

Articles of Incorporation

(Public Interest Foundation) International
Manpower Development Organization, Japan

Chapter 1 General Provisions

Article 1 (Name)

The name of the Organization shall be the International Manpower Development Organization, Japan (Public Interest Foundation).

Article 2 (Office)

The principal office of the Organization shall be located in Chuo-ku, Tokyo.

- 2 The Organization may, by resolution of the Board of Directors, establish subordinate offices in other locations as necessary.

Article 3 (Purposes)

The purpose of the Organization shall be to carry out human resources training projects for developing countries, business advancement support projects in developing countries, etc., and to contribute to the economic development of developing countries, the promotion of international mutual understanding, and the sound development of Japan's society and industry.

Article 4 (Programs)

In order to achieve the purposes laid forth in the preceding Article, the Organization shall undertake the following programs.

- (1) Programs accepting foreign technical interns from developing countries and related technical internship job placement programs
- (2) Research and study and support programs for companies intending to expand into developing countries
- (3) Youth friendship exchange programs with developing countries
- (4) Support project for foreign students to do internships in Japan
- (5) Projects accepting foreign nationals as Specified Skilled Workers and related non-paid work placement projects
- (6) Any other program necessary to achieve the purposes of the Organization

- 2 The programs set forth in the preceding paragraph shall be conducted in Japan and overseas.

Article 5 (Discipline)

The Organization shall operate its programs in a fair and proper manner in accordance with the principles and norms of the Voluntary Code of Conduct (Code of Ethics)

stipulated separately by the Board of Councilors, and shall strive to achieve the purposes listed in Article 3 and to maintain and improve its public credibility.

Chapter 2 Assets and Accounting

Article 6 (Types of Assets)

The assets of the Organization shall be divided into two types: basic assets and other assets.

- 2 Basic assets shall be those assets deemed by the Board of Directors to be essential for conducting the programs that constitute the purposes of the Organization.
- 3 Other assets shall be those assets other than basic assets.
- 4 For assets received as donations after the date of certification as a public interest foundation, at least half of this amount shall be used for the programs laid forth in Article 4, and its handling shall be in accordance with the donation handling rules stipulated separately by the Board of Directors.

Article 7 (Management and Operation of Assets)

Management and operation of the assets of the Organization shall be conducted by the Executive Chairman(CEO), and the method of this management shall be in accordance with the Asset Management Regulations stipulated separately by the Board of Directors.

Article 8 (Maintenance and Disposal of Basic Assets)

The Organization shall strive to appropriately maintain and manage its basic assets.

- 2 In the unavoidable event that some part of a basic asset must be disposed of or offered as collateral, a resolution of the Board of Directors must be adopted and approval of the Board of Councilors must be obtained.

Article 9 (Fiscal Year)

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

Article 10 (Business Planning and Budget)

Documents describing the business plan, income and expenditure budgets, financing, and capital investment prospects of the Organization (hereinafter referred to as the "business plan and budget statements, etc.") shall be prepared by the Executive

Chairman(CEO) by the day prior to the start of each fiscal year and shall be subject to a resolution of the Board of Directors. The same shall apply to any changes to the above.

- 2 The business plan and budget statements, etc. set forth in Paragraph 1 shall be submitted to the relevant administrative agency by the day prior to the start of each fiscal year.
- 3 The documents set forth in Paragraph 1 shall be kept at the principal office and subordinate offices until the end of the relevant fiscal year, and shall be available for public inspection.

Article 11 (Business Reporting and Settlement of Accounts)

With regard to the business reporting and settlement of accounts of the Organization, the Executive Chairman (CEO) shall prepare the following documents after the end of each fiscal year, have them audited by the Auditors and have an audit performed by an Accounting Auditor of the documents listed from item 3 to item 7, and obtain the approval of an ordinary meeting of the Board of Councilors, followed by a resolution of the Board of Directors.

- (1) Program reports
 - (2) Supplementary detailed statements for program reports
 - (3) Balance sheet
 - (4) Profit and loss statement (statement of changes in net assets)
 - (5) Supplementary detailed statements for the balance sheet and profit and loss statement (statement of changes in net assets)
 - (6) Inventory of assets
 - (7) Cash flow statements
- 2 In addition to the documents set forth in the preceding paragraph, the following documents shall be kept at the principal office for five years (and at subordinate offices for three years) and shall be available for public inspection.
- (1) Audit reports and accounting audit reports
 - (2) Audit reports
 - (3) A list of Managing Directors, Auditors, and Councilors
 - (4) Documents describing standards for payment of remuneration, etc. to Managing Directors, Auditors, and Councilors
 - (5) Documents outlining the management organization and the status of program activities, as well as important numerical values related to these
- 3 The documents set forth in Paragraph 1 shall be submitted to the relevant administrative agency within three months after the end of each fiscal year.

- 4 The Organization shall give public notice of its balance sheet immediately after the conclusion of the ordinary meeting of the Board of Councilors set forth in Paragraph 1, in accordance with laws and regulations.

Article 12 (Long-Term Loans and Disposal or Transfer of Important Assets)

When the Organization intends to take out a long-term loan (meaning a loan to be repaid over one year or more), it shall obtain a resolution of the Board of Directors, then approval of the Board of Councilors.

- 2 When the Organization intends to dispose of or transfer important assets, it shall obtain a resolution of the Board of Directors, then approval of the Board of Councilors, as in the preceding paragraph.

Article 13 (Burden of Obligations and Waiver of Rights)

Except as provided for in the budget, when the Organization intends to assume the burden of new obligations or waive its rights, it shall obtain a resolution of the Board of Directors, then approval of the Board of Councilors.

Article 14 (Accounting Principles, etc.)

Accounting by the Organization shall be conducted in accordance with accounting practices of public interest corporations that are generally accepted as fair and reasonable.

- 2 Matters necessary for the Organization's handling of accounting shall be in accordance with the accounting regulations stipulated separately by a resolution of the Board of Directors.

Article 15 (Calculation of Remaining Amount of Assets Acquired for Public Interest Purposes)

Based on Article 48 of the Ordinance for Enforcement of the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations, in each fiscal year, the Executive Chairman(CEO) shall calculate the remaining amount of assets acquired for public interest purposes on the final day of the fiscal year, and shall list these assets in a document as per Article 11, Paragraph 2, Item 4.

Article 16 (Number of Councilors)

The Organization shall have no fewer than 10 and no more than 15 Councilors.

Article 17 (Appointment and Dismissal of Councilors)

Appointment and dismissal of Councilors shall be made by the Councilor Appointment Committee (hereinafter referred to as the "Committee").

- 2 The Committee shall consist of a total of five (5) members: one (1) Councilor, one (1) Auditor, one (1) Administrative Officer, and two (2) external members appointed in accordance with the provisions of the following paragraph.
- 3 The external members set forth in the preceding paragraph shall be selected by the Board of Directors from among those who fall into none of the following categories.
 - (1) A person or an employee who carries out the business of the Organization or an affiliated organization (including a major business partner or an organization with a significant interest. The same shall apply hereinafter).
 - (2) A person who has been subject to the provisions of preceding item 1 in the past
 - (3) A spouse, relative within the third degree of kinship, or employee (including past employees) of any person who falls under item 1 or 2.
- 4 The Board of Directors or the Board of Councilors, respectively, may recommend candidate Councilors for submission to the Committee. Rules for the operation of the Committee shall be stipulated separately by the Board of Directors.
- 5 When a candidate Councilor is recommended to the Committee, the Committee members shall be given an explanation of the reasons for judging the candidate qualified to be appointed as a Councilor, in addition to the following items.
 - (1) The candidate's career
 - (2) Reason(s) why the candidate was selected as a candidate
 - (3) Relationships between the candidate and the Organization and its Officers (Managing Directors, Auditors, and Councilors)
 - (4) Any positions held concurrently by the candidate
- 6 Resolutions of the Committee shall be adopted by a majority vote of the Committee members in attendance. However, at least one of the external Committee members must be present, and at least one of the external Committee members must approve the resolution.
- 7 The Committee may appoint substitute Councilors in case of any vacancies in the number of Councilors specified in the preceding Article.
- 8 In the case of the preceding paragraph, the Committee shall also decide on the

following matters.

- (1) That the candidate is a substitute Councilor
 - (2) If the candidate is to be appointed as a substitute for one or more specific Councilors, a statement shall be made to that effect and the names of those specific Councilors announced
 - (3) When appointing two or more substitute Councilors for the same Councilor (or in the case where a candidate is to be appointed as a substitute for two or more Councilors, such two or more Councilors), the order of priority among these substitute Councilors.
- 9 A resolution for the appointment of substitute Councilors as set forth in Paragraph 7 shall remain in effect until the conclusion of the Ordinary Meeting of the Board of Councilors for the last fiscal year ending within four (4) years after the resolution.
- 10 A Councilor may not concurrently serve as a Managing Director, Auditor, or employee of the Organization.
- 11 Any change in the members of the Board of Councilors shall be registered within two (2) weeks, and the relevant administrative agency notified to that effect without delay, accompanied by a certificate of registered matters.

Article 18 (Authority of Councilors)

The Councilors shall constitute the Board of Councilors, participate in the resolution of matters set forth in Paragraph 2 of Article 21, and exercise other authority in accordance with laws and regulations.

Article 19 (Term of Office of Councilors)

The term of office of a Councilor shall expire at the conclusion of the Ordinary Meeting of the Board of Councilors for the last fiscal year ending within four (4) years after his or her appointment, which shall not preclude his or her reappointment.

- 2 The term of office of a Councilor appointed to fill a vacancy shall be the remaining term of office of the retiring Councilor.
- 3 In the event that the number of Councilors is insufficient to fill the quorum prescribed in Article 16, they shall continue to have the rights and obligations as Councilors even after their resignation or the expiration of their term of office, until a new Councilor is appointed.

Article 20 (Remuneration, etc. of Councilors)

The Board of Councilors may grant remuneration to Councilors of an amount calculated in accordance with the standards for payment of remuneration, etc. stipulated separately

by the Board of Councilors, within a total amount not exceeding three million (3,000,000) yen each fiscal year.

Chapter 4 Board of Councilors

Article 21 (Composition and Authority)

The Board of Councilors shall consist of all the Councilors.

2 The Board of Councilors shall make resolutions on the following matters.

- (1) Appointment or dismissal of Managing Directors, Auditors, or Accounting Auditors
- (2) Amounts of remuneration, etc. for Managing Directors and Auditors
- (3) Standards for payment of remuneration, etc. to Councilors
- (4) Amendments to the Articles of Incorporation
- (5) Approval of business reporting and settlement of accounts for each fiscal year
- (6) Disposal of basic assets
- (7) Approval of long-term loans and disposal or transfer of important assets
- (8) Donation of remaining amount of assets acquired for public interest purposes or disposition of remaining assets
- (9) Merger, transfer of any business in whole or in part, or complete abolition of business for public interest purposes
- (10) Other matters provided by laws and regulations or in these Articles of Incorporation to be resolved by the Board of Councilors

3 Notwithstanding the preceding paragraph, no resolution may be adopted at individual meetings of the Board of Councilors on any matters other than those that constitute the purpose of the Board of Councilors as set forth in Paragraph 1 of Article 24.

Article 22 (Types and Convening of Meetings)

There shall be two types of meetings of the Board of Councilors: ordinary meetings of the Board of Councilors and extraordinary meetings of the Board of Councilors.

2 An ordinary meeting of the Board of Councilors shall be held once annually within three months after the end of each fiscal year.

3 An extraordinary meeting of the Board of Councilors shall be held whenever necessary.

Article 23 (Convocation)

Unless otherwise provided by laws and regulations, a meeting of the Board of Councilors

shall be convened by the Executive Chairman(CEO) in accordance with a resolution of the Board of Directors.

- 2 Notwithstanding the preceding paragraph, any Councilor may request the Executive Chairman(CEO) to convene a meeting of the Board of Councilors, indicating the matters to be discussed and the reasons for the convocation.
- 3 Upon receiving a request under the preceding paragraph, the Executive Chairman(CEO) shall convene a meeting of the Board of Councilors without delay.

Article 24 (Notice of Convocation)

The Executive Chairman(CEO) shall notify Councilors of a meeting of the Board of Councilors in writing or by electromagnetic means, indicating the date, time, place, and purpose of the meeting at least one week prior to the date of the meeting.

- 2 Notwithstanding the preceding paragraph, a meeting of the Board of Councilors may be convened without going through the convocation procedures for meetings if all Councilors agree to this.

Article 25 (Chair)

The Chair of the Board of Councilors shall be elected by the Board of Councilors from among its members.

Article 26 (Quorum)

A meeting of the Board of Councilors may not be convened unless a majority of the Councilors are present.

Article 27 (Resolutions)

Resolutions of the Board of Councilors shall be adopted by a majority vote of the Councilors present at a meeting where a majority of the Councilors, excluding any Councilors who have a special interest in the resolutions, are present.

- 2 Notwithstanding the preceding paragraph, the following resolutions shall be adopted by a majority vote of not less than two-thirds (2/3) of the Councilors, excluding those who have a special interest in the resolutions.
 - (1) Dismissal of Auditors
 - (2) Standards for payment of remuneration, etc. to Councilors
 - (3) Amendments to the Articles of Incorporation
 - (4) Disposal of basic assets
 - (5) Other matters stipulated by laws and regulations

- 3 When adopting a resolution for the appointment of Managing Directors or Auditors, a resolution as set forth in Paragraph 1 shall be adopted for each candidate. In the event that the total number of candidates for Managing Directors or Auditors exceeds the quorum set forth in Article 32, candidates who receive a majority of votes shall be appointed in priority order of number of votes received until the quorum is reached.

Article 28 (Omission of Resolutions)

In the event that a Managing Director makes a proposal concerning a matter that is a purpose of the meeting of the Board of Councilors, and all of the Councilors who are entitled to participate in the resolution indicate their intention to agree to such a proposal in writing or by electronic means, it shall be deemed that a resolution of the Board of Councilors to approve such a proposal has been adopted.

Article 29 (Omission of Reporting)

In the event that a Managing Director has notified all Councilors of a matter to be reported to the Board of Councilors, if all Councilors have indicated their intention to agree in writing or by electronic means that this matter is not required to be reported to the Board of Councilors, such matters shall be deemed to have been reported to the Board of Councilors.

Article 30 (Minutes of Proceedings)

Minutes of the proceedings of the Board of Councilors shall be prepared in accordance with laws and regulations.

- 2 The minutes shall be signed by the Chair and a signatory selected from among the Councilors present at the meeting.

Article 31 (Administrative Rules for the Board of Councilors)

Matters necessary for the administration of the Board of Councilors shall be governed by the Regulations for the Administration of the Board of Councilors stipulated separately by the Board of Councilors, in addition to the provisions of laws and regulations and these Articles of Incorporation.

Article 32 (Installation of Officers)

The Organization shall install the following Officers.

No fewer than 10 and no more than 15 Managing Directors.

No more than two (2) Auditors

- 2 No more than two (2) of the Managing Directors shall be Representative Directors.
- 3 Of the non-representative Managing Directors, up to eight (8) may be Managing Directors as stipulated in Article 91, Paragraph 1, Item 2 of the Act on General Incorporated Associations and General Incorporated Foundations, to which Article 197 applies mutatis mutandis.
- 4 Appoint Accounting Auditors for the Organization.

Article 33 (Appointment, etc. of Officers and Accounting Auditors)

Managing Directors, Auditors, and Accounting Auditors shall be appointed individually by a resolution of the Board of Councilors.

- 2 Representative Directors and Managing Directors shall be elected from among the Managing Directors by a resolution of the Board of Directors.
- 3 The Executive Chairman(CEO) and the President shall be elected from among the Representative Directors elected as per the preceding paragraph.
- 4 The Board of Directors may, by its resolution, elect a Senior Executive Director and Executive Directors from among the Managing Directors elected in Paragraph 2. However, there shall be no more than one (1) Senior Executive Director and two (2) Executive Directors.
- 5 An Auditor may not concurrently serve as a Managing Director or employee of the Organization.
- 6 The number of Managing Directors and their spouses or relatives within the third degree of kinship or other persons in special relationships as defined by laws and regulations shall not exceed one-third (1/3) of the total number of Managing Directors. The same shall apply to Auditors.
- 7 The number of Managing Directors who are directors or employees of other organizations of similar type or who are otherwise specified by laws and regulations as having mutual close relationships with similar organizations shall not exceed one-third (1/3) of the total number of Managing Directors. The same shall apply to Auditors.
- 8 Whenever there is any change in Managing Directors, Auditors, or Accounting Auditors, the change shall be registered within two weeks and the relevant administrative agency notified to that effect without delay, accompanied by a

certificate of registered matters.

Article 34 (Duties and Authority of Managing Directors)

The Managing Directors shall carry out their duties as prescribed by laws and regulations and these Articles of Incorporation.

- 2 The Executive Chairman(CEO) shall represent the Organization and shall preside over its business.
- 3 In the event that the Executive Chairman(CEO) is unable to act or is absent, the President shall represent the Organization, preside over its business, and perform the duties of the Executive Chairman(CEO) on behalf of the Organization.
- 4 The Senior Executive Director shall assist the President and shall carry out the business of the Organization. In the event that the President is unable to act or is absent, the Senior Executive Directors shall perform the duties of the President in his or her stead.
- 5 The Executive Director(s) shall allocate and carry out the business of the Organization. In the event that the Senior Executive Director is unable to act or is absent, an Executive Director shall perform his or her duties in the order of seniority determined in advance by the Board of Directors.
- 6 The authority of the Executive Chairman(CEO), President, Senior Executive Director, Executive Director(s) and the other Managing Directors who carry out the business of the Organization shall be in accordance with the Regulations on Authority and Responsibilities stipulated separately by the Board of Directors.
- 7 The Executive Chairman(CEO), President, Senior Executive Director, Executive Director(s) and the other Managing Directors who carry out the duties set forth in the preceding paragraph shall report to the Board of Directors on the status of execution of their own duties twice per fiscal year at intervals of at least four months.

Article 35 (Duties and Authority of Auditors)

Auditors shall audit the execution of duties by Managing Directors and prepare audit reports as prescribed by laws and regulations.

- 2 Auditors may, at any time, request reports on business from Managing Directors or employees, and investigate the state of business and assets of the Organization.

(Duties and Authority of Accounting Auditors)

Article 35-2 An Accounting Auditor shall audit the balance sheets and profit and loss statements (statements of changes in net assets) and their supplementary statements,

inventories of assets, and cash flow statements of the Organization, and shall prepare accounting reports as required by law.

- 2 An Accounting Auditor may, at any time, inspect and copy the following, or request accounting-related reports from Managing Directors or employees
 - (1) When accounting books or related materials are prepared in writing, such written documents
 - (2) When accounting books or related materials are prepared in the form of electromagnetic records, a representation of the matters recorded in such electromagnetic records in the manner prescribed by laws or regulations

Article 36 (Term of Office of Officers and Accounting Auditors)

The term of office of a Managing Director shall expire at the conclusion of the Ordinary Meeting of the Board of Councilors for the last fiscal year ending within two (2) years after his or her appointment.

- 2 The term of office of an Auditor shall expire at the conclusion of the Ordinary Meeting of the Board of Councilors for the last fiscal year ending within two (2) years after his or her appointment.
- 3 The term of office of a Managing Director or Auditor appointed to fill a vacancy shall expire at the end of the term of office of his or her predecessor.
- 4 In the event that the number of Managing Directors or Auditors is insufficient to fill the quorum prescribed in Article 32, they shall continue to have the rights and obligations as Managing Directors or Auditors even after their resignation or the expiration of their term of office, until a new Managing Director or Auditor is appointed.
- 5 Neither Managing Directors nor Auditors shall be precluded from reappointment. However, the number of reappointments, the total number of years in office, and the age limit at the time of reappointment shall be in accordance with the reappointment rules for Officers stipulated separately.
- 6 The term of office of an Accounting Auditor shall expire at the conclusion of the Ordinary Meeting of the Board of Councilors for the last fiscal year ending within one (1) year after his or her appointment. Provided, however, that he or she shall be deemed to have been reappointed unless otherwise resolved at the Ordinary Meeting of the Board of Councilors.

Article 37 (Dismissal of Officers and Accounting Auditors)

Any Managing Director or Auditor may be dismissed by a resolution of the Board of

Councilors if any of the following events occurs. However, in the case of dismissal of an Auditor, dismissal shall be based on a resolution of not less than two-thirds (2/3) of the Councilors who are entitled to vote.

- (1) When the Director or Auditor has violated or neglected his or her duties.
 - (2) When the Director or Auditor is unable or unwilling to perform his or her duties due to a mental or physical disorder.
- 2 Any Accounting Auditor may be dismissed by a resolution of the Board of Councilors if any of the following events occurs.
- (1) When the Accounting Auditor has violated or neglected his or her duties.
 - (2) When conduct of the Accounting Auditor has been unbecoming or inappropriate.
 - (3) When the Accounting Auditor is unable or unwilling to perform his or her duties due to a mental or physical disorder.
- 3 An Auditor may dismiss an Accounting Auditor with the unanimous consent of all Auditors if any of the items 1 to 3 of the preceding paragraph occurs. In this case, the Auditor shall report the fact of the dismissal and the reason for the dismissal to the first meeting of the Board of Councilors convened after the dismissal.

Article 38 (Remuneration of Officers and Accounting Auditors)

Remuneration, etc., calculated in accordance with the standards for payment of remuneration, etc., stipulated separately by the Board of Councilors, may be paid to Managing Directors and Auditors.

- 2 Remuneration for Accounting Auditors shall be determined by the Board of Directors with the consent of an Auditor.

Article 39 (Restrictions on Transactions)

In the event that a Managing Director intends to engage in any of the following transactions, the Managing Director shall disclose the material facts of this transaction and shall obtain the approval of the Board of Directors.

- (1) Transactions that fall under the category of the business of the Organization, either on his or her own behalf or for a third party
 - (2) Transactions with the Organization either on his or her own behalf or for a third party
 - (3) Transactions in which the Organization guarantees the debts of the Managing Director, or transactions with any party other than the Managing Director whose interests conflict with those of the Organization
- 2 The Managing Director who has undertaken any transaction set forth in the

preceding paragraph shall report the material facts of this transaction to the Board of Directors without delay.

- 3 The handling of the preceding two paragraphs shall be in accordance with the Board of Directors' Operation Rules set forth in Article 51.

Article 40 (Exemption or Limitation of Liability)

By a resolution of the Board of Directors, the Organization may exempt an Officer from liability for damages as stipulated in Article 111, Paragraph 1 of the Act on General Incorporated Associations and General Incorporated Foundations as applied mutatis mutandis pursuant to Article 198 of the Act, up to the amount obtained by deducting the minimum liability amount set forth in laws and regulations from the amount of liability for damages, as long as the requirements set forth in laws and regulations are met.

- 2 By a resolution of the Board of Directors, the Organization may enter into an agreement with an external officer to limit his or her liability as set forth in the preceding paragraph, if the agreement meets the requirements set forth in laws and regulations. However, the maximum amount of liability under such a contract shall be a predetermined amount of at least 100,000 yen or the minimum liability limit stipulated by laws and regulations, whichever is higher.

Chapter 6 Board of Directors

Article 41 (Composition)

The Board of Directors shall consist of all the Managing Directors.

Article 42 (Authority)

The Board of Directors shall perform the following duties.

- (1) Deciding on execution of the business of the Organization
 - (2) Supervising the execution of duties by Managing Directors
 - (3) Electing and dismissing Representative Directors and Managing Directors
- 2 The Board of Directors may not delegate to Managing Directors the following matters or other important decisions regarding the execution of business
 - (1) Disposal or transfer of important assets (including specified assets)
 - (2) Borrowing large amounts of money
 - (3) Appointment or dismissal of important employees
 - (4) Establishing, changing, or abolishing subordinate offices or other important

organizations

- (5) Establishing internal control systems (establishing systems to ensure that the execution of duties by Managing Directors complies with laws and regulations or the Articles of Incorporation, or other systems required by laws and regulations to ensure that the Organization's business is conducted appropriately)
- (6) Exemption from liability under Article 40, Paragraph 1, or concluding liability limitation agreements under Paragraph 2 of the same Article

Article 43 (Types and Convening of Meetings)

There shall be two types of meetings of the Board of Directors: ordinary meetings and extraordinary meetings.

- 2 Ordinary meetings of the Board of Directors shall be held twice per fiscal year.
- 3 An extraordinary meeting of the Board of Directors shall be held whenever any of the following events occurs.
 - (1) When the Executive Chairman(CEO) deems it necessary.
 - (2) When a Managing Director other than the Executive Chairman(CEO) requests in writing that the Executive Chairman(CEO) convenes a meeting, and states the purpose of the meeting.
 - (3) When a notice of convocation of a meeting of the Board of Directors within the next two weeks has not been issued within five days of the date of the request set forth in the preceding item, and the meeting is convened by the Managing Director who made the request.
 - (4) When an Auditor requests that the Executive Chairman(CEO) convenes a meeting of the Board of Directors, or when an Auditor convenes a meeting of the Board of Directors in accordance with Article 101, Paragraphs 2 and 3 of the Act on General Incorporated Associations and General Incorporated Foundations.

Article 44 (Convocation)

The Executive Chairman(CEO) shall convene meetings of the Board of Directors. However, this shall not apply in cases where a meeting is convened by a Managing Director pursuant to Item 3, Paragraph 3 of the preceding Article or by an Auditor pursuant to the latter part of Item 4, Paragraph 3 of the preceding Article.

- 2 In the case of Item 3, Paragraph 3 of the preceding Article, the Managing Director shall convene the Board of Directors; and in the case of the latter part of Item 4, Paragraph 3 of the preceding Article, the Auditor shall convene the Board of Directors.

- 3 In cases falling under Item 2 or the first part of Item 4 of Paragraph 3 of the preceding Article, the Executive Chairman(CEO) shall convene an extraordinary meeting of the Board of Directors within two weeks from the date of the request.
- 4 Each Managing Director and Auditor shall be notified of a meeting of the Board of Directors in writing or by electromagnetic means, indicating the date, time, place, and purpose of the meeting at least one week prior to the date of the meeting.
- 5 Notwithstanding the preceding item, a meeting of the Board of Directors may be convened without going through the convocation procedures for meetings if all Managing Directors and Auditors agree to this.
- 6 In the event that the Executive Chairman(CEO) is unable to act or is absent, the various Managing Directors shall perform the duties of the Executive Chairman(CEO) in his or her stead.

Article 45 (Chair)

The Executive Chairman(CEO) shall chair meetings of the Board of Directors.

Article 46 (Quorum)

A meeting of the Board of Directors may not be convened unless a majority of the Managing Directors are present.

Article 47 (Resolutions)

Except as otherwise provided in these Articles of Incorporation, the proceedings of the Board of Directors shall be adopted by a majority of the Managing Directors, excluding those Managing Directors who have special interest in the resolution.

Article 48 (Omission of Resolutions)

In the event that a Managing Director makes a proposal concerning a matter that is a purpose of the meeting of the Board of Directors, and all of the Managing Directors who are entitled to participate in the resolution indicate their intention to agree to such a proposal in writing or by electronic means, it shall be deemed that a resolution of the Board of Directors to approve such a proposal has been adopted. However, this shall not apply if an Auditor raises an objection.

Article 49 (Omission of Reporting)

If a Managing Director or Auditor has notified all Managing Directors and Auditors of a matter to be reported to the Board of Directors, they shall not be required to report such

matters to the Board of Directors.

2 The provisions of the preceding paragraph shall not apply to reporting under Article 34, Paragraph 7.

Article 50 (Minutes of Proceedings)

Minutes of the proceedings of the Board of Directors meetings shall be prepared in accordance with laws and regulations, and the Representative Director and Auditor(s) present at the meeting shall sign and affix their seals thereto.

Article 51 (Rules for Administration of the Board of Directors)

Matters concerning the administration of the Board of Directors shall be governed by the Rules for Administration of the Board of Directors stipulated separately by the Board of Directors, in addition to whatever is provided in laws and regulations or these Articles of Incorporation

Article 52 (Honorary Chairman)

The Organization may install an Honorary Chairman.

2. The Honorary Chairman shall be a person who has made significant contributions to the Organization and who has been appointed by the Board of Directors.
3. The Honorary Chairman may be paid an amount determined by the Board of Directors as remuneration, etc.
4. The Honorary Chairman may offer his or her opinions on important matters of the Organization.

Article 53 (Advisors)

The Organization may install several Advisors.

2. Advisors shall be appointed by the Board of Directors from among knowledgeable persons.
3. Advisors may be paid an amount determined by the Board of Directors as remuneration, etc.
4. Advisors may offer their opinions on important matters of the Organization.

Chapter 7 Affiliates

Article 54 (Affiliates)

Individuals or organizations that agree with the purpose of the Organization and pay the prescribed membership fee may become Affiliates of the Organization.

Essential matters concerning Affiliates shall be handled in accordance with the Affiliate Regulations stipulated separately by the Board of Directors.

Chapter 8 Amendments to the Articles of Incorporation, Mergers and Dissolution

Article 55 (Amendments to the Articles of Incorporation)

These Articles of Incorporation may be amended by a resolution of not less than two-thirds (2/3) of the Councilors who are entitled to vote at a meeting of the Board of Councilors. However, the purposes set forth in Article 3, the programs set forth in Article 4, the methods of appointment and dismissal of Councilors set forth in Paragraph 1 of Article 17, and donations of remaining amounts of assets acquired for public interest purposes set forth in Article 57 may not be changed.

- 2 Notwithstanding the preceding paragraph, the purposes set forth in Article 3, the programs set forth in Article 4 and the methods of appointment and dismissal of Councilors set forth in Paragraph 1 of Article 17 may be changed if approved by no less than three-fourths (3/4) of the Councilors who are entitled to vote.
- 3 If an attempt is made to amend the Articles of Incorporation (excluding minor changes) with regard to the matters listed in each item of Article 11, Paragraph 1 of the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations, any of the amendments set forth in the preceding paragraph must be approved by the relevant administrative agency.
- 4 In the event of any amendments other than those set forth in the preceding paragraph, the relevant administrative agency shall be notified to that effect without delay.

Article 56 (Mergers, etc.)

By a resolution of not less than two-thirds (2/3) of the Councilors who are entitled to vote at a meeting of the Board of Councilors, the Organization may merge with another entity under the Act on General Incorporated Associations and General Incorporated Foundations, or transfer its programs in whole or in part, or abolish all of its business for public interest purposes.

- 2 In the event that it intends to perform any of the acts set forth in the preceding

paragraph, the Organization shall notify the relevant administrative agency of this fact in advance.

Article 57 (Dissolution)

The Organization shall be dissolved for the reasons set forth in Article 202 of the Act on General Incorporated Associations and General Incorporated Foundations, or for the reasons set forth in laws and regulations.

Article 58 (Donations upon Cancellation, etc. of Authorization as a Public Interest Foundation)

If the Organization's authorization as a public interest foundation is revoked or if the Organization disappears due to a merger (except when the organization that inherits the Organization's rights and obligations is a public interest association), after a resolution of the Board of Councilors, assets equivalent to the remaining amount of assets acquired for public interest purposes shall be transferred within one month from the date of revocation of authorization as a public interest foundation or from the date of the merger to an organization listed in Article 5, Item 17 of the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations, or to the national government or local public entities.

Article 59 (Attribution of Residual Assets)

In the event of the liquidation of the Organization, through a resolution of the Board of Councilors, any residual assets shall be donated to an organization listed in Article 5, Item 17 of the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations, or to the national government or local public entities.

Chapter 9 Secretariat

Article 60 (Organization, etc.)

Matters necessary for the organization and operation of the Secretariat shall be handled in accordance with the Rules for Organization and Division of Duties of the Secretariat stipulated separately by the Board of Directors.

Article 61 (Documents and Records to be Kept)

The following documents and records shall be kept in the office at all times, as required by laws and regulations.

- (1) Articles of Incorporation
 - (2) A list of Managing Directors, Auditors, and Councilors
 - (3) Documents related to accreditation, authorization, approval, registration, etc.
 - (4) Documents related to the proceedings of the Organization specified in the Articles of Incorporation
 - (5) Inventory of assets
 - (6) Regulations for remuneration, etc. of Officers
 - (7) Business plans and budget documents
 - (8) Business reports and financial statements, etc.
 - (9) Audit reports and accounting audit reports
 - (10) Other documents and records required by laws and regulations
- 2 Inspection of the documents and records set forth in each item of the preceding paragraph shall be in accordance with the provisions of laws and regulations, as well as the Information Disclosure Regulations set forth in Paragraph 2 of Article 62.

Chapter 10 Disclosure of Information and Protection of Personal Information

Article 62 (Disclosure of Information)

In order to undertake fair and open activities, the Organization shall actively disclose its activities, details of management, financial documents, etc.

- 2 Necessary matters concerning disclosure of information shall be in accordance with the Information Disclosure Regulations stipulated separately by the Board of Directors.

Article 63 (Protection of Personal Information)

The Organization shall take all possible measures to protect personal information obtained in the course of its activities.

- 2 Necessary matters concerning protection of personal information shall be in accordance with the Personal Information Protection Regulations stipulated separately by the Board of Directors.

Chapter 11 Method of Public Notices

Article 64 (Method of Public Notices)

Public notices of the Organization shall be made electronically.

- 2 In the event that electronic public notices as set forth in the preceding paragraph cannot be used due to a technical incident or other unavoidable circumstances, public notices shall be given by publication in the official gazette.

Chapter 12 Supplementary Provisions

Article 65 (Delegation)

Apart from items stipulated in these Articles of Incorporation, necessary matters relating to the operation of the Organization shall be decided separately by the Board of Directors.

Supplementary Provisions

- 1 These Articles of Incorporation shall come into effect on the date of registration of the establishment of a public interest organization as provided for in Article 106, Paragraph 1 of the Act on Development of Related Laws Following Enforcement of the Act on General Incorporated Associations and General Incorporated Foundations and the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations.
- 2 When registering the dissolution of a special private corporation or registering the establishment of a public interest corporation as provided in Paragraph 1, Article 106 of the Act on Development of Related Laws Following Enforcement of the Act on General Incorporated Associations and General Incorporated Foundations and the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations, notwithstanding the provisions of Article 9, the day before the date of registration of dissolution shall be the last day of the fiscal year and the date of registration of establishment shall be the starting date of the fiscal year.
- 3 The Managing Directors and Auditors who will assume office on the date of registration of the incorporation of the Organization shall be as shown in the attached list.
- 4 The first Representative Director of the Organization shall be Kyoei Yanagisawa.

- 5 The first Councilors of the Organization shall be the following persons.
- | | | |
|------------------|------------------|-------------------|
| Sonoki Egi | Tatsuo Ono | Hitoshi Kanamori |
| Junko Kawamura | Yoshio Kondo | Katsuji Sakaitani |
| Fujio Toda | Tadashi Nakamura | Kiyoko Fujii |
| Teruyuki Maehara | Tetsuo Yamazaki | Katsuji Yamada |
- 6 The location of the principal office as stated in Article 2 (Office) of these Articles of Incorporation shall be amended from Koto-ku, Tokyo, to Chuo-ku, Tokyo, as of January 31, 2015.
- 7 Article 4 (Programs) of these Articles of Incorporation shall come into effect on the date of approval of amendments pursuant to the provisions of Article 11 of the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations (Act No. 49 of June 2, 2006).
- 8 The amendment regarding the establishment of Article 52 (Honorary Chairman) of these Articles of Incorporation shall come into effect on July 1, 2015.
- 9 The amendment to Article 36 (Terms of Office of Officers) of these Articles of Incorporation shall come into effect on July 1, 2020.
- 10 Article 4 (Programs) of these Articles of Incorporation shall come into effect on the date of approval of amendments pursuant to the provisions of Article 11 of the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations (Act No. 49 of June 2, 2006).
- 11 Any changes in regard to establishment of Accounting Auditors in Article 11 (Business Reporting and Settlement of Accounts), Article 21 (Composition and Authority), or Chapter 5 (Officers) of these Articles of Incorporation, as well as Article 61 (Documents and Records to be Kept), come into effect from January 20, 2022.
- 12 The amendment to Article 4 (Programs) of these Articles of Incorporation shall come into effect on April 1, 2023.
- 13 Article 4 (Programs) of these Articles of Incorporation shall come into effect on the date of approval of amendments pursuant to the provisions of Article 11 of the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations (Act No. 49 of June 2, 2006).