Articles of Incorporation
NISSO CORPORATION

Created: August 10, 1980
Company Establishment: August 21, 1980

Articles of Incorporation

Chapter 1　General Provisions

（Trade Name）

Article 1

The trade name of this company shall be 日総工産株式会社 (*Nisso Kosan Kabushiki-Gaisha*) in Japanese, and NISSO CORPORATION in English (hereinafter, referred to as the "Company").

（Purpose）

Article 2

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

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 home
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. All work incidental to the preceding items

(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 Managing Directors:

1. Board of Directors
2. Audit & Supervisory Board Members
3. Audit and Supervisory Board
4. 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.

(Number of Shares per Share Unit)

Article 7

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

(Rights to Shares Less Than One Share Unit)

Article 8

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 9

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 10

① The Company shall have a shareholder register administrator.

② The shareholder register administrator and its place of business shall be determined 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 11

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.

Chapter 3　General Meetings of Shareholders

(Timing of Convocation)

Article 12

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.

(Convener and Chairperson)

Article 13

① The General Meeting of Shareholders shall be convened and presided over by the President (& Managing Director), except as otherwise stipulated by laws and regulations.

② In the event of an accident with the President (& Managing Director), another Managing Director in the order previously determined by the Board of Directors shall take his or her place.

(Electronic Provision Measures, etc.)

Article 14

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 15

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 (2/3) or more of the voting rights of shareholders who are in attendance and hold one-third (1/3) or more of the total voting rights of shareholders eligible to exercise their voting rights.

(Exercise of Voting Rights by Proxy)

Article 16

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 17

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

Chapter 4　Managing Directors and Board of Directors

(Number of Managing Directors)

Article 18

The number of Managing Directors of the Company shall not exceed 10.

(Method of Election)

Article 19

① Managing Directors shall be elected at a General Meeting of Shareholders.

② Resolutions to elect Managing Directors shall be approved by a majority of the voting rights of shareholders who are in attendance and hold one-third (1/3) or more of the total voting rights of shareholders eligible to exercise their voting rights.

③ The resolution for the election of Managing Directors shall not be decided by cumulative voting.

(Term of Office)

Article 20

① The term of office of a Managing Director 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 Managing Director elected to fill a vacancy or due to an increase in the number of Managing Directors shall be until the expiration of the terms of office of other incumbent Managing Directors.

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

Article 21

① Representative Director(s) shall be selected by resolution of the Board of Directors.

② The Board of Directors may, by its resolution, select a President (& Managing Director), a Chairman (& Managing Director), and as deemed necessary, a Vice President (& Managing Director), an Executive Managing Director and a Senior Managing Director. In addition, the President (& Managing Director) shall represent the Company.

③ By resolution of the Board of Directors, a Representative Director, in addition to the President (& Managing Director), may be selected from among the Managing Directors with special titles set forth in the preceding paragraph.

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

Article 22

① Board of Directors' Meetings shall be convened and presided over by the President (& Managing Director) except as otherwise stipulated by laws and regulations.

② In the event of an accident with the President (& Managing Director), another Managing 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 23

① A convocation notice of a Board of Directors' Meeting shall be dispatched to each Managing Director and each Audit & Supervisory Board 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 Board of Directors may be convened without the required convocation procedures with the consent of all Managing Directors and Audit & Supervisory Board Members.

(Method for Resolutions of Board of Directors)

Article 24

① Resolutions of the Board of Directors' Meetings shall be approved if a majority of the Managing Directors are in attendance, and by a majority of these Managing 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 25

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 Managing Directors and Audit & Supervisory Board Members 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 26

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 27

Remuneration, bonuses and other property benefits (hereinafter, referred to as "remuneration, etc.") received by Managing Directors from the Company as consideration for the execution of their duties shall be determined by resolution of a General Meeting of Shareholders.

(Exemption from Liability of Managing Directors)

Article 28

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 Managing Directors (including former Managing 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 Managing Directors (excluding those serving as executive Managing 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 29

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

Chapter 5　Audit & Supervisory Board Members and Audit and Supervisory Board

(Number of Audit & Supervisory Board Members)

Article 30

The number of Audit & Supervisory Board Members of the Company shall not exceed 4.

(Method of Election)

Article 31

① Audit & Supervisory Board Members shall be elected at a General Meeting of Shareholders.

② Resolutions to elect Audit & Supervisory Board Members shall be approved by a majority of the voting rights of shareholders who are in attendance and hold one-third (1/3) or more of the total voting rights of shareholders eligible to exercise their voting rights.

(Term of Office)

Article 32

① The term of office of an Audit & Supervisory Board Member shall expire at the conclusion of the Ordinary General Meeting of Shareholders for the last business year ending within 4 years after his or her election.

② The term of office of an Audit & Supervisory Board Member elected to fill a vacancy shall be until the expiration of the term of office of the retired Audit & Supervisory Board Member.

(Full-time Audit & Supervisory Board Member)

Article 33

The Audit and Supervisory Board shall, by its resolution, select Full-time Audit & Supervisory Board Member(s).

(Convocation Notice of Audit and Supervisory Board Meetings)

Article 34

① A convocation notice of an Audit and Supervisory Board Meeting shall be dispatched to each Audit & Supervisory Board 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 Board may be convened without the required convocation procedures with the consent of all Audit & Supervisory Board Members.

(Method for Resolutions of Audit and Supervisory Board)

Article 35

Resolutions of the Audit and Supervisory Board Meetings shall be approved by a majority of Audit & Supervisory Board Members, except as otherwise stipulated by laws and regulations.

(Minutes of the Audit and Supervisory Board Meetings)

Article 36

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

(Regulations of the Audit and Supervisory Board)

Article 37

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

(Remuneration, etc.)

Article 38

Remuneration, etc., of Audit & Supervisory Board Members shall be determined by resolution of a General Meeting of Shareholders.

(Exemption from Liability of Audit & Supervisory Board Members)

Article 39

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 Audit & Supervisory Board Members (including former Audit & Supervisory Board Members) 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 Audit & Supervisory Board Members 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.

Chapter 6　Accounting Auditor

(Election of Accounting Auditor)

Article 40

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

(Term of Office of Accounting Auditor)

Article 41

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 42

Remuneration, etc., of the Accounting Auditor shall be determined by the Representative Director(s) with consent of the Audit and Supervisory Board.

(Exemption from Liability of the Accounting Auditor)

Article 43

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 44

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 45

The Company may determine matters specified in each item of Article 459, paragraph 1 of the Companies Act, such as dividends of surplus, by resolution of the Board of Directors, without a resolution of the General Meeting of Shareholders, except as otherwise stipulated by laws and regulations.

(Dividends of Surplus)

Article 46

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 47

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.

Supplementary Provisions

(Transitional Measures Concerning Electronic Provision of Materials for General Meetings of Shareholders)

Article 1

The amendment to Article 14 of the Articles of Incorporation shall take effect from September 1, 2022 (hereinafter, referred to as the "Effective Date") which is the date of enforcement of the amended provisions stipulated in the proviso of Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019).

② Notwithstanding the provisions of the preceding paragraph, Article 14 of the Articles of Incorporation (Internet Disclosure and Deemed Provision of Reference Materials, etc., for the General Meeting of Shareholders) shall remain in effect for the General Meeting of Shareholders which are held on a day within 6 months from the Effective Date.

③ These Supplementary Provisions shall be deleted after the date on which 6 months have elapsed from the Effective Date or the day on which 3 months have elapsed from the date of the General Meeting of Shareholders set forth in the preceding paragraph, whichever is later.

The above shall be the current Articles of Incorporation of NISSO CORPORATION.

June 29, 2022

Ryuichi Shimizu
Representative Director
NISSO CORPORATION
1-4-1 Shin Yokohama, Kohoku-ku, Yokohama

(Records of Changes to Articles of Incorporation)

Jul. 17, 1989	Changes to Article 5	(Total Number of Shares changed to 32,000 shares)
Nov. 1, 1991	Changes to Article 5	(Total Number of Shares changed to 16,000 shares)
Jul. 1, 1995	Changes to Article 2	(Addition of Purpose)
Jun. 20, 1996	Changes to Article 2	(Addition, Change of Purpose)
Apr. 24, 1997	Changes to Article 2	(Addition, Change of Purpose)
Jun. 24, 1997	Changes to Article 5	(Total Number of Shares changed to 640,000 shares)
Aug. 29, 1997	Full Revision	
Oct. 15, 1997	Changes to Article 2	(Addition of Purpose)
Jan. 30, 1998	Changes to Article 1	(Addition of English Name)
	Changes to Article 2	(Addition of Purpose)
Oct. 29, 1998	Changes to Article 29	(Fiscal Year and Fiscal Year-end)
Dec. 28, 1999	Changes to Article 2	(Addition, Change of Purpose)
May 25, 2001	Changes to Article 5	(Total Number of Shares changed to 1,280,000 shares)
Apr. 26, 2002	Changes to Article 2	(Addition of Purpose)
Mar. 23, 2004	Changes to Article 6	(Associated with Abolition of Face Value (par) due to Revision of Commercial Code and Transition from Unit Share System to Share Unit Number System)
	Changes to Article 13	(Change of Convener of General Meeting of Shareholders)
	Changes to Article 18	(Change of Terms of Office of Managing Directors)
	Changes to Article 19	(Partial changes to Division of Duties of Managing Directors)
	Changes to Article 20	(Change of Convener of Board of Directors' Meetings)

	Changes to Article 27	(Associated with Change in Terms of Office of Audit & Supervisory Board Members due to Revision of Commercial Code)
Apr. 1, 2005	Changes to Chapter 6	(Addition due to Introduction of Executive Officer System)
Jun. 6, 2005	Changes to Article 8	(Associated with Abolition of Register of Shareholders Closures due to Revision of Commercial Code)
Mar. 1, 2006	Changes to Article 2	(Associated with Absorption-type Merger with Japan Ank Co., Ltd.)
Jun. 28, 2006	Full Revision in accordance with enforcement of the Companies Act	
Jan. 29, 2007	Changes to Article 2	(Addition, Change of Purpose)
Apr. 1, 2008	Changes to Article 2	(Addition, Change of Purpose)
	Changes to Article 14	(Changed Convener and Chairperson of General Meeting of Shareholders to President (& Managing Director))
	Changes to Article 22	(Changed Convener and Chairperson of Board of Directors' Meeting to President (& Managing Director))
	Changes to Article 24	(Addition of Written Resolutions of Board of Directors' Meetings)
	Changes to Article 25	(Addition of Obligation to Prepare Minutes of Board of Directors' Meetings)
Jun. 25, 2008	Changes to Article 4	(Associated with Establishment of Accounting Auditor)
	Changes to Chapter 6	(Addition due to Establishment of Accounting Auditor)
Jan. 28, 2009	Changes to Article 2	(Addition, Change of Purpose)
	Changes to Article 4	(Associated with Abolition of Audit and Supervisory Board and Accounting Auditor)
	Changes to Chapter 5	(Associated with Abolition of Audit and Supervisory Board)
	Changes to Chapter 6	(Associated with Abolition of Accounting Auditor)
Jun. 26, 2009	Changes to Article 29	(Associated with Abolition of Executive Officer system)
Mar. 31, 2010	Changes to Article 21	(Associated with Addition of Managing Directors with Special Titles)
Apr. 17, 2013	Changes to Article 2	(Addition, Change of Purpose)
Jun. 27, 2016	Changes to Article 2	(Change of Purpose)

	Changes to Article 28	(Change of Exemption from Liability of Managing Directors)
	Addition of Article 29	(Associated with Addition of Executive Officer System)
	Changes to Article 34	(Change of Exemption from Liability of Audit & Supervisory Board Members)
	Changes to Article 36	(Associated with Addition of Interim Dividends)
Jun. 30, 2017	Changes to Article 2	(Addition, Change of Purpose)
	Changes to Article 4	(Associated with Establishment of Audit and Supervisor Board and Accounting Auditor)
	Changes to Article 15	(Associated with Change of Method of Resolutions)
	Changes to Article 21	(Associated with Change of Managing Directors with Special Titles)
	Changes to Article 29	(Associated with Change of Article Name)
	Changes to Chapter 5	(Changes and Additions Associated with Establishment of Audit and Supervisory Board)
	Changes to Chapter 6	(Addition due to Establishment of Accounting Auditor)
Oct. 16, 2017	Changes to Article 5	(Associated with Change in Method of Public Notice)
	Changes to Article 6	(Total Number of Shares changed to 12,800,000 shares)
	Changes to Article 7	(Associated with the Introduction of Share Units)
	Changes to Article 8	(Associated with Addition of Rights to Shares Less Than One Share Unit)
	Changes to Article 10	(Associated with Non-issuance of Share Certificates)
	Changes to Article 14	(Associated with Addition of Internet Disclosure and Deemed Provision of Reference Materials, etc., of General Meeting of Shareholders)
	Changes to Article 43	(Associated with Change of Exemption from Liability of Accounting Auditor
	Changes to Article 45	(Associated with Addition of Decision-making Body for Dividends of Surplus, etc.)
Feb. 1, 2018	Changes to Article 6	(Total Number of Shares changed to 25,600,000 shares)
Aug. 22, 2018	Changes to Article 6	(Total Number of Shares changed to 51,200,000 shares)

May 1, 2019	Changes to Article 6	(Total Number of Shares changed to 102,400,000 shares)
June 29, 2022	Changes to Article 14	(Associated with Addition of Electronic Provision of Materials for General Meeting of Shareholders due to Revision of Companies Act)