

(Translation)

Revised on June, 2024

# **Articles of Incorporation**

**FUJIMORI KOGYO CO.,LTD.**

# Articles of Incorporation

## Chapter 1 General Provisions

(Trade Name)

Article 1 The name of the Company shall be “ZACROS Kabushiki Kaisha” and in English it shall be “ZACROS Corporation”

(Purpose)

Article 2 The purpose of the Company shall be to engage in the following businesses: (1) Manufacture and sale of products and processed products made mainly of plastics; (2) Manufacture and sale of packaging materials and containers; (3) Manufacture and sale of electrical, electronic, and optical materials; (4) Manufacture and sale of pharmaceuticals, quasi-drugs, health foods, cosmetics, medical devices, medical products, sanitary products, reagents, and raw materials thereof; (5) Manufacture and sale of construction and civil engineering materials; (6) Manufacture, repair, and sale of various machines; and (7) Any other business relating to the businesses referred to in any of the foregoing Items.

(Location of Head Office)

Article 3 The head office of the Company shall be located in Bunkyo-ku, Tokyo.

(Organs)

Article 4 The Company shall have the following organs in addition to the General Meeting of Shareholders and Directors:

- (1) Board of Directors;
- (2) Audit and Supervisory Committee; and
- (3) Accounting Auditors.

(Method of Public Notice)

Article 5 The Company shall issue its public notices electronically; provided, however, that if the Company is unable to do so due to an accident or any other unavoidable reasons, it shall issue the public notice in the Nihon Keizai Shimbun.

## Chapter 2 Shares

(Total Number of Shares Authorized to be issued)

Article 6 The total number of shares authorized to be issued by the Company shall be forty five

million (45,000,000).

(Number of Shares Constituting One Unit)

Article 7 The number of shares constituting one unit of the Company's stock shall be one hundred (100).

(Rights on Shares of Less than One Unit)

Article 8 The shareholders of the Company may not exercise any rights other than the following rights with respect to shares of less than one unit that they hold.

- (1) Rights listed in each Item of Article 189, Paragraph 2 of the Companies Act
- (2) The right to make a request pursuant to the provisions of Article 166, Paragraph 1 of the Companies Act
- (3) The right to be allotted shares for subscription and share options for subscription in proportion to the number of shares held by shareholders

(Share Handling Regulations)

Article 9 The handling of the shares of the Company and fees therefor shall, except as otherwise provided for in relevant laws and regulations or in these Articles of Incorporation, be governed by the Share Handling Regulations established by the Board of Directors of the Company.

(Shareholder Registry Administrator)

Article 10 The Company shall have a shareholder registry administrator.

2. The shareholder registry administrator and its office at which the Company shares are handled shall be determined by resolution of the Board of Directors, and shall be announced by public notices.
3. Administrative work relating to the shareholder registry and share option ledger of the Company shall be entrusted to the shareholder registry administrator and shall not be handled by the Company.

## Chapter 3 General Meeting of Shareholders

(Convocation)

Article 11 An ordinary general meeting of shareholders shall be convened within three (3) months from the day following the end of each fiscal year, and an extraordinary general meeting of shareholders shall be convened whenever necessary.

(Record Date for an Ordinary General Meeting of Shareholders)

Article 12 Shareholders with voting rights whose names are listed or recorded in the last shareholder registry as of March 31 of each year shall be deemed by the Company to be shareholders entitled to exercise their rights at the ordinary general meeting of shareholders to be held with respect to such business year.

2. Notwithstanding 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 pledgee listed or recorded in the last shareholder registry on a specific date to be a shareholder or pledgee who is entitled to exercise their rights.

(Convener and Chairperson)

Article 13 Unless otherwise provided for by laws and regulations, the President shall convene a general meeting of shareholders pursuant to the resolution of the Board of Directors and shall act as the chairperson; provided, however, that in the case where the post of the President is vacant or when the President is unable so to act due to unavoidable circumstances, one of the other directors shall take their place in accordance with the order of priority predetermined by the Board of Directors.

(Method of Resolution)

Article 14 Resolutions of a general meeting of shareholders shall, except as otherwise provided by laws and regulations or these Articles of Incorporation, be adopted by a majority of the votes of the shareholders who are present thereat and entitled to exercise their voting rights.

2. Unless otherwise provided for in these Articles of Incorporation, a resolution of a general meeting of shareholders stipulated in Article 309, Paragraph 2 of the Companies Act shall be adopted by at least a two-thirds majority of votes of the shareholders present when shareholders holding at least one-third of the voting rights of shareholders who are entitled to exercise voting rights at said general meeting of shareholders are present.

(Exercise of Voting Rights by Proxy)

Article 15 A shareholder of the Company may exercise their voting rights through a proxy who is another shareholder having voting rights.

In this case, the shareholder or proxy must submit a document evidencing the power of proxy to the Company for each relevant general meeting of shareholders.

(Measures for Electronic Provision, Etc.)

Article 16 In convening a general meeting of shareholders, the Company shall take measures for electronic provision of information contained in the reference documents, etc. for general meetings of shareholders.

2. With respect to all or part of the matters for which measures for electronic provision are to be taken as specified by the ordinance of the Ministry of Justice, the Company shall not be required to include such matters in the documents to be delivered to shareholders who have made a request for delivery of documents by the record date for voting rights.

(Minutes)

Article 17 The proceedings of each general meeting of shareholders shall be recorded in the minutes pursuant to laws and regulations.

## Chapter 4 Directors and Board of Directors

(Number of Directors)

Article 18 The Company shall have not more than ten (10) directors (excluding the directors who

are members of the Audit and Supervisory Committee).

2. The Company shall have not more than four (4) directors who are members of the Audit and Supervisory Committee.

(Election of Directors)

Article 19 The directors who are members of the Audit and Supervisory Committee and other directors shall be elected separately by a resolution of the general meeting of shareholders.

2. The resolution for the election referred to in the preceding Paragraph shall be adopted by a majority of votes of the shareholders present when shareholders holding at least one-third of the voting rights of shareholders who are entitled to exercise voting rights at the general meeting of shareholders are present.

3. No cumulative voting shall be used for the election of directors.

4. A period during which the results of a preliminary election of a director who is a substitute member of the Audit and Supervisory Committee remain in effect shall expire at the beginning of the ordinary general meeting of shareholders relating to the last fiscal year ending within two (2) years from their election.

(Term of Office of Directors)

Article 20 The term of office of directors (excluding directors who are members of the Audit and Supervisory Committee ) shall expire at the conclusion of the ordinary general meeting of shareholders relating to the last fiscal year ending within one (1) year from their election.

2. The term of office of the directors who are members of the Audit and Supervisory Committee shall expire at the conclusion of the ordinary general meeting of shareholders relating to the last fiscal year ending within two (2) years from their election.

3. The term of office of a director who is a member of the Audit and Supervisory Committee elected as a substitute for a director who is a member of the Audit and Supervisory Committee who retired before the expiration of their term of office shall be the remainder of the term of office of the retired director.

(Convener and Chairperson of Board of Directors Meetings)

Article 21 The President shall convene and chair meetings of the Board of Directors unless otherwise provided for in laws and regulations. If the President is unable so to act due to unavoidable circumstances, one of the other directors shall take their place in accordance with the order of priority predetermined by the Board of Directors.

(Convocation of Board of Directors Meetings)

Article 22 When a meeting of the Board of Directors is convened, a notice of convocation shall be given to each director at least three (3) days prior to the date set for the meeting. However, this period may be shortened in case of emergency.

2. The convocation procedures may be omitted with the consent of all directors.

(Method of Resolution of Board of Directors Meetings)

Article 23 Resolutions of the Board of Directors shall be made when a majority of the directors are present and by a majority vote of those attending the meeting.

2. With regard to a proposal by a director, if all of the other directors (limited to those entitled to vote on such proposal) indicate their consent in writing or by electromagnetic record, the Company may deem that such proposal has been adopted by a resolution of the Board of Directors.

(Delegation of Decisions on Execution of Important Business Matters)

Article 24 Pursuant to the provisions of Article 399-13, Paragraph 6 of the Companies Act, the Board of Directors may delegate all or part of the authority to make decisions on important business matters that should be determined at Board of Directors meetings (excluding the matters listed in each Item of Paragraph 5 of the said Article ) to directors.

(Minutes of Board of Directors Meetings)

Article 25 Minutes shall be prepared with respect to the proceedings of the Board of Directors meetings in accordance with the applicable laws and regulations. The directors present at the meetings shall affix their names and seals or electronic signatures thereto.

2. The minutes of meetings of the Board of Directors shall be kept at the head office for a period of 10 years from the date of resolution.

(Regulations of the Board of Directors)

Article 26 Matters relating to the Board of Directors shall be governed by the Regulations of the Board of Directors established by the Board of Directors in addition to laws and regulations and these Articles of Incorporation.

(Representative Director)

Article 27 A director who represents the Company shall be appointed from among the directors (excluding the directors who are members of the Audit and Supervisory Committee) by resolution of the Board of Directors.

(Directors with Management Positions)

Article 28 By a resolution of the Board of Directors, the Company may appoint from among the directors (excluding the directors who are members of the Audit and Supervisory Committee) one (1) Chairman of the Board of Directors, one (1) Vice Chairman of the Board of Directors, one (1) President, and several Vice Presidents, Senior Managing Directors, Managing Directors, and Counselors.

(Counselor or Advisor)

Article 29 The Company may appoint a counselor or advisor by a resolution of the Board of Directors.

(Remuneration, etc., for Directors)

Article 30 Remuneration, etc., for directors shall be determined by a resolution of the general meeting of shareholders, separately for the directors who are members of the Audit and Supervisory Committee and other directors.

(Limited Liability Agreement with Outside Directors)

Article 31 The Company may execute agreements with outside directors, which limit their liability for damages provided for in Article 423, Paragraph 1 of the Companies Act, if the requirements by the applicable laws and regulations are met. However, the limit of liability under such agreements shall be the amount set forth by the applicable laws and regulations.

## Chapter 5 Audit and Supervisory Committee

(Full-time Audit and Supervisory Committee Members)

Article 32 The Audit and Supervisory Committee may, by resolution, appoint full-time members of the Audit and Supervisory Committee from among the Audit and Supervisory Committee members.

(Convocation of Audit and Supervisory Committee Meetings)

Article 33 When a meeting of the Audit and Supervisory Committee is convened, a notice of convocation shall be given to each member of the Committee at least three (3) days prior to the date set for the meeting. However, this period may be shortened in case of emergency. 2. The convocation procedures may be omitted with the consent of all members of the Committee.

(Method of Resolution of the Audit and Supervisory Committee)

Article 34 Resolutions of the Audit and Supervisory Committee shall be made when a majority of the Committee members entitled to participate in the vote are present and by a majority vote of those attending the meeting.

(Minutes of Audit and Supervisory Committee Meetings)

Article 35 Minutes shall be prepared with respect to the proceedings of the Audit and Supervisory Committee meetings in accordance with the applicable laws and regulations. The Committee members present at the meetings shall affix their names and seals or electronic signatures thereto.

2. The minutes of meetings of the Audit and Supervisory Committee shall be kept at the head office for a period of 10 years from the date of resolution.

(Regulations of the Audit and Supervisory Committee)

Article 36 Matters relating to the Audit and Supervisory Committee shall be governed by the Regulations of the Audit and Supervisory Committee established by the Audit and Supervisory Committee in addition to laws and regulations and these Articles of Incorporation.

## Chapter 6 Accounting Auditor

(Election of Accounting Auditors)

Article 37 Accounting Auditors shall be elected by a resolution of the general meeting of shareholders.

(Term of Office of Accounting Auditor)

Article 38 The term of office of Accounting Auditors shall expire at the conclusion of the ordinary general meeting of shareholders relating to the last fiscal year ending within one (1) year from their election.

2. Unless otherwise resolved at the ordinary general meeting of shareholders referred to in the preceding Paragraph, the Accounting Auditors shall be deemed to have been re-elected at such ordinary general meeting of shareholders.

(Remuneration, etc., for Accounting Auditors)

Article 39 Remunerations, etc., for Accounting Auditors shall be determined by the representative director with the consent of the Audit and Supervisory Committee.

## Chapter 7 Accounts

(Fiscal Year)

Article 40 The fiscal year of the Company shall commence on April 1 of each year and end on March 31 of the following year.

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

Article 41 The Company may determine the matters set forth in each Item of Article 459, Paragraph 1 of the Companies Act, such as payment of dividends of surplus, by a resolution of the Board of Directors unless otherwise provided for in laws and regulations.

(Record Date for Dividends of Surplus)

Article 42 The record date for the year-end dividends of the Company shall be March 31 of each year.

2. The record date for interim dividends of the Company shall be September 30 of each year. 3. In addition to record dates referred to in the preceding two Paragraphs, the Company may set a record date and pay dividends of surplus.

(Prescription Period for Payment of Dividends)

Article 43 The Company shall be released from the obligation to distribute year-end and interim dividends of surplus if such distribution has not been accepted after the lapse of three (3) full years from the date of commencement of payment thereof.

2. Unpaid year-end dividends and interim dividends of the Company shall bear no interest.

## Supplementary Provisions

(Transitional Measures Concerning Change of Trade Name)

Article 1 The amendment of Article 1 (Trade Name) of the Articles of Incorporation shall become effective on October 1, 2024. Notwithstanding the provisions of Article 1 of the Articles of Incorporation, the Company shall be referred to “Fujimori Kogyo Kabushiki Kaisha” and in English it shall be “FUJIMORI KOGYO CO., LTD” until the day immediately preceding the Effective Date.

2. These Supplementary Provisions shall be deleted when the amendment of Article 1 of the Articles of Incorporation becomes effective.



Revised and enforced on May 23, 1975  
Revised and enforced on June 30, 1976  
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Revised and enforced on June 25, 2004  
Revised and enforced on June 27, 2006  
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Revised and enforced on June 24, 2009  
Revised and enforced on June 23, 2010  
Revised and enforced on June 19, 2014  
Revised and enforced on June 17, 2016  
Revised and enforced on June 20, 2017  
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