

(English Translation)

# **ARTICLES OF INCORPORATION**

**NIPPON SEIKI CO.,LTD.**

# **ARTICLES OF INCORPORATION OF NIPPON SEIKI CO.,LTD.**

**(As amended on June 27, 2025)**

## **Chapter 1**

### **General Provisions**

#### **Article. 1 (Trade Name)**

The trade name of the Company shall be “Nippon Seiki Kabushiki Kaisha,” and in English it shall be “NIPPON SEIKI CO.,LTD.”.

#### **Article. 2 (Purpose)**

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

- (1) the manufacture and sale of instruments and accessories for automobiles, agricultural machinery, vessels, industrial machines, electrical components, clocks, and related parts;
- (2) the manufacture and sale of electrical and electronic devices and related components;
- (3) the manufacture and sale of assembly machines and inspection equipment for instruments and electronic devices;
- (4) the manufacture and sale of molds and jigs for instruments and related products;
- (5) the manufacture and sale of sensors and sensor systems;
- (6) the automobile sales business;
- (7) the operation of culture centers;
- (8) the real estate leasing;
- (9) the worker dispatch business; and
- (10) all businesses relating or incidental to each of the preceding items.

#### **Article. 3 (Location of Head Office)**

The head office of the Company shall be located in Nagaoka City, Niigata Prefecture, Japan.

#### **Article. 4 (Organs)**

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

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

**Article. 5 (Method of Giving Public Notices)**

The public notices of the Company shall be given in electronic form; however, if the Company is unable to give notices in electronic form due to any accident or any other unavoidable reason, the public notices of the Company shall be given by publication in the newspaper “The Nihon Keizai Shimbun”.

**Chapter 2**  
**Shares****Article. 6 (Total Number of Authorized Shares)**

The total number of shares authorized to be issued by the Company shall be two hundred and twenty million (220,000,000) shares.

**Article. 7 (Number of Shares Constituting One Unit of Shares)**

The number of shares constituting one unit of shares shall be one hundred (100) shares.

**Article. 8 (Rights in Relation to Shares of Less than One Unit)**

The Company’s shareholders may not exercise the rights for shares of less than one unit that they hold other than those listed below:

- (1) Rights listed in each item of Article 189, paragraph (2) of the Companies Act;
- (2) Rights to make a request pursuant to the provisions of Article 166, paragraph (1) of the Companies Act;
- (3) Rights to receive an allotment of offered shares as well as offered share acquisition rights in proportion to the number of shares held by the shareholder; and
- (4) Rights to make a request provided for in the following Article 9.

**Article. 9 (Additional Sale Request of Shares of Less than One Unit)**

The Company’s shareholders may, as provided for in the Share Handling Regulations, request that the Company sell the number of shares necessary for the shares of less than one unit owned by such shareholders to constitute one unit.

**Article. 10 (Transfer Agent)**

1. The Company shall have a transfer agent.

2. The transfer agent and the location of business thereof shall be designated by a resolution of the Board of Directors, and a public notice thereof shall be given.
3. The preparation and storage of the shareholder register and the share acquisition right register of the Company as well as other administrative services relating thereto shall be outsourced to the transfer agent. The Company shall not handle aforesaid administrations.

**Article. 11 (Share Handling Regulations)**

Handling and fees related to the Company's shares shall be governed by the Share Handling Regulations established by the Board of Directors, as well as laws and regulations and these Articles of Incorporation.

**Chapter 3**

**General Meetings of Shareholders**

**Article. 12 (Convocation of General Meetings of Shareholders)**

An annual General Meeting of Shareholders of the Company shall be convened in June every year. An extraordinary General Meeting of Shareholders shall be convened whenever necessary.

**Article. 13 (Location of Convocation of General Meetings of Shareholders)**

Each General Meeting of Shareholders of the Company shall be convened at Nagaoka City, Niigata Prefecture.

**Article. 14 (Record Date of Annual General Meetings of Shareholders)**

The record date for voting rights at an annual General Meeting of Shareholders of the Company shall be March 31 every year.

**Article. 15 (Convener and Chairperson of General Meetings of Shareholders)**

1. The President (Member of the Board of Directors) shall convene a General Meeting of Shareholders and preside thereover.
2. In the event that the President is unable to act, another Director shall convene and preside over a General Meeting of Shareholders, in the order of priority previously determined by the Board of Directors.

**Article. 16 (Measures for Electronic Provision)**

1. When convening a General Meeting of Shareholders, the Company shall provide the contents of the reference documents for the General Meeting of Shareholders in electronic form.
2. Among the items to be provided in electronic form, the Company may exclude all or a part of those items designated by the Ministry of Justice Order from the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents by the record date for voting rights.

**Article. 17 (Method of Resolution)**

1. Unless otherwise provided for by laws and regulations or these Articles of Incorporation, resolutions of a General Meeting of Shareholders shall be adopted by a majority of the votes of the shareholders present at the meeting who are entitled to exercise their voting rights.
2. Resolutions of a General Meeting of Shareholders as prescribed in Article 309, paragraph (2) of the Companies Act shall be adopted by an affirmative vote of at least two-thirds (2/3) of the voting rights of the shareholders present at the meeting whereby the shareholders holding at least one-third (1/3) of the voting rights of the shareholders entitled to vote at such meeting are present.

**Article. 18 (Exercise of Voting Rights by Proxy)**

1. Shareholders may exercise their voting rights at a General Meeting of Shareholders by appointing one (1) proxy who shall be another shareholder of the Company having voting rights.
2. A shareholder or its proxy must submit to the Company a document evidencing the proxy's authority for each General Meeting of Shareholders.

**Chapter 4****Directors and Board of Directors****Article. 19 (Number of Directors)**

1. The Company shall have not more than twelve (12) Directors (excluding the Directors who are Audit and Supervisory Committee Members).
2. Of the Directors referred to in the preceding paragraph, the Company shall have no more than eight (8) Directors who are Audit and Supervisory Committee Members.

**Article. 20 (Method of Election)**

1. Directors shall be elected at a General Meeting of Shareholders by distinguishing between Directors who are Audit and Supervisory Committee Members and other Directors.

2. Resolutions for the election of Directors shall be adopted by an affirmative vote of a majority of the voting rights of the shareholders present at a meeting whereby the shareholders holding at least one-third (1/3) of the voting rights of the shareholders entitled to vote at such meeting are present.
3. Resolutions for the election of Directors shall not be conducted by cumulative vote.

**Article. 21 (Term of Office)**

1. The term of office of Directors (excluding the Directors who are Audit and Supervisory Committee Members) shall expire at the conclusion of the annual General Meeting of Shareholders for the last business year ending within one (1) year after the election of the Director.
2. The term of office of Directors who are Audit and Supervisory Committee Members shall expire at the conclusion of the annual General Meeting of Shareholders for the last business year ending within two (2) years after the election of the Director.
3. The term of office of an Audit and Supervisory Committee Member who is elected as a substitute for an Audit and Supervisory Committee Member who has retired before the expiration of his/her term of office shall expire upon the expiration of the term of office of the retired Audit and Supervisory Committee Member.
4. The period during which a resolution for the election of a substitute Audit and Supervisory Committee Member, elected pursuant to Article 329, Paragraph 3 of the Companies Act, remains effective shall be until the commencement of the annual General Meeting of Shareholders for the last business year which ends within two (2) years after such election.

**Article. 22 (Representative Directors and Directors with specific Titles)**

1. The Board of Directors shall appoint Representative Director(s) by its resolution.
2. The Board of Directors may appoint one (1) Chairperson of the Board, one (1) Vice Chairperson of the Board, one (1) President, up to two (2) Executive Vice Presidents, a certain number of Senior Managing Directors, a certain number of Managing Directors, and a certain number of Director and Senior Advisor by its resolution.

**Article. 23 (Convener and Chairperson of Board of Directors Meetings)**

1. Unless otherwise provided by laws and regulations, the Board of Directors shall be convened and presided over by a Director determined in advance by the Board of Directors.
2. In the event that the Director determined pursuant to the preceding paragraph is unable to act, another Director shall convene and preside over the Board of Directors, in the order of priority previously determined by the Board of Directors.

**Article. 24 (Convocation Notice of Board of Directors Meetings)**

1. The convocation notice of a Board of Directors meeting shall be dispatched to each Director at least three (3) days prior to the date of the meeting thereof. However, this period may be shortened in case of urgency.
2. With the consent of all Directors, a Board of Directors meeting may be held without the convening procedures hereof.

**Article. 25 (Delegation of Decisions on Important Business Execution)**

Pursuant to the provisions of Article 399-13, paragraph (6) of the Companies Act, the Board of Directors may, by its resolution, delegate all or part of the decisions on important business execution (excluding the matters set forth in each item of paragraph (5) of the same Article) to the Directors.

**Article. 26 (Omission of Resolutions of the Board of Directors)**

The Company shall deem that resolutions of the Board of Directors have been adopted in cases where the requirements set forth in Article 370 of the Companies Act have been fulfilled.

**Article. 27 (Regulations of the Board of Directors)**

Matters concerning the Board of Directors shall be governed by applicable laws and regulations, these Articles of Incorporation, and, in addition, by the Regulations of the Board of Directors established by resolution of the Board of Directors.

**Article. 28 (Remuneration)**

Remuneration, bonuses, and other economic benefits (hereinafter, "**the Remuneration**") provided by the Company to Directors as compensation for the execution of their duties shall be determined, by resolution of the General Meeting of Shareholders, with a distinction made between Directors who are Audit and Supervisory Committee Members and other Directors.

**Article. 29 (Exemption of Directors from Liability)**

Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company may enter into an agreement with a Director (excluding Executive Directors, etc.) to limit his or her liability under Article 423, paragraph (1) of the Companies Act; provided, however, that the amount of liability under such agreement shall be the minimum amount of liability as provided by laws and regulations.

## **Chapter 5**

### **AUDIT AND SUPERVISORY COMMITTEE**

#### **Article. 30 (Full-time Audit and Supervisory Committee Members)**

The Audit and Supervisory Committee may, by its resolution, appoint one (1) or more full-time Audit and Supervisory Committee Members.

#### **Article. 31 (Convocation Notice of Audit and Supervisory Committee)**

1. The convocation notice of Audit and Supervisory Committee meeting shall be dispatched to each Audit and Supervisory Committee Member at least three (3) days prior to the date of the meeting thereof. However, this period may be shortened in case of urgency.
2. With the consent of all Audit and Supervisory Committee Members, an Audit and Supervisory Committee meeting may be held without the convening procedures hereof.

#### **Article. 32 (Regulations of Audit and Supervisory Committee)**

Matters concerning Audit and Supervisory Committee shall be governed by applicable laws and regulations, these Articles of Incorporation, and, in addition, by the Regulations of Audit and Supervisory Committee established by resolution of Audit and Supervisory Committee.

## **Chapter 6**

### **Accounting Auditors**

#### **Article. 33 (Method of Election)**

Accounting Auditors shall be elected at a General Meeting of Shareholders.

#### **Article. 34 (Term of Office)**

1. The term of office of Accounting Auditors shall expire at the conclusion of the annual General Meeting of Shareholders relating to the last business year ending within one (1) year after their election.
2. In the event that no resolution is made otherwise at such annual General Meeting of Shareholders as mentioned in the preceding paragraph, the Accounting Auditor shall be deemed to have been re-elected at such meeting.



**Article. 35 (Remuneration)**

The remuneration of Accounting Auditors shall be determined by the Representative Director with the consent of the Audit and Supervisory Committee.

**Chapter 7****Accounts****Article. 36 (Business Year)**

The business year of the Company shall run from April 1 to March 31 of the following year.

**Article. 37 (Organs to Determine Dividends from Surplus, Etc.)**

Unless otherwise provided for by laws and regulations, the Company shall, not by resolution of the General Meeting of Shareholders but by resolution of the Board of Directors, determine dividends from surplus and other matters set forth in the items of Article 459, paragraph (1) of the Companies Act.

**Article. 38 (Record Dates for Dividends from Surplus)**

1. The record date for year-end dividends of the Company shall be March 31 every year.
2. The record date for interim dividends of the Company shall be September 30 every year.
3. In addition to the provisions of the preceding two paragraphs, the Company may distribute dividends from surplus upon setting a record date.

**Article. 39 (Period of Exclusion Concerning Payment of Dividends)**

In cases where the dividend is in the form of money and remains unclaimed for a period of three (3) full years from the date of commencement of payment thereof, the Company shall be exempt from the obligation to pay such dividends.