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# **ARTICLES OF INCORPORATION**

**TOYO SEIKAN GROUP HOLDINGS, LTD.**

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## **Chapter 1. General Provisions**

### **Article 1. Trade Name**

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

### **Article 2. Purpose**

The Company is organized for the purpose of engaging in the following business activities, as well as controlling and managing the business activities of companies (including foreign corporations), associations (including overseas equivalents) and other business entities engaged in the following business activities through the holding of shares or equity interests therein.

- (1) Manufacture and sales of various kinds of containers;
- (2) Manufacture and sales of various kinds of metal products;
- (3) Manufacture and sales of various kinds of plastic products;
- (4) Manufacture and sales of various kinds of glass products;
- (5) Manufacture and sales of various kinds of paper products;
- (6) Manufacture and sales of tin plates, tin-free steels and other steel-plates, as well as processed goods thereof;
- (7) Processing and sales of nonferrous metals such as copper, zinc and aluminum, as well as alloys thereof;
- (8) Manufacture, processing and sales of hard alloys and ceramics;
- (9) Manufacture and sales of electronic devices and parts, as well as materials thereof;
- (10) Manufacture and sales of functional films (e.g., resin film);
- (11) Manufacture and sales of in-vitro diagnostic pharmaceuticals;
- (12) Manufacture and sales of construction materials;
- (13) Manufacture and sales of multicomponent glass, complex oxide system pigments, micro-element fertilizers, gel coats and related products;
- (14) Manufacture and sales of artificial marble molding materials and molded goods;
- (15) Manufacture and sales of sealing materials (sealants) for containers and functional ink;
- (16) Filling and sales of various kinds of aerosol products;
- (17) Manufacture, filling and sales of chemical agents, agrichemicals, pharmaceuticals, quasi-drugs, cosmetics, veterinary medical products, quasi-drugs for animals, dairy products, seasonings, edible fat and oil and beverages;

- (18) Manufacture, sales and rental/leasing of various kinds of container manufacturing machinery and appliances, filling equipment, packaging machinery and appliances, food material processing, machinery and appliances, machine tools and appliances and other machinery and appliances, and their parts and materials, as well as the design and execution of works related thereto;
- (19) Manufacture and sales of various kinds of dies and molds;
- (20) Sales and rental/leasing of electrical equipment such as generators, transformers and control panels, as well as design and execution of works related thereto;
- (21) Sales of petroleum products, petrochemical products, high-pressure gas and other fuels;
- (22) Sales of industrial chemicals, toxic agents and deleterious substances;
- (23) Sales and rental/leasing of automobiles, automotive bodies and auto parts;
- (24) Sales of stationery and home electric appliances;
- (25) Sales of iron scrap;
- (26) Trading of antiques;
- (27) Management of convenience stores;
- (28) Sales of clothing textiles, quasi-drugs, miscellaneous daily goods, books and magazines, foodstuffs, liquors and cigarettes;
- (29) Non-life insurance agency business and agent business under the Automobile Liability Security Law;
- (30) Arrangement and assistance for the entrustment of life insurance solicitation business as well as specified financial instruments business to insurance companies.
- (31) Trading, rental/leasing, intermediary service and management of real estate;
- (32) Tour business under the Travel Agency Law;
- (33) General motor truck transportation business, consigned freight forwarding business, warehousing business, parcel delivery business, bonded warehouse business, customs clearing business, bay coast transport business, forwarding agency business, heavy cargo transport and installation business and port cargo handling business;
- (34) Auto salvage and maintenance business;
- (35) Manpower dispatching service;
- (36) Sales and rental/leasing of management system software for cargo freight business and warehousing;
- (37) Collection, transport, treatment, recycling and sales of general waste and industrial waste;
- (38) Trading and intermediary service for industrial property rights, copyrights, know-how, system engineering and other intangible property rights; and
- (39) Any and all other business activities ancillary to or related to any of the above.

### **Article 3. Location of the Headquarters**

The Company shall locate the headquarters in Shinagawa-ku, Tokyo.

#### **Article 4. Bodies**

The Company shall have the following bodies in addition to the general meeting of shareholders and Directors:

- (1) Board of Directors;
- (2) Corporate Auditors;
- (3) Board of Corporate Auditors; and
- (4) Accounting Auditors.

#### **Article 5. Method of Public Notices**

Public notices of the Company shall be given electronically, provided, however, that in the event electronic notice is not available due to any accident or other unavoidable reason, the public notices shall be given in the *Nihon Keizai Shimbun*.

### **Chapter 2. Shares**

#### **Article 6. Total Number of Shares Authorized to be Issued**

The total number of shares authorized to be issued by the Company shall be four hundred fifty million (450,000,000) shares.

#### **Article 7. Treasury Stock Acquisition**

The Company, as set forth by the provision of Article 165, Paragraph 2 of the Companies Act, can acquire treasury stock on the open market based on a resolution by the Board of Directors.

#### **Article 8. Number of Shares Constituting One (1) Unit of Stock**

The number of shares constituting one (1) unit of stock shall be one hundred (100).

#### **Article 9. Rights with respect to Fractional Unit Shares**

A shareholder may not exercise rights with respect to fractional unit shares other than those specified in the following sections:

- (1) Right specified in each item of Article 189, Paragraph 2 of the Companies Act;
- (2) Right to make requests to the Company provided for in Article 166, Paragraph 1 of the Companies Act;
- (3) Right to receive share subscription or to receive allotment of stock acquisition rights in proportion to the number of shares held by the shareholder.

**Article 10. Administrator of Shareholders' Register**

The Company shall appoint an administrator of shareholders' register.

The administrator of shareholders' register and the place of its office shall be designated by a resolution of the Board of Directors and public notice thereof shall be issued by the Company.

Preparation and retention of the shareholders' register and the ledger of stock acquisition rights of the Company as well as any other business with respect to the shareholders' register and the ledger of stock acquisition rights of the Company shall be entrusted to the administrator of shareholders' register and shall not be handled by the Company.

**Article 11. Share Handling Regulations**

The business pertaining to shares of the Company shall be governed by, in addition to laws and regulations or the Articles of Incorporation, the Share Handling Regulations adopted or amended by a resolution of the Board of Directors.

**Article 12. Decision-Making Organs for Gratis Allotment of Stock Acquisition Rights**

The Company shall decide on matters relating to the gratis allotment of stock acquisition rights by a resolution of the Board of Directors as well as by a resolution of the general meeting of shareholders, or a resolution of the Board of Directors authorized by the general meeting of shareholders.

**Chapter 3. General Meeting of Shareholders****Article 13. Convocation**

The ordinary general meeting of shareholders of the Company shall be convened in June of each year, and an extraordinary general meeting of shareholders shall be convened whenever necessary.

**Article 14. Record Date for Ordinary General Meeting of Shareholders**

The record date for the voting rights at the ordinary general meeting of shareholders of the Company shall be March 31 of each year.

**Article 15. Convenor and Chairperson**

Unless otherwise provided for by laws and regulations, any general meeting of shareholders shall be convened and chaired by the President. In the event the President is unable to act for any reason, one (1) of the other Directors shall convene and chair such meeting in the order predetermined by the Board of Directors.

**Article 16. Measures for Electronic Provision of Information**

The Company shall, when convening a general meeting of shareholders, electronically provide information contained in reference documents for the general meeting of shareholders.

Among the matters to be provided electronically, 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 of such reference documents to be sent to shareholders who have requested it by the record date of voting rights.

**Article 17. Method of Resolution**

Any resolution of a general meeting of shareholders shall, unless otherwise provided for by laws and regulations or the Articles of Incorporation, be adopted by a majority of the votes cast by the shareholders present and entitled to exercise their voting rights at the general meeting of shareholders.

The resolution provided for in Article 309, Paragraph 2 of the Companies Act shall be adopted by more than two-thirds (2/3) of the votes cast by the shareholders present at a general meeting of shareholders where shareholders holding more than one-third (1/3) of the voting rights of all shareholders who are entitled to exercise their voting rights are present.

**Article 18. Proxy Voting**

A shareholder may exercise his or her voting rights through one (1) proxy, who shall be another shareholder of the Company entitled to vote. In such case, a shareholder or his or her proxy shall submit to the Company a document certifying the authority of proxy at each general meeting of shareholders.

**Chapter 4. Directors and Board of Directors****Article 19. Number of Directors**

The Company shall have no more than fifteen (15) Directors.

**Article 20. Election of Directors**

The Directors shall be elected by a majority of the votes cast by the shareholders present at a general meeting of shareholders where shareholders holding more than one-third (1/3) of the voting rights of all shareholders who are entitled to exercise their voting rights are present.

No cumulative voting shall be used for the election of the Directors.

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

The Directors shall serve until the close of the ordinary general meeting of shareholders pertaining to the last fiscal year ending within one (1) year after their election.

## **Article 22. Representative Directors, Directors with Title, Honorary Chairman, Counselors and Advisors**

The Representative Directors shall be elected by a resolution of the Board of Directors.

The Board of Directors shall, by its resolution, elect one (1) President. Further, the Board of Directors may elect one (1) Chairman and one (1) or more Executive Vice Presidents.

The Board of Directors may, by its resolution, elect one (1) Honorary or Emeritus Chairman, and one (1) or more Counselors and Advisors.

## **Article 23. Convenor and Chairperson of Board of Directors Meeting**

Any Board of Directors meeting shall be convened and chaired by the President. In the event the President is unable to act for any reason, one (1) of the other Directors shall convene and chair such meeting in the order predetermined by the Board of Directors.

## **Article 24. Notice of Board of Directors Meeting**

Notice of any Board of Directors meeting shall be given to each Director and Corporate Auditor at least three (3) days prior to the date of such meeting; provided, however, that if required to meet emergency situations, such period may be shortened.

Any Board of Directors meeting may be held without the convocation procedures upon unanimous consent of the Directors and Corporate Auditors.

## **Article 25. Omission of Resolution of Board of Directors Meeting**

In case a Director submits any proposal of the agenda to the Board of Directors for resolution, if all Directors entitled to participate in such resolution express their intention to agree thereto in writing or electromagnetic record (any record that is produced by electronic means, magnetic means or any other means for information processing by computers) and any Corporate Auditor raises no objection thereto, the Company shall deem that such proposal has been approved by a resolution of the Board of Directors.

## **Article 26. Remuneration for Directors**

The remuneration, bonuses and other interests in property (hereinafter collectively referred to as the "Remuneration") received by the Directors from the Company as compensation for performance of their duties shall be determined by a resolution of the general meeting of shareholders.

## **Article 27. Liability Limitation Agreement with Outside Directors**

The Company may execute an agreement with the Outside Directors which limits the liability for damages caused by non-performance of their duties in accordance with the provision of Article 427, Paragraph 1 of the Companies Act. In such case, the total amount of liability under such agreement shall be the higher of a predetermined amount more than ten million (10,000,000) yen or an amount provided for by laws and regulations.

## **Chapter 5. Corporate Auditors and Board of Corporate Auditors**

### **Article 28. Number of Corporate Auditors**

The Company shall have no more than five (5) Corporate Auditors.

### **Article 29. Election of Corporate Auditors**

The Corporate Auditors shall be elected by a majority of the votes cast by the shareholders present at a general meeting of shareholders where shareholders holding more than one-third (1/3) of the voting rights of all shareholders who are entitled to exercise their voting rights are present.

### **Article 30. Term of Office of Corporate Auditors**

The Corporate Auditors shall serve until the close of the ordinary general meeting of shareholders pertaining to the last fiscal year ending within four (4) years after their election.

Any Corporate Auditor elected to fill a vacancy resulting from the early resignation of a Corporate Auditor shall hold office until the term of office of the Corporate Auditor who vacated the office expires.

### **Article 31. Standing Corporate Auditors**

The Standing Corporate Auditors shall be elected by a resolution of the Board of Corporate Auditors.

### **Article 32. Notice of Board of Corporate Auditors Meeting**

Notice of any Board of Corporate Auditors meeting shall be given to each Corporate Auditor at least three (3) days prior to the date of such meeting; provided, however, that if required to meet emergency situations, such period may be shortened.

Any Board of Corporate Auditors meeting may be held without the convocation procedures upon unanimous consent of the Corporate Auditors.

### **Article 33. Remuneration for Corporate Auditors**

The Remuneration for the Corporate Auditors shall be determined by a resolution of the general meeting of shareholders.

### **Article 34. Liability Limitation Agreement with Outside Corporate Auditors**

The Company may execute an agreement with the Outside Corporate Auditors which limits the liability for damages caused by non-performance of their duties in accordance with the provision of Article 427, Paragraph 1 of the Companies Act. In such case, the total amount of liability under such agreement shall be the higher of a predetermined amount more than ten million (10,000,000) yen or an amount provided for by laws and regulations.



## **Chapter 6. Accounting**

### **Article 35. Fiscal Year**

The fiscal year of the Company shall be a period of one (1) year commencing on April 1 of each year and ending on March 31 of the following year.

### **Article 36. Record Date for Distribution of Surplus**

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

### **Article 37. Interim Dividends**

The Company may, according to a resolution of the Board of Directors, make an interim dividend payment with a record date of September 30 of each year.

### **Article 38. Time Limit for Payment of Dividends**

If monetary dividends are not received within three (3) full years after the date of commencement of the payment thereof, the Company shall be relieved from the obligation to pay such dividends.

No interest shall accrue on unpaid year-end or interim dividends.

Amended on June 24, 2022