

[The following is an English translation of Japanese documents provided for reference purposes only.]

Elpida Memory, Inc.

(Tokyo Stock Exchange, 6665)
August 13, 2009

Notice of Extraordinary General Meeting of Shareholders

Dear Shareholder,

Elpida Memory, Inc. (the “Company”) would hereby like to inform you that the Extraordinary General Meeting of Shareholders (the “Extraordinary Shareholders’ Meeting”) will be held as follows, and would be grateful if you could attend the meeting.

There are items on the agenda that require a quorum for resolution. If you are unable to attend the meeting, you can exercise your voting rights by paper ballot or electronic means (i.e. via the Internet). Please review the attached “Reference Materials for Shareholders’ Meeting” and exercise your voting rights by 5:30 p.m. Friday, August 28, 2009 (JST), following the guide on Pages 2 and 3.

Yours faithfully,

Yukio Sakamoto,
President, Representative Director
Elpida Memory, Inc.
2-1 Yaesu 2-chome, Chuo-ku, Tokyo

- 1. Date and time:** Saturday, August 29, 2009, from 10:00 a.m. (JST)
- 2. Venue:** Bellesalle Roppongi
1st Floor and 1st Basement, Sumitomo Fudosan Roppongi-dori Bldg.
7-18-18 Roppongi, Minato-ku, Tokyo, Japan

3. Purpose:

Items to be resolved:

- Proposal 1: Partial Amendments to the Articles of Incorporation (Part 1)
Proposal 2: Partial Amendments to the Articles of Incorporation (Part 2)
Proposal 3: Issuance of Offered Shares by Third Party Allotment

4. Voting when you are unable to attend the meeting

<Exercise of voting rights in writing>

Please indicate your “approval or disapproval” for each of the proposals on the voting form enclosed herewith and return the form to arrive no later than 5:30 p.m. on Friday, August 28, 2009 (JST).

<Exercise of voting rights via the Internet>

Please refer to “Voting by Electronic Means (i.e. via the Internet)” on Page 3 and enter your vote for each proposal no later than 5:30 p.m. on Friday, August 28, 2009 (JST).

5. Other matters regarding the convocation of the Extraordinary Shareholders’ Meeting:

- (1) If you vote more than once via the Internet, or if you vote by both PC and mobile phone, the last vote will be deemed valid.
- (2) If you vote both in writing and via the Internet, the Internet vote will be deemed valid.

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Shareholders are requested to submit the appended voting form at the reception desk when attending.

If there is any revision to “Reference Materials for Shareholders’ Meeting”, such revision will be notified on the Company’s website (<http://www.elpida.com/en/ir/meeting.html>).

## **Voting by Electronic Means (i.e. via the Internet)**

### **Procedures When Voting via the Internet**

Please review the following matters when voting via the Internet.

1. You may enter your vote only by using the voting website designated by the Company as below. This site is also accessible via mobile phone.  
Voting website URL: <http://www.webdk.net>
2. If voting via the Internet, please follow the on-screen instructions and enter your vote for each proposal using the code and password for voting stated in the enclosed voting form.
3. We will accept votes submitted via the Internet until 5:30 p.m., Friday, August 28, 2009 (JST), but would appreciate your prompt voting for convenience in compiling voting results.
4. If you vote more than once via the Internet, or if you vote by both PC and mobile phone, the last vote will be deemed valid.
5. If you vote both in writing and via the Internet, the Internet vote will be deemed to be valid.
6. It should be noted that you will bear connection fees to your service provider and communication fees to your telecommunication service provider (such as telephone charges) incurred by accessing the voting website.

### **System Environment for Voting via the Internet**

The following system environment is required for accessing the voting website.

- (i) You must have access to the Internet.
- (ii) If you wish to exercise your voting rights using your personal computer, Microsoft® Internet Explorer 5.5 SP2 or above, or Netscape 6.2 or above is required as your Internet browser software. Adequate hardware environment that supports the above browser software is also required.
- (iii) If you wish to exercise your voting rights by using your mobile phone, the relevant device must be capable of 128bitSSL telecommunication (encrypted communication). (To ensure security, the Company website is only configured to support models capable of 128bitSSL telecommunication (encrypted communication). The website thus cannot be accessed by certain models.)  
(Microsoft® is a registered trademark of Microsoft Corporation (incorporated in the U.S.) in the U.S. and other countries. Netscape is a registered trademark of Netscape Communications Corporation (incorporated in the U.S.) in the U.S. and other countries.)

### **Inquiries regarding Voting via the Internet**

If you have any questions regarding voting via the Internet, please contact:

Transfer Agent: Stock Transfer Agency Department, Sumitomo Trust and Banking Co., Ltd.

[Telephone]: 0120-186-417 (24 hours)

(Other references, such as requests for obtaining forms): 0120-176-417 (9 a.m. to 5 p.m., excluding Saturdays, Sundays and Japanese national holidays)

[Translation]

## Reference Materials for Shareholders' Meeting

### Proposal No. 1 Partial Amendments to the Articles of Incorporation (Part 1)

#### 1. Reasons for the Amendments

Under the “Act on Special Measures for Industrial Revitalization and Innovation of Industrial Activities,” the Company submitted a business restructuring plan (the “Business Restructuring Plan”) to the Ministry of Economy, Trade and Industry (“METI”), which was approved by METI as of June 30, 2009.

The contents of the approved Business Restructuring Plan include implementation of a capital increase by third party allotments where the Development Bank of Japan, Inc. (the “DBJ”) is the subscriber. The Company’s policy is that, as a method for such capital increase, preferred shares of Types 1 and 2 whose features are different from those of common shares shall be issued as set forth in Proposal No. 3 of this Extraordinary Shareholders’ Meeting. Therefore, you are kindly requested to approve the amendments to the Articles of Incorporation which enable the Company to issue such preferred shares.

The amendments to the Articles of Incorporation in this proposal shall come into force when a vote for Proposal No. 2 of this Extraordinary Shareholders’ Meeting is completed.

#### 2. Details of the Amendments

Details of the amendments shall be as follows.

(A mended portions are underlined)

| Current Provision                                                                                                                              | Proposed Amendment                                                                                                                                                                                                                                                                                                                                                                                        |
|------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Article 6 (Total Number of Issuable Shares)<br><br>The total number of shares to be issued by the Company shall be <u>300,000,000 shares</u> . | Article 6 (Total Number of Issuable Shares)<br><br>The total number of shares to be issued by the Company shall be <u>303,000,000 shares, and the total number of shares in a class to be issued by the Company shall be apportioned as follows:</u><br><br><u>Common shares</u> 300,000,000 shares<br><u>Type 1 Preferred Shares</u> 1,000,000 shares<br><u>Type 2 Preferred Shares</u> 2,000,000 shares |
| (Newly Provided)                                                                                                                               | <u>Article 6-2 (Type 1 Preferred Shares)</u><br><br><u>The features of the Type 1 Preferred Shares shall be as stated in Exhibit 1.</u>                                                                                                                                                                                                                                                                   |
| (Newly Provided)                                                                                                                               | <u>Article 6-3 (Type 2 Preferred Shares)</u><br><br><u>The features of the Type 2 Preferred Shares shall be as stated in Exhibit 2.</u>                                                                                                                                                                                                                                                                   |
| Article 7 (Acquisition of the Company’s Own Shares)<br><br>(Omitted)                                                                           | Article 7 (Acquisition of the Company’s Own Shares)<br><br>(Unchanged)                                                                                                                                                                                                                                                                                                                                    |

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| <p>Article 8 (Share Unit)</p> <p>The share unit of the Company shall be 100 shares.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | <p>Article 8 (Share Unit)</p> <p>The share unit of the Company <u>for the common shares, Type 1 Preferred Shares and Type 2 Preferred Shares shall be 100 shares each.</u></p> |
| <p>Article 9 to Article 12 (Omitted)</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <p>Article 9 to Article 12 (Unchanged)</p>                                                                                                                                     |
| <p>Article 13 (Record Date for Annual Shareholders' Meeting)</p> <p>The record date for the voting rights of the annual Shareholders' Meeting shall be March 31 each year.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <p>Article 13 (Record Date for Annual Shareholders' Meeting)</p> <p>(Unchanged)</p>                                                                                            |
| <p>Article 14 (Person with Convocation Right and Chairperson)</p> <p>A Shareholders' Meeting shall be convened by the Director-President, who shall act as chairperson at the meeting. In case of the inability of the Director-President to so act, any one of the other Directors shall act in his/her place in accordance with an order previously determined by a resolution of the Board of Directors.</p>                                                                                                                                                                                                                                                                                                                              | <p>Article 14 (Person with Convocation Right and Chairperson)</p> <p>(Unchanged)</p>                                                                                           |
| <p>Article 15 (Internet Disclosure of Reference Materials for Shareholders' Meeting and Deemed Provision)</p> <p>Upon convocation of a Shareholders' Meeting, the Company may be deemed to have provided the information relating to the matters to be described or indicated in the reference materials for the Shareholders' Meeting, business report, non-consolidated accounting statements and consolidated accounting statements, to the Shareholders by disclosure through the Internet in accordance with the applicable Ministry of Justice Order.</p>                                                                                                                                                                              | <p>Article 15 (Internet Disclosure of Reference Materials for Shareholders' Meeting and Deemed Provision)</p> <p>(Unchanged)</p>                                               |
| <p>Article 16 (Method of Resolution)</p> <p>16.1 Unless otherwise prescribed by laws and regulations or these Articles of Incorporation, a resolution of a Shareholders' Meeting shall be adopted by a majority of the voting rights of shareholders who are entitled to exercise voting rights and are present at such meeting.</p> <p>16.2 A special resolution as mentioned in Article 309, Paragraph 2 of the Companies Act shall be adopted when the Shareholders having one-third (1/3) or more of the total number of voting rights of the Shareholders who are entitled to exercise voting rights are present at such meeting and by at least two-thirds (2/3) of the voting rights of the Shareholders present at such meeting.</p> | <p>Article 16 (Method of Resolution)</p> <p>(Unchanged)</p>                                                                                                                    |

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| <p>Article 17 (Exercise of Voting Rights by Proxy)</p> <p>17.1 Shareholders may exercise their voting rights through a proxy who is another Voting Shareholder.</p> <p>17.2 Each such Shareholder or proxy shall submit a document evidencing their proxy power to the Company at each Shareholders' Meeting.</p> | <p>Article 17 (Exercise of Voting Rights by Proxy)</p> <p>(Unchanged)</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| <p>(Newly Provided)</p>                                                                                                                                                                                                                                                                                           | <p><u>Article 17-2 (Meetings of the Holders of Class Shares)</u></p> <p><u>17-2.1 The provisions of Articles 14, 15 and 17 shall be applied mutatis mutandis to the meetings of the holders of class shares.</u></p> <p><u>17-2.2 The provisions of Article 13 shall be applied mutatis mutandis to the meetings of the holders of class shares held on the same day as the annual Shareholders' Meeting.</u></p> <p><u>17-2.3 The provisions of Article 16, Paragraph 1 shall be applied mutatis mutandis to the resolution of the meetings of the holders of class shares under Article 324, Paragraph 1 of the Companies Act, and the provisions of Article 16, Paragraph 2 shall be applied mutatis mutandis to the resolution of the meetings of the holders of class shares under Article 324, Paragraph 2 of the Companies Act.</u></p> |
| <p>Article 18 to Article 36 (Omitted)</p>                                                                                                                                                                                                                                                                         | <p>Article 18 to Article 36 (Unchanged)</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| <p>Supplementary Provisions (Omitted)</p>                                                                                                                                                                                                                                                                         | <p>Supplementary Provisions (Unchanged)</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| <p>(Newly Provided)</p>                                                                                                                                                                                                                                                                                           | <p><u>Exhibit 1 Features of the Type 1 Preferred Shares</u></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| <p>(Newly Provided)</p>                                                                                                                                                                                                                                                                                           | <p><u>Exhibit 2 Features of the Type 2 Preferred Shares</u></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |

## Exhibit 1

### Features of the Type 1 Preferred Shares

#### 1. Preferred Dividends

##### (1) Type 1 Preferred Dividends

If the Company is to distribute any surplus, the Company will distribute such amount of surplus per share of the Type 1 Preferred Shares as set out in the following paragraph (the “Type 1 Preferred Dividend”) to the shareholders of the Type 1 Preferred Shares (the “Type 1 Preferred Shareholders”), and the registered pledgees of shares of the Type 1 Preferred Shares (the “Registered Pledgees of Type 1 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”), listed or recorded in the latest register of shareholders as of the same date. However, if all or part of the Type 1 Preferred Dividend (excluding the distribution of the Accumulated Unpaid Type 1 Preferred Dividend defined in Paragraph 3) has already been paid based on a record date that falls in the fiscal year of the record date for the said distribution of surplus, the accumulated amount of the dividends that have already been paid shall be deducted from the amount of surplus. If the Company acquires the Type 1 Preferred Shares in the period from the record date of the distribution of surplus to the distribution of surplus, a distribution of surplus with respect to the record date above for such acquired Type 1 Preferred Shares will not be required.

##### (2) The Amount of the Type 1 Preferred Dividend

The amount of the Type 1 Preferred Dividend will be 350 yen per share (, provided that the amount of the Type 1 Preferred Dividend per share based on a record date that falls in the fiscal year ending on March 31, 2010 will be an amount (calculated to four decimal places denominated in yen and rounded to nearest three decimal places) equal to 350 yen multiplied by the number of actual days during a period from and including the Payment Date of the Type 1 Preferred Shares to and including March 31, 2010 divided by the number of actual days during a period from and including April 1, 2009 to and including March 31, 2010).

##### (3) Clause of Cumulative Dividend

If the aggregate of the amount of surplus per share distributed to the Type 1 Preferred Shareholders or the Registered Pledgees of Type 1 Preferred Shares based on a record date that falls in a fiscal year (excluding the distribution of the Accumulated Unpaid Type 1 Preferred Dividend (defined below) that was accumulated by the first day of that fiscal year) does not reach the amount of the Type 1 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 1 Preferred Dividend”) will be paid to the Type 1 Preferred Shareholders or the Registered Pledgees of Type 1 Preferred Shares before making the Type 1 Preferred Dividend 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 1 Preferred Dividend will be distributed to the Type 1 Preferred Shareholders or the Registered Pledgees of Type 1 Preferred Shares, except for (i)

the distribution of surplus provided for in Article 758, Item 8, (b) of the Companies Act or Article 760, Item 7, (b) of the Companies Act, that will be paid in the procedure for absorption-type company splits to be conducted by the Company, or (ii) the distribution of surplus provided for in Article 763, Item 12, (b) of the Companies Act or Article 765, Paragraph 1, Item 8, (b) of the Companies Act, that will be paid in the procedure for incorporation-type company splits to be conducted by the Company.

(5) Order of Priority in Respect of Payment of Preferred Dividends

Type 1 Preferred Shares and Type 2 Preferred Shares shall have the same order of priority in respect of payment of the distribution of surplus (preferred dividends), including those in accordance with the clause of cumulative dividend.

2. Distribution of Residual Assets

(1) Preferred Distribution of Residual Assets

If the Company is to distribute residual assets, the Company will pay the Base Acquisition Price set out in Condition 5 as the residual assets distribution amount per share of the Type 1 Preferred Shares to the Type 1 Preferred Shareholders or the Registered Pledges of Type 1 Preferred Shares prior to distribution of residual assets to be distributed to the Common Shareholders or the Registered Pledges 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 5 as meaning the “date on which the residual assets are distributed.”

No residual assets, other than those provided for above, will be distributed to the Type 1 Preferred Shareholders or the Registered Pledges of Type 1 Preferred Shares.

(2) Order of Priority in respect of distribution of Residual Assets

The distribution of residual assets for the Type 1 Preferred Shares and Type 2 Preferred Shares shall be made from Type 1 to Type 2 in ascending order.

3. Voting Rights

Except as otherwise provided in laws and regulations, the Type 1 Preferred Shareholders have no voting rights at Shareholders’ Meetings.

4. 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 1 Preferred Shares. The Company will not grant the Type 1 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 gratuitous allotment of shares or a gratuitous allotment of stock acquisition rights to the Type 1 Preferred Shareholders.

5. The Preferred Shareholders’ Right to Request Acquisition of Type 1 Preferred Shares with Cash Consideration

The Type 1 Preferred Shareholders may, at any time on and after September 1, 2009, request that the Company pays a cash amount in exchange for the Company’s acquiring all or part of the Type 1 Preferred Shares (the request by the Type 1 Preferred Shareholders, the “Acquisition

Request with Cash Consideration”). Upon receiving an Acquisition Request with Cash Consideration, the Company will, in accordance with the following, deliver the acquisition price of the Type 1 Preferred Shares to the relevant Type 1 Preferred Shareholders in exchange for acquiring all or part of the Type 1 Preferred Shares on the date of such Acquisition Request with Cash Consideration within the limit of the distributable amount stipulated in Article 461, Paragraph 2 of the Companies Act as of the date of such Acquisition Request with Cash Consideration to the extent permitted by laws and regulations (the date of Acquisition Request with Cash Consideration, the “Acquisition Date”). However, if the Type 1 Preferred Shareholders make Acquisition Requests with Cash Consideration in excess of the distributable amount, the shares of the Type 1 Preferred Shares that should be acquired will be determined by pro rata allotment in proportion to the number of the shares subject to the Acquisition Requests with Cash Consideration, or by any other reasonable method determined by the Board of Directors of the Company.

The acquisition price per share of the Type 1 Preferred Shares will be calculated in accordance with the following. The acquisition price per share of the Type 1 Preferred Shares calculated in accordance with the following is referred to as the “Base Acquisition Price.”

Base Acquisition Price Formula

Base Acquisition Price =  $10,000\text{yen} \times (1 + 0.035 \times (m+n))$  - Paid Type 1 Preferred Dividends

In the Base Acquisition Price Formula, “m” is defined as follows: (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.

In the Base Acquisition Price Formula, “Paid Type 1 Preferred Dividends” mean the aggregate amount of the Type 1 Preferred Dividends (including the Accumulated Unpaid Type 1 Preferred Dividend) that have actually been paid on or before the Acquisition Date.

6. The Company’s Right to Acquire Type 1 Preferred Shares with Cash Consideration

The Company may acquire all or part of the Type 1 Preferred Shares on a date that is on or after September 1, 2009 and separately determined by the Board of Directors of the Company, to the extent permitted under the applicable laws or regulations, in exchange for a cash amount irrespective of the intention of the Type 1 Preferred Shareholders or the Registered Pledges of Type 1 Preferred Shares (the date of the acquisition, the “Date of Acquisition with Cash Consideration”). In cases of such acquisition, the Company will, in accordance with the following, deliver the acquisition price of the Type 1 Preferred Shares to the Type 1 Preferred Shareholders in exchange for the acquisition of all or part of such Type 1 Preferred Shares.

If the Company is to acquire part of the Type 1 Preferred Shares, the shares of the Type 1 Preferred Shares that will be acquired will be determined by pro rata or by other reasonable manner determined by the Board of Directors of the Company.

The acquisition price per share of the Type 1 Preferred Shares will be equal to the Base Acquisition Price set out in Condition 5. In calculating the above Base Acquisition Price, the Base Acquisition Price will be calculated by reading the “Acquisition Date” in the calculation of the Base Acquisition Price set out in Condition 5 as meaning the “Date of Acquisition by Right of Acquisition with Cash Consideration.”

7. The Preferred Shareholders’ Right to Request Acquisition of Type 1 Preferred Shares with Common Shares as Consideration

The Type 1 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 all or part of the Type 1 Preferred Shares during the period in which the Type 1 Preferred Shareholder is entitled to request acquisition provided for in Paragraph I below (the request by the Type 1 Preferred Shareholder, the “Acquisition Request with Common Shares as Consideration”).

I The period in which the Type 1 Preferred Shareholders are entitled to request acquisition of the Type 1 Preferred Shares

Any time on or after February 1, 2011.

II Conditions of acquisition

1. The Type 1 Preferred Shareholders may cause the Company to acquire all or part of the Type 1 Preferred Shares in exchange for delivery of the common shares of the Company as of the date of the Acquisition Request with Common Shares as Consideration under the following conditions (the date of the Acquisition Request with Common Shares as Consideration, the “Acquisition Date with Common Share Consideration”). When the number of common shares to be delivered to the Type 1 Preferred Shareholders are being calculated, any fraction less than one share is to be omitted, and the monetary adjustment set out in Paragraph 3 of Article 167 of the Companies Act will not be performed.

$$\begin{array}{l} \text{The number of common} \\ \text{shares to be delivered in} \\ \text{exchange for acquisition} \end{array} = \frac{\text{Aggregate Amount of Base Acquisition Price} \\ \text{set out in Condition 5 of the Type 1 Preferred} \\ \text{Shares that the Type 1 Preferred Shareholders} \\ \text{request the Company to acquire}}{\text{Exchange} \\ \text{price}}$$

In calculating the above Base Acquisition Price, the Base Acquisition Price will be calculated by reading the “Acquisition Date” in the calculation of the Base Acquisition Price set out in Condition 5 as meaning the “Acquisition Date with Common Share Consideration.” In cases where the calculated Base Acquisition Price exceeds 13,500 yen, the above aggregate amount of Base Acquisition Price will be calculated assuming that the Base Acquisition Price is 13,500 yen.

2. Exchange Price

(1) Initial Exchange Price

The Initial Exchange Price is 1,377 yen.

(2) Revision of Exchange Price

In the event that the Average Share Price on December 30, 2011, January 31, 2012, or February 29, 2012 (respectively, the “Determination Date”) becomes lower than the Exchange Price effective on such Determination Date, the Exchange Price shall be revised to 1,059 yen (the “Revised Exchange Price”) on the date immediately following the first Determination Date on which the Average Share Price becomes lower than the Exchange Price corresponding thereto. If the Exchange Price is adjusted in accordance with Item (3) below, the Revised Exchange Price will be adjusted accordingly.

“Average Share Price” means the average daily closing price of the common shares of the Company in regular trading as reported by the Tokyo Stock Exchange, Inc. for five (5) consecutive trading days immediately preceding any relevant day (inclusive) (such five (5) consecutive trading days exclude days on which no closing price (including displayed quotes, the same applies hereinafter) is reported, and refer to five (5) consecutive trading days up to and including the trading day with a closing price immediately preceding such relevant day).

(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 1 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”):

$$\text{Exchange price after adjustment} = \text{Exchange price before adjustment} \times \frac{\text{Number of common shares outstanding} + \frac{\text{Number of common shares to be delivered} \times \text{Subscription price per share}}{\text{Current market price per share}}}{\text{Number of common shares outstanding} + \text{Number of common shares to be delivered}}$$

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, as of 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 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, as of the date 1 month before the date on which the adjusted Exchange Price becomes effective. 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 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 1 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), 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 shares with claims for acquisition, acquirable shares, or acquirable stock acquisition rights 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 based 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 based 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 effective 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 two decimal places denominated in yen and then rounded down to one decimal place.
  - (ii) The current market price used in the Exchange Price Adjustment Formula is the average daily closing price 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 two decimal places denominated in yen and then rounded to 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 company split 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.
  - (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 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 Items (a) through (e) above, the Company shall give prior written notice to each Type 1 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 or after the date on which the Exchange Price becomes effective.

3. Location to Submit Request for Acquisition  
The Sumitomo Trust and Banking Co., Ltd. Stock Transfer Agency Department
4. Effectiveness of Acquisition  
The Acquisition Request with Common Shares as Consideration shall be effective when the written request of acquisition reaches the Location to Submit Request for Acquisition set out in Paragraph 3 above, and the Company shall acquire the Type 1 Preferred Shares, and the Type 1 Preferred Shareholders that make such Acquisition Request with Common Shares will become shareholders of common shares in exchange for the Company's acquiring the Type 1 Preferred Shares.

8. Restriction of Share Transfer

Any acquisition of the Type 1 Preferred Shares by way of transfer shall need an approval of the Board of Directors of the Company.

## Exhibit 2

### Features of the Type 2 Preferred Shares

#### 1. Preferred Dividends

##### (1) Type 2 Preferred Dividends

If the Company is to distribute any surplus, the Company will distribute such amount of surplus per share of the Type 2 Preferred Shares as set out in the following paragraph (the “Type 2 Preferred Dividend”) to the shareholders of the Type 2 Preferred Shares (the “Type 2 Preferred Shareholders”), and the registered pledgees of shares of the Type 2 Preferred Shares (the “Registered Pledgees of Type 2 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”), listed or recorded in the latest register of shareholders as of the same date. However, if all or part of the Type 2 Preferred Dividend (excluding the distribution of the Accumulated Unpaid Type 2 Preferred Dividend defined in Paragraph 3) has already been paid based on a record date that falls in the fiscal year of the record date for the said distribution of surplus, the accumulated amount of the dividends that have already been paid shall be deducted from the amount of surplus. If the Company acquires the Type 2 Preferred Shares in the period from the record date of the distribution of surplus to the distribution of surplus, a distribution of surplus with respect to the record date above for such acquired Type 2 Preferred Shares will not be required.

##### (2) The Amount of the Type 2 Preferred Dividend

The amount of the Type 2 Preferred Dividend will be 350 yen per share (, provided that the amount of the Type 2 Preferred Dividend per share based on a record date that falls in the fiscal year ending on March 31, 2010 will be an amount (calculated to four decimal places denominated in yen and rounded to nearest three decimal places) equal to 350 yen multiplied by the number of actual days during a period from and including the Payment Date of the Type 2 Preferred Shares to and including March 31, 2010 divided by the number of actual days during a period from and including April 1, 2009 to and including March 31, 2010).

##### (3) Clause of Cumulative Dividend

If the aggregate of the amount of surplus per share distributed to the Type 2 Preferred Shareholders or the Registered Pledgees of Type 2 Preferred Shares based on a record date that falls in a fiscal year (excluding the distribution of the Accumulated Unpaid Type 2 Preferred Dividend (defined below) that was accumulated by the first day of that fiscal year) does not reach the amount of the Type 2 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 2 Preferred Dividend”) will be paid to the Type 2 Preferred Shareholders or the Registered Pledgees of Type 2 Preferred Shares before making the Type 2 Preferred Dividend 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 2 Preferred Dividend will be distributed to the Type 2 Preferred Shareholders or the Registered Pledgees of Type 2 Preferred Shares, except for (i)

the distribution of surplus provided for in Article 758, Item 8, (b) of the Companies Act or Article 760, Item 7, (b) of the Companies Act, that will be paid in the procedure for absorption-type company splits to be conducted by the Company, or (ii) the distribution of surplus provided for in Article 763, Item 12, (b) of the Companies Act or Article 765, Paragraph 1, Item 8, (b) of the Companies Act, that will be paid in the procedure for incorporation-type company splits to be conducted by the Company.

(5) Order of Priority in Respect of Payment of Preferred Dividends

Type 1 Preferred Shares and Type 2 Preferred Shares shall have the same order of priority in respect of payment of the distribution of surplus (preferred dividends), including those in accordance with the clause of cumulative dividend.

2. Distribution of Residual Assets

(1) Preferred Distribution of Residual Assets

If the Company is to distribute residual assets, the Company will pay the Base Acquisition Price set out in Condition 5 as the residual assets distribution amount per share of the Type 2 Preferred Shares to the Type 2 Preferred Shareholders or the Registered Pledges of Type 2 Preferred Shares prior to distribution of residual assets to be distributed to the Common Shareholders or the Registered Pledges 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 5 as meaning the “date on which the residual assets are distributed.”

No residual assets, other than those provided for above, will be distributed to the Type 2 Preferred Shareholders or the Registered Pledges of Type 2 Preferred Shares.

(2) Order of Priority in respect of distribution of Residual Assets

The distribution of residual assets for the Type 1 Preferred Shares and Type 2 Preferred Shares shall be made from Type 1 to Type 2 in ascending order.

3. Voting Rights

Except as otherwise provided in laws and regulations, the Type 2 Preferred Shareholders have no voting rights at Shareholders’ Meetings.

4. 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 2 Preferred Shares. The Company will not grant the Type 2 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 gratuitous allotment of shares or a gratuitous allotment of stock acquisition rights to the Type 2 Preferred Shareholders.

5. The Preferred Shareholders’ Right to Request Acquisition of Type 2 Preferred Shares with Cash Consideration

The Type 2 Preferred Shareholders may, at any time on and after September 1, 2009, request that the Company pays a cash amount in exchange for the Company’s acquiring all or part of the Type 2 Preferred Shares (the request by the Type 2 Preferred Shareholders, the “Acquisition

Request with Cash Consideration”). Upon receiving an Acquisition Request with Cash Consideration, the Company will, in accordance with the following, deliver the acquisition price of the Type 2 Preferred Shares to the relevant Type 2 Preferred Shareholders in exchange for acquiring all or part of the Type 2 Preferred Shares on the date of such Acquisition Request with Cash Consideration within the limit of the distributable amount stipulated in Article 461, Paragraph 2 of the Companies Act as of the date of such Acquisition Request with Cash Consideration to the extent permitted by laws and regulations (the date of Acquisition Request with Cash Consideration, the “Acquisition Date”). However, if the Type 2 Preferred Shareholders make Acquisition Requests with Cash Consideration in excess of the distributable amount, the shares of the Type 2 Preferred Shares that should be acquired will be determined by pro rata allotment in proportion to the number of the shares subject to the Acquisition Requests with Cash Consideration, or by any other reasonable method determined by the Board of Directors of the Company.

The acquisition price per share of the Type 2 Preferred Shares will be calculated in accordance with the following. The acquisition price per share of the Type 2 Preferred Shares calculated in accordance with the following is referred to as the “Base Acquisition Price.”

Base Acquisition Price Formula

Base Acquisition Price =  $10,000\text{yen} \times (1 + 0.035 \times (m+n))$  - Paid Type 2 Preferred Dividends

In the Base Acquisition Price Formula, “m” is defined as follows: (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.

In the Base Acquisition Price Formula, “Paid Type 2 Preferred Dividends” mean the aggregate amount of the Type 2 Preferred Dividends (including the Accumulated Unpaid Type 2 Preferred Dividend) that have actually been paid on or before the Acquisition Date.

6. The Company’s Right to Acquire Type 2 Preferred Shares with Cash Consideration

The Company may acquire all or part of the Type 2 Preferred Shares on a date that is on or after September 1, 2009 and separately determined by the Board of Directors of the Company, to the extent permitted under the applicable laws or regulations, in exchange for a cash amount irrespective of the intention of the Type 2 Preferred Shareholders or the Registered Pledgees of Type 2 Preferred Shares (the date of the acquisition, the “Date of Acquisition with Cash Consideration”). In cases of such acquisition, the Company will, in accordance with the following, deliver the acquisition price of the Type 2 Preferred Shares to the Type 2 Preferred Shareholders in exchange for the acquisition of all or part of such Type 2 Preferred Shares.

If the Company is to acquire part of the Type 2 Preferred Shares, the shares of the Type 2 Preferred Shares that will be acquired will be determined by pro rata or by other reasonable manner determined by the Board of Directors of the Company.

The acquisition price per share of the Type 2 Preferred Shares will be equal to the Base Acquisition Price set out in Condition 5. In calculating the above Base Acquisition Price, the Base Acquisition Price will be calculated by reading the “Acquisition Date” in the calculation of the Base Acquisition Price set out in Condition 5 as meaning the “Date of Acquisition by Right of Acquisition with Cash Consideration.”

7. The Preferred Shareholders’ Right to Request Acquisition of Type 2 Preferred Shares with Common Shares as Consideration

The Type 2 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 all or part of the Type 2 Preferred Shares during the period in which the Type 2 Preferred Shareholder is entitled to request acquisition provided for in Paragraph I below (the request by the Type 2 Preferred Shareholder, the “Acquisition Request with Common Shares as Consideration”).

I The period in which the Type 2 Preferred Shareholders are entitled to request acquisition of the Type 2 Preferred Shares

Any time on or after February 1, 2011.

II Conditions of acquisition

1. The Type 2 Preferred Shareholders may cause the Company to acquire all or part of the Type 2 Preferred Shares in exchange for delivery of the common shares of the Company as of the date of the Acquisition Request with Common Shares as Consideration under the following conditions (the date of the Acquisition Request with Common Shares as Consideration, the “Acquisition Date with Common Share Consideration”). When the number of common shares to be delivered to the Type 2 Preferred Shareholders are being calculated, any fraction less than one share is to be omitted, and the monetary adjustment set out in Paragraph 3 of Article 167 of the Companies Act will not be performed.

$$\begin{array}{l} \text{The number of common} \\ \text{shares to be delivered in} \\ \text{exchange for acquisition} \end{array} = \frac{\text{Aggregate Amount of Base Acquisition Price} \\ \text{set out in Condition 5 of the Type 2 Preferred} \\ \text{Shares that the Type 2 Preferred Shareholders} \\ \text{request the Company to acquire}}{\text{Exchange} \\ \text{price}}$$

In calculating the above Base Acquisition Price, the Base Acquisition Price will be calculated by reading the “Acquisition Date” in the calculation of the Base Acquisition Price set out in Condition 5 as meaning the “Acquisition Date with Common Share Consideration.” In cases where the calculated Base Acquisition Price exceeds 13,500 yen, the above aggregate amount of Base Acquisition Price will be calculated assuming that the Base Acquisition Price is 13,500 yen.

2. Exchange Price

(1) Initial Exchange Price

The Initial Exchange Price is 1,218 yen.

(2) Revision of Exchange Price

In the event that the Average Share Price on December 30, 2011, January 31, 2012, or February 29, 2012 (respectively, the “Determination Date”) becomes lower than the Exchange Price effective on such Determination Date, the Exchange Price shall be revised to 1,059 yen (the “Revised Exchange Price”) on the date immediately following the first Determination Date on which the Average Share Price becomes lower than the Exchange Price corresponding thereto. If the Exchange Price is adjusted in accordance with Item (3) below, the Revised Exchange Price will be adjusted accordingly.

“Average Share Price” means the average daily closing price of the common shares of the Company in regular trading as reported by the Tokyo Stock Exchange, Inc. for five (5) consecutive trading days immediately preceding any relevant day (inclusive) (such five (5) consecutive trading days exclude days on which no closing price (including displayed quotes, the same applies hereinafter) is reported, and refer to five (5) consecutive trading days up to and including the trading day with a closing price immediately preceding such relevant day).

(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 2 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”):

$$\text{Exchange price after adjustment} = \text{Exchange price before adjustment} \times \frac{\text{Number of common shares outstanding} + \frac{\text{Number of common shares to be delivered} \times \text{Subscription price per share}}{\text{Current market price per share}}}{\text{Number of common shares outstanding} + \text{Number of common shares to be delivered}}$$

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, as of 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 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, as of the date 1 month before the date on which the adjusted Exchange Price becomes effective. 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 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 2 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), 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 shares with claims for acquisition, acquirable shares, or acquirable stock acquisition rights 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 based 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 based 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 effective 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 two decimal places denominated in yen and then rounded down to one decimal place.
  - (ii) The current market price used in the Exchange Price Adjustment Formula is the average daily closing price 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 two decimal places denominated in yen and then rounded to 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 company split 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.
  - (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 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 Items (a) through (e) above, the Company shall give prior written notice to each Type 2 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 or after the date on which the Exchange Price becomes effective.

3. Location to Submit Request for Acquisition  
The Sumitomo Trust and Banking Co., Ltd. Stock Transfer Agency Department
4. Effectiveness of Acquisition  
The Acquisition Request with Common Shares as Consideration shall be effective when the written request of acquisition reaches the Location to Submit Request for Acquisition set out in Paragraph 3 above, and the Company shall acquire the Type 2 Preferred Shares, and the Type 2 Preferred Shareholders that make such Acquisition Request with Common Shares will become shareholders of common shares in exchange for the Company's acquiring the Type 2 Preferred Shares.

8. Restriction of Share Transfer

Any acquisition of the Type 2 Preferred Shares by way of transfer shall need an approval of the Board of Directors of the Company.

**Proposal No. 2** Partial Amendments to the Articles of Incorporation (Part 2)

1. Reasons for the Amendments

With an aim to maintain a state where procurement of funds involving capital reinforcement may be conducted flexibly in order to implement business plans and to secure financial soundness in the future, you are kindly requested to approve the increase in the total number of shares to be issued and the total number of shares in a class to be issued of common shares.

The amendments to the Articles of Incorporation in this proposal shall come into force on condition that the amendments to the Articles of Incorporation in Proposal No. 1 of this Extraordinary Shareholders' Meeting come into force.

- Total number of common shares to be issued 300,000,000 shares
- Total number of issued shares of common shares 141,601,419 shares (\*1)
- The number of residual shares of common shares 41,405,835 shares (\*2)
- \*1 The total number of issued shares of common shares is as of the last day of June 2009.
- \*2 The number of residual shares of common shares is the aggregate of (i) the maximum number of common shares to be delivered in cases where the Types 1 and 2 Preferred Shares which are planned to be issued pursuant to Proposal No. 3 of this Extraordinary Shareholders' Meeting are converted into common shares and (ii) the number of common shares to be delivered in cases where stock options, which had been granted to employees, etc. and were left unexercised as of the last day of June 2009, are exercised.

2. Details of the Amendments

Details of the amendments shall be as follows.

(Amended portions are underlined)

| Provision Before Amendment *                                                                                                                                                                                                                                                                                                                                                                                                                                    | Proposed Amendment                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>Article 6 (Total Number of Issuable Shares)</p> <p>The total number of shares to be issued by the Company shall be <u>303,000,000</u> shares, and the total number of shares in a class to be issued by the Company shall be apportioned as follows:</p> <p>Common shares            <u>300,000,000</u> shares<br/>                     Type 1 Preferred Shares    1,000,000 shares<br/>                     Type 2 Preferred Shares    2,000,000 shares</p> | <p>Article 6 (Total Number of Issuable Shares)</p> <p>The total number of shares to be issued by the Company shall be <u>403,000,000</u> shares, and the total number of shares in a class to be issued by the Company shall be apportioned as follows:</p> <p>Common shares            <u>400,000,000</u> shares<br/>                     Type 1 Preferred Shares    1,000,000 shares<br/>                     Type 2 Preferred Shares    2,000,000 shares</p> |

\* The Provision Before Amendment is the provision which will be effective after the amendments to the Articles of Incorporation in Proposal No. 1 of this Extraordinary Shareholders' Meeting come into force.

### Proposal No. 3 Issuance of Offered Shares by Third Party Allotment

1. Following the obtaining of the approval for the Business Restructuring Plan, the Company entered into the "Investment Agreement" dated August 7, 2009 with the DBJ.

On August 7, 2009, the Board of Directors of the Company resolved, pursuant to the above mentioned Investment Agreement with the DBJ, that the Company shall issue the Types 1 and 2 Preferred Shares by way of a third party allotment having the DBJ as the subscriber subject to the approval for the Proposal No. 1 "Partial Amendments to the Articles of Incorporation (Part 1)" at this Extraordinary Shareholders' Meeting and the completion of any procedures required under laws or regulations.

Requirements for an offer regarding the Types 1 and 2 Preferred Shares are planned to be determined by the Board of Directors of the Company, and it is extremely difficult to make (i) the calculation of theoretical value which perfectly reflects various conditions for an appropriate calculation of value of such preferred shares and (ii) the judgment as to whether or not such issuance of preferred shares is an issuance of offered shares at a particularly favorable price.

Therefore, you are kindly requested to approve the delegation of the determination of requirements for an offer regarding the Types 1 and 2 Preferred Shares to the Board of Directors of the Company, such determination being made pursuant to 2. "Details of Issuance of Offered Shares including Requirements for an Offer" below.

This proposal is subject to an approval of Proposal No. 1 of this Extraordinary Shareholders' Meeting in its original form.

2. Details of Issuance of Offered Shares including Requirements for an Offer.

#### [Type 1 Preferred Shares]

- (1) Class of Offered Share  
Type 1 Preferred Shares of Elpida Memory, Inc.  
(For the features of Type 1 Preferred Shares of Elpida Memory, Inc., please refer to Proposal No. 1 "Partial Amendments to the Articles of Incorporation (Part 1)" of this Extraordinary Shareholders' Meeting.)
- (2) Maximum Limit for the Number of Offered Shares 1,000,000 shares
- (3) Payment Amount for Offered Shares 10,000 yen per share
- (4) Stated Capital to be Increased one-half of the total amount of the payment amounts
- (5) Capital Reserve to be Increased one-half of the total amount of the payment amounts
- (6) Other Matters  
Matters regarding the issuance of offered shares other than the foregoing, including requirements for an offer, shall be determined by a resolution of the Board of Directors.

#### [Type 2 Preferred Shares]

- (1) Class of Offered Share  
Type 2 Preferred Shares of Elpida Memory, Inc.  
(For the features of Type 2 Preferred Shares of Elpida Memory, Inc., please refer to Proposal No. 1 "Partial Amendments to the Articles of Incorporation (Part 1)" of this Extraordinary Shareholders' Meeting.)
- (2) Maximum Limit for the Number of Offered Shares 2,000,000 shares

- |     |                                   |                                                        |
|-----|-----------------------------------|--------------------------------------------------------|
| (3) | Payment Amount for Offered Shares | 10,000 yen per share                                   |
| (4) | Stated Capital to be Increased    | one-half of the total amount<br>of the payment amounts |
| (5) | Capital Reserve to be Increased   | one-half of the total amount<br>of the payment amounts |
| (6) | Other Matters                     |                                                        |
- Matters regarding the issuance of offered shares other than the foregoing, including requirements for an offer, shall be determined by a resolution of the Board of Directors.

End