

*This is an excerpt translation of the Japanese original for convenience only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.*

## **ARTICLES OF INCORPORATION OF JAFCO Group Co., Ltd.**

### **CHAPTER I GENERAL PROVISIONS**

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

The name of the Company shall be JAFCO Group Kabushiki Kaisha and shall be written in English as JAFCO Group Co., Ltd. (hereinafter referred to as the “Company”).

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

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

- (1) Purchase and holding of securities;
- (2) Credit accommodation including loans, guarantees and factoring;
- (3) Leasing business;
- (4) Management consulting;
- (5) Arrangement of mergers and alliances related to technology, sales, manufacture, etc.;
- (6) Life insurance solicitation business;
- (7) Non-life insurance agency business and insurance agency business under the Automobile Liability Security Act;
- (8) Operation and management of investment limited partnerships;
- (9) Type II financial instrument business under the Financial Instruments and Exchange Act;
- (10) Investment management business under the Financial Instruments and Exchange Act;
- (11) Investment advisory and agency business under the Financial Instruments and Exchange Act;
- (12) Purchase and sale, brokerage and appraisal of real estate;
- (13) Investment advisory business;
- (14) Contracted accounting and examination related to investment and loan businesses;
- (15) Telecommunication business under the Telecommunication Business Act;
- (16) Development, manufacture, maintenance service, sale, and lease of systems and software related to the telecommunication business;
- (17) Free employment placement business and fee-charging employment placement business pursuant to the Employment Security Act; and
- (18) Any other businesses incidental or related to the foregoing.

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

The Company shall have its head office in Minato-ku, Tokyo.

**Article 4. (Governing Organizations)**

In addition to the general meeting of shareholders and directors, the Company shall have the following governing bodies:

- (1) Board of Directors;
- (2) Board-audit committee; and
- (3) Accounting auditor

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

Public notices of the Company shall be given by way of electronic public notices. If an electronic public notice is not possible due to an accident or any other unavoidable reason, the same public notice shall be placed in the Nihon Keizai Shimbun.

## **CHAPTER II SHARES**

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

The total number of shares authorized to be issued by the Company shall be 240,000,000 shares.

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

Number of shares constituting one unit of shares of the Company shall be one hundred (100) shares.

**Article 8. (Rights Pertaining to Shares Constituting Less Than One Unit)**

The shareholders of the Company shall not exercise rights other than those set forth below with respect to their shareholdings constituting less than one unit of shares:

- (1) The rights provided for in each item of Article 189, Paragraph 2 of the Companies Act;
- (2) The right to make a request pursuant to Article 166, Paragraph 1 of the Companies Act;
- (3) The right to receive an allotment of offered shares and stock acquisition rights in proportion to the number of shares held by such shareholder; and
- (4) The right to make a request provided for in the following Article.

**Article 9. (Additional Purchase of Shares Constituting Less Than One Unit)**

A shareholder holding less than one unit of shares of the Company may request the Company to sell to the shareholder the number of shares which will constitute one unit of shares when combined with the less-than-one-unit shares already held by the shareholder.

**Article 10. (Registrar of Shareholders)**

1. The Company shall have a registrar of shareholders.
2. The registrar of shareholders and its place of business shall be determined by resolution of the Board of Directors, and public notices shall be given thereof.
3. The preparation and keeping of the register of shareholders and the register of stock acquisition rights, and other administrative work related to shares shall be entrusted to the registrar of shareholders and shall not be handled by the Company.

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

The handling of shares and stock acquisition rights of the Company and fees related thereto shall be governed by laws and regulations, the Articles of Incorporation and Share Handling Regulations established by the Board of Directors.

### **CHAPTER III GENERAL MEETING OF SHAREHOLDERS**

**Article 12. (Convocation)**

An annual general meeting of shareholders shall be convened within three months from the end of each fiscal year and an extraordinary general meeting of shareholders shall be convened whenever necessary.

**Article 13. (Record Date of Annual General Meeting of Shareholders)**

The Company shall deem any shareholder holding voting rights recorded in the latest register of shareholders as of March 31 of each year to be entitled to exercise the voting rights at the annual general meeting of shareholders for that fiscal year.

**Article 14. (Convocator and Chairman)**

1. Unless otherwise provided for by laws and regulations, the President shall convene a general meeting of shareholders pursuant to a resolution of the Board of Directors and chair the meeting.
2. If the President is not available, another director shall convene a general meeting of shareholders and chair the meeting in accordance with the order determined in advance by the Board of Directors.

**Article 15. (Measures for Electronic Provision, etc.)**

1. When convening a general meeting of shareholders, the Company shall take measures for the electronic provision of information contained in the reference documents for general meeting of shareholders, etc.
2. Among the matters to be provided electronically, the Company may choose to omit all or part of the matters stipulated in the Ordinance of the Ministry of Justice in the paper document to be sent to shareholders who have made a request for the document delivery by the record date of voting rights.

**Article 16. (Method of Resolution)**

1. Unless otherwise provided by laws and regulations or the Articles of Incorporation, resolutions of a general meeting of shareholders shall be adopted by a majority of votes of the shareholders who are present and entitled to exercise their voting rights.
2. Resolutions as prescribed in Article 309, Paragraph 2 of the Companies Act shall be adopted by two-thirds (2/3) or more of the votes of the shareholders present at the meeting at which shareholders holding one-third (1/3) or more of the voting rights held by all shareholders entitled to vote are present.

**Article 17. (Exercise of Voting Rights by Proxy)**

1. Shareholders may exercise their voting rights by proxy through another shareholder who has voting rights of the Company.
2. Such shareholder or proxy shall, at each general meeting of shareholders, submit to the Company a document evidencing the authority of such proxy.

**Article 18. (Diverse Exercise of Voting Rights)**

1. Any shareholder who holds shares on behalf of others may make a diverse exercise of voting rights.
2. In the event of the preceding paragraph, such shareholder is required to submit a notice of the diverse exercise of voting rights and reasons thereof by writing or electromagnetic means no later than three days prior to the general meeting of shareholders.

## **CHAPTER IV**

### **DIRECTORS AND BOARD OF DIRECTORS**

**Article 19. (Number of Directors)**

1. The Company shall have not more than ten (10) directors (excluding directors serving as board-audit committee members).
2. The Company shall have not more than six (6) directors serving as board-audit committee members.

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

1. Directors shall be elected by resolution of the general meeting of shareholders, while making a distinction between directors serving as board-audit committee members and other directors.
2. Resolution on election of directors shall require the majority of the voting rights of the shareholders present at the meeting where shareholders holding one-third (1/3) or more of the voting rights of all shareholders entitled to vote are present.
3. Cumulative voting shall not be used for the election of directors.

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

1. The term of office of directors (excluding directors serving as board-audit committee member) shall expire at the conclusion of the annual general meeting of shareholders for the last fiscal year ending within one (1) year after the election of the director.

2. The term of office of directors serving as board-audit committee member shall expire at the conclusion of the annual general meeting of shareholders for the last fiscal year ending within two (2) years after the election of the director.
3. The term of office of a director serving as board-audit committee member elected to fill a vacancy created by the retirement of a director serving as board-audit committee member before the expiration of the term of office shall expire at the expiration of the term of office of the retired director serving as board-audit committee member.

**Article 22. (Representative Directors and Directors with Title)**

1. The Board of Directors shall by its resolution appoint representative director(s) from among the directors (excluding directors serving as board-audit committee member).
2. The Board of Directors may by its resolution appoint one (1) Chairman (*torishimariyaku kaicho*), one (1) Vice Chairman (*torishimariyaku fuku-kaicho*) and one (1) President (*torishimariyaku shacho*), and one (1) or more Executive Vice Presidents (*torishimariyaku fuku-shacho*), Executive Managing Directors (*senmu-torishimariyaku*) and Managing Directors (*jomu-torishimariyaku*) from among the directors.

**Article 23. (Convocation of Meetings of Board of Directors)**

1. Unless otherwise provided for by laws and regulations, the President shall convene a meeting of the Board of Directors. If the President is not available, another director shall convene the meeting in accordance with the order determined in advance by the Board of Directors.
2. A notice of convocation of a meeting of the preceding item shall be dispatched to each director at least two (2) days prior to the date of the meeting; provided, however, that, in case of emergency, such period may be shortened or the meeting may be held without carrying out the convocation procedure by obtaining the consent of all the directors.

**Article 24. (Chair of Board of Directors)**

The president shall chair the meetings of the Board of Directors. If the President is not available, another director shall chair the meeting in accordance with the order determined in advance by the Board of Directors.

**Article 25. (Omission of Resolution of Board of Directors)**

Pursuant to the provisions of Article 370 of the Companies Act, it shall be deemed that the resolution to approve a proposal with respect to a matter for resolution of the Board of Directors has been made at a meeting of the Board of Directors, if all directors (limited to those who are entitled to participate in a vote with respect to the proposal) agree to the proposal in writing or by means of electromagnetic records.

**Article 26. (Regulations on the Board of Directors)**

Matters concerning the Board of Directors shall be governed by the provisions of law and regulations, the Articles of Incorporation and Regulations on the Board of Directors established by the Board of Directors of the Company.

**Article 27. (Remunerations of Directors)**

Remunerations, bonuses and other economic benefits to be provided by the Company as consideration for execution of duties of the directors shall be determined by resolution of a general meeting of shareholders, while making a distinction between directors serving as board-audit committee members and other directors.

**Article 28. (Limitation of Liability of Directors)**

Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into agreements with directors (excluding executive directors, etc.) to the effect that their liability for damages arising from their failure to perform their duties shall be limited. The maximum amount of the liability under such agreements shall be the amount prescribed by laws and regulations.

## **CHAPTER V BOARD-AUDIT COMMITTEE**

**Article 29. (Authority of Board-Audit Committee)**

The board-audit committee shall, in addition to determining matters that are provided for in laws and regulations, exercise the necessary authority to carry out its duties.

**Article 30. (Convocation of Meetings of Board-Audit Committee)**

A notice of convocation of a meeting of the board-audit committee shall be dispatched to each member of the board-audit committee at least two (2) days prior to the date of the meeting; provided, however, that, in case of emergency, such period may be shortened or the meeting may be held without carrying out the convocation procedure by obtaining the consent of all the members of the board-audit committee.

**Article 31. (Regulations on the Board-Audit Committee)**

Matters regarding the board-audit committee shall be governed by laws and regulations and the Articles of Incorporation, as well as the Regulations on the board-audit committee established by the board-audit committee.

## **CHAPTER VI ACCOUNTS**

**Article 32. (Fiscal Year)**

The fiscal year of the Company shall commence on April 1 of each year and end on March 31 of the following year.

**Article 33. (Bodies that Determine Distribution of Surplus, etc.)**

The Company shall determine distribution of surplus and other matters prescribed in each item of Article 459, Paragraph 1 of the Company Act by resolution of the Board of Directors and not by resolution of the general meeting of shareholders, unless otherwise provided for by laws and regulations.

**Article 34. (Record Date for Distribution of Surplus)**

1. The Company may make distribution of surplus in cash to shareholders or registered share pledgees recorded in the latest register of shareholders as of March 31 of each year.
2. The Company may make distribution of surplus in cash as interim dividends to shareholders or registered share pledgees recorded in the latest register of shareholders as of September 30 of each year.
3. The Company may distribute surplus by setting a record date in addition to the one indicated in the preceding two paragraphs.

**Article 35. (Exclusion Period for Dividends)**

For cash dividends, the Company shall be relieved of the obligation of paying dividends if such dividends remain unclaimed for three (3) full years after the start date of the payment.

**Revision History**

1. Date of implementation

March 29, 1973

2. Date of amendments

Nov. 18, 1975	June 14, 1978	Dec. 22, 1982
Dec. 23, 1983	Feb, 1, 1984	Mar. 15, 1984
Dec. 16, 1988	June 29, 1989	June 27, 1991
June 26, 1992	June 29, 1994	June 27, 1996
June 27, 1997	June 26, 1998	June 29, 2000
June 25, 2002	June 25, 2003	June 24, 2004
June 22, 2006	June 21, 2007	June 18, 2009
June 16, 2015	June 19, 2018	June 16, 2020
February 1, 2022	June 21, 2022	June 17, 2025