

# Articles of Incorporation NISSO HOLDINGS Co., Ltd.

## Chapter 1 General Provisions

### (Trade Name)

#### Article 1

The trade name of this company shall be N I S S O ホールディングス株式会社 (*Nisso Holdings Kabushiki-Gaisha*) in Japanese, and NISSO HOLDINGS Co., Ltd. in English (hereinafter, referred to as the "Company").

### (Purpose)

#### Article 2

1. The purpose of the Company shall be to control and manage the business activities of companies engaged in the following businesses and a foreign company engaged in equivalent businesses by owning the shares or equity in such companies:
  - (1) Development, design, quality evaluation and manufacturing of automobiles and automobile parts and the contracting • receiving entrustments thereof
  - (2) Development, design, quality evaluation and manufacturing of computers and communication equipment and the contracting • receiving entrustments thereof
  - (3) Development, design, quality evaluation, modification, purchase • sales and manufacturing of electronic equipment, semiconductors, electricity and components for electronic equipment and the contracting • receiving entrustments thereof
  - (4) Development, design, quality evaluation and manufacturing of machine tools and construction • civil engineering machinery and the contracting • receiving entrustments thereof
  - (5) Manufacturing of prefabricated houses and housing • kitchen equipment apparatus and the contracting • receiving entrustments thereof
  - (6) Development, design, quality evaluation and manufacturing of domestic electric machines and apparatus (consumer electronics) and the contracting • receiving entrustments thereof
  - (7) Manufacturing of miscellaneous daily goods and the contracting • receiving entrustments thereof
  - (8) Manufacturing of foodstuffs and the contracting • receiving entrustments thereof
  - (9) Printing and bookbinding and the contracting • receiving entrustments thereof
  - (10) Contracting • receiving entrustments for transportation and packaging work on factory premises
  - (11) Contracting • receiving entrustments for other product manufacturing • processing
  - (12) Conservation and maintenance of electronic equipment
  - (13) Technical guidance and training • development of engineers
  - (14) Research, planning, design and supervision of real estate leasing • management and regional development
  - (15) Worker dispatching business

- (16) Paid employment placement business
  - (17) Purchase • sales and import • export of antiques
  - (18) Re-employment support business
  - (19) Advertising agency business
  - (20) Educational business related to skills • human resources development for individuals and companies
  - (21) The manufacturing of wood materials, wood products, etc., and the contracting • receiving entrustments thereof
  - (22) Management of fee-based senior-care nursing homes
  - (23) In-home care support business in accordance with the Long-term Care Insurance Act
  - (24) Home nursing care-related service business
  - (25) Rental and sales of nursing care products • equipment
  - (26) Contracting of various types of security services and the guarantees for such services
  - (27) All work incidental to the preceding items
2. The Company may engage in the businesses listed in each item of the preceding paragraph.

(Head Office Location)

#### Article 3

The head office of the Company shall be located in Yokohama, Kanagawa Prefecture.

(Organs)

#### Article 4

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

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

(Method of Public Notice)

#### Article 5

The Company shall give public notices by electronic means. However, if an accident or any other unavoidable reason prohibits electronic public notices, such notices shall be posted in the Nikkei (the Nihon Keizai Shimbun) newspaper.

## Chapter 2 Shares of the Company

(Total Number of Authorized Shares)

#### Article 6

The total number of authorized shares of the Company shall be 102,400,000 shares.

(Acquisition of Treasury Shares)

Article 7

Pursuant to the provisions of Article 165, paragraph 2 of the Companies Act, the Company may acquire treasury shares through market transactions, etc., by resolution of the Board of Directors.

(Number of Shares per Share Unit)

Article 8

The Company's number of shares per Share Unit shall be 100.

(Restrictions on Rights of Shareholders Less Than One Share Unit)

Article 9

Shareholders of the Company shall not be able, with regard to shares less than one share unit they hold, to exercise rights other than the following rights:

- (1) Rights referenced in each item of Article 189, paragraph 2 of the Companies Act;
- (2) Right to make a claim pursuant to provisions of Article 166, paragraph 1 of the Companies Act;
- (3) Right to receive an allotment of shares for subscription and an allotment of share options for subscription in accordance with the number of shares held by shareholders.

(Record Date)

Article 10

1. The Company shall deem the shareholders entered or recorded in the register of shareholders as of March 31 of each business year as shareholders eligible to exercise the rights of shareholders at the Ordinary General Meeting of Shareholders for such business year.
2. In addition to the preceding paragraph, the Company may, whenever necessary, by resolution of the Board of Directors and by giving prior public notice, deem any shareholder or registered pledgee of shares entered or recorded in the final register of shareholders as of a specified date, to be a shareholder or a registered pledgee of shares who is eligible to exercise such rights.

(Shareholder Register Administrator)

Article 11

1. The Company shall have a shareholder register administrator.
2. The shareholder register administrator and its place of business shall be determined by the Board of Directors or by a Director delegated by resolution of the Board of Directors.
3. The preparation and keeping of the Company's register of shareholders and share option register, and other administrative matters related to shares shall be handled by the shareholder register administrator, and shall not be handled by the Company.

(Share Handling Regulations)

Article 12

Matters involving the handling of the Company's shares and its fees, shall be governed by laws and regulations, these Articles of Incorporation, and also by the Share Handling Regulations prescribed by the Board of Directors or a Director delegated by resolution of the Board of Directors.

Chapter 3 General Meetings of Shareholders

(Timing of Convocation)

Article 13

1. The Company's Ordinary General Meeting of Shareholders shall be convened within 3 months after the end of each business year, and an Extraordinary General Meeting of Shareholders shall be convened whenever necessary.
2. The General Meeting of Shareholders of the Company may be a General Meeting of Shareholders with no fixed location.

(Convener and Chairperson)

Article 14

1. The General Meeting of Shareholders shall be convened and chaired by a Director designated in advance by the Board of Directors, unless otherwise stipulated by laws and regulations.
2. In the event of an accident involving a Director referred to in the preceding paragraph, another Director in the order previously determined by the Board of Directors shall take his or her place.

(Electronic Provision Measures, etc.)

Article 15

1. In convening a General Meeting of Shareholders, the Company shall take electronic provision measures for the information contained in the Reference Materials, etc., for the General Meeting of Shareholders.
2. The Company may choose not to describe all or part of the matters for which electronic provision measures are to be taken, as stipulated by the Ordinance of the Ministry of Justice, in the documents to be delivered to shareholders who have requested the issuance in writing by the record date of voting rights.

(Method of Resolutions)

Article 16

1. Resolutions of the General Meeting of Shareholders shall be approved by a majority of the voting rights of the shareholders who are in attendance and eligible to exercise their voting rights, except as otherwise stipulated by laws and regulations or these Articles of Incorporation.
2. Resolutions specified in Article 309, paragraph 2 of the Companies Act shall be approved by two-thirds ( $\frac{2}{3}$ ) or more of the voting rights of shareholders who are in attendance and hold one-third ( $\frac{1}{3}$ ) or more of the total voting rights of shareholders eligible to exercise their voting rights.

(Exercise of Voting Rights by Proxy)

Article 17

1. A shareholder may exercise his or her voting rights at the General Meeting of Shareholders by designating 1 other shareholder who holds voting rights of the Company to act as a proxy on his or her behalf.
2. The shareholder or proxy set forth in the preceding paragraph must submit a document certifying the authority of representation to the Company at each General Meeting of Shareholders.

(Minutes)

Article 18

The minutes of the General Meeting of Shareholders shall be prepared in writing or in electromagnetic form pursuant to laws and regulations.

Chapter 4 Directors and Board of Directors

(Number of Directors)

Article 19

1. The number of Directors (excluding Directors who are Audit & Supervisory Committee Members) of the Company shall not exceed 10.
2. The number of Directors who are Audit & Supervisory Committee Members of the Company shall not exceed 4.

(Method of Election)

Article 20

1. Directors shall be elected by resolution of a General Meeting of Shareholders. However, Directors who are Audit & Supervisory Committee Members shall be elected separately from other Directors.
2. Resolutions to elect Directors shall be approved by a majority of the voting rights of shareholders who are in attendance and hold one-third ( $\frac{1}{3}$ ) or more of the total voting rights of shareholders eligible to exercise their voting rights.

3. The resolution for the election of Directors shall not be decided by cumulative voting.
4. The validity of the preliminary election for Directors who are Substitute Audit & Supervisory Committee Members shall be effective until the start of the Ordinary General Meeting of Shareholders for the last business year ending within 2 years after his or her election.

(Term of Office)

Article 21

1. The term of office of a Director (excluding a Director who is an Audit & Supervisory Committee Member) shall expire at the conclusion of the Ordinary General Meeting of Shareholders for the last business year ending within 1 year after his or her election.
2. The term of office of a Director who is an Audit & Supervisory Committee Member shall expire at the conclusion of the Ordinary General Meeting of Shareholders for the last business year ending within 2 years after his or her election.
3. The term of office of a Director (excluding a Director who is an Audit & Supervisory Committee Member) elected to fill a vacancy or to increase the number of Directors shall be until the expiration of the terms of office of other incumbent Directors (excluding Directors who are Audit & Supervisory Committee Members).
4. The term of office of a Director who is an Audit & Supervisory Committee Member who has been elected to fill a vacancy for a Director who is an Audit & Supervisory Committee Member who has retired/resigned before the expiration of his or her term of office shall be until the expiration of the term of office of the Director who is an Audit & Supervisory Committee Member who has retired/resigned.

(Representative Director(s) and Directors with Special Titles)

Article 22

1. The Board of Directors shall, by its resolution, select Representative Director(s) from among the Directors (excluding Directors who are Audit & Supervisory Committee Members).
2. The Board of Directors may, by its resolution, select a Chairman of the Board of Directors and a President from among the Directors (excluding those who are Audit & Supervisory Committee Members).

(Convener of Board of Directors' Meetings and Chairperson thereof)

Article 23

1. Board of Directors' Meetings shall be convened and chaired by a Director designated in advance by the Board of Directors, unless otherwise stipulated by laws and regulations.
2. In the event of an accident involving a Director referred to in the preceding paragraph, another Director in the order previously determined by the Board of Directors shall take his or her place.

(Convocation Notice of Board of Directors' Meetings)

Article 24

1. A convocation notice of a Board of Directors' Meeting shall be dispatched to each Director no later than 3 days prior to the date of such meeting; provided, however, that such period may be shortened in the event of an emergency or urgent necessity.
2. A meeting of the Board of Directors may be convened without the required convocation procedures with the consent of all Directors.

(Delegation of Important Business Execution Decisions)

Article 25

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

(Method for Resolutions of Board of Directors)

Article 26

1. Resolutions of the Board of Directors' Meetings shall be approved if a majority of the Directors are in attendance, and by a majority of these Directors, except as otherwise stipulated by laws and regulations.
2. The Company shall deem that the matters for the purpose of resolution of the Board of Directors have been approved by the Board of Directors if the requirements of Article 370 of the Companies Act have been satisfied.

(Minutes of the Board of Directors' Meetings)

Article 27

1. The minutes of the Board of Directors' Meeting shall be prepared in writing or in electromagnetic form pursuant to laws and regulations, and the Directors in attendance shall sign or affix their names and seals thereto or put their electronic signatures thereon.
2. The minutes of the resolution of the Board of Directors set forth in paragraph 2 of the preceding Article shall be prepared in writing or in electromagnetic form pursuant to laws and regulations.

(Regulations of the Board of Directors)

Article 28

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

(Remuneration, etc.)

#### Article 29

Remuneration, bonuses and other property benefits (hereinafter, referred to as "remuneration, etc.") received by Directors from the Company as consideration for the execution of their duties shall be determined by resolution of a General Meeting of Shareholders, with distinction between Directors who are Audit & Supervisory Committee Members and other Directors.

(Exemption from Liability of Directors)

#### Article 30

1. Pursuant to the provisions of Article 426, paragraph 1 of the Companies Act, the Company may, by resolution of the Board of Directors, exempt Directors (including former Directors) from their liability for damages arising from their failure to perform their duties to the extent prescribed by laws and regulations.
2. Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company may enter into agreements with Directors (excluding those serving as executive Directors, etc.) to limit their liability for damages arising from their failure to perform their duties; provided, however that the maximum amount of liability under such agreements shall be the amount prescribed by laws and regulations.

(Executive Officers)

#### Article 31

The Board of Directors or Directors delegated by resolution of the Board of Directors may select Executive Officers and have them share the execution of the duties of the Company. In addition, the selection, retirement/resignation, duties, terms of office, etc., of Executive Officers shall be governed by the Regulations of the Executive Officers prescribed by the Board of Directors or Directors delegated by resolution of the Board of Directors.

### Chapter 5 Audit and Supervisory Committee

(Full-time Audit & Supervisory Committee Member)

#### Article 32

The Audit and Supervisory Committee may, by its resolution, select Full-time Audit & Supervisory Committee Member(s) from among the Audit & Supervisory Committee Members.

(Convocation Notice of Audit and Supervisory Committee Meetings)

#### Article 33

1. A convocation notice of an Audit and Supervisory Committee Meeting shall be dispatched to each Audit & Supervisory Committee Member no later than 3 days prior to the date of such meeting; provided, however, that such period may be shortened in the event of an emergency or urgent



necessity.

2. A meeting of the Audit and Supervisory Committee may be convened without the required convocation procedures with the consent of all Audit & Supervisory Committee Members.

(Method for Resolutions of Audit and Supervisory Committee)

#### Article 34

Resolutions of the Audit and Supervisory Committee shall be made by a majority of the Audit & Supervisory Committee Members in attendance, with a majority of the Audit & Supervisory Committee Members in attendance, except as otherwise stipulated by laws and regulations.

(Minutes of the Audit and Supervisory Committee Meetings)

#### Article 35

The minutes of the Audit and Supervisory Committee Meeting shall be prepared in writing or in electromagnetic form pursuant to laws and regulations, and the Audit & Supervisory Committee Members in attendance shall sign or affix their names and seals thereto or put their electronic signatures thereon.

(Regulations of the Audit and Supervisory Committee)

#### Article 36

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

### Chapter 6    Accounting Auditor

(Election of Accounting Auditor)

#### Article 37

The Accounting Auditor shall be elected by resolution of a General Meeting of Shareholders.

(Term of Office of Accounting Auditor)

#### Article 38

1. The term of office of the Accounting Auditor shall expire at the conclusion of the Ordinary General Meeting of Shareholders for the last business year ending within 1 year after their election.
2. Unless otherwise resolved at the Ordinary General Meeting of Shareholders set forth in the preceding paragraph, the Accounting Auditor shall be deemed to have been re-appointed at such Ordinary General Meeting of Shareholders.

(Remuneration, etc., of Accounting Auditor)

#### Article 39

Remuneration, etc., of the Accounting Auditor shall be determined by the Board of Directors with the consent of the Audit and Supervisory Committee.

(Exemption from Liability of the Accounting Auditor)

#### Article 40

1. Pursuant to the provisions of Article 426, paragraph 1 of the Companies Act, the Company may, by resolution of the Board of Directors, exempt the Accounting Auditor (including former Accounting Auditors) from its liability for damages arising from its failure to perform its duties to the extent prescribed by laws and regulations.
2. Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company may enter into an agreement with the Accounting Auditor to limit its liability for damages arising from its failure to perform its duties; provided, however that the maximum amount of liability for damages under such agreement shall be the amount prescribed by laws and regulations.

### Chapter 7 Accounts

(Business Year)

#### Article 41

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

(Decision-making Body for Dividends of Surplus, etc.)

#### Article 42

The Company shall determine matters stipulated in each item of Article 459, paragraph 1 of the Companies Act, such as dividends of surplus, by resolution of the Board of Directors, not by resolution of the General Meeting of Shareholders, except as otherwise stipulated by laws and regulations.

(Dividends of Surplus)

#### Article 43

1. The record date for the Company's year-end dividends shall be March 31 of each year.
2. The record date for the Company's interim dividends shall be September 30 of each year.
3. The Company may distribute dividends of surplus by determining a record date in addition to the provisions of the 2 preceding paragraphs.

(Statute of Limitations on Claiming Dividends of Surplus)

Article 44

1. In the event that dividends of surplus have not been received for 3 full years from the date of commencement of such payment, the Company shall be exempted from the obligation of such payment.
2. Interest shall not be accrued on unpaid dividends of surplus.