

ARTICLES OF INCORPORATION
(June 26, 2025)

KAGA ELECTRONICS CO., LTD.

Chapter 1. General Provisions

Article 1 (Trade Name)

The name of the Company shall be Kaga Denshi Kabushiki Kaisha and shall be expressed as KAGA ELECTRONICS CO., LTD. in English.

Article 2 (Purpose)

The Company is organized for the purpose of engaging in the following business activities:

1. To buy and sell, and import and export the following goods (including products, semi-finished products, parts and accessories):
 - a. Electronic parts and semi-conductors;
 - b. Electric machinery and apparatus, and telecommunication equipment;
 - c. Construction machinery, machine tools, transport machinery, office and consumer machinery and apparatus, and other general machinery and apparatus;
 - d. Measuring instruments, medical instruments and tools, and other precision instruments and tools
 - e. Steel products, non-ferrous metal products, metal products, fiber products, wood, wooden products, paper, paper products, chemical products, petroleum products, rubber products, soil and stones, ceramic products;
 - f. Daily necessities and miscellaneous goods, oils and fats, fuel, marine products, livestock products, food and beverages;
 - g. Electronic toys, musical instruments, sports goods, automobiles, vehicles such as bicycles, ships and vessels, aircraft, unmanned aircraft, and precious metal products.
 - h. Publications, printed matter, video software, video pictures such as film.
2. To plan, develop, produce, manufacture, process, repair, lease, manage brokerage and storage, dispose of and recycle the goods pertaining to the preceding Item, and to contract out the foregoing.
3. To buy and sell, lease, and act as a brokerage in real estate.
4. To engage in land, marine and air transportation business, aircraft use business, unmanned aircraft use business, aircraft maintenance business, heliport installation business, and agency business thereof.
5. To offer loans, to buy and sell securities, and to engage in surety and commissioned agency business.
6. To acquire, plan, develop, maintain, lease, and sell intangible property rights such as an industrial property right and a copyright, know-how, various systems, engineering and other software.
7. To run facilities for tourism, healthcare, medical treatment, sports, entertainment training, inns, hotels, and restaurants as well as travel agencies.
8. To engage in casualty insurance agency business, compulsory automobile liability insurance agency business under the Automobile Liability Security Act, and life insurance solicitation business.
9. To engage in general lease business.
10. To buy and sell, and to import and export jewelry, works of art and curios, and to buy and sell second-hand articles.
11. To engage in warehousing business.
12. To engage in worker dispatch business and employment placement/agency business.
13. To engage in event planning and advertising business.
14. To engage in civil engineering, construction and equipment installation business.
15. To engage in telecommunications business.

16. To engage in electric power generation business, including natural energy supply and the management and operation thereof, and the business of buying and selling electricity.
17. To engage in education and learning support business.
18. To engage in in-home service business pursuant to the Long-Term Care Insurance Act.
19. To engage in community-based service business pursuant to the Long-Term Care Insurance Act.
20. To engage in in-home long-term care support business pursuant to the Long-Term Care Insurance Act.
21. To engage in facility service business pursuant to the Long-Term Care Insurance Act.
22. To engage in preventive long-term care service business pursuant to the Long-Term Care Insurance Act.
23. To engage in community-based preventive care service business pursuant to the Long-Term Care Insurance Act.
24. To engage in preventive long-term care support business pursuant to the Long-Term Care Insurance Act.
25. To construct and operate fee-based homes for the elderly.
26. To engage in the business of residences for the elderly.
27. To engage in consulting business pertaining to each business listed in the respective preceding Items.
28. To engage in any business related and pertaining to each business listed in the respective preceding Items.

Article 3 (Location of Head Office)

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

Article 4 (Organs)

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

- (1) Board of directors;
- (2) Audit and Supervisory Committee; and
- (3) Accounting auditor(s).

Article 5 (Method of Giving Public Notice)

Public notices of the Company shall be given in the form of an electronic public notice; provided, however, that in the case where it is unable to give an electronic public notice due to an accident or any other unavoidable circumstances, publication in the Nihon Keizai Shimbun shall be made in lieu thereof.

Chapter 2. Shares

Article 6 (Total Number of Authorized Shares)

The total number of shares authorized to be issued by the Company shall be eighty million (160,000,000) shares.

Article 7 (Share Units)

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

Article 8 (Rights to Shares of Less than One Unit)

Holders of Company shares of less than one unit may not execute any right other than the rights listed as follows:

- (1) Rights listed in Items of Paragraph 2, Article 189 of the Companies Act;
- (2) The right to make a demand to the Company pursuant to the provision of Paragraph 1, Article 166 of the Companies Act;
- (3) The right to receive the allotment of shares for subscription and the allotment of share option for subscription according to the number of shares held by such holder; and
- (4) The right to make a demand under the provision of the following Article.

Article 9 (Additional Purchase of Shares of Less than One Unit)

Any shareholder of the Company may submit to the Company a demand for the sale of such number of shares that will, together with the number of shares of less than one unit held by such shareholder, constitute one share unit, as set forth in the share handling regulations.

Article 10 (Administrator of Shareholder Registry)

The Company shall have an administrator of the shareholder registry.

2. The administrator of the shareholder registry and a place in which he or she handles administrative affairs pertaining thereto shall be appointed by a resolution of the board of directors meeting or by a decision of a director authorized by a resolution of the board of directors, and public notice thereon shall be given.
3. The Company shall entrust the administrator of the shareholder registry with the preparation of the shareholder registry and share option registry of the Company, and the keeping and other administrative affairs pertaining thereto, and the Company shall not handle such matters by itself.

Article 11 (Share Handling Regulations)

Handling and fees pertaining to shares of the Company shall be as set forth in the share handling regulations prescribed by a resolution of the board of directors or by a director authorized by a resolution of the board of directors, in addition to those provided for in applicable laws and regulations or herein.

Chapter 3. Shareholders' Meeting

Article 12 (Convocation)

The ordinary general meeting of shareholders of the Company shall be convened within three months from April 1 every year, while the extraordinary general meeting of shareholders any time as necessary.

2. The Company may hold a general meeting of shareholders without a designated venue as the general meeting of shareholders.

Article 13 (Record Date of Annual Shareholders' Meeting)

The record date for the determination of voting rights of the annual shareholders' meeting of the Company shall be March 31 each year.

Article 14 (Convenor and Chairperson)

Unless otherwise provided for in applicable laws and regulations, the director determined in advance by the Board of Directors shall call and preside over the General Meeting of Shareholders.

2. In the event that said director is not able to attend the Meeting due to an accident or any other unavoidable circumstances, another director appointed in the order prescribed by the Board of Directors shall call and preside over the General Meeting of Shareholders.

Article 15 (Measures, etc. for Providing Information in Electronic Format)

When the Company convenes a general meeting of shareholders, it shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc., in electronic format.

2. Among items for which the measures for providing information in electronic format will be taken, the Company shall not be required to include all or some of those items designated by the Ministry of Justice Order from statements in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents by the record date of voting rights.

Article 16 (Method of Resolutions)

Unless otherwise provided for in applicable laws and regulations or herein, a resolution of a shareholders' meeting shall be adopted by a majority of the votes of the shareholders present at the meeting where the shareholders holding a majority of the votes of the shareholders who are entitled to exercise their votes are present.

2. The resolutions of the shareholders' meetings provided for in paragraph 2, Article 309 of the Companies Act shall be adopted by a majority of two thirds or more of the votes of the shareholders present at the meeting where the shareholders holding one third or more of the votes of the shareholders entitled to exercise their votes at such shareholders' meetings are present.

Article 17 (Voting by Proxy)

Shareholders may exercise their voting rights through a proxy who is a shareholder holding voting rights of the Company.

2. Shareholders or their respective proxies are obligated to present to the Company a document evidencing their power as a proxy for each shareholders' meeting.

Chapter 4. Directors, Board of Directors, and Executive Officers

Article 18 (Number of Directors)

The Company shall have twenty (20) or less directors (excepting directors who are Audit and Supervisory Committee Members).

2. The Company shall have four (4) or less directors who are Audit and Supervisory Committee Members (hereinafter referred to as "Audit and Supervisory Committee Members").

Article 19 (Election of Directors)

Directors shall be elected at a shareholders' meeting, that distinguishes between those who are Audit and Supervisory Committee Members and those who are not.

2. A resolution of a shareholders' meeting to elect directors shall be adopted by a majority of the votes of the shareholders present at the meeting where the shareholders holding one third or more of the votes of the shareholders who are entitled to exercise their votes are present.
3. No cumulative voting shall be used for the election of directors.

Article 20 (Term of Office of Directors)

The term of office of directors shall continue until the conclusion of the Ordinary General Meeting of Shareholders for the last fiscal year which ends within one (1) year from the time of their election.

2. Regardless of the provisions of the preceding paragraph, the term of office of Audit and Supervisory Committee Members shall continue until the conclusion of the Ordinary General Meeting of Shareholders for the last fiscal year which ends within two (2) years from the time of their election.
3. The term of office of directors (excepting directors who are Audit and Supervisory Committee Members) who are elected as an addition or a substitute for a director (excepting directors who are Audit and Supervisory Committee Members) who retired before the expiration of the term of office shall continue until the expiration of the term of office of other directors (excepting directors who are Audit and Supervisory Committee Members) in office.
4. The term of office of an Audit and Supervisory Committee Member who is elected to fill a vacancy of an Audit & Supervisory Committee Member who retired before the expiration of the term of office shall continue until the expiration of the term of office of the member who retired from office.

Article 21 (Representative Directors)

The board of directors shall appoint representative directors from among directors (excepting directors who are Audit and Supervisory Committee Members) by a resolution of the board of directors meeting.

Article 22 (Executive Officers)

The Company may, by a resolution of the board of directors meeting, have executive officer(s).

2. The Board of Directors may, by resolution, appoint the Founder & CEO, President & COO, senior managing executive officers, managing executive officers, senior executive officers, and a small number of other executive officers with titles from among directors (excepting directors who are Audit and Supervisory Committee Members).

Article 23 (Convenor and Chairperson)

Unless otherwise provided for in applicable laws and regulations, the director determined in advance by the Board of Directors shall call and preside over the Board of Directors meetings.

2. In the event that said director is not able to attend the meeting due to an accident or any other unavoidable circumstances, another director appointed in the order prescribed by the Board of Directors shall call and preside over the meeting.

Article 24 (Notice of Calling of Board of Directors Meeting)

The notice of the board of directors meeting shall be given to each director no later than three (3) days prior thereto, provided, however, that in the event of urgent need, such period of time may be shortened.

2. The board of directors meeting may be held without the procedures for calling such meeting if the consent of all directors is obtained.

Article 25 (Omission of Resolution of Board of Directors Meeting)

The Company shall, in the case where the requirement provided for in Article 370 of the Companies Act is fulfilled, deem that a resolution of the board of directors meeting has been adopted.

Article 26 (Delegation of Decisions for Execution of Business to Directors)

Based on the provisions of Article 399-13, Paragraph 6 of the Companies Act, the Company may, by a resolution of the board of directors, delegate all or some important decisions regarding execution of business (excepting matters listed in each Item of Paragraph 5 of the same Article) to directors.

Article 27 (Board of Directors Regulations)

Matters related to the board of directors shall be as set forth in the board of directors regulations prescribed at the board of directors meeting, in addition to those provided for in applicable laws and regulations or herein.

Article 28 (Remuneration, etc. for Directors)

Remuneration and bonuses paid to directors and other financial benefits that the directors receive from the Company in consideration of the performance of their respective duties (hereinafter referred to as “Remuneration, etc.”) shall be fixed by a resolution of a shareholders’ meeting, with a distinction made between directors who are Audit and Supervisory Committee Members and other directors.

Article 29 (Exemption of Directors from Liability)

Pursuant to Article 426, Paragraph 1 of the Companies Act, the Company may, by resolution of the Board of Directors, exempt directors (including former directors) from liability to pay compensation for damage resulting from negligence in the execution of duties up to the statutory limit.

2. The Company may enter into agreements with directors (excluding executive directors and others in comparable positions) limiting liability to pay compensation for damage resulting from negligence in the execution of duties pursuant to Article 427, Paragraph 1 of the Companies Act; provided, however, that the maximum amount of liability pursuant to such agreements shall be the minimum amount specified in laws and regulations.

Chapter 5. Audit and Supervisory Committee

Article 30 (Notice of Calling of Audit and Supervisory Committee Meeting)

The notice of an Audit and Supervisory Committee meeting shall be given to each Audit and Supervisory Committee Member no later than three (3) days prior thereto, provided, however, that in the event of urgent need, such period of time may be shortened.

2. An Audit and Supervisory Committee meeting may be held without the procedures for calling such meeting if the consent of all Audit and Supervisory Committee Members is obtained.

Article 31 (Resolutions of Audit and Supervisory Committee Meeting)

A resolution of the Audit and Supervisory Committee meeting shall be adopted by a majority of the Audit and Supervisory Committee Members where a majority of the Audit and Supervisory Committee Members who can vote on resolutions are in attendance.

Article 32 (Audit and Supervisory Committee Regulations)

Matters related to the Audit and Supervisory Committee shall be as set forth in the Audit and Supervisory Committees regulations prescribed at an Audit and Supervisory Committee meeting, in addition to those provided for in applicable laws and regulations or herein.

Chapter 6. Accounting Auditors

Article 33 (Election and Term of Office of Accounting Auditors)

An accounting auditor(s) shall be elected by a resolution of a shareholders' meeting.

2. The term of office of an accounting auditor(s) shall continue until the conclusion of the annual shareholders' meeting for the last business year which ends within one (1) year from the time of their election.
3. Unless otherwise resolved at the annual shareholders' meeting under the preceding paragraph, an accounting auditor(s) shall be deemed to have been re-elected at such annual shareholders' meeting.

Article 34 (Remuneration, etc. for Accounting Auditors)

Remuneration, etc. for accounting auditors shall be fixed by the representative director with the consent of the Audit and Supervisory Committee.

Chapter 7. Accounting

Article 35 (Business Year)

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

Article 36 (Dividends of Surplus, Etc.)

The Company may, by a resolution of the board of directors, decide the matters listed in each Item of Article 459, Paragraph 1 of the Companies Act.

2. The Company may pay monetary dividends of surplus (hereinafter referred to as "dividends") to registered shareholders or registered pledgees of shares listed in the final shareholder registry on September 30 or March 31 of each year.

Article 37 (Period of Exclusion for Dividends)

In a case where the dividend property consists of money, if the money is not received after the expiration of three (3) years from the day on which the payment of money has commenced, the Company shall be exempt from the obligation to pay such money.

2. The dividends due and unpaid shall not accrue any interest.

Supplementary Provisions

(Transitional Measures for Exemption from Liability for Company Auditors)

The Company may, by a resolution of the board of directors, exempt company auditors (including former company auditors) from the liability for damages prescribed in Article 423, Paragraph 1 of the Companies Act for acts committed prior to the conclusion of the 57th Ordinary General Meeting of Shareholders, to the limit permitted by laws and regulations.