

# Articles of Incorporation

3-22 Honnogahara, Toyokawa City, Aichi Prefecture

**OSG Corporation**

# Articles of Incorporation of OSG Corporation

## CHAPTER I. GENERAL PROVISIONS

### (Trade Name)

**Article 1.** The trade name of the Company shall be “OSG Kabushiki Kaisha,” and “OSG Corporation” in English.

### (Purpose)

**Article 2.** The purpose of the Company shall be to engage in the following businesses:

- (1) Manufacture, sales, export and import for the sales of the following items, as well as mediation and lease thereof;
  - (a) Various tools for machinery such as cutting tools, medical devices and gauges, and related parts
  - (b) Various machine tools and equipment, and related parts
  - (c) Steel materials and related parts
  - (d) Screw products and related parts
  - (e) Various bearings and related parts
- (2) Sales and purchase, lease, management, agency, and brokerage of real estate;
- (3) Development, acquisition, preservation, utilization, brokerage, and sales of industrial property rights, intangible property rights to tool manufacturing technology and computer software;
- (4) Holding, sales, and purchase of, and investment in, securities;
- (5) Generation and sales of solar power; and
- (6) Any and all businesses incidental to the preceding items.

### (Location of Head Office)

**Article 3.** The head office of the Company shall be located in Toyokawa City, Aichi Prefecture.

### (Organs)

**Article 4.** The Company shall have the following organs in addition to the Shareholders' Meeting and Directors:

- (1) Board of Directors;

- (2) Audit & Supervisory Committee; and
- (3) Accounting Auditor.

**(Method of Public Notice)**

**Article 5.** Public notices of the Company shall be electronic public notices; provided, however, that if accidents or other unavoidable reasons prevent the Company from issuing public notices electronically, they shall be published in the *Nihon Keizai Shimbun*.

## **CHAPTER II. SHARES**

**(Authorized Number of Shares)**

**Article 6.** The total number of shares the Company is authorized to issue shall be two hundred million (200,000,000).

**(Acquisition of the Company's Own Shares)**

**Article 7.** The Company may, by resolution of the Board of Directors, acquire the Company's own shares pursuant to Article 165, Paragraph 2 of the Companies Act.

**(Number of Shares Constituting One Share Unit)**

**Article 8.** The number of shares constituting one share unit of the Company shall be one hundred (100).

**(Rights with Respect to Shares Less Than One Share Unit)**

**Article 9.** A shareholder holding shares in a number less than one share unit of the Company may not exercise rights other than those specified in the following with respect to the shares less than one share unit the shareholder holds:

- (1) The rights specified in the items of Article 189, Paragraph 2 of the Companies Act;
- (2) The right to make demands as set forth in Article 166, Paragraph 1 of the Companies Act; and
- (3) The right to receive shares for subscription or share options for subscription in proportion to the number of shares held by the shareholder.

**(Share Handling Regulations)**

**Article 10.** The handling of and charges for handling of shares of the Company shall be governed by, in addition to laws and ordinances or these Articles of Incorporation, the Share Handling Regulations established by the Board of Directors.

**(Shareholder Registry Administrator)**

**Article 11.** The Company shall have a shareholder registry administrator for the shares of the Company.

2. The shareholder registry administrator and its business office shall be designated by resolution of the Board of Directors.
3. Preparation and retention of the shareholder registry and the registry of share options of the Company and any other business with respect to the shareholder registry and the registry of share options shall be entrusted to the shareholder registry administrator and shall not be handled by the Company.

## **CHAPTER III. SHAREHOLDERS' MEETING**

**(Convocation of the Shareholders' Meeting)**

**Article 12.** An Ordinary Shareholders' Meeting of the Company shall be convened in February of each year and an Extraordinary Shareholders' Meeting shall be convened whenever necessary.

2. A Shareholders' Meeting shall be convened in a venue where the head office is located, or in Shinshiro City, Aichi Prefecture, or in adjacent area.

**(Record Date for the Ordinary Shareholders' Meeting)**

**Article 13.** The record date for voting rights exercisable at an Ordinary Shareholders' Meeting of the Company shall be November 30 of each year.

**(Person to Convene the Shareholders' Meeting and Chairperson)**

**Article 14.** The Chairman of the Board of Directors shall convene a Shareholders' Meeting and act as the chairperson thereof.

2. When the position of Chairman of the Board of Directors is vacant or the Chairman of the Board of Directors is unable to act, the President shall convene a Shareholders' Meeting and act as the chairperson thereof. If the President is unable to act, another Director, determined in accordance with an order of priority previously resolved by the Board of Directors, shall convene the Shareholders' Meeting and act as the chairperson thereof.

**(Method for Adopting Resolutions of the Shareholders' Meeting)**

**Article 15.** Unless otherwise provided by laws and ordinances or these Articles of Incorporation, resolutions of a Shareholders' Meeting shall be adopted by a majority of votes of the shareholders in attendance entitled to exercise voting rights.

2. Resolutions provided in Article 309, Paragraph 2 of the Companies Act shall be adopted

by two-thirds (2/3) or more of the votes of shareholders in attendance who hold one-third (1/3) or more of the voting rights of shareholders entitled to exercise voting rights.

**(Exercise of Voting Rights by Proxy)**

**Article 16.** A shareholder may exercise his/her voting rights by authorizing one (1) other shareholder with voting rights to act as his/her proxy.

2. A shareholder or his/her proxy shall submit to the Company a document evidencing the authority of the proxy for each Shareholders' Meeting.

**(Minutes)**

**Article 17.** The substance of the proceedings and the results of a Shareholders' Meeting and any other matters set forth in laws and ordinances shall be entered or recorded in the minutes.

**(Measures for Providing Information in Electronic Format, Etc.)**

**Article 18.** The Company shall, when convening a Shareholders' Meeting, take measures for providing information contained in the Reference Documents, etc. for the Shareholders' Meeting in electronic format.

2. Among the matters for which the measures for providing information in electronic format will be taken, the Company may choose not to include all or part of the matters stipulated in the Ordinance of the Ministry of Justice in the paper copy to be sent to shareholders who have requested it.

## **CHAPTER IV. DIRECTORS AND BOARD OF DIRECTORS**

**(Number of Directors)**

**Article 19.** The number of Directors (excluding Directors serving as Audit & Supervisory Committee members) of the Company shall not exceed five (5).

2. The number of Directors serving as Audit & Supervisory Committee members of the Company shall not exceed six (6).

**(Method for the Election of Directors)**

**Article 20.** Directors shall be elected at a Shareholders' Meeting, provided that Directors serving as Audit & Supervisory Committee members and other Directors shall be elected separately.

2. Resolutions for the election of Directors shall be adopted by a majority of votes of the shareholders in attendance who hold one-third (1/3) or more of the voting rights of shareholders entitled to exercise voting rights.
3. No cumulative voting shall be used for the election of Directors.

**(Term of Office of Directors)**

**Article 21.** The term of office of a Director (excluding a Director serving as an Audit & Supervisory Committee member) shall expire upon conclusion of the Ordinary Shareholders' Meeting held with respect to the last business year ending within one (1) year from his/her election.

2. The term of office of a Director serving as an Audit & Supervisory Committee member shall expire upon conclusion of the Ordinary Shareholders' Meeting held with respect to the last business year ending within two (2) years from his/her election.
3. The term of office of a Director serving as an Audit & Supervisory Committee member elected to fill a vacancy caused by the resignation of another Director serving as an Audit & Supervisory Committee member prior to the expiry of his/her term of office shall be the same as the remaining term of office of the resigned Director serving as an Audit & Supervisory Committee member.

**(Representative Directors and Directors with Title)**

**Article 22.** The Board of Directors shall elect Representative Directors by its resolution.

2. The Board of Directors may appoint by its resolution one (1) each of the Chairman of the Board of Directors, Chief Executive Officer, President, and Chief Operating Officer, and several of Executive Vice Presidents, Senior Managing Directors, Managing Directors and Senior Advisers.

**(Person to Convene the Board of Directors Meeting and Chairperson)**

**Article 23.** Unless otherwise provided by laws and ordinances, the Chairman of the Board of Directors shall convene a Board of Directors meeting and act as the chairperson thereof.

2. When the position of Chairman of the Board of Directors is vacant or the Chairman of the Board of Directors is unable to act, the President shall convene a Board of Directors meeting and act as the chairperson thereof. If the President is unable to act, another Director, determined in accordance with an order of priority previously resolved by the Board of Directors, shall convene a Board of Directors meeting and act as the chairperson thereof.

**(Notice of Convocation of the Board of Directors Meeting)**

**Article 24.** A notice of convocation of a Board of Directors meeting shall be dispatched to each Director at least three (3) days before the meeting; provided, however, that such period may be shortened in the event of emergency.

2. When the consent of all Directors is obtained in advance, a Board of Directors meeting may be held without the procedures for convocation.

**(Delegation of Decisions of the Execution of Important Business Operations)**

**Article 25.** Pursuant to the provisions of Article 399-13, Paragraph 6 of the Companies Act, the Board of Directors may, by its resolution, delegate the whole or a part of the decisions of the execution of important business operations (excluding matters specified in the items of Paragraph 5 of the same Article) to Directors.

**(Method for Adopting Resolutions of the Board of Directors)**

**Article 26.** Resolutions of the Board of Directors shall be adopted by a majority of the Directors in attendance who constitute a majority of the total number of Directors authorized to participate in the resolution.

2. When the requirements provided in Article 370 of the Companies Act are satisfied, a matter to be resolved by the Board of Directors shall be deemed to have been resolved by the Board of Directors of the Company.

**(Minutes of the Board of Directors Meeting)**

**Article 27.** The substance of the proceedings and the results of a Board of Directors meeting and any other matters set forth in laws and ordinances shall be entered or recorded in the minutes, which shall be signed and sealed or electronically signed by the Directors present.

**(Board of Directors Regulations)**

**Article 28.** Matters concerning the Board of Directors shall be governed by, in addition to laws and ordinances or these Articles of Incorporation, the Board of Directors Regulations established by the Board of Directors.

**(Compensation, etc.)**

**Article 29.** The amount of compensation, bonuses and any other proprietary benefits to be granted to Directors by the Company in consideration of their performance of duties (hereinafter referred to as “compensation, etc.”) shall be determined by resolution of the Shareholders’ Meeting, provided that compensation, etc. for Directors serving as Audit & Supervisory Committee members and other Directors shall be determined separately.

**(Exemption of Directors from Liabilities)**

**Article 30.** Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with each Director (excluding Executive Directors, etc.) to limit his/her liability for damages resulting from negligence in the performance of his/her duties; provided, however, that the limit of the liability thereof shall be the amount prescribed by laws and ordinances.

## **CHAPTER V. AUDIT & SUPERVISORY COMMITTEE**

### **(Notice of Convocation of Audit & Supervisory Committee)**

**Article 31.** A notice of convocation of an Audit & Supervisory Committee meeting shall be dispatched to each Audit & Supervisory Committee member at least three (3) days before the meeting; provided, however, that such period may be shortened in the event of emergency.

2. When the consent of all Audit & Supervisory Committee members is obtained in advance, an Audit & Supervisory Committee meeting may be held without the procedures for convocation.

### **(Method for Adopting Resolutions of the Audit & Supervisory Committee)**

**Article 32.** Resolutions of the Audit & Supervisory Committee shall be adopted by a majority of the Audit & Supervisory Committee members in attendance who constitute a majority of the total number of Audit & Supervisory Committee members authorized to participate in the resolution.

### **(Minutes of the Audit & Supervisory Committee Meeting)**

**Article 33.** The substance of the proceedings and the results of an Audit & Supervisory Committee meeting and any other matters set forth in laws and ordinances shall be entered or recorded in the minutes, which shall be signed and sealed or electronically signed by the Audit & Supervisory Committee members present.

### **(Audit & Supervisory Committee Regulations)**

**Article 34.** Matters concerning the Audit & Supervisory Committee shall be governed by, in addition to laws and ordinances or these Articles of Incorporation, the Audit & Supervisory Committee Regulations established by the Audit & Supervisory Committee.

## **CHAPTER VI. ACCOUNTING AUDITOR**

### **(Method for the Election of Accounting Auditor)**

**Article 35.** An Accounting Auditor shall be elected at the Shareholders' Meeting.

### **(Term of Office of Accounting Auditor)**

**Article 36.** The term of office of an Accounting Auditor shall expire upon conclusion of the Ordinary Shareholders' Meeting held with respect to the last business year ending within one (1) year from his/her election.

2. Unless otherwise resolved at the Ordinary Shareholders' Meeting prescribed in the preceding Paragraph, the Accounting Auditor shall be deemed to be re-elected at the



Ordinary Shareholders' Meeting.

## **CHAPTER VII. ACCOUNTS**

### **(Business Year)**

**Article 37.** The business year of the Company shall commence on December 1 of each year and end on November 30 of the following year.

### **(Record Date for Distribution of Surplus)**

**Article 38.** The record date for payment of year-end dividends of the Company shall be November 30 of each year.

### **(Interim Dividends)**

**Article 39.** The Company may, by resolution of the Board of Directors, distribute interim dividends with the record date of May 31 each year.

### **(Expiration Period for Payment of Dividends)**

**Article 40.** If dividends, which are to be paid in cash, have not been collected after the elapse of three (3) full years from the initial date of payment, the Company shall be released from any obligation to pay said dividends.

2. Unpaid dividends shall bear no interest.

### **Supplementary provisions**

1. Notwithstanding the provisions of Article 18 (Measures for Providing Information in Electronic Format, Etc.) of the Articles of Incorporation, Article 18 (Disclosure of Reference Documents, etc. for the Shareholders' Meeting via the Internet and Deemed Provision) of the Articles of Incorporation prior to the amendment shall remain in force with respect to a Shareholders' Meeting to be held on or before February 28, 2023.
2. These supplementary provisions shall be deleted on March 1, 2023 or after the lapse of three (3) months from the date of the Shareholders' Meeting set forth in the preceding paragraph, whichever is later.

The latest amendment made on February 17, 2023.