

# ARTICLES OF INCORPORATION

(LAST AMENDED AS OF JUNE 26, 2024)

Elematec Corporation

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## Chapter 1 General Provisions

### Article 1 (Trade Name)

The Company shall be called Elematec Kabushiki Kaisha which is expressed in English as Elematec Corporation.

### Article 2 (Purpose)

The purpose of the Company is to engage in the following businesses:

1. Manufacture, processing and sale of electric insulating materials, electric porcelains, silicon resin materials and synthetic resin materials;
2. Sale of iron, nonferrous metals and rare metals;
3. Sale of glass products, heavy chemicals and pharmaceutical products;
4. Sale of electronic components manufacturing machine and inspection machine;
5. Sale of machine tool and electric appliances using fine ceramics, and of daily necessities and miscellaneous goods;
6. Manufacture and sale of soldering iron and soldering-related equipment;
7. Manufacture, processing and sale of computer, electric transmission/ telecommunication equipment, video equipment-related products and their parts;
8. Manufacture, sale, engineering and assembly of electronic component materials and electric component materials;
9. Engineering , manufacture, processing and sale of medical equipment
10. Project, planning, designing, engineering, consulting, processing and sale of reinforced plastic products for industrial, household, and electric appliances use;
11. Engineering and construction of, and contracting for, telecommunication and building work;
12. Sale, purchase, intermediation, lease and management of real property;
13. Warehousing;
14. Land, sea and air combined transport and cargo used transport;
15. Assortment and packing of goods;
16. Project, development, production, maintenance and sale of computer-operated software and network systems;
17. Contracting for analysis, measurement, testing, inspection, assay, evaluation and appraisal concerning composition, construction, property and safety of substances;
18. Specified workers dispatching undertakings; and
19. Any and all businesses related or incidental to any of the foregoing items.

#### Article 3 (Location of Head Office)

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

#### Article 4 (Organs)

The Company shall have the following organs 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 Giving Public Notices)

The public notices of the Company shall be giving electronically; provided, however, that in the case where the Company is not able to issue electronic public notices due to accidents or any other inevitable reasons, such notices shall be published in the Nihon Keizai Shimbun.

### Chapter 2 Shares

#### Article 6 (Total Number of Authorized Shares)

The total number of authorized shares to be issued by the Company shall be one hundred sixty eight million shares (168,000,000).

#### Article 7 (Number of Shares Constituting One Unit)

The number of shares constituting one unit of shares of the Company shall be 100 shares.

#### Article 8 (Administrator of Register of Shareholders)

1. The Company shall have an administrator of the register of shareholders.
2. The administrator of the register of shareholders and its place of business shall be designated by resolution of the Board of Directors.
3. The preparation and retention of the register of shareholders and the register of stock acquisition rights of the Company, and the business relating to the register of shareholders and the register of stock acquisition rights of the Company shall be entrusted to the administrator of the register of shareholders, and the Company shall not handle them.

#### Article 9 (Share Handling Regulations)

The procedure for the exercise of rights by the shareholders of the Company and other handling of shares shall be governed by laws, ordinances or these Articles of Incorporation as well as the Share Handling Regulations adopted by the Board of Directors.

## Chapter 3 General Meeting of Shareholders

### Article 10 (Convening of General Meetings of Shareholders)

1. The ordinary general meeting of shareholders of the Company shall be convened in June of each year, and extraordinary general meeting of shareholders shall be convened whenever necessary.
2. The general meeting of shareholders shall be convened at the place where the head office of the Company is located or within the wards of Tokyo. Provided, however, that this shall not apply if the general meeting of shareholders is to be a Virtual General Meeting of Shareholders in accordance with the following paragraph.
3. The general meeting of shareholders of the Company may be held as a Virtual General Meeting of Shareholders.

### Article 11 (Record Date of Ordinary General Meeting of Shareholders)

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

### Article 12 (Person to Convene Meetings and Chairperson)

1. Unless otherwise provided for in laws and ordinances, the general meeting of shareholders shall be convened by the Representative Director, who shall act as chairperson, in accordance with the resolution of the Board of Directors.
2. If the Representative Director described in the preceding paragraph is unable to act, one of the other Directors shall act in his/her place in the order previously determined by resolution of the Board of Directors.

### Article 13 (Method of Resolutions)

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

Article 14 (Exercise of Votes by Proxy)

1. A shareholder may exercise his/her voting rights by proxy who shall be another shareholder (being one person) of the Company entitled to vote.
2. The shareholder or proxy is required to submit to the Company a document evidencing the power of attorney for each general meeting of shareholders.

Article 15 (Resolution for Countermeasures against Large-Scale Purchase of Shares of Company)

1. The countermeasures against large-scale purchase of shares of the Company as well as matters specifically provided for in laws, ordinances or these Articles of Incorporation may be determined by resolution of the general meeting of shareholders of the Company.
2. The countermeasures against large-scale purchase of shares of the Company described in the preceding paragraph means those countermeasures to make it difficult for a person to take over the Company by means of issuing new shares or subscription rights not for the main purpose of the Company's financing or business partnership, which shall be introduced before the commencement of takeover by a person who is likely to damage the corporate value of the Company and common interests of shareholders. The term "introduce" means to determine the specific content of countermeasures against large-scale purchase of shares of the Company, including, but not limited to adapting resolutions for issuance of new shares or subscription rights as countermeasures against large-scale purchase of shares of the Company.

Article 16 (Minutes)

Outline proceedings and the resultant actions taken at each general meeting of shareholders and such other matters as provided for in laws and ordinances shall be stated or recorded in minutes.

Article 17 (Measures, etc. for Providing Reference Documents, etc. for the General Meeting of Shareholders in Electronic Format)

1. In convening a general meeting of shareholders, the Company shall take measures for electronically providing information on Reference Documents, etc. for the General Meeting of Shareholders.
2. Among items for which the measures for providing information in electronic format will be taken, the Company shall not be required to state all or part of those items designated by the Ordinance of Ministry of Justice in the paper-based documents to be delivered to shareholders who requested them by the record date of voting rights.

Chapter 4 Directors and Board of Directors

Article 18 (Number of Directors)

The Company shall have not more than ten (10) Directors.

Article 19 (Method of Election)

1. Directors shall be elected at the general meeting of shareholders.
2. Resolutions for election of Directors shall be adopted at the general meeting of shareholders at which shareholders holding one-third (1/3) or more of voting rights of shareholders entitled to vote shall be present, by a majority of the voting rights of the shareholders so present.
3. Resolutions for election of Directors shall not be by cumulative voting.

Article 20 (Term of Office)

1. The term of office of Directors shall expire at the close of the ordinary general meeting of shareholders relating to the last business year that ends within one (1) year after their election.
2. The term of office of Directors elected to fill vacancies or to increase the number of Directors shall be the remaining term of office of other Directors currently in office.

Article 21 (Representative Directors and Directors with Executive Power)

1. The Board of Directors shall, by its resolution, appoint Representative Directors.
2. The Board of Directors may, by its resolution, elect one each of Chairman, Vice-Chairman and President, and one or more of Vice-Presidents, Senior Managing Directors and Managing Directors.

Article 22 (Person to Convene Meetings of Board of Directors and Chairperson)

Unless otherwise provided for in laws and ordinances, the meeting of the Board of Directors shall be convened by the person, who shall act as chairperson, in accordance with the resolution of the Board of Directors.

Article 23 (Notice to Convene Meetings of Board of Directors)

1. The notice to convene a meeting of the Board of Directors shall be dispatched to each Director and each Corporate Auditor on or before three (3) days prior to the date of meeting; provided, however, that above period may be shortened in case of urgency.
2. When all Directors and Corporate Auditors give unanimous consent, the meeting of the Board of Directors may be held without the formal convocation procedures.

Article 24 (Method of Resolutions of Board of Directors)

1. Resolutions of the Board of Directors shall be adopted at its meeting at which a majority of Directors entitled to participate in the resolutions shall be present, by a majority of Directors so present.
2. In the event that the requirements of Article 370 of the Corporation Act are fulfilled, the Company shall deem that a resolution of the Board of Directors has been adopted with respect to the subject matter of the resolution of the Board of Directors.

#### Article 25 (Minutes of Board of Directors)

Outline proceedings and the resultant actions taken at each meeting of the Board of Directors and such other matters as provided for in laws and ordinances shall be stated or recorded in minutes, and the Directors and Corporate Auditors present shall inscribe their names and affix their seals thereon or put their electronic signatures thereon.

#### Article 26 (Regulations of Board of Directors)

Matters relating to the Board of Directors shall be governed by laws, ordinances or these Articles of Incorporation as well as the Regulations of the Board of Directors established by the Board of Directors.

#### Article 27 (Remuneration, Etc)

Remuneration, bonuses and other proprietary benefits Directors may receive from the Company in consideration of the execution of their duties shall be determined by resolution of the general meeting of shareholders.

#### Article 28 (Reduction of Liabilities of Directors)

1. Pursuant to the provisions of Article 426, Paragraph 1 of the Corporation Act, the Company may, by resolution of the Board of Directors, exempt any Director (including any former Director) from such liability as provided for in Article 423, Paragraph 1 of the same act to the extent of such amount as provided for in laws and ordinances.
2. Pursuant to the provisions of Article 427, Paragraph 1 of the Corporation Act, the Company may enter into an agreement with a Director (excluding an Executive Director, etc.) to limit the liability for damages provided for in Article 423, Paragraph 1 of the same act to the extent of such amount as provided for in laws and ordinances.

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

#### Article 29 (Number of Corporate Auditors)

The Company shall have not more than five (5) Corporate Auditors.

#### Article 30 (Method of Election)

1. Corporate Auditors shall be elected at the general meeting of shareholders.
2. Resolutions for election of Corporate Auditors shall be adopted at the general meeting of shareholders at which shareholders holding one-third (1/3) or more of voting rights of shareholders entitled to vote shall be present, by a majority of the voting rights of the shareholders so present.

Article 31 (Term of Office)

1. The term of office of Corporate Auditors shall expire at the close of the ordinary general meeting of shareholders relating to the last business year that ends within four (4) year after their election.
2. The term of office of Corporate Auditors elected to fill vacancies arising from the early retirement of their predecessors shall expire at the expiration of term of office of their predecessors.

Article 32 (Full-Time Corporate Auditors)

The Board of Corporate Auditors shall, by its resolution, appoint Corporate Auditors to serve on a full-time basis.

Article 33 (Notice to Convene Meetings of Board of Corporate Auditors)

1. The notice to convene a meeting of the Board of Corporate Auditors shall be dispatched to each Corporate Auditor on or before three (3) days prior to the date of meeting; provided, however, that above period may be shortened in case of urgency.
2. When all Corporate Auditors give unanimous consent, the meeting of the Board of Corporate Auditors may be held without the formal convocation procedures.

Article 34 (Method of Resolutions of Board of Corporate Auditors)

Unless otherwise provided for in laws and ordinances, resolutions of the Board of Corporate Auditors shall be adopted by a majority of Corporate Auditors.

Article 35 (Minutes of Board of Corporate Auditors)

Outline proceedings and the resultant actions taken at each meeting of the Board of Corporate Auditors and such other matters as provided for in laws and ordinances shall be stated or recorded in minutes, and the Corporate Auditors present shall inscribe their names and affix their seals thereon or put their electronic signatures thereon.

Article 36 (Regulations of Board of Corporate Auditors)

Matters relating to the Board of Corporate Auditors shall be governed by laws, ordinances or these Articles of Incorporation as well as the Regulations of the Board of Corporate Auditors established by the Board of Corporate Auditors.

Article 37 (Remuneration, Etc)

Remuneration, bonuses and other proprietary benefits Corporate Auditors may receive from the Company in consideration of execution of their duties shall be determined by resolution of the general meeting of shareholders.



#### Article 38 (Reduction of Liabilities of Corporate Auditors)

1. Pursuant to the provisions of Article 426, Paragraph 1 of the Corporation Act, the Company may, by resolution of the Board of Directors, exempt any Corporate Auditor (including any former Corporate Auditor) from such liability as provided for in Article 423, Paragraph 1 of the same act to the extent of such amount as provided for in laws and ordinances.
2. Pursuant to the provisions of Article 427, Paragraph 1 of the Corporation Act, the Company may enter into an agreement with a Corporate Auditors to limit the liability for damages provided for in Article 423, Paragraph 1 of the same act to the extent of such amount as provided for in laws and ordinances.

### Chapter 6 Accounts

#### Article 39 (Business Year)

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

#### Article 40 (Organ to Decide Dividends of Retained Earnings, Etc)

Unless otherwise provided for in laws and ordinances, the Company may decide, by resolution of the Board of Directors not by resolution of a general meeting of shareholders with respect to the matters provided for in Article 459, Paragraph 1 of the Corporation Act including dividends of retained earnings.

#### Article 41 (Record Date for Dividends of Retained Earnings)

1. The record date for 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 the preceding two paragraphs, the Company may pay dividends of retained earnings by fixing a record date.

#### Article 42 (Period of Exclusion of Dividends)

In the event that dividends are paid in cash, if such dividends remain unreceived for three (3) full years from the day of commencement of payment, the Company shall be relived of the obligation to make such payment.