

Articles
of
Incorporation

NSD CO., LTD.

Articles of Incorporation

CHAPTER I. GENERAL PROVISIONS

Article 1 (Trade Name)

The name of the Company shall be "Kabushiki Kaisha NSD" and in English, "NSD CO., LTD."

Article 2 (Purpose)

The purpose of the Company shall be to engage in the following businesses:

1. Planning, design, development and consulting of information systems;
2. Construction and implementation of information systems;
3. Development, manufacture, sale and rental of software;
4. Various services using information technology (IT);
5. Maintenance, operation and management of information systems and information processing services;
6. Sale, rental, and maintenance of systems-related equipment;
7. Investigation and research, education, and production and sale of publications and electronic-media information associated with each of the foregoing items;
8. Temporary worker dispatch business and fee-charging employment agency business;
9. Production, cultivation, processing and sale of agricultural products using information technology (IT);
10. Development, manufacture, sale, rental and maintenance of medical systems and equipment, and medical-related services using information technology (IT);
11. Any and all businesses incidental to or associated with any of the foregoing items.

Article 3 (Location of Head Office)

The head office of the Company shall be located in Chiyoda-ku, Tokyo.

Article 4 (Governing Bodies)

In addition to the general meeting of shareholders and Directors, the Company shall establish the following governing bodies:

1. Board of Directors
2. Audit & Supervisory Board Members
3. Audit & Supervisory Board
4. Accounting Auditor

Article 5 (Method of Public Notice)

Public notice of the Company shall be given by electronic means; provided, however, that if public notice cannot be provided through electronic means due to accidents or other unavoidable circumstances, public notice may be given in The Nihon Keizai Shimbun.

CHAPTER II. SHARES

Article 6 (Total Number of Authorized Shares)

The total number of shares of the Company authorized to be issued shall be two hundred million (200,000,000) shares.

Article 7 (Number of Shares Constituting One Trading Unit)

The number of shares constituting one trading unit of shares of the Company shall be one hundred (100) shares.

Article 8 (Request by Odd-lot Shareholders for Sale of Shares)

Any shareholder who holds shares less than one trading unit (“odd-lot shares”) may request the Company to sell to them such number of shares as to make up one trading unit when added to the number of odd-lot shares they hold (“supplementary purchase”).

Article 9 (Restriction of Rights of Odd-lot Shareholders)

Odd-lot shareholders may not exercise any right other than the rights stipulated below:

1. the rights set out in each item of Article 189, Paragraph 2 of the Companies Act;
2. the right to request repurchase of shares with put options;
3. the right to receive an allotment of shares for subscription or share acquisition rights for subscription;
4. the right to request a supplementary purchase of odd-lot shares as set forth in the preceding article.

Article 10 (Shareholder Registry Administrator)

1. The Company shall appoint a shareholder registry administrator.
2. The shareholder registry administrator and the location of its office shall be selected by resolution of the Board of Directors and public notice shall be given.

Article 11 (Share Handling Regulations)

Entries or recording in the shareholder registry and registry of share acquisition rights, repurchases and supplementary purchases of odd-lot shares, other handling and fees related to shares or share acquisition rights, procedures for the exercise of shareholder's rights, and other matters shall be governed by the provisions of applicable laws and ordinances, these Articles of Incorporation, and the Share Handling Regulations set forth by the Board of Directors.

Article 12 (Record Date)

1. The shareholders with voting rights of the Company who are entered or recorded in the last shareholder registry as of March 31 of each year shall be deemed shareholders entitled to exercise their voting rights at the ordinary general meeting of shareholders for such fiscal year.
2. Notwithstanding the preceding paragraph, a record date may be determined by resolution of the Board of Directors whenever it is necessary to do so, with public notice made in advance.

CHAPTER III. GENERAL MEETING OF SHAREHOLDERS

Article 13 (Convocation)

The Company's ordinary general meeting of shareholders shall be convened in June each year, and an extraordinary general meeting of shareholders shall be convened whenever it is necessary to do so.

Article 14 (Convenor and Chairperson)

1. Unless otherwise provided by laws and ordinances, the President & CEO shall convene and chair the general meeting of shareholders by resolution of the Board of Directors.
2. If the President & CEO is unable to act, one of the other Directors shall convene and serve as chair in accordance with the order previously determined by the Board of Directors.

Article 15 (Electronic provision, etc.)

1. The Company shall electronically provide information contained in the reference documents for the general meeting of shareholders and other required information in convening general meetings of shareholders.
2. Among the matters to be provided electronically, the Company may choose to omit all or part of the matters stipulated by the ordinances of the Ministry of Justice in documents to be delivered to shareholders who make a request for document issuance by the record date of voting rights.

Article 16 (Method of Adopting Resolutions)

1. Unless otherwise provided by laws and ordinances or by these Articles of Incorporation, resolutions of the general meeting of shareholders shall be adopted by a majority of votes of the shareholders present at such meeting and entitled to exercise their voting rights.

2. Resolutions based on Article 309, Paragraph 2 of the Companies Act shall require two-thirds (2/3) or more of the votes of attending shareholders who hold one-third (1/3) or more of voting rights of shareholders entitled to vote.

Article 17 (Proxy Voting)

1. A shareholder may exercise his/her voting rights by proxy by appointing as proxy one (1) other shareholder who has voting rights of the Company.
2. The shareholder or proxy in the preceding paragraph must submit to the Company a power of attorney at each general meeting of shareholders.

CHAPTER IV. DIRECTORS AND BOARD OF DIRECTORS

Article 18 (Number of Directors)

The Company shall have no more than ten (10) Directors.

Article 19 (Election of Directors)

1. Directors shall be elected by resolution of the general meeting of shareholders.
2. Resolutions for the election of Directors shall require a majority of the votes of attending shareholders who hold one-third (1/3) or more of voting rights of shareholders entitled to vote.
3. Resolutions for the election of Directors shall not be made by cumulative voting.

Article 20 (Term of Office of Directors)

The term of office of Directors shall expire at the close of an ordinary general meeting of shareholders relating to the last fiscal year that ends within one (1) year after their election.

Article 21 (Representative Directors, Directors with Special Titles, and Advisors)

1. The Board of Directors shall select Representative Directors by its resolution.
2. The Board of Directors may, by its resolution, select one (1) Chairman of the Board, one (1) President, and one (1) or more Vice Presidents, Senior Managing Directors, Managing Directors, and Director-Advisors.

Article 22 (Convocation of Board of Directors Meetings)

1. Unless otherwise provided by laws and ordinances, the Chairman of the Board shall convene and chair meetings of the Board of Director.
2. If the position of Chairman of the Board is vacant or the Chairman of the Board is unable to act, the President shall convene and serve as chair, and if the President is unable to act, one of the other Directors shall convene and serve as chair in accordance with the order previously determined by the Board of Directors.
3. Notice of convocation of a meeting of the Board of Directors shall be made no later than three (3) days prior to the date of the meeting; provided, however, that such period may be shortened in case of emergency.

Article 23 (Resolutions of the Board of Directors)

1. Resolutions of the Board of Directors shall be adopted by a majority of the votes of attending Directors who comprise a majority of incumbent Directors.
2. Notwithstanding the preceding provision, if all Directors express their intention to agree to a matter for resolution in writing or by electromagnetic means and Audit & Supervisory Board Members state no objection to such matter, it shall be deemed that a resolution of the Board of Directors approving such matter has been adopted.

Article 24 (Liability Limitation Agreements with Outside Directors)

Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with an Outside Director that limits the liability for damages caused by negligence of his/her duties. However, the maximum liability under the agreement shall be the amount provided by laws and ordinances.

CHAPTER V. AUDIT & SUPERVISORY BOARD MEMBERS AND AUDIT & SUPERVISORY BOARD

Article 25 (Number of Audit & Supervisory Board Members)

The Company shall have no more than five (5) Audit & Supervisory Board Members.

Article 26 (Election of Audit & Supervisory Board Members)

1. Audit & Supervisory Board Members shall be elected by resolution of the general meeting of shareholders.
2. Resolutions for the election of Audit & Supervisory Board Members shall be adopted by a majority of the votes of attending shareholders who hold one-third (1/3) or more of shareholders entitled to vote.

Article 27 (Term of Office of Audit & Supervisory Board Members)

1. The term of office of Audit & Supervisory Board Members shall expire at the close of an ordinary general meeting of shareholders relating to the last fiscal year that ends within four (4) years after their election.
2. The term of office of any Audit & Supervisory Board Member who has been elected as a substitute shall be up to the expiry of the term of office of the retiring Audit & Supervisory Board Member.

Article 28 (Full-time Audit & Supervisory Board Members)

The Audit & Supervisory Board shall select full-time Audit & Supervisory Board Members from its members by its resolution.

Article 29 (Convocation of Audit & Supervisory Board Meetings)

Notice of convocation of a meeting of the Audit & Supervisory Board shall be made no later than three (3) days prior to the date of the meeting; provided, however, that such period may be shortened in case of emergency.

Article 30 (Resolutions of the Audit & Supervisory Board)

Unless otherwise provided by laws and ordinances, resolutions of the Audit & Supervisory Board shall be adopted by a majority of votes of the Audit & Supervisory Board Members.

Article 31 (Liability Limitation Agreements with Outside Audit & Supervisory Board Members)

Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with an Outside Audit & Supervisory Board Member that limits the liability for damages caused by negligence of his/her duties. However, the maximum liability under the agreement shall be the amount provided by laws and ordinances.

CHAPTER VI. ACCOUNTING AUDITOR

Article 32 (Election of Accounting Auditor)

The Accounting Auditor shall be elected by resolution of the general meeting of shareholders.

Article 33 (Term of Office of Accounting Auditor)

1. The term of office of the Accounting Auditor shall expire at the close of an ordinary general meeting of shareholders relating to the last fiscal year that ends within one (1) year after their election.
2. Unless otherwise resolved at the ordinary general meeting of shareholders in the preceding paragraph, the Accounting Auditor shall be deemed to have been re-elected.

CHAPTER VII. ACCOUNTS

Chapter 34 (Fiscal year)

The fiscal year of the Company shall be from April 1 of each year to March 31 of the following year.

Chapter 35 (Decision-making Body for Dividend of Surplus)

Unless otherwise provided by laws and ordinances, dividend of surplus and other matters listed in each item of Article 459, Paragraph 1 of the Companies Act shall be determined by resolution of the Board of Directors, without requiring a resolution of the general meeting of shareholders.

Chapter 36 (Record Date for Dividend of Surplus)

1. The record date for the Company's year-end dividends shall be March 31 of each year.
2. The record date for the Company's interim dividends shall be September 30 of each year.

Article 37 (Exclusion Period for Dividends)

The Company shall be relieved from its obligation to pay cash dividends if such dividends have not been claimed after a full three (3) years have elapsed from the date of commencement of payment.

(Amended June 2022)