Articles of Incorporation

ALCONIX CORPORATION

Chapter I General Provisions

Article 1. Trade Name

The name of the Company shall be “ALCONIX KABUSHIKI KAISHA,” and shall be indicated as “ALCONIX CORPORATION” in English.

Article 2. Purpose

The Company may engage in the following businesses:

1. Sale, processing, contracting work for processing, export, and import of the following commodities:
   (a) Raw materials, materials, and scrap of nonferrous metals, such as aluminum, magnesium, copper, nickel, tin, lead, zinc, titanium, antimony, cobalt, and tungsten.
   (b) Raw materials, materials, and scrap of precious metals; and
   (c) Raw materials, materials, and scrap of rare metals (scarce metals) such as cadmium, gallium, and silicon.
2. Sale, export, and import of the products and processed products specified in the preceding item;
3. Sale of products and processed products of ordinary steel, special steel, and stainless steel, as well as steel raw materials;
4. Sale of the following goods:
   (a) Raw materials of synthetic resins;
   (b) Molded products of synthetic resins;
   (c) Paints;
   (d) Waterproofing agents;
   (e) Industrial rubber products;
   (f) Packaging materials; and
   (g) Recycled heavy oils (fuel oils manufactured mainly from engine oils and waste oils used for industrial purposes).
5. Business of molding synthetic resins;
6. Business of sale, leasing, and maintenance of metal surface treatment machinery, machine tools, construction machinery, metalworking machinery, aluminum scrap pressing machinery, scrap collection machines for cans, plastic bottles, and glass, etc., as well as ancillary equipment thereof;
7. Sale, contracting work for processing, export, and import of computers, peripheral equipment of computers, audio and visual equipment, telecommunications equipment such as cellular phones, display devices (cathode-ray tubes), medical devices, solar batteries, secondary batteries, and electric power receiving and distribution equipment, as well as parts and materials therefor;
8. Sale, contracting work for processing, export, and import of printed circuit boards, magnets, light emitting diodes, integrated circuits, lasers, and sensors, as well as raw materials, auxiliary materials, and parts for manufacture thereof;
9. Sale, leasing, repair, maintenance of construction machinery, mining equipment, construction materials, housing materials, exterior products such as gate doors, fences and carports, and landscape exterior products such as balconies, large fences and corridors, as well as intermediation of the foregoing;
10. Execution and contracting of the following construction work:
    (a) Interior finishing work;
    (b) Fittings work;
    (c) Fire protection facilities work;
    (d) Plumbing work;
    (e) Tile, brick, and concrete block work;
    (f) Roofing work;
    (g) Glass work;
    (h) Electric work, and
    (i) Machinery and equipment installation work.
11. Sale of aluminum alloy ships, sale of machinery for ships, sale of electrical equipment products

for ships and related construction work, sale of navigation instruments and radio equipment, sale of fishing equipment, repair of ships, intermediation of vessel delivery services, and intermediation of the sale and purchase of used ships;

12. Manufacture, sale, export, and import of aircraft and automobile parts, and automotive products such as lubricating oils (engine oils);
13. Sale of scrap collection machines for aluminum cans, plastic bottles, glass, etc., aluminum scrap pressing machinery, and equipment for such machinery, as well as ancillary work therefor;
14. Sale of machine tools, precision equipment, and metalworking machinery such as presses;
15. Repair, sale, and purchase of machinery using metal surface hardening treatment;
16. Sale of emergency supplies, such as emergency safety lights using chemiluminescent materials, portable emergency lights, and stockpiled emergency food supplies;
17. Sale of deodorants as well as foods and confectionery containing deodorants;
18. General leasing business;
19. Special motor truck transportation business, freight forwarding handling business, and transportation agency business;
20. Warehousing business; and
21. Any and all businesses incidental to any of the foregoing.

Article 3. Location of Head Office

The head office of the Company shall be located in Chiyoda-ku, Tokyo.

Article 4. Establishment of Corporate Organs

In addition to the General Meeting of Shareholders and Directors, the Company shall have the following corporate organs:

(1) Board of Directors;
(2) Audit & Supervisory Committee; and
(3) Accounting Auditor

Article 5. Method of Public Notice

Public notices of the Company shall be made electronically. However, if public notices of the Company cannot be made electronically due to unavoidable circumstances, including accidents, such public notices shall be published in the *Nihon Keizai Shimbun*.

Chapter II Shares

Article 6. Total Number of Shares Authorized to be Issued

The total number of shares authorized to be issued of the Company shall be 64,000,000 shares.

Article 7. Share Unit

The share unit for the Company shall be 100 shares.

Article 8. Right to Shares Less Than One Unit

Other than the rights stated below, the Company’s shareholders may not exercise any rights with respect to the shares less than one unit held thereby:

(1) Rights listed in each item of Article 189, Paragraph 2 of the Companies Act;
(2) Right to receive dividends of surplus;
(3) Right to demand the acquisition of shares with put options in accordance with Article 166, Paragraph 1 of the Companies Act;
(4) Right to be allotted shares for subscription or share acquisition rights for subscription; and
(5) Right to demand the top-up purchase of shares less than one unit.

Article 9. Demand for Top-Up Purchase of Shares Less Than One Unit

Shareholders who hold shares less than one unit of the Company are entitled to demand that the Company sell them a number of shares that, when combined with the shares currently held thereby, will constitute one full unit of shares.

Article 10. Record Date

1. The Company shall deem any shareholder recorded in the final shareholder registry as of March 31 of each year, to be a shareholder who is entitled to exercise their rights at the Ordinary General Meeting of Shareholders.
2. Notwithstanding the preceding paragraph, when necessary, a different record date for this purpose may be determined temporarily by issuing a public notice thereon in advance.

Article 11. Share Handling Regulations

Matters for the handling of shares, such as the procedures for the Company's shareholders to exercise their rights, shall be determined by the Share Handling Regulations established by the Board of Directors or by a Director delegated by a resolution of the Board of Directors.

Article 12. Shareholder Registry Administrator

1. The Company shall appoint a shareholder registry administrator.
2. The shareholder registry administrator and the location of handling the administration therefor shall be determined by a resolution of the Board of Directors or through a decision made by a Director delegated by a resolution of the Board of Directors.

Chapter III General Meeting of Shareholders

Article 13. Convocation

1. The Ordinary General Meeting of Shareholders of the Company shall be convened in June each year.
2. A General Meeting of Shareholders of the Company may be a General Meeting of Shareholders without a designated location.

Article 14. Convenor and Chairperson

1. A Director designated in advance by the Board of Directors shall convene a General Meeting of Shareholders and act as the chairperson of the meeting.
2. If the Director described in the preceding paragraph is unable to perform his/her duties, another Director shall take his/her place in accordance with the order of priority determined in advance by the Board of Directors.

Article 15. Electronic Provision Measures

1. In accordance with the provisions of Article 325-2 of the Companies Act, when convening a General Meeting of Shareholders, the Company shall take electronic provision measures to provide information which forms the content of the reference documents for the General Meeting of Shareholders, etc.
2. The Company may choose not to include all or any part of the matters set forth in the applicable Ordinance of the Ministry of Justice among the matters subject to the electronic provision measures in the documents to be delivered to shareholders who have made a request for delivery of documents pursuant to Article 325-5 of the Companies Act before the voting rights record date.

Article 16. Resolution Requirement

1. Unless otherwise provided for by any applicable laws or regulations or these Articles of Incorporation, a resolution of the General Meeting of Shareholders shall be adopted by a majority of the voting rights held by the shareholders who are present at such General Meeting of Shareholders and entitled to exercise their voting rights.
2. A resolution of the General Meeting of Shareholders as set forth under Article 309, Paragraph 2 of the Companies Act shall be adopted with the presence of shareholders holding one third or

more of the total voting rights held by all shareholders entitled to exercise their voting rights, and by two thirds or more of such present voting rights.

Article 17. Proxy Voting

A shareholder of the Company may appoint one (1) other shareholder of the Company to be entitled to exercise his/her voting right as a proxy for exercising such shareholder's voting rights. In such event, such shareholder or proxy must submit to the Company a written certificate evidencing the proxy power.

Chapter IV Directors and Board of Directors

Article 18. Number of Directors

1. The number of Directors (excluding Directors who are Audit & Supervisory Committee Members) shall be nine (9) or less.
2. The number of Directors who are Audit & Supervisory Committee Members shall be four (4) or less.

Article 19. Election of Directors

1. Directors shall be elected at the General Meeting of Shareholders, distinguishing between Directors who are and are not Audit & Supervisory Committee Members.
2. Directors shall be elected by a majority of the voting rights of shareholders who are present at a General Meeting of Shareholders where shareholders holding one third or more of the voting rights of shareholders who are entitled to exercise their voting rights at such meeting are present.
3. A resolution for the election of Directors cannot be adopted based on cumulative votes.
4. A resolution for the election of a substitute Director who is an Audit & Supervisory Committee Member elected pursuant to the provision of Article 329, Paragraph 3 of the Companies Act shall remain in effect until the beginning of the Ordinary General Meeting of Shareholders concerning the last fiscal year ending within two (2) years after such substitute Director's election.

Article 20. Term of Office of Directors

1. The term of office of Directors (excluding Directors who are Audit & Supervisory Committee Members) shall end at the time of conclusion of the Ordinary General Meeting of Shareholders for the last fiscal year ending within one (1) year from the time of their election.
2. The term of office of Directors who are Audit & Supervisory Committee Members shall end at the time of conclusion of the Ordinary General Meeting of Shareholders for the last fiscal year ending within two (2) years from the time of their election.
3. The term of office of a Director who is an Audit & Supervisory Committee Member elected as a substitute for a Director who is an Audit & Supervisory Committee Member retired prior to the expiration of his/her term of office shall continue until the time of the expiration of the term of office of the retired Director who was an Audit & Supervisory Committee Member.

Article 21. Representative Directors and Officers with Executive Titles

1. The Board of Directors shall elect a small number of Representative Directors from among the Directors (excluding Directors who are Audit & Supervisory Committee Members). The Board of Directors shall, by its resolution, elect one (1) President from among the Representative Directors or Executive Officers.
2. The Board of Directors may, by its resolution, elect one (1) Director and Chairperson and one (1) Director and President, and a small number of Directors and Executive Vice Presidents, from among Directors (excluding Directors who are Audit & Supervisory Committee Members).

Article 22. Board of Directors

1. Unless otherwise provided for by any applicable laws or regulations, the Director determined in advance by the Board of Directors shall convene a meeting of the Board of Directors and act as the chairperson of such meeting. If such Director is unable to convene a meeting of the Board of Directors and act as the chairperson of that meeting, another Director as determined in accordance with the order of priority determined in advance by the Board of Directors shall do so in place thereof.
2. Any notice to convene a meeting of the Board of Directors shall be dispatched to each Director at least five (5) days prior to the date of the meeting; provided, however, that this notice period may be shortened in emergency cases.
3. Board of Directors meetings may be held without undertaking the convocation procedure, if the consent of all Directors is obtained.
4. The administration of the Board of Directors and any other matters related thereto shall be as provided for in the Rules of the Board of Directors established by the Board of Directors.

Article 23. Delegation of Decisions on Execution of Important Operations

The Company may, pursuant to the provision of Article 399-13, Paragraph 6 of the Companies Act, delegate all or part of the decisions on the execution of important operations (excluding the matters listed in each item of Paragraph 5 of the said Article 399-13 of the Companies Act) to Directors by a resolution of the Board of Directors.

Article 24. Omission of Resolution of Board of Directors

If all Directors agree in writing or by means of electromagnetic records to the matters to be resolved at a meeting of the Board of Directors, the Company shall deem that a resolution to approve such matters has been made.

Chapter V Audit & Supervisory Committee

Article 25. Full-Time Audit & Supervisory Committee Members

The Audit & Supervisory Committee may elect a small number of full-time Audit & Supervisory Committee Members from among its members.

Article 26. Audit & Supervisory Committee

1 Notice to convene a meeting of the Audit & Supervisory Committee shall be dispatched to each Audit & Supervisory Committee Member at least three (3) days prior to the date of the meeting; provided, however, that this notice period may be shortened in emergency cases.

2. Audit & Supervisory Committee meetings may be held without undertaking the convocation procedure, if the consent of all the Audit & Supervisory Committee Members is obtained.
3. Administration of the Audit & Supervisory Committee and any other matters related thereto shall be as provided for in the Rules of the Audit & Supervisory Committee established by the Audit & Supervisory Committee.

Chapter VI Exemption from Liability for Directors

Article 27. Partial Exemption from Liability for Damages

1. The Company may, by a resolution of the Board of Directors, exempt the Directors (including former Directors) from liability for damages to the Company within the limits provided for by applicable laws or regulations.
2. The Company may enter into agreements with Directors (excluding Directors who are Executive Directors, etc.) pertaining to their liability for damages to the Company; provided, however, that the limit of liability for damages shall be limited to either an amount specified in advance or the amount provided for by applicable laws or regulations, whichever is higher.

Chapter VII Accounting

Article 28. Fiscal Year

The fiscal year of the Company shall commence on April 1 of each year and end on March 31 of the following year.

Article 29. Dividends of Surplus

1. The Company may distribute dividends of surplus to shareholders and registered pledgees of shares who are listed in the final shareholder registry as of March 31 of each year, for year-end dividends, and September 30 of each year for interim dividends.
2. The Company may distribute any dividends of surplus other than those set forth in the preceding paragraph by establishing a separate record date.
3. The Company may stipulate any matters set forth in each of the items under Article 459, Paragraph 1 of the Companies Act, such as dividends of surplus, by a resolution of the Board of Directors, unless otherwise provided for by any applicable laws or regulations .

Article 30. Statute of Limitations for Dividends

If dividends of surplus are not received after three (3) full years have passed from the date on which the distribution payout commences, the Company shall be exempted from the obligation to pay the same.

Supplementary Provisions

Article 1. Transitional Measures Concerning Exemption from Liability for Audit & Supervisory Board Members

1. Any exemption, by a resolution of the Board of Directors, of Audit & Supervisory Board Members (including former Audit & Supervisory Board Members) from their liability for damages as prescribed under Article 423, Paragraph 1 of the Companies Act, in relation to their acts prior to the conclusion of the 45th Ordinary General Meeting of Shareholders, shall be subject to the provisions of Article 30, Paragraph 1 of the Articles of Incorporation before amendment by a resolution of the said Ordinary General Meeting of Shareholders.
2. Any agreement to limit the liability for damages of Audit & Supervisory Board Members (including former Audit & Supervisory Board Members) as prescribed under Article 423, Paragraph 1 of the Companies Act, in relation to their acts prior to the conclusion of the 45th Ordinary General Meeting of Shareholders, shall be subject to the provisions of Article 30, Paragraph 2 of the Articles of Incorporation before amendment by a resolution of the said Ordinary General Meeting of Shareholders.

(Revision History)

Established on	July 1, 1981
Revised on	March 28, 1983
Revised on	March 1, 1985
Revised on	July 1, 1988
Revised on	December 25, 1991
Revised on	July 27, 1992
Revised on	May 24, 1994
Revised on	August 8, 1996
Revised on	May 30, 1997
Revised on	March 27, 1998
Revised on	September 8, 2000
Revised on	February 14, 2001
Revised on	June 25, 2002
Revised on	February 22, 2005
Revised on	November 15, 2005
Revised on	June 28, 2005
Revised on	June 28, 2006
Revised on	June 21, 2012
Revised on	August 1, 2014
Revised on	June 23, 2016
Revised on	September 1, 2017
Revised on	June 20, 2018
Revised on	June 22, 2022
Revised on	June 24, 2026