

# Articles of Incorporation of Sanyo Trading Co., Ltd.

## Chapter I. General Provisions

### Article 1. Trade Name

The name of the Company is Sanyo Trading Co., Ltd.

### Article 2. Purpose

The purpose of the Company shall be to engage in the following businesses:

1. Import and export, sale, lease, wholesale, and delegated transactions of the goods specified below
  - A. Rubber, resin, and other organic, inorganic, and metal-based raw materials and processing machinery, molds, and components used for these materials
  - B. Chemicals, agrochemicals, spices, food additives, cosmetics, medical tools, toxins, deleterious substances, quasi-drugs, veterinary drugs, pharmaceuticals, raw materials of such substances, industrial gases, and components of industrial gas equipment
  - C. Machinery for food, feed, fertilizers, environment measures, waste treatment, and combustion, machinery for construction, disaster control, spinning, bonding, and printing, chemical manufacturing machines, machinery for processing precision electronic components, and components of such machines
  - D. Automobiles, ships, boats, other vehicles and their components
  - E. Precision measuring equipment, precision analysis equipment, electronics, and their components
  - F. Food products, seeds and saplings, marine products, agricultural and livestock products, feed, fertilizers, tobacco, and liquors
  - G. Oil, geothermal and ocean exploration equipment and materials
  - H. Hides and leather products
  - I. Metal and non-metallic mineral products, non-ferrous metals, and hardware
  - J. Beneficial insects for insect pest control, materials for agriculture and livestock farming and stables, and materials for soil improvement
  - K. Textiles, Japanese and western furniture, household appliances, and accessories
  - L. Sundries
  - M. Power generation facilities and materials
  - N. Intangible property rights to software, analysis data, etc.
2. Manufacturing and processing of rubber products, precision measuring equipment, and precision analysis equipment
3. Real estate leasing
4. Design, production, processing, repair, installation, leasing, and management of machinery for feed, fertilizers, and waste treatment, precision measuring equipment, and precision analysis equipment
5. Design, supervision, and contracting of construction
6. Non-life insurance agency and insurance agency pursuant to the Act on Securing Compensation for Automobile Accidents
7. Technical services and equipment rental for oil, geothermal and ocean exploration
8. Research and development of analysis and measuring instruments and development and consulting services for related software products
9. Transportation agency and warehousing
10. Technical services and manufacturing and processing of facilities and materials for power generation
11. Sale of electricity generated from renewable energy
12. Worker dispatching business
13. Any and all businesses incidental to each of the foregoing items

### Article 3. Location of Head Office

The Company's Head Office shall be located in Chiyoda-ku, Tokyo.

### Article 4. Organizations

The Company shall have the following organizations in addition to the General Meeting of Shareholders and Directors.

1. Board of Directors
2. Audit and Supervisory Committee
3. Accounting Auditor

#### Article 5. Method of Public Notice

The Company's public notices shall be published electronically.

However, if electronic publication is difficult due to an accident or other unavoidable circumstances, public notices shall be published in *The Nihon Keizai Shimbun*.

### Chapter II. Shares

#### Article 6. Total Number of Authorized Shares

The total number of authorized shares of the Company shall be eighty million (80,000,000).

#### Article 7. Acquisition of Treasury Shares

In accordance with the provisions of Article 165, paragraph (2) of the Companies Act, the Company may acquire treasury shares in market transactions and the like by resolution of the Board of Directors.

#### Article 8. Number of Shares per Unit

The number of shares per unit of the Company shall be one hundred (100).

#### Article 9. Rights of Odd-Lot Shares

Shareholders of the Company may not exercise rights other than those listed below concerning their odd-lot shares.

1. The rights specified in the items under Article 189, paragraph (2) of the Companies Act
2. The right to receive an allotment of shares for subscription and an allotment of share acquisition rights according to the number of shares held by shareholders

#### Article 10. Stock Transfer Agent

1. The Company shall appoint a stock transfer agent.
2. The stock transfer agent and its administration office shall be determined by resolution of the Board of Directors.
3. The preparation and keeping of the share register and the share option registry of the Company and other clerical work related to the share register and the share option registry shall be entrusted to the stock transfer agent, and the Company shall not handle them.

#### Article 11. Share Handling Regulations

The Company's shares and fees shall be handled in accordance with the rules specified by laws and regulations, the Articles of Incorporation, and the Share Handling Regulations established by the Board of Directors.

### Chapter III. General Meeting of Shareholders

#### Article 12. Convocation

The Ordinary General Meeting of Shareholders shall be convened in December of every year, and an Extraordinary General Meeting of Shareholders shall be convened whenever necessary.

#### Article 13. Record Date of Ordinary General Meeting of Shareholders

The record date of voting rights at the Ordinary General Meeting of Shareholders of the Company shall be September 30 of every year.

#### Article 14. Chairperson

1. The President and CEO of the Company shall act as the chairperson of the General Meeting of Shareholders.
2. If the President and CEO is unavailable due to an accident or other unavoidable circumstances, other Directors shall act as the chairperson in the order specified in advance by the Board of Directors.

#### Article 15. Method of Resolution

1. Unless otherwise provided for by laws and regulations or the Articles of Incorporation, resolutions of a General Meeting of Shareholders shall be adopted by a majority vote of voting rights of those shareholders

present at the meeting who are entitled to exercise their voting rights.

2. The resolutions specified in Article 309, paragraph (2) of the Companies Act shall be passed by a two thirds (2/3) majority vote of the shareholders present at a meeting where the shareholders holding one third (1/3) or more of the voting rights are present.

#### Article 16. Proxy Voting

1. A shareholder may exercise his or her voting right through a proxy who is a shareholder of the Company with voting rights.

2. The shareholder or their proxy shall submit to the Company a document granting the proxy the authority to represent the shareholder for each General Meeting of Shareholders.

#### Article 17. Minutes

Outlines, results, and other matters specified by laws and regulations of the proceedings of General Meetings of Shareholders shall be recorded as minutes in paper or electronic form.

#### Article 18. Measures for Electronic Provision, etc.

1. When convening a General Meeting of Shareholders, the Company shall take measures to electronically provide information included in the reference documents for the General Meeting of Shareholders, etc.

2. The Company may choose not to include all or a part of the matters subject to the measures for electronic provision set out in the Ministry of Justice Order in the written documents provided to shareholders who request them by the record date for voting rights.

### Chapter IV. Directors, the Board of Directors and the Audit and Supervisory Committee

#### Article 19. Number of Directors

1. The number of Directors of the Company excluding Directors who are Audit and Supervisory Committee members shall be no more than nine (9).

2. The number of Directors of the Company who are Audit and Supervisory Committee members shall be no more than five (5).

#### Article 20. Election

1. Directors shall be elected by a resolution of the General Meeting of Shareholders that distinguishes between Directors who are Audit and Supervisory Committee members and other Directors.

2. A resolution to elect a Director shall be passed by a majority vote of the shareholders present at the General Meeting of Shareholders and representing at least one third (1/3) of voting rights of the shareholders entitled to exercise their voting rights.

3. Resolutions to elect Directors shall not be by cumulative voting.

#### Article 21. Term of Office

1. The term of office of Directors, excluding those serving as Audit and Supervisory Committee members, shall end at the conclusion of the Ordinary General Meeting of Shareholders held for the most recent business year that ends within one (1) year of their appointment.

2. The term of office of Directors serving as Audit and Supervisory Committee members shall end at the conclusion of the Ordinary General Meeting of Shareholders held for the most recent business year that ends within two (2) years of their appointment.

3. The term of office of a Director serving as an Audit and Supervisory Committee member appointed as an alternate to a Director, who served as an Audit and Supervisory Committee member and retired prior to the expiration of their term of office, shall end at the expiration of the term of office of their predecessor.

#### Article 22. Representative Director and Executive Directors, etc.

1. The Board of Directors shall by resolution elect a Representative Director from the Directors, excluding the Audit and Supervisory Committee members.

2. The Board of Directors shall by resolution elect a President from the Executive Officers and the Directors, excluding the Audit and Supervisory Committee members.

3. The Board of Directors may by resolution elect one Chairperson, one Executive Advisor, and other Directors in executive positions.

#### Article 23. Convener and Chairperson of the Board of Directors' Meetings

1. The Director and Chairperson shall convene meetings of the Board of Directors and act as the Chairperson of the meetings.
2. If the position of Director and Chairperson of the Company is vacant or the Director and Chairperson is unavailable due to an accident or other unavoidable circumstances, another Director in the order determined in advance by the Board of Directors shall convene the Board of Directors' meeting and serve as the Chairperson of the meeting.

#### Article 24. Notice of Convocation of the Board of Directors' Meeting

1. A notice of the convocation of a Board of Directors' meeting shall be sent to each Director no later than four (4) days prior to the date of the meeting; provided, however, that this period may be reduced if necessary in an emergency.
2. A meeting of the Board of Directors may be held without convocation procedures upon the unanimous consent of the Directors.

#### Article 25. Method for Resolutions of the Board of Directors

1. A resolution of the Board of Directors shall be passed by a majority vote of the Directors present at a meeting attended by a majority of the Directors entitled to participate in the resolution.
2. Notwithstanding the provision of the preceding paragraph, a resolution of the Board of Directors is deemed to have been passed if the requirements specified in Article 370 of the Companies Act are met.

#### Article 26. Minutes of Meetings of the Board of Directors

The dates and locations, outlines, results, and other matters of the proceedings of meetings of the Board of Directors shall be recorded as minutes in paper or electronic form according to the ordinance of the Ministry of Justice. The minutes shall contain the names and either the handwritten signatures and seals, or electronic signatures of the Directors who attended the meetings.

#### Article 27. Delegation to Directors

The Company may delegate all or part of its decisions regarding the performance of important duties (excluding those in Article 399-13, paragraph (5) of the Companies Act) by resolution of the Board of Directors pursuant to the provisions of Article 399-13, paragraph (6) of the Companies Act.

#### Article 28. Regulations of the Board of Directors

Matters concerning the Board of Directors shall be in accordance with laws and regulations, the Articles of Incorporation, and the Regulations of the Board of Directors established by the Board of Directors.

#### Article 29. Remuneration, etc.

Remuneration, bonuses and other financial benefits received by Directors from the Company as consideration for duties executed shall be determined by a resolution of the General Meeting of Shareholders that distinguishes between Directors who are Audit and Supervisory Committee members and other Directors.

#### Article 30. Limited Liability of Directors

The Company may establish an agreement with Directors (excluding executive directors, etc.) to limit their liability for damages caused by negligence in their performance of duties pursuant to the provisions of Article 427, paragraph (1) of the Companies Act; provided, however, that the maximum amount of liability for damages based on the agreement shall be the amount specified in relevant laws and regulations.

#### Article 31. Executive Officers

1. Executive Officers shall be appointed to perform their duties by resolution of the Board of Directors.
2. Executive Officers in responsible positions may be elected from the Executive Officers by resolution of the Board of Directors.

#### Article 32. Full-time Audit and Supervisory Committee Members

The Audit and Supervisory Committee shall elect full-time members by resolution from the members of the Audit and Supervisory Committee.

Article 33. Notice of Convocation of a Meeting of the Audit and Supervisory Committee

1. A notice of the convocation of a meeting of the Audit and Supervisory Committee shall be sent to each Audit and Supervisory Committee member no later than four (4) days prior to the date of the meeting. However, this period may be reduced if necessary in an emergency.

2. A meeting of the Audit and Supervisory Committee may be held without convocation procedures upon the unanimous consent of the Audit and Supervisory Committee members.

Article 34. Method for Resolutions of the Audit and Supervisory Committee

A resolution of the Audit and Supervisory Committee shall be passed by a majority of the Audit and Supervisory Committee members present at a meeting attended by a majority of the Audit and Supervisory Committee members unless otherwise provided for by laws and regulations.

Article 35. Minutes of Meetings of the Audit and Supervisory Committee

The dates and locations, outlines, results, and other matters of the proceedings of meetings of the Audit and Supervisory Committee shall be recorded as minutes in paper or electronic form according to the ordinance of the Ministry of Justice. The minutes shall contain the names and either the handwritten signatures and seals, or electronic signatures of the Audit and Supervisory Committee members who attended the meetings.

Article 36. Regulations of the Audit and Supervisory Committee

Matters concerning the Audit and Supervisory Committee shall be in accordance with laws and regulations, the Articles of Incorporation, and the Regulations of the Audit and Supervisory Committee established by the Audit and Supervisory Committee.

Chapter V. Accounting

Article 37. Business Year

The business year of the Company shall be one (1) year from October 1 every year to September 30 of the following year.

Article 38. Organization that Determines Dividends of Surplus, etc.

The Company shall determine dividends of surplus and other matters specified in the items of Article 459, paragraph (1) of the Companies Act by resolution of the Board of Directors unless otherwise provided for by laws and regulations.

Article 39. Record Date for Dividends of Surplus

1. The record date for the Company's year-end dividend payments shall be September 30 every year.

2. The record date for the Company's interim dividend payments shall be March 31 every year.

3. In addition to the preceding two paragraphs, the Company may distribute dividends from its surplus by specifying a record date.

Article 40. Period of Exclusion of Dividends

1. When the distributed asset is money, the Company shall be relieved of its obligation to pay cash dividends if they have not been distributed after three (3) full years have elapsed from the first date of payment.

2. Unpaid dividends of surplus shall not bear interest.

(Supplementary Provisions)

1. Article 17 of the Articles of Incorporation (Disclosure on the Internet and Provision of Reference Documents for Shareholders Meetings, etc.) shall remain in effect for any General Meeting of Shareholders held within six months of September 1, 2022, which is the effective date (hereinafter the "Effective Date") of the revised provisions of the Companies Act, as specified in Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019).

2. These provisions shall be removed after the day that is six months after the Effective Date or the date that is three months after the date of the General Meeting of Shareholders mentioned in the preceding paragraph, whichever is later.

End.

Notes

Revised November 28, 1975  
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