

# 株式取扱規則

## Share Handling

## Regulations

ネクセラファーマ株式会社

Nxera Pharma Co., Ltd.

株式取扱規則  
Share Handling Regulations

<p>第1章 総則</p> <p>(目的)</p> <p>第1条 当会社における株主権の行使の手續その他株式及び新株予約権に関する取扱いについては、株式会社証券保管振替機構（以下「機構」という。）並びに証券会社及び信託銀行等の口座管理機関（以下「証券会社等」という。）が定めるところによるほか、定款の定めに基づきこの規則の定めるところによる。</p> <p>(株主名簿管理人)</p> <p>第2条 当会社の株主名簿管理人及び同事務取扱場所は、次のとおりとする。</p> <p>株主名簿管理人 東京都千代田区丸の内一丁目4番1号 三井住友信託銀行株式会社</p> <p>同事務取扱場所 東京都千代田区丸の内一丁目4番1号 三井住友信託銀行株式会社 証券代行部</p> <p>(請求又は届出の方式)</p> <p>第3条 1. この規則による請求又は届出は、当会社の定める書式によるものとする。ただ</p>	<p>CHAPTER I GENERAL PROVISIONS</p> <p>(Purpose)</p> <p>Article 1 The handling of business pertaining to the shares and the share acquisition rights of the Company, including the procedures for the exercise of shareholders' rights of the Company, shall be governed by the rules prescribed by the Japan Securities Depository Center, Inc. (hereinafter referred to as "JASDEC") and by the account management institutions, such as securities companies and trust and banking companies (hereinafter referred to as "Securities Companies, etc."), as well as by these Rules pursuant to the provisions of the Articles of Incorporation of the Company.</p> <p>(Administrator of Shareholder Registry)</p> <p>Article 2 The administrator of the shareholder registry of the Company and its place of business shall be as follows:</p> <p>Administrator of shareholder registry: Sumitomo Mitsui Trust Bank, Limited. 1-4-1, Marunouchi, Chiyoda-ku, Tokyo</p> <p>Place of business: Stock Transfer Agency Business Planning Department Sumitomo Mitsui Trust Bank, Limited 1-4-1, Marunouchi, Chiyoda-ku, Tokyo</p> <p>(Method of Request or Report)</p> <p>Article 3 1. Any request or report pursuant to these Rules shall be made in the form prescribed by the</p>
--	---

<p>し、当該請求又は届出が証券会社等及び機構を経由して行われる場合並びに第13条に定める場合は、この限りでない。</p> <p>2. 前項の請求又は届出を代理人によって行うときは、代理権を証明する書面を提出するものとする。</p> <p>3. 第1項の請求又は届出を行うに際し、保佐人又は補助人の同意を必要とするときは、同意を証明する書面を提出しなければならない。</p> <p>4. 当社は、第1項の請求又は届出が証券会社等及び機構を経由して行われた場合は、当該請求又は届出が株主本人からなされたものとみなして取扱うことができるものとする。</p> <p>5. 当社は、第1項の請求又は届出をした者に対し、その者が株主本人又は代理人本人であることを証明する資料の提出を求めることができる。</p> <p>6. 当社は、前項に定める資料の提出を求めた場合、その提出がない限り、第1項の請求又は届出を受理しない。</p>	<p>Company, provided, however, that this shall not apply, if any such request or report is made through the Securities Companies, etc. and JASDEC, or is made pursuant to paragraph 1 of Article 13.</p> <p>2. In the event that any request or report mentioned in the preceding paragraph is made by a proxy, a document certifying the authority of such proxy shall be submitted.</p> <p>3. In the event that any request or report mentioned in paragraph 1 requires the consent of a curator or an assistant, a document certifying such consent shall be submitted.</p> <p>4. In the event that any request or report mentioned in paragraph 1 is submitted to the Company from a shareholder through the Securities Companies, etc. and JASDEC, the Company may deem such request or report to have been submitted by such shareholder himself/herself and handle it as such.</p> <p>5. The Company may require anyone who has made a request or report mentioned in paragraph 1 to submit documents to prove that he or she is a shareholder or proxy</p> <p>6. When such a person is requested to submit the documents prescribed in the preceding paragraph, the Company shall not accept any request or report mentioned in paragraph 1, unless they are submitted.</p>
<p>第2章 株主名簿への記録等</p> <p>(株主名簿への記載又は記録)</p> <p>第4条</p> <p>1. 株主名簿の記載事項の変更は、総株主通知等機構からの通知（社債、株式等の振替に関する法律（以下「振替法」という。）第154条第3項に規定された通知（以下「個別株主通知」という。）を除く。）により行うものとする。</p>	<p>CHAPTER II RECORDS IN THE SHAREHOLDER REGISTRY, ETC.</p> <p>(Entries and Records in the Shareholder Registry)</p> <p>Article 4</p> <p>1. The Company shall make changes to the entries in the shareholder registry in accordance with the general shareholder notice and other notices given by JASDEC (excluding notices [hereinafter referred to as “Individual Shareholder Notice”] as provided in Article 154 (3) of Act on Book-Entry Transfer of Company Bonds, Shares, Etc. [hereinafter</p>

<p>2. 前項のほか、新株の発行その他法令に定める場合は、機構からの通知によらず株主名簿記載事項の変更を行うものとする。</p> <p>3. 株主名簿は、機構が指定する文字・記号により記載又は記録するものとする。</p>	<p>referred to as “Transfer Act”])</p> <p>2. In addition to the provision of the preceding paragraph, where new shares are issued or in any other case provided for by laws and ordinances, the Company shall make changes to the entries in the shareholder registry, without receipt of a notice from JASDEC.</p> <p>3. All entries and records in the shareholder registry shall be made using the characters and/or symbols designated by JASDEC.</p>
<p>(新株予約権原簿への記載又は記録)</p> <p>第5条</p> <p>1. 新株予約権原簿への記載又は記録、新株予約権に係る質権の登録、移転又は抹消、信託財産の表示又は抹消の請求は、株主名簿管理人に対して行うものとする。</p> <p>2. 前項に定めるほか、新株予約権の取扱いについては、別段の定めをすることができる。</p>	<p>(Entries and Records in the Registry of Share Acquisition Rights)</p> <p>Article 5</p> <p>1. Any request to make an entry or a record in the registry of share acquisition rights, registration, transfer or cancellation of pledge pertaining to share acquisition rights, and/or representation or cancellation of trust property shall be made to the administrator of the shareholder registry.</p> <p>2. In addition to the provision of the preceding paragraph, the handling of business pertaining to share acquisition rights may be prescribed separately.</p>
<p>(株主名簿記載事項に係る届出)</p> <p>第6条</p> <p>1. 株主及び登録株式質権者（以下「株主等」という。）は、その氏名又は名称及び住所を届け出なければならない。</p> <p>2. 前項の届出又はその変更は、証券会社等及び機構を経由して届け出なければならない。ただし、新株の発行その他法令に定める場合はこの限りでない。</p>	<p>(Reports Concerning Matters to be Stated in the Shareholder Registry)</p> <p>Article 6</p> <p>1. Shareholders and registered share pledgees (hereinafter referred to as “Shareholder, etc.”) must report their names or trade names and addresses to the Company.</p> <p>2. Any reports or changes to the reports mentioned in the preceding paragraph must be submitted to the Company through the Securities Companies, etc. and JASDEC, provided, however, that this shall not apply where new shares are issued or in any other case provided for by laws and ordinances.</p>
<p>(法人株主の代表者)</p> <p>第7条</p> <p>1. 株主等が法人であるときは、その代表</p>	<p>(Representative of Corporate Body Shareholder)</p> <p>Article 7</p> <p>1. Any shareholder, etc., who is a corporate body,</p>

<p>者1名の役職名及び氏名を届け出るものとする。</p> <p>2. 前項の届出又はその変更は、証券会社等及び機構を經由して届け出るものとする。ただし、新株の発行その他法令に定める場合はこの限りでない。</p>	<p>shall report the position and name of one (1) representative.</p> <p>2. Any reports or changes to the reports mentioned in the preceding paragraph shall be submitted to the Company through the Securities Companies, etc. and JASDEC, provided, however, that this shall not apply where new shares are issued or in any other case provided for by laws and ordinances.</p>
<p>(共有株主の代表者)</p> <p>第8条</p> <p>1. 株式を共有する株主は、その代表者1名を定め、その氏名又は名称及び住所を届け出るものとする。</p> <p>2. 前項の届出又はその変更は、証券会社等及び機構を經由して届け出るものとする。ただし、新株の発行その他法令に定める場合はこの限りでない。</p>	<p>(Representative of Joint Shareholders)</p> <p>Article 8</p> <p>1. Joint shareholders shall designate one (1) representative and report the name or trade name and the address of such representative.</p> <p>2. Any reports or changes to the reports mentioned in the preceding paragraph shall be submitted to the Company through the Securities Companies, etc. and JASDEC, provided, however, that this shall not apply where new shares are issued or in any other case provided for by laws and ordinances.</p>
<p>(法定代理人)</p> <p>第9条</p> <p>1. 株主等の親権者又は後見人等の法定代理人は、その氏名又は名称及び住所を届け出るものとする。</p> <p>2. 前項の届出、変更又は解除は、証券会社等及び機構を經由して届け出るものとする。ただし、新株の発行その他法令に定める場合はこの限りでない。</p>	<p>(Legal Representative)</p> <p>Article 9</p> <p>1. A legal representative of a Shareholder, etc. such as a person in parental authority or a guardian shall report the name or trade name and the address of such legal representative.</p> <p>2. Any reports, changes or cancellation of the reports mentioned in the preceding paragraph shall be submitted to the Company through the Securities Companies, etc. and JASDEC, provided, however, that this shall not apply where new shares are issued or in any other case provided for by laws and ordinances.</p>
<p>(外国居住株主等の届出)</p> <p>第10条</p> <p>1. 外国に居住する株主等又はその法定代理人は、日本国内に常任代理人を選任するか又は通知を受ける場所を定め、</p>	<p>(Report of a Shareholder, etc. Who Resides in a Foreign Country)</p> <p>Article 10</p> <p>1. A Shareholder, etc. or his/her legal representative who resides in a foreign country shall appoint a standing proxy who resides in</p>

常任代理人の氏名又は名称及び住所又は通知を受けるべき場所を届け出るものとする。

2. 前項の届出又はその変更は、証券会社等及び機構を經由して届け出るものとする。ただし、新株式の発行その他法令に定める場合はこの限りでない。

(新株予約権者の届出事項等)

#### 第 11 条

第 6 条から前条までの規定は、新株予約権原簿に記載又は記録される者の届出事項及びその届出方法に準用する。ただし、第 5 条第 2 項による別段の定めのない限り、届出先は、株主名簿管理人とする。

### 第 3 章 株主の権利の行使方法等

(書面交付請求および異議申述)

#### 第 12 条

会社法第 325 条の 5 第 1 項に規定された株主総会参考書類等の電子提供措置事項を記載した書面の交付の請求（以下「書面交付請求」という。）および同条第 5 項に規定された異議の申述をするときは、書面により行うものとする。ただし、書面交付請求を証券会社等および機構を通じてする場合は、証券会社等および機構が定めるところによるものとする。

Japan or designate a mailing address in Japan, and shall report the name or trade name and address of the standing proxy or the designated mailing address to the Company.

2. Any reports or changes to the reports mentioned in the preceding paragraph shall be submitted to the Company through the Securities Companies, etc. and JASDEC, provided, however, that this shall not apply where new shares are issued or in any other case provided for by laws and ordinances.

(Matters to Report for Persons with Share Acquisition Rights, Etc.)

#### Article 11

The provisions of Article 6 through Article 10 shall apply *mutatis mutandis* to the matters to be entered or reported by all persons recorded in the registry of share acquisition rights and to the method of reporting such matters. However, such reported matters shall be submitted to the administrator of the shareholder registry, unless otherwise specified in paragraph 2 of Article 5.

### CHAPTER III METHODS, ETC. TO EXERCISE SHAREHOLDERS' RIGHTS

(Request for Delivery of Documents and Statement of Objection)

#### Article 12

Request for delivery of paper-based documents setting out the matters for electronic provision, including reference documents for a general meeting of shareholders, etc., pursuant to Article 325-5, Paragraph 1 of the Companies Act (hereinafter referred to as "Request for Delivery of Paper-Based Documents") and objections under paragraph 5 of the same Article shall be made in writing. However, if a Request for Delivery of Paper-Based Documents is made through Securities Company, etc. and JASDEC, it shall be made in accordance with those stipulated by the Securities Companies, etc. and

<p>(少数株主権等の行使方法)</p> <p>第 13 条 振替法第 147 条第 4 項に定める少数株主権等を当会社に対して直接行使するときは、当会社の定める書式により当会社に対して、署名又は記名押印した書面をもって行わなければならない。この場合、当会社は、株主に対して、個別株主通知の申出を受付けた口座管理機関の発行する受付票及び本人確認書類の提出を求めることができる。</p> <p>第 4 章 単元未満株式の買取請求の取扱い</p> <p>(買取請求の方式)</p> <p>第 14 条 1. 単元未満株式の買取を請求（以下「買取請求」という。）するときは、機構の定めるところにより証券会社等及び機構を経由して行う。</p> <p>2. 買取請求の効力は、買取請求が第 2 条に定める株主名簿管理人事務取扱場所に提出された日に生ずるものとする。</p> <p>(買取価格の決定)</p> <p>第 15 条 1. 前条の買取請求の買取単価は、買取請求の効力発生の日（以下「買取請求日」という。）の株式会社東京証券取引所の開設する市場（以下「東京証券取引所」という。）における最終価格とする。</p>	<p>JASDEC.</p> <p>(Methods to Exercise Minority Shareholders' Rights, Etc.)</p> <p>Article 13 In the event that a shareholder is to directly exercise against the Company the minority shareholders' rights or other rights prescribed in paragraph 4, Article 147, of the Transfer Act, such exercise must be made by submitting a written document with the shareholder's printed name and seal impression. In such cases, the Company may request the submission of a receipt issued by the account management institution, which had received the request of the Individual Shareholder Notice, and documents to verify the shareholder's identity.</p> <p>CHAPTER IV HANDLING OF REQUESTS FOR PURCHASE OF SHARES CONSTITUTING LESS THAN ONE UNIT</p> <p>(Method of Requests)</p> <p>Article 14 1. When making a request for a purchase of shares constituting less than one unit (hereinafter referred to as "Purchase Request"), such request shall be made through the Securities Companies, etc. and JASDEC pursuant to the rules prescribed by JASDEC.</p> <p>2. The Purchase Request shall become effective on the date on which the Request is submitted to the place of business of the administrator of the shareholder registry as provided in Article</p> <p>(Determination of Purchase Price)</p> <p>Article 15 1. The purchase price per share of the Purchase Request mentioned in the preceding paragraph shall be the amount equal to the final price quoted at the market established by the Tokyo Stock Exchange (hereinafter referred to as the "Tokyo Stock Exchange") on the date on which the Purchase Request came into effect</p>
--	---

2. 買取請求日に東京証券取引所において売買取引がないとき又はその日が同取引所の休業日にあたるときは、その後最初になされた売買取引の成立価格をもって、買取単価とする。
3. 第1項及び第2項により決定した買取単価に買取請求に係る株式数を乗じた額をもって買取価格とする。

(買取代金の支払)

第16条

1. 当社は、前条第3項により算出された買取価格を買取代金とし、当社が別途定めた場合を除き、機構の定めるところにより買取単価決定の日の翌日から起算して4営業日目に買取請求者に支払う。ただし、買取価格が剰余金の配当又は株式の分割等の権利付価格であるときは、基準日までに買取代金を支払う。
2. 買取請求者は、その指定する銀行預金口座への振込又はゆうちょ銀行現金払による買取代金の支払を請求することができる。

(買取株式の移転)

第17条

買取請求に係る単元未満株式は、当社が前条による買取代金の支払又は支払手続を完了した日に当社の振替口座に振替えるものとする。

(hereinafter referred to as “Purchase Request Date”).

2. If there is no trading at the Tokyo Stock Exchange on the Purchase Request Date, or if such date falls on a holiday for the Tokyo Stock Exchange, the purchase per share shall be the amount equal to the price at which the first trade is made after such date.
3. The purchase price shall be the amount equal to the purchase price per share obtained under preceding paragraphs 1 and 2, multiplied by the number of shares for which the Purchase Request is made.

(Payment of Purchase Proceeds)

Article 16

1. The purchase price calculated under paragraph 3 of the preceding article shall be the amount of purchase proceeds, and shall be paid to the person who has made the Purchase Request on the fourth (4th) business day following the date on which the purchase price is determined, pursuant to the rules of JASDEC, unless the Company determines otherwise. However, if the purchase price reflects the right to receive dividends from surplus, stock splits or others, purchase proceeds shall be paid by the record date.
2. The person who has made the Purchase Request may request the purchase proceeds to be remitted to a designated bank account or paid out in cash by the Japan Post Bank Company.

(Transfer of Purchased Shares)

Article 17

Shares constituting less than one unit for which a Purchase Request is made shall be transferred to the account of the Company when the Company has paid the purchase proceeds, or on the date on which the Company has completed the payment procedures for the payment proceeds prescribed in the preceding article.



<p>第5章 単元未満株式の買増請求の取扱い</p> <p>(買増請求の方式)</p> <p>第18条</p> <p>1. 単元未満株式を有する株主が、その有する単元未満株式と併せて単元株式数となるべき株式を売り渡すことを請求(以下「買増請求」という。)するときは、機構の定めるところにより、証券会社等及び機構を経由して行うものとする。</p> <p>2. 買増請求の効力は、買増請求が第2条に定める株主名簿管理人事務取扱場所に到達した日に生ずるものとする。</p> <p>(買増請求の制限)</p> <p>第19条</p> <p>同一日になされた買増請求の合計株式数が、当会社の保有する譲渡すべき自己株式数を超えているときは、その日におけるすべての買増請求は、その効力を生じないものとする。</p> <p>(買増価格の決定)</p> <p>第20条</p> <p>1. 買増単価は、買増請求の効力発生の日(以下「買増請求日」という。)の東京証券取引所における最終価格とする。</p> <p>2. 買増請求日に東京証券取引所において売買取引がないとき又はその日が同取引所の休業日にあたるときは、その後</p>	<p>CHAPTER V HANDLING OF REQUESTS FOR SALE OF ADDITIONAL SHARES FOR SHARES CONSTITUTING LESS THAN ONE UNIT</p> <p>(Method of Requests for Sale of Additional Shares for Shares Constituting Less Than One Unit)</p> <p>Article 18</p> <p>1. In the event that a shareholder holding shares constituting less than one unit makes a request for additional sale of shares in order to make his/her holding of shares one unit (hereinafter referred to as “Additional Sale Request”), such request shall be made through the Securities Companies and JASDEC pursuant to the rules prescribed by JASDEC.</p> <p>2. The Additional Sale Request shall become effective on the date on which the Request is submitted to the place of business of the administrator of the shareholder registry as provided in Article 2.</p> <p>(Restrictions on Additional Sale Request)</p> <p>Article 19</p> <p>In the event that the total number of shares for which Additional Sale Requests have been received on a single day exceeds the number of treasury shares held for the purpose of transfer, then the Additional Sale Request shall not be effective.</p> <p>(Determination of Additional Sale Price)</p> <p>Article 20</p> <p>1. The additional sale price per share shall be the amount equal to the closing price quoted at the Tokyo Stock Exchange on the date on which the Additional Sale Request became effective (hereinafter referred to as “Additional Sale Request Date”).</p> <p>2. If there is no trading at the Tokyo Stock Exchange on the Additional Sale Request Date, or if such date falls on a holiday for the Tokyo Stock Exchange, the additional sale price per</p>
--	--

<p>最初になされた売買取引の成立価格をもって、買増単価とする。</p> <p>3. 第1項及び第2項により決定した買増単価に買増請求に係る株式数を乗じた額をもって買増価格とする。</p> <p>(買増株式の移転)</p> <p>第21条 買増請求を受けた株式数に相当する自己株式は、機構の定めるところにより、買増請求をした株主が証券会社等を通じて、買増代金として買増価格に相当する金額が当会社所定の銀行預金口座に振り込まれたことを確認した日に、買増請求をした株主の振替口座への振替の申請をするものとする。</p> <p>(買増請求の受付停止期間)</p> <p>第22条 1. 当会社は、毎年次の各号に定める日から起算して10営業日前の日から当該各号に定める日までの間、買増請求の受付を停止する。  (1) 6月30日  (2) 12月31日  (3) その他機構が定める株主確定日等</p> <p>2. 前項にかかわらず、当会社が必要と認めるときは、別に買増請求の受付停止期間を設けることができるものとする。</p> <p>第6章 その他</p> <p>(手数料)</p> <p>第23条</p>	<p>share shall be the amount equal to the price at which the first trade is made after such date.</p> <p>3. The additional sale price shall be the amount equal to the additional sale price per share obtained under preceding paragraphs 1 and 2, multiplied by the number of shares for which the Additional Sale Request is made.</p> <p>(Transfer of Shares for Additional Sale)</p> <p>Article 21 The Company shall make an application for the transfer of the treasury shares equal to the number of shares requested for additional sale to the transfer account of the shareholder who has made the Additional Sale Request, on the day on which the Company confirms that the shareholder who has made the Additional Sale Request has transferred through the Securities Companies, etc., the amount equal to the additional sale price as proceeds of the additional sale to the bank account designated by the Company, pursuant to the rules prescribed by JASDEC.</p> <p>(Suspension of Acceptance of Additional Sale Requests)</p> <p>Article 22 1. The Company shall suspend its acceptance of Additional Sale Requests during the 10-day period commencing 10 business days before each date listed below up until each date listed below.  (1) June 30  (2) December 31  (3) Any other record dates for shareholders as provided by JASDEC</p> <p>2. Notwithstanding the preceding paragraph, the Company may, as it deems necessary, separately set periods to suspend acceptance of Additional Sale Requests.</p> <p>CHAPTER VI OTHER MATTERS</p> <p>(Fees)</p>
--	---

<p>1. 当会社の株式の取扱いに関する手数料 (消費税を含む)は、無料とする。</p> <p>2. 株主等が証券会社等又は機構に対して 支払う手数料は、株主等の負担とす る。</p> <p>(改定手続)</p> <p>第24条 この規則の改定は、取締役会又は取締役会 の決議による委任を受けた執行役が行う。</p> <p>附則</p> <p>1. 本規程は、2018年6月22日から実施す る。</p> <p>2. 本規程は、2022年9月1日から改定す る。</p> <p>以上</p>	<p>Article 23</p> <p>1. There shall be no fee payable (including consumption tax) for the handling of the shares of the Company.</p> <p>2. Fees paid to the Securities Companies, etc. and JASDEC by shareholders and others shall be borne by the shareholder, etc.</p> <p>(Amendments)</p> <p>Article 24 These Rules shall be amended by the Board of Directors or an Executive Officer who has been delegated by resolution of the Board of Directors.</p> <p>Supplementary Provisions</p> <p>1. These Rules shall come into effect from June 22, 2018.</p> <p>2. These Rules shall be revised and come into effect on September 1, 2022.</p> <p>End</p>
---	---