(TRANSLATION)

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Articles of Incorporation

Socionext Inc.

(TRANSLATION)

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Articles of Incorporation of Socionext Inc.

Chapter 1 General Provisions

Article 1 (Trade Name)

The trade name of the Company shall be "Kabushiki Kaisha Socionext," and in English it shall be "Socionext Inc."

Article 2 (Purpose)

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

(1) Development, design, manufacture and sale of semiconductor products and related products;
(2) Development, design, manufacture and sale of electrical equipment, electronic equipment, information processing equipment, communication equipment and parts thereof;
(3) Development, design, manufacture and sale of medical devices, analytical instruments, measuring instruments and parts thereof;
(4) Development, design, manufacture and sale of systems and software related to the preceding items;
(5) Leasing and maintenance of the products, etc. set forth in the preceding items;
(6) Investment and consulting services related to the businesses set forth in the preceding items; and
(7) 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 Yokohama, Kanagawa.

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 & Supervisory Committee; and
(3) Accounting Auditors

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 Nihon Keizai Shimbun.

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Chapter 2 Shares

Article 6 (Total Number of Authorized Shares)

The total number of shares authorized to be issued by the Company shall be 673 million (673,000,000) 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; and
(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.

Article 9 (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 10 (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 11 (Convocation of General Meetings of Shareholders)

An annual General Meeting of Shareholders of the Company shall be convened within three months from the last day of each business year. An extraordinary General Meeting of Shareholders shall be convened whenever necessary.

Article 12 (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 13 (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 14 (Convener and Chairperson of General Meetings of Shareholders)

1. Unless otherwise provided for by laws and regulations, the Representative Director designated in advance by resolution of the Board of Directors shall convene a General Meeting of Shareholders and preside thereover.
2. In cases where the Representative Director of the preceding paragraph is prevented from convening and/or presiding over a General Meeting of Shareholders, another Director who is designated in accordance with the order predetermined by the Board of Directors shall convene the meeting and preside thereover.

Article 15 (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 16 (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.

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Chapter 4 Directors and Board of Directors

Article 17 (Number of Directors)

1. The Company shall have not more than ten (10) Directors.
2. Among the Directors set forth in the preceding paragraph, the number of Directors who are Audit & Supervisory Committee Members shall be no more than three (3).

Article 18 (Method of Election)

1. Directors shall be elected at a General Meeting of Shareholders, distinguishing between Directors who are not Audit & Supervisory Committee Members and Directors who are Audit & Supervisory Committee Members.
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.
4. Substitute Directors who are Audit & Supervisory Committee Members may be elected at a General Meeting of Shareholders of the Company by way of precaution against the cases where there is a vacancy which results in a shortfall in the number of Directors prescribed in laws and regulations. The election of the substitute Director who is Audit & Supervisory Committee Member is effective until the start of the annual General Meeting of Shareholders for the last business year ending within one (1) year after the election of the Substitute Director.

Article 19 (Term of Office)

1. The term of office of a Director (excluding a Director who is an Audit & Supervisory Committee Member, hereinafter the same shall apply in this paragraph) 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. However, the term of office of a Director who is elected to increase the number of Directors or to fill a vacancy shall expire when the terms of office of the incumbent Directors expire.
2. The term of office of a Director who is an Audit & Supervisory Committee Member 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 a Director who is an Audit & Supervisory Committee Member elected to fill the vacancy of another Director who was an Audit & Supervisory Committee Member who retired before the expiration of the term of office shall continue until the time when the term of the retired Director who was an Audit & Supervisory Committee Member expires.

Article 20 (Representative Directors and Directors with specific Titles)

1. The Board of Directors shall appoint Representative Director(s) from among the directors (excluding

Directors who are Audit & Supervisory Committee Members) by its resolution.

2. The Board of Directors may appoint one (1) Chairman and one (1) President from among the members of the Board of Directors (excluding Directors who are Audit & Supervisory Committee Members) by its resolution.

Article 21 (Convocation and Chairperson of Board of Directors Meetings)

Unless otherwise provided for by laws and regulations, Directors in the order previously resolved by the Board of Directors shall convene a Board of Directors meeting and preside thereover.

Article 22 (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 23 (Board of Directors Resolution)

Resolutions of a Board of Directors meeting shall be adopted by a majority of the Directors present at the meeting where the majority of the Directors entitled to participate in the vote are present.

Article 24 (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 25 (Delegation of Decisions on Execution of Important Operational Matters)

The Company may, pursuant to the provisions of Article 399-13, Paragraph 6 of the Companies Act, delegate all or part of decisions on the execution of important operational matters (excluding the matters listed in Article 399-13, Paragraph 5 of the Companies Act) to Directors upon and in accordance with a resolution of the Board of Directors.

Article 26 (Regulations of the Board of Directors)

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

Article 27 (Remuneration)

Remuneration, bonuses, and other financial benefits of Directors given by the Company in consideration

for the execution of their duties (hereinafter, the "Remuneration") to Directors shall be determined by resolution of a General Meeting of Shareholders. However, the remuneration of Directors who are Audit & Supervisory Committee Members shall be determined by resolution of the General Meeting of Shareholders separately from the remuneration of other Directors.

Article 28 (Exemption of Directors from Liability)

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 a Director (including a former Director) from liability for damages due to negligence of such Director's duties to the extent permitted 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 a Director (excluding an executive Director) to limit liability for damages due to negligence of such Director's duties; however, the maximum liability for damages under such agreement shall be the amount as prescribed by laws and regulations.

Article 29 (Advisors and Consultants)

The Company may, by resolution of the Board of Directors, appoint a certain number of Senior Advisors (*Soudanyaku*) and Advisors (*Komon*).

Chapter 5 Audit & Supervisory Committee

Article 30 (Full-time Audit & Supervisory Board Committee Member)

The Audit & Supervisory Committee may appoint full-time Audit & Supervisory Committee Member(s) by its resolution.

Article 31 (Convocation Notice of Audit & Supervisory Committee Meetings)

1. The convocation notice of an Audit & Supervisory Committee meeting shall be dispatched to each Audit & 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 & Supervisory Committee Members, an Audit & Supervisory Committee meeting may be held without the convening procedures hereof.

Article 32 (Resolution of the Audit & Supervisory Committee)

Resolution of an Audit & Supervisory Committee meeting shall be adopted by a majority of the Audit & Supervisory Committee Members present at the meeting where the majority of the Audit & Supervisory Committee Members entitled to participate in the vote are present.

Article 33 (Regulations of the Audit & Supervisory Committee)

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

Chapter 6 Accounts

Article 34 (Business Year)

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

Article 35 (Organs to Determine Dividends from Surplus, Etc.)

Unless otherwise provided for by laws and regulations, the Company shall, by resolution of the Board of Directors without obtaining a resolution of a General Meeting of Shareholders, determine dividends from surplus and other matters set forth in the items of Article 459, paragraph (1) of the Companies Act.

Article 36 (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 37 (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.

Supplementary Provisions

Article 1 (Transitional Measures such as Exemption from Liability for Audit & Supervisory Board Members (*Kansayaku*) before Transition to a Company with an Audit & Supervisory Committee)

Exemption of the Audit & Supervisory Board Members (*Kansayaku*) (including former Audit & Supervisory Board Members (*Kansayaku*), hereinafter the same shall apply in this article) from liability for damages concerning the acts listed in Article 423, paragraph (1) of the Companies Act that were committed prior to the close of the Extraordinary General Meeting of Shareholders held on March 30, 2022, and limited liability agreements entered into with the Audit & Supervisory Board Members

(*Kansayaku*), shall be governed by Article 49 of the Articles of Incorporation of the Company which were in effect prior to the amendment thereto which came into effect upon the close of the Extraordinary General Meeting of Shareholders held on March 22, 2022.

History

Enactment on	September 11, 2014
Revision on	February 27, 2015
Revision on	June 24, 2019
Revision on	June 29, 2021
Revision on	March 30, 2022
Revision on	July 27, 2022
Revision on	September 6, 2022
Revision on	January 1, 2024