connection with the Enforcement of the Corporation Law (Law No. 87 of 2005, hereinafter referred to as "the Coordination Law") on May 1, 2006.
  - 1) Provisions for the matters deemed to have been stipulated at the time the Corporation Law came into force will be added or established by changing existing provisions, as in Articles 4 and 7 and in Paragraph 1 of Article 8 in the draft of the amended Articles of Incorporation.
  - 2) The number of proxies for proxy exercise of voting rights at general meetings of shareholders will be determined, as in Article 14 in the draft of the amended Articles of Incorporation.
  - 3) Online disclosure of certain of the reference documents for general meetings of shareholders and suchlike will be regarded as due offering of such information to shareholders, as in Article 15 of the draft of the amended Articles of Incorporation.
  - 4) Voting at meetings of the Board of Directors in writing or by electronic means will be authorized, as in Paragraph 2, Article 24 of the draft of the amended Articles of Incorporation, for the purpose of enabling the Board of Directors to make swift resolutions whenever necessity arises.
  - 5) The Company will be permitted to form limited liability agreements with outside auditors as a means of encouraging them to properly discharge their duties, as in Paragraph 2, Article 38 of the draft of the amended Articles of Incorporation.

- 6) In addition to the general meeting of shareholders, the Board of Directors will be empowered to adopt a resolution to appropriate the surplus to dividend payment and other purposes so as to facilitate flexible implementation of capital and dividend policies, as in Article 42 of the draft of the amended Articles of Incorporation.
- 7) Other necessary additions, deletions and modifications will be made to ensure that the Company is compliant with the Corporation Law.

(2) In addition to the changes stated above, other necessary revisions to the Articles of Incorporation will be made, including a renumbering of articles following the addition and deletion of provisions, improvements to the text and partial modification of wording.

## 2. Details of the amendment to the Articles of Incorporation

The details of the amendment are as explained on a separate sheet.

## 3. Timetable

The general meeting of shareholders to amend the Articles of Incorporation is scheduled to take place on Tuesday, December 21, 2006.

The amended Articles of Incorporation is expected to come into effect on Thursday, December 21, 2006.

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Appendix

Details of Amendments

The amendments to be made to the Articles of Incorporation are shown below.

(Amended sections are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p style="text-align: center;">Chapter 1 General Provisions (Company Name)</p> <p>Article 1 The Company shall be called <i>Kabushiki-Kaisha Furukyasuto</i>, and in English, FULLCAST CO., LTD.</p> <p>(Principle Activities)</p> <p>Article 2 Principal Activities The objectives of the Company are to undertake the following activities:</p> <ol style="list-style-type: none"> <li>1. Ordinary labor dispatch services;</li> <li>2. Special labor dispatch services;</li> <li>3. Management consulting services;</li> <li>4. Information processing and provision services;</li> <li>5. General cargo vehicular transportation services;</li> <li>6. General area cargo vehicular transportation services;</li> <li>7. Contracting of packing and sorting operations in the transportation business;</li> <li>8. Contracting of loading and unloading operations in the transportation business;</li> <li>9. Contracting of warehousing and management operations in the warehousing business;</li> <li>10. Contracting of display fitting and fixture transportation, installation, assembly and set-up operations in the display business;</li> <li>11. Contracting of event management services;</li> <li>12. Contracting of household electrical appliance assembly services;</li> </ol>	<p style="text-align: center;">Chapter 1 General Provisions (Company Name)</p> <p>Article 1 (No change)</p> <p>(Principle Activities)</p> <p>Article 2 (No change)</p>

Current Articles of Incorporation	Proposed Amendments
<p>13. Agency services for administration relating to product hand-over agreements;</p> <p>14. Contracting of electronic device and communications equipment installation;</p> <p>15. Advertising planning, production, and agency services;</p> <p>16. Management of eating and drinking establishments;</p> <p>17. Construction and building works;</p> <p>18. General security operations;</p> <p>19. Fee-based job-placement services;</p> <p>20. Computer software development provision of technology, and testing, and quality evaluation services;</p> <p>21. Contracting of market surveys and other forms of market research;</p> <p>22. Financial services;</p> <p>23. Manufacturing, sale, import, and export of products incidental to or relating to the preceding items.</p> <p>24. Provision of services relating to the previous items;</p> <p>25. Investment in persons to conduct sales and marketing for the previous items;</p> <p>26. Any and all operations incidental to the above items.</p>	
<p>(Registered Office Location)</p>	<p>(Registered Office Location)</p>
<p>Article 3</p>	<p>Article 3 (No change)</p>
<p>The location of the Company's registered office shall be Shibuya-ku, Tokyo.</p>	
<p>(New addition)</p>	<p>(Corporate Institutions)</p>
	<p><u>Article 4 The Company shall appoint the following corporate institutions in addition to the General Meeting of Shareholders and Directors.</u></p> <p>(1) <u>Board of Directors</u></p> <p>(2) <u>Auditors</u></p> <p>(3) <u>Board of Auditors</u></p>

Current Articles of Incorporation	Proposed Amendments
<p>(Public notices)</p> <p><u>Article 4</u></p> <p>Public notices of the Company shall be provided as electronic notices. However, in the case of circumstances that prevent the provision of electronic notices, or any other unavoidable circumstances, the Company shall place public notices in the <i>Nihon Keizai Shimbun</i>.</p> <p style="text-align: center;">Section 2 Shares</p> <p><u>(Total Number of Authorized Shares and Acquisition of Treasury Stock)</u></p> <p><u>Article 5</u></p> <p>The total number of shares to be issued by the Company is 1,100,000 shares.</p> <p>(2) The Company shall be able to acquire treasury stock by a resolution of the Board of Directors, pursuant to the provisions set out under <u>Article 211-3-1-2 of the Commercial Code</u>.</p> <p style="text-align: center;">(New addition)</p> <p><u>(Transfer Agent)</u></p> <p><u>Article 6</u> The Company shall <u>appoint a share transfer agent for shares and fractional shares</u>.</p> <p>(2) <u>The share transfer agent and its place of business shall be appointed upon a resolution of the Board of Directors.</u></p> <p>(3) The Company's Register of Shareholders (including the Register of Beneficial Shareholders, same hereinafter), <u>Register of Lost Share Certificates, and Register of Fractional Shares shall be kept at the place of business of the transfer agent. The transfer agent, and not the Company, shall</u></p>	<p><u>(4) Accounting Auditors</u></p> <p>(Public notices)</p> <p><u>Article 5</u> (No change)</p> <p style="text-align: center;">Section 2 Shares</p> <p><u>(Total Number of Authorized Shares and Acquisition of Treasury Stock)</u></p> <p><u>Article 6</u> The total number of shares the company is authorized to issue is 1,100,000 shares.</p> <p>(2) The Company shall be able to acquire treasury stock upon a resolution by the Board of Directors, pursuant to the provisions set out under <u>Article 165-2 of the Corporation Law</u>.</p> <p><u>(Issuance of Share Certificates)</u></p> <p><u>Article 7</u></p> <p>The Company shall issue share certificates for shares in the Company.</p> <p><u>(Transfer Agent)</u></p> <p><u>Article 8</u> The Company shall <u>appoint a person to manage the Register of Shareholders</u>.</p> <p>(2) <u>The person to manage the Register of Shareholders and their place of business shall be established upon a resolution of the Board of Directors.</u></p> <p>(3) <u>The drawing up and storage of the Company's Register of Shareholders (including the Register of Beneficial Shareholders, same hereinafter), Register of New Share Subscription Warrants, and Register of Lost Share Certificates, and other matters relating to the Register of</u></p>

Current Articles of Incorporation	Proposed Amendments
<p><u>handle share title transfers, issuance of share certificates, registration of the right of pledge and indication of trust property or the erasure of such, acceptance of beneficial shareholder notices, drawing up of the Register of Beneficial Shareholders, procedures for registering lost share certificates, and other matters relating to shares or fractional shares.</u></p> <p>(Share Handling Regulations)</p> <p><u>Article 7 The administration of the shares of the Company including share certificate denominations, share title transfers, registration of the right of pledge and indication of trust property or erasure of such, non-possession of share certificates, re-issuance of share certificates, buying back of fractional shares, receipt of notices, receipt of beneficial shareholder notices, drawing up of the Register of Beneficial Shareholders, procedures for registering lost share certificates, and other proceedings concerning share and fractional share handling and relevant fees thereto shall be governed by the Share Handling Regulations established by the Board of Directors, except where otherwise provided for by Law or these Articles of Incorporation.</u></p> <p><u>(Basic Date)</u></p> <p><u>Article 8 The Company shall consider those shareholders (including beneficial shareholders; same hereinafter) with voting rights shown or recorded on the Register of Shareholders as of the close of business on September 30 each year as shareholders who are eligible to exercise voting rights at the Ordinary General Meeting of Shareholders for that financial</u></p>	<p><u>Shareholders, Register of New Share Subscription Warrants, and Register of Lost Share Certificates shall be entrusted to the person whos manage the Register of Shareholders, and not the Company.</u></p> <p>(Share Handling Regulations)</p> <p><u>Article 9 The handling of the shares of the Company</u> and relevant fees thereto shall be governed by the Share Handling Regulations established by the Board of Directors, except where otherwise provided for by Law or these Articles of Incorporation.</p> <p>(Moved to Article 11)</p>

Current Articles of Incorporation	Proposed Amendments
<p><u>year.</u></p> <p><u>(2) In addition to the previous paragraph, the basic date can be fixed temporarily, as circumstances require, through the issuance of prior public notice upon a resolution by the Board of Directors.</u></p> <p>Chapter 3 General Meeting of Shareholders <u>(Convocation)</u></p> <p><u>Article 9</u> The Company’s annual general meeting of shareholders shall be convened in December each year. Extraordinary general meetings of shareholders may be convened as necessary.</p> <p>(Moved from Article 8)</p> <p>(Authorized Convener and Chairman)</p> <p><u>Article 10</u> General meetings of shareholders shall be convened and chaired by <u>the President</u> pursuant to resolutions of the Board of Directors unless otherwise stipulated in laws and ordinances.</p> <p>(2) If <u>the President</u> is unable to convene and chair a general meeting of shareholders, another Director shall act in his or her stead in accordance with the order predetermined by the Board of Directors.</p> <p>(Method of Adopting resolutions)</p> <p><u>Article 11</u> Resolutions of a general meeting of shareholders shall be adopted by a majority of the voting rights held by the attending shareholders <u>having</u> voting rights unless otherwise stipulated by laws, ordinances or the Articles of Incorporation.</p>	<p>(Omission)</p> <p>Chapter 3 General Meeting of Shareholders <u>(Time of Convocation)</u></p> <p><u>Article 10</u> (No change)</p> <p><u>(Reference Date for the Annual General Meeting of Shareholders)</u></p> <p><u>Article 11</u> <u>The reference date for voting rights at the annual general meeting of shareholders of the Company shall be September 30 each year.</u></p> <p>(Authorized Convener and Chairman)</p> <p><u>Article 12</u> General meetings of shareholders shall be convened and chaired by <u>the Chairman</u> pursuant to resolutions of the Board of Directors unless otherwise stipulated in laws and ordinances.</p> <p>(2) If <u>the Chairman</u> is unable to convene and chair a general meeting of shareholders, another Director shall act in his or her stead in accordance with the order predetermined by the Board of Directors.</p> <p>(Method of Adopting resolutions)</p> <p><u>Article 13</u> Resolutions of a general meeting of shareholders shall be adopted by a majority of the voting rights held by the attending shareholders <u>entitled to exercise their</u> voting rights unless otherwise stipulated by laws, ordinances or <u>these</u> Articles of Incorporation.</p>

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<p>(2) Resolutions of a <u>general meeting of shareholders under the provisions of Article 343 of the Commercial Code</u> shall require the attendance of shareholders having not less than one third of the voting rights of <u>all shareholders</u> and be adopted by a majority of not less than two-thirds of their voting rights.</p> <p>(Proxy Exercise of Voting Rights)  <u>Article 12</u> Shareholders or their legal representatives may designate <u>no party except</u> other shareholders having voting rights of the Company as proxy to exercise their voting rights.</p> <p>(2) Shareholders or their proxies shall submit a written certificate of proxy at each general meeting of shareholders.  (Newly established)</p> <p>(Minutes)  <u>Article 13</u>The process and the results of the proceedings of a general meeting of shareholders shall be stated or recorded in the minutes. <u>The Chairperson and the Directors present at the meeting shall affix their respective names and seal</u></p>	<p>(2) Resolutions set forth in <u>Paragraph 2, Article 309 of the Corporation Law</u> shall require the attendance of shareholders having not less than one third of the voting rights of <u>shareholders entitled to exercise their voting rights</u> and be adopted by a majority of not less than two-thirds of their voting rights.</p> <p>(Proxy Exercise of Voting Rights)  <u>Article 14</u> Shareholders or their legal representatives may designate <u>one</u> other shareholder having voting rights of the Company as a proxy to exercise their voting rights.</p> <p>(2) (No change)</p> <p><u>(Online Disclosure and Deemed Provision of Reference Documents for General Meeting of Shareholders, etc.)</u>  <u>Article 15</u> <u>The Company may disclose to its shareholders information to be stated or shown in reference documents for general meetings of shareholders, business reports, financial statements and consolidated financial statements at the time of convening a general meeting of shareholders on the Internet as stipulated in the ordinance of the Ministry of Justice. Through this process, such information shall be deemed to have been offered to shareholders.</u></p> <p>(Minutes)  <u>Article 16</u> The process and the results of proceedings at a general meeting of shareholders and <u>other matters specified by laws and ordinances</u> shall be stated or recorded in the minutes.</p>



Current Articles of Incorporation	Proposed Amendments
<p><u>impressions or electronic signatures thereto.</u></p> <p>(2) The original copy of the minutes of a general meeting of shareholder shall be stored at head office for ten years from the date of resolutions whilst duplicate copies thereof at branch offices for five years.</p> <p>Chapter 4 Directors and the Board of Directors (Number of Directors) <u>Article 14</u> The Company shall have not more than ten Directors. (Method of Appointment) <u>Article 15</u> (Newly established)</p> <p>Directors shall be appointed by a <u>resolution adopted at a general meeting of shareholders</u> with the attendance of shareholders having not less than one third of the voting rights of <u>all shareholders</u> by a majority of their voting rights.</p> <p>(2) No resolution for appointment of Directors shall be by cumulative voting.</p> <p>(Term of Office) <u>Article 16</u> The term of office of Directors shall expire at the close of the annual meeting of shareholders held with respect to the <u>last fiscal year</u> that ends within one year of their <u>inauguration</u>.</p> <p>(2) The term of office of a Director appointed to increase the number of Directors or to fill a vacancy shall expire at the time when the term of office of the other Directors then in office <u>should</u> expire.</p> <p>(Directors with Specific Duties) <u>Article 17</u> By resolution of the Board of Directors, the Company shall <u>appoint</u> one President and may <u>appoint</u> one Chairman, several Vice Presidents, several Senior Executive</p>	<p>(2) (No change)</p> <p>Chapter 4 Directors and the Board of Directors (Number of Directors) <u>Article 17</u> (No change)</p> <p>(Appointment) <u>Article 18</u> <u>Directors shall be appointed at a general meeting of shareholders.</u></p> <p><u>(2) Resolutions for appointment of Directors shall require</u> the attendance of shareholders having not less than one third of the voting rights of <u>shareholders entitled to exercise their voting rights</u> and be adopted by a majority of their voting rights.</p> <p><u>(3) (No change)</u></p> <p>(Term of Office) <u>Article 19</u> The term of office of Directors shall expire at the close of the annual meeting of shareholders held with respect to the <u>last business year</u> that ends within one year of their <u>appointment</u>.</p> <p>(2) The term of office of a Director appointed to increase the number of Directors or to fill a vacancy shall expire at the time when the term of office of the other Directors then in office <u>expire</u>.</p> <p>(Directors with Specific Duties) <u>Article 20</u> By resolution of the Board of Directors, the Company shall <u>appoint</u> one President and may <u>appoint</u> one Chairman, several Vice Presidents, several Senior Executive</p>

Current Articles of Incorporation	Proposed Amendments
<p>Directors and several Executive Directors as needed from among the Directors. (Representative Director)</p> <p><u>Article 18</u> The President shall represent the <u>Company</u>.</p> <p>(2) Apart from the preceding paragraph, the Company may by resolution of the Board of Directors <u>appoint</u> Directors responsible for representing the Company as needed. (Convocation and Chair of the Board of Directors)</p> <p><u>Article 19</u> The <u>President</u> shall convene and chair meetings of the Board of Directors, unless otherwise stipulated by laws and ordinances.</p> <p>(2) If the President is unable to convene and chair meetings of the Board of Directors, another Director shall act in his or her stead in accordance with the order predetermined by the Board of Directors. (Notice of Convocation of the Board of Directors)</p> <p><u>Article 20</u> A notice of convocation of a meeting of the Board of Directors shall be sent to each Director and each Auditor three days prior to the date of the meeting; provided, however, that in case of emergency, the period may be shortened.</p> <p>(2) When all Directors and Auditors give unanimous consent, a meeting of the Board of Directors may be held without the convocation procedures. (Method of Resolution of the Board of Directors)</p> <p><u>Article 21</u> Resolutions of meetings of the Board of Directors shall require the attendance of a majority of the Directors and must be adopted by a majority of the Directors present at the meeting.</p>	<p>Directors and several Executive Directors as needed from among the Directors. (Representative Director)</p> <p><u>Article 21</u> The President shall represent the <u>Company</u> and execute the operations the <u>Company</u>.</p> <p>(2) Apart from the preceding paragraph, the Company may by resolution of the Board of Directors <u>appoint</u> Directors responsible for representing the Company as needed. (<u>Authorized Convener</u> and Chair of the Board of Directors)</p> <p><u>Article 22</u> The <u>Chairman</u> shall convene and chair meetings of the Board of Directors, unless otherwise stipulated by laws and ordinances.</p> <p>(2) If the <u>Chairman</u> is unable to convene and chair meetings of the Board of Directors, another Director shall act in his or her stead in accordance with the order predetermined by the Board of Directors. (Notice of Convocation of the Board of Directors)</p> <p><u>Article 23</u> (No change)</p> <p>(Method of Resolution of the Board of Directors)</p> <p><u>Article 24</u> Resolutions of the meeting of the Board of Directors shall require the attendance of a majority of the Directors <u>entitled to vote</u> and must be adopted by a majority of the Directors present at the meeting.</p>

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<p data-bbox="347 327 587 353">(Newly established)</p> <p data-bbox="148 573 571 600">(Minutes of the Board of Directors)</p> <p data-bbox="148 611 778 891"><u>Article 22</u> The process and results of proceedings at a meeting of the Board of Directors shall be stated or recorded in the minutes. The Directors and Auditors present at the meeting shall affix their respective names and seal impressions or electronic signatures thereto.</p> <p data-bbox="225 981 778 1093">(2) The minutes of meetings of the Board of Directors shall be stored at the head office for ten years.</p> <p data-bbox="148 1104 619 1131">(Regulations of the Board of Directors)</p> <p data-bbox="148 1142 778 1339"><u>Article 23</u> Matters relating to the Board of Directors shall be governed by laws and ordinances, these Articles of Incorporation and the Regulations of the Board of Directors formulated by the Board of Directors.</p> <p data-bbox="148 1350 339 1377">(Remuneration)</p> <p data-bbox="148 1388 778 1541"><u>Article 24</u> The remuneration and <u>retirement bonuses</u> of Directors shall be determined by resolution of a general meeting of shareholders.</p> <p data-bbox="148 1641 699 1668">(Partial Exemption of Liabilities of Directors)</p> <p data-bbox="148 1680 778 1919"><u>Article 25</u> Pursuant to the provision of Paragraph 12, <u>Article 266 of the Commercial Code</u>, the Company may, <u>with the resolution of the Board of Directors</u>, exempt Directors, including former Directors, from <u>liabilities relating to the actions specified in Item 5</u>,</p>	<p data-bbox="970 282 1249 309">Proposed Amendments</p> <p data-bbox="858 327 1433 562"><u>(2) In the event in which the requirements under Article 370 of the Corporation Law are fulfilled, the Company shall deem that a proposal on the agenda of the meeting of the Board of Directors has been adopted by resolution of the Board of Directors.</u></p> <p data-bbox="791 573 1217 600">(Minutes of the Board of Directors)</p> <p data-bbox="791 611 1433 969"><u>Article 25</u> The process and the results of proceedings at a meeting of the Board of Directors and <u>other matters specified by laws and ordinances</u> shall be stated or recorded in the minutes. The Directors and Auditors present at the meeting shall affix their respective names and seal impressions or electronic signatures thereto.</p> <p data-bbox="868 981 1058 1008">(2) (No change)</p> <p data-bbox="791 1104 1265 1131">(Regulations of the Board of Directors)</p> <p data-bbox="791 1142 1074 1169">Article 26 (No change)</p> <p data-bbox="791 1350 1042 1377">(Remuneration, etc.)</p> <p data-bbox="791 1388 1433 1630"><u>Article 27</u> The remuneration, <u>bonuses and other material benefits received by the Board of Directors from the Company in compensation for performance of their duties</u> shall be determined by resolution of a general meeting of shareholders.</p> <p data-bbox="791 1641 1345 1668">(Partial Exemption of Liabilities of Directors)</p> <p data-bbox="791 1680 1433 1919"><u>Article 28</u> Pursuant to the provision of Paragraph 1, <u>Article 426 of the Corporation Law</u>, the Company may, <u>by resolution of the Board of Directors</u>, exempt Directors, <u>including former Directors, from their liabilities for damages relating to the actions specified</u></p>

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<p><u>Paragraph 1</u> of the said article to the extent permitted by laws and ordinances.</p> <p>(2) Pursuant to the provision in Paragraph 19, Article 266 of the Commercial Code, the Company may enter into an agreement with Outside Directors to limit their liabilities relating to the <u>actions specified in Item 5, Paragraph 1</u> of the said article. The maximum amount of liabilities in accordance with the agreement shall be either a predetermined amount not less than four million eight hundred thousand yen or the amount defined by laws and ordinances, whichever is the higher.</p> <p>Chapter 5 Auditors and Auditors' Meeting (Number of Auditors) <u>Article 26</u> The number of auditors of the Company shall not exceed four. (Method of Electing Auditors) <u>Article 27</u> (New)</p> <p>Auditors shall be elected by a majority of the shareholders present at <u>the shareholders' meeting</u> if the shareholders present have one third or more of the voting rights of <u>all</u> shareholders.</p> <p>(Term) <u>Article 28</u> The term of auditors shall be until the end of the ordinary shareholders' meeting for the <u>last fiscal year within</u> four years of their appointment as auditor.</p> <p>(2) The term of an auditor elected as a substitute shall be until the day the term for the retired auditor <u>should</u> expire.</p> <p>(Standing Auditor) <u>Article 29</u> The auditors shall <u>determine</u> standing auditors <u>from among themselves</u>.</p>	<p><u>in Paragraph 1, Article 423</u> of the said law to the extent permitted by laws and ordinances.</p> <p>(2) Pursuant to the provision in Paragraph 1, Article 427 of the Corporation Law, the Company may enter into an agreement with Outside Directors to limit their liabilities relating to the <u>actions specified in Paragraph 1, Article 423</u> of the said article. The maximum amount of liabilities in accordance with the agreement shall be either a predetermined amount not less than four million eight hundred thousand yen or the amount defined by laws and ordinances, whichever is the higher.</p> <p>Chapter 5 Auditors and Auditors' Meeting (Number of Auditors) <u>Article 29</u> (No change)</p> <p>(Method of Electing Auditors) <u>Article 30</u> <u>Auditors shall be elected at the shareholders' meeting.</u></p> <p>(2) Auditors shall be elected by a majority of the shareholders present at the shareholders' meeting if the shareholders present have one third or more of the voting rights that shareholders <u>with the right to vote</u> have.</p> <p>(Term) <u>Article 31</u> The term of auditors shall be until the end of the ordinary shareholders' meeting for the <u>last fiscal year that ends within</u> four years of <u>their election</u>.</p> <p>(2) The term of an auditor elected as a substitute shall be until the day the term for the retired auditor <u>expire</u>.</p> <p>(Standing Auditor) <u>Article 32</u> <u>The auditors' meeting shall select standing auditors through a resolution.</u></p>

Current Articles of Incorporation	Proposed Amendments
<p>(Notice of Auditors' Meeting)  <u>Article 30</u> A notice of the Auditors' meeting shall be issued to each auditor at least three days prior to the meeting; provided, however, that the period may be shortened if there is any urgent need.</p> <p>(2) An auditors' meeting may be held without the call procedure with the consent of all the auditors.</p> <p>(Method of Resolution at Auditors' Meetings)  <u>Article 31</u> A resolution at an auditors' meeting shall be passed by a majority of the auditors, except when otherwise provided by laws and regulations.</p> <p>(Minutes of Auditors' Meeting)  <u>Article 32</u> A summary of the proceedings and the results of the auditors' meeting shall be described or recorded in the minutes, which shall be signed or e-signed by the auditors present.</p> <p>(Auditors' Meeting Regulations)  <u>Article 33</u> Matters relating to <u>auditors</u> shall comply with laws and regulations, the Article of Incorporations, and the auditors' meeting regulations determined at an auditors' meeting.</p> <p><u>(Compensation)</u>  <u>Article 34</u> Compensation and retirement allowances for auditors shall be determined through resolutions of shareholders' meetings.</p> <p>(Exemption of Auditors from Liability)  <u>Article 35</u> The Company may exempt auditors (including former auditors) from liability to the limit provided by laws and regulations <u>through resolutions of the Board of Directors</u>, based on the provision of <u>paragraph 1 of Article 280 of the Commercial Code</u>.</p>	<p>(Notice of Auditors' Meeting)  <u>Article 33</u> (No change)</p> <p>(Method of Resolution at Auditors' Meetings)  <u>Article 34</u> (No change)</p> <p>(Minutes of Auditors' Meeting)  <u>Article 35</u> A summary of the proceedings and the results of the auditors' meeting, <u>and other matters provided by laws and regulations</u> shall be described or recorded in the minutes which shall be signed or e-signed by the auditors present.</p> <p>(Auditors' Meeting Regulations)  <u>Article 36</u> Matters relating to <u>the auditors' meeting</u> shall comply with laws and regulations, the Article of Incorporations, and the auditors' meeting regulations determined at an auditors' meeting.</p> <p><u>(Compensation etc.)</u>  <u>Article 37</u> Compensation <u>etc.</u> for auditors shall be determined by resolutions of shareholders' meetings.</p> <p>(Exemption of Auditors from Liability)  <u>Article 38</u> The Company may exempt auditors (including former auditors) from liability for damages <u>in relation to the activities stipulated in paragraph 1 of Article 423 of the Corporation Law</u> to the limit provided by laws and regulations through resolutions of the Board of Directors,</p>

Current Articles of Incorporation	Proposed Amendments
<p>(New)</p> <p>(New)</p> <p>(New)</p> <p>(New)</p> <p><u>Chapter 6 Accounting</u> (Fiscal Year)</p> <p><u>Article 36</u> The Company’s fiscal year is one year from October 1 to September 30 every year. The last day of the fiscal year shall be the account end.</p> <p><u>(Dividends of Profit)</u></p> <p><u>Article 37</u> The Company pays dividends to <u>shareholders or actual share certificate holders entered or recorded in the final shareholders’ register as of September 30 of every year and fractional share holders entered or recorded in the final register of fractional shares as of the same date.</u></p>	<p><u>(2) The Company may conclude an agreement with outside auditors to limit their liability for damages in relation to the activities stipulated in paragraph 1 of Article 423 of the Corporation Law, according to the provision of paragraph 1 of Article 427 of the Corporation Law, provided that the limit of liability for damages under the agreement shall be the amount provided by laws and regulations.</u></p> <p><u>Chapter 6 Accounting Auditor</u> <u>(Method of Election)</u></p> <p><u>Article 39</u> <u>Accounting Auditors shall be elected at a meeting of shareholders.</u></p> <p><u>(Term)</u></p> <p><u>Article 40</u> <u>The term of accounting auditors shall be until the end of the ordinary shareholders’ meeting for the last fiscal year that ends within one year of their election.</u></p> <p><u>(2) Accounting auditor shall be deemed to have been reelected at the shareholders’ meeting mentioned in the preceding paragraph unless otherwise resolved.</u></p> <p><u>Chapter 7 Accounting</u> (Business Year)</p> <p><u>Article 41</u> The Company’s <u>business</u> year is one year from October 1 to September 30 every year. The last day of the fiscal year shall be the account end.</p> <p><u>(Decision-Making Body about Dividends of Surplus)</u></p> <p><u>Article 42</u> <u>The Company may determine dividends out of its surplus and other matters stipulated in each item of paragraph 1 of Article 459 of the Corporation Law through resolutions of the Board of Directors unless otherwise provided by laws and regulations.</u></p>

Current Articles of Incorporation	Proposed Amendments
<p>(Interim Dividend)</p> <p><u>Article 38</u> The Company may pay interim dividends <u>through</u> a resolution of the Board of Directors <u>to shareholders or actual share certificate holders entered or recorded in the final shareholders' register as of March 31 every year and fractional share holders entered or recorded in the final register of fractional shares as of the same date.</u></p> <p>(Period for Waiver of Dividends)</p> <p><u>Article 39</u> If <u>dividends or interim dividends</u> are not received a full three years after the start of payment, the Company shall be relieved of the obligation to pay them.</p> <p>(2) <u>Dividends and interim dividends payable</u> bear no interest.</p> <p>(Supplementary Provision)</p> <p>Irrespective of the provision of Article 28, "within four years" in the article shall read "within three years" for the term of auditors holding the position before the end of the ordinary shareholders' meeting for the period ended September 30, 2002.</p>	<p>(Base Date for Dividends of Surplus)</p> <p><u>Article 43</u> <u>The Company's base date for the year-end dividends shall be September 30 every year.</u></p> <p><u>(2) The Company's base date for interim dividends shall be March 31 of every year.</u></p> <p><u>(3) The Company may set a base date other than those stipulated in the preceding two paragraphs and pay dividends.</u></p> <p>(Moved to Article 43)</p> <p>(Period for Waiver of Dividends <u>etc.</u>)</p> <p><u>Article 44</u> <u>If the dividends are cash,</u> and if they are not received a full three years after the start of payment, the Company shall be relieved of the obligation to pay them.</p> <p>(2) <u>Dividends payable</u> shall bear no interest.</p> <p>(Omission)</p>