

Rules on the Handling of Shares

April 1, 2012

JVC KENWOOD Corporation

Rules on the Handling of Shares

Chapter 1 General Provisions

(Purpose)

Article 1 Procedures for exercising shareholders rights and other handling relating to shares of the Company shall be subject to these Rules in accordance with Article 10 of its Articles of Incorporation, in addition to rules established by Japan Securities Depository Center, Inc. (hereinafter referred to as the “JASDEC”) and account management institutions, such as securities companies, with which shareholders open transfer accounts, (hereinafter referred to as “Securities Companies, etc.”).

(Administrator of shareholder registry)

Article 2 The administrator of the shareholder registry and the location his office for handling clerical work of such administrator concerning the Company shall be as follows:

Administrator of shareholder registry
1-4-1, Marunouchi, Chiyoda-ku, Tokyo
Sumitomo Mitsui Trust Bank, Limited

Handling office
1-4-1, Marunouchi, Chiyoda-ku, Tokyo
Transfer agent department, Sumitomo Mitsui Trust Bank, Limited

Chapter 2 Recording in Shareholder Registry and Other Matters

(Recording in shareholder registry)

Article 3 Changes to matters to be stated in the shareholder registry shall be made based on a notice from the JASDEC, such as General Shareholders Notification (excluding a notice set forth in Paragraph 3 of Article 154 of the Act concerning Transfer of Bonds and Shares, etc. (hereinafter referred to as the “Transfer Act”)) (hereinafter referred to as “Individual Shareholder Notification”).

2 In addition to the preceding Paragraph, in the case of the issuance of new shares or other cases set forth in laws and regulations, changes to matters to be stated in the shareholder registry shall be made, without a notice from the JASDEC.

3 Entries in the shareholder registry shall be made using characters/symbols designated by the JASDEC.

(Reporting matters to be stated in the shareholder registry)

Article 4 A shareholder shall report his/her name or the trade name and address through Securities Companies, etc. and the JASDEC in accordance with the rules established by the JASDEC. This shall also apply to a change of name and/or address of a shareholder.

(Representative of a corporate shareholder)

Article 5 A shareholder who is a corporation shall report one representative through Securities Companies, etc. and the JASDEC in accordance with the rules established by the JASDEC. This shall also apply to a change of representative.

(Representative of joint shareholders)

Article 6 Shareholders who own shares with other shareholders shall decide on one representative and report the name or the trade name and address of such representative of joint shareholders through Securities Companies, etc. and the JASDEC in accordance with the rules established by the JASDEC. This shall also apply to a change of representative.

(Legal representative)

Article 7 The legal representative of a shareholder, such as a person in parental authority or a guardian, shall report his/her name or the trade name and address through Securities Companies, etc. and the JASDEC in accordance with the rules established by the JASDEC. This shall also apply to a change or cancellation of legal representative.

(Notification of place where a shareholder who resides in foreign countries, etc. receives a notice)

Article 8 A shareholder, registered pledgee of shares, or his/her legal representative who resides in foreign countries shall appoint a standing proxy in Japan or decide a place in Japan where a notice is to be received, and shall report the name or the trade name and address of such standing proxy or such place where a notice is to be received through Securities Companies, etc. and the JASDEC, in accordance with the rules established by the JASDEC. This shall also apply to a change or cancellation of the standing proxy or the place where a notice is to be received.

(Handling of a notification from shareholders submitted through the JASDEC)

Article 9 Notification to the Company from a shareholder submitted through Securities Companies, etc. and the JASDEC shall be regarded as one submitted by the shareholder himself/herself.

Chapter 3 Identification of Shareholders

(Identification of shareholders)

Article 10 When a shareholder (including those who request Individual Shareholder Notification) makes a request including the exercise of shareholder rights (hereinafter referred to as “Requests, etc.”), he/she shall attach or provide a document(s) proving that such shareholder himself/herself has made such Requests, etc. (hereinafter referred to as “Identification Document, etc.”). However, this shall not be required when the Company can confirm that such Requests, etc. are made by the relevant shareholder himself/herself.

- 2 When Requests, etc. from a shareholder to the Company are made through Securities Companies, etc. and the JASDEC, such Requests, etc. shall be deemed to have been made by the shareholder himself/herself, thus submission of Identification Document, etc. shall not be required.
- 3 When Requests, etc. are made by a proxy, the power of attorney whereby the relevant shareholder signs or affixes his/her name and seals thereto shall be attached, in addition to the procedures mentioned in the preceding two Paragraphs. It shall be required that the power of attorney describes the name or the trade name and address of the proxy.
- 4 The provisions of Paragraph 1 and Paragraph 2 shall also apply mutatis mutandis to a proxy.

Chapter 4 Procedure for Exercising Shareholder Rights

(Minority shareholders' right, etc.)

Article 11 In exercising the minority shareholders' right, etc. set forth in Paragraph 4 of Article 147 of the Transfer Act against the Company directly, the shareholder shall request Individual Shareholder Notification and exercise it with a document bearing his/her signature, or name and seal.

(Description of proposals by shareholders in reference documents for a general meeting of shareholders)

Article 12 In case a proposal for a general meeting of shareholders is made by a shareholder, the volume of descriptions in the reference documents specified by the Company based on Paragraph 1 of Article 93 of the Ordinance for Enforcement of the Companies Act shall be as follows:

- (1) Reason for proposal
Four hundred characters per proposal
- (2) Matters to be described in reference documents for a general meeting of shareholders, in case a proposal relates to the election of a director
Four hundred characters per candidate

(Method of requesting the purchase of shares constituting less than one full unit)

Article 13 A request to purchase shares constituting less than one unit shall be made through Securities Companies, etc. and the JASDEC in accordance with the rules established by the JASDEC.

(Determination of purchase price)

Article 14 The purchase price per share concerning the purchase request mentioned in the preceding Article shall be the closing price on the market managed by the Tokyo Stock Exchange on the day when such request arrives at the handling office prescribed in Article 2; provided, however, that if the shares in the Company are not traded on such day, or if the relevant day falls on a non-business day of the Tokyo Stock

Exchange, the purchase price per share shall be the price agreed upon in the first trade of shares in the Company on the subsequent business day on the market managed by the Tokyo Stock Exchange.

- 2 The purchase price for shares shall be the amount calculated by multiplying the purchase price per share in accordance with the preceding Paragraph by the number of shares for which a purchase request is made.

(Payment of purchase price)

Article 15 The Company shall pay the purchase amount calculated based on the preceding Article as the cost of the purchase on the fourth (4th) business day from the day immediately following the day on which the purchase price per share is decided in accordance with the rules established by the JASDEC, unless otherwise specified by the Company; provided, however, that if such purchase price is a price with rights such as distribution of a surplus or stock split, the Company shall pay the purchase price by the record date.

- 2 A person requesting a purchase may request payment of the purchase price by remittance to the bank deposit account designated by him/her, or by cash payment at the Japan Post Bank Co., Ltd.

(Transfer of purchased shares)

Article 16 Shares constituting less than one full unit for which a purchase request has been made shall be transferred to the Company's transfer account on the day the payment or payment procedures of the purchase price in accordance with the Preceding Article is completed.

(Method of requesting an additional purchase of shares constituting less than one full unit)

Article 17 If a shareholder holding shares constituting less than one full unit requests the sale of the number of shares which, when aggregated with the number of his/her shares constituting less than one unit, constitutes a unit share (hereinafter referred to as the "Request for Purchasing Additional Shares"), he/she shall make such request through Securities Companies, etc. and the JASDEC, in accordance with the rules established by the JASDEC.

(Request for Purchasing Additional Shares in excess of the balance of treasury stock)

Article 18 If the total number of shares for which a Request for Purchasing Additional Shares is made on the same day exceeds the number of the Company's treasury stock to be transferred, all the Requests for Purchasing Additional Shares on such day shall not become effective.

(Effective date of Request for Purchasing Additional Shares)

Article 19 A Request for Purchasing Additional Shares shall become effective on the day it arrives at the handling office prescribed in Article 2.

(Determination of price for purchasing additional shares)

Article 20 The purchase price per additional share shall be the closing price on the market managed by the Tokyo Stock Exchange on the effective date of the Request for Purchasing Additional Shares; provided, however, that if shares in the Company are not traded on such day, or if the relevant day falls on a non-business day of the Tokyo Stock Exchange, the purchase price per share shall be the price agreed upon in the first trade of shares in the Company on the subsequent business day on the market managed by the Tokyo Stock Exchange.

- 2 The price of additional shares shall be the amount calculated by multiplying the purchase price per additional share in accordance with the preceding Paragraph by the number of shares for which a Request for Purchasing Additional Shares is made.

(Transfer of additional purchased shares)

Article 21 As prescribed by the JASDEC, the Company shall apply for the transfer of treasury stock equal to the number of shares for which a Request for Purchasing Additional Shares has been made to the transfer account of the shareholder who made the Request for Purchasing Additional Shares, on the day when the shareholder who made the Request for Purchasing Additional Shares remits the price of additional shares through Securities Companies, etc. and the Company confirms remittance of the price of additional shares to the bank deposit account designated by the Company.

(Period for suspending acceptance of Requests for Purchasing Additional Shares)

Article 22 The Company shall suspend acceptance of Requests for Purchasing Additional Shares in each year for a period from the ten (10) business days prior to the days set forth below to such days:

- (1) March 31;

- (2) September 30; and
 - (3) Any other days designated by the JASDEC, such as a day to determine shareholders.
- 2 Notwithstanding the preceding Paragraph, when the Company deems it necessary, it may set another period when the acceptance of the Requests for Purchasing Additional Shares will be suspended.

CHAPTER 5 Special Exceptions for Special Accounts

(Special exceptions for special accounts)

Article 23 Matters concerning the handling of special accounts, including the personal identification of shareholders with respect to whom special accounts have been opened, shall be governed by rules established by the JASDEC and the account management institutions for such special accounts.

Supplementary provisions

1. Any changes to these Rules shall be subject to a resolution of the Board of Directors.
2. These Rules shall become effective on October 1, 2008.
3. Resolution of the Board of Directors concerning a partial change of the Rules following the digitization of stock certificates carried out on January 5, 2009, was passed on December 25, 2008, and such change shall become effective starting from January 5, 2009.
4. A resolution of the Board of Directors concerning a partial change of the Rules was passed on October 29, 2009, and such change shall become effective on the same day.
5. A resolution of the Board of Directors concerning a partial change of the Rules was passed on June 24, 2010, and such change shall become effective on June 25, 2010.
6. A resolution of the Board of Directors concerning a change to descriptions on the cover sheet of the Rules, following the change of corporate name on August 1, 2011, was passed on July 15, 2011, and such change shall become effective on August 1, 2011.
7. A resolution of the Board of Directors concerning a change to Article 2 of the Rules, following the change of the name, etc. of the administrator of the shareholder registry as of April 1, 2012, was passed on February 24, 2012, and such change shall become effective on April 1, 2012.