

ARTICLES OF INCORPORATION

Amended on March 1, 2023

KYUDENKO CORPORATION

Articles of Incorporation of KYUDENKO CORPORATION

Chapter 1 General Provisions

(Business Name)

Article 1 The name of the Company shall be “*Kabushikikaisha Kyudenko*” and it shall be indicated in English as KYUDENKO CORPORATION.

(Business Purpose)

Article 2 The business purpose of the Company shall be to engage in the following businesses.

- (1) Electrical and telecommunications construction work
- (2) Plumbing, waterworks/cleaning facilities construction, and machinery and appliance installation work
- (3) Firefighting facilities construction work
- (4) General civil engineering and building construction work
- (5) Scaffolding, civil engineering and concrete construction work
- (6) Steel structures construction work
- (7) Pavement construction work
- (8) Interior finishing work
- (9) Manufacture and sale of electrical appliances and machinery
- (10) Telecommunications business
- (11) Research & development, manufacture and sale of software and related apparatuses for electronic computers
- (12) Research, planning, surveying, designing, supervising, engineering, consulting, maintenance, and sale of technology/know-how related to the preceding items
- (13) Purchase/sale, brokerage, leasing, and maintenance and management of real estate
- (14) General leasing business
- (15) General area trucking business
- (16) Management of golf courses, restaurants, hotels and Japanese-style inns
- (17) Business related to electric power generation and supply of electricity
- (18) Advertising agency business
- (19) Production, processing and sale of agricultural products, and planning, development, manufacture, purchase and sale of related goods
- (20) Nursing care service business and management of nursing homes
- (21) Any business incidental or related to each item above

2 The Company may invest in the businesses set forth in each item of the preceding paragraph or establish corporations that engage in those businesses.

(Head Office)

Article 3 The Company shall have its head office in Fukuoka City.

(Organizational Bodies)

Article 4 The Company shall establish the following organizational bodies in addition to General Meeting of Shareholders and Directors:

- (1) Board of Directors
- (2) Audit and Supervisory Committee
- (3) Accounting Auditors

(Method of Public Notice)

Article 5 Public notices from the Company shall be given by way of electronic public notice; provided, however, that in cases where the Company is unable to give public notice by way of electronic public notice due to an accident or other unavoidable circumstances, public notices from the Company shall be given by publication in the Nihon Keizai Shimbun.

Chapter 2 Shares

(Total Number of Shares Authorized to be Issued)

Article 6 The total number of shares authorized to be issued by the Company shall be 250 million (250,000,000) shares.

(Number of Shares per Unit)

Article 7 The number of shares per unit of the Company shall be one hundred (100).

(Rights in Shares Less than One Unit)

Article 8 Shareholders of the Company may not exercise any rights for shares less than one unit except for the following rights:

- (1) Rights listed in each item under Article 189, Paragraph 2 of the Companies Act
- (2) Right to make a claim pursuant to the provisions of Article 166, Paragraph 1 of the Companies Act
- (3) Right to receive allotment of shares for subscription and allotment of share subscription rights according to the number of shares held by the shareholder

(Shareholder Registry Administrator)

Article 9 The Company shall appoint a shareholder registry administrator. The shareholder registry administrator and its place for handling business shall be determined by resolution of the Board of Directors or by decision of Director(s) delegated by the Board of Directors and public notice thereof shall be made.

- 2 Preparation and keeping of the Company's shareholder registry and the share option registry as well as any other administrative affairs related to the shareholder registry and the share option registry shall be delegated to the shareholder registry administrator, and such affairs shall not be handled by the Company.

(Share Handling Regulations)

Article 10 Share handling and related fees as well as procedures for the exercise of shareholders' rights shall be in accordance with the share handling regulations established by resolution of the Board of Directors or by decision of Director(s) delegated by the Board of Directors, in addition to laws and regulations and the Articles of Incorporation.

Chapter 3 General Meeting of Shareholders

(Convening)

Article 11 An annual general meeting of shareholders of the Company shall be convened in June every year, and an extraordinary general meeting of shareholders shall be convened when necessary, by a Director who chairs a general meeting of shareholders based on a resolution of the Board of Directors.

(Record Date for Annual General Meeting of Shareholders)

Article 12 The record date for voting rights exercisable at an annual general meeting of shareholders of the Company shall be March 31 of each year.

(Chairperson)

Article 13 The Executive Officer and President who is also a Director shall serve as chairperson of a general meeting of shareholders.

- 2 In case that the Executive Officer and President referred to in the preceding paragraph is prevented from doing so, one of the other Directors shall act as chairperson in the order predetermined by the Board of Directors.

(Measures for Electronic Provision, etc.)

Article 14 Upon convening a general meeting of shareholders, the Company shall take measures to provide information contained in the reference documents for the general meeting of shareholders, etc. electronically.

- 2 While the Company shall deliver a document specifying the matters to be provided electronically to shareholders who have requested the delivery of the paper copy by the record date for voting rights, it may choose not to include all or part of the matters stipulated in the Ordinance of the Ministry of Justice in the paper copy.

(Resolution Method)

Article 15 Except as otherwise provided for in laws and regulations or by the Articles of Incorporation, resolutions at a general meeting of shareholders shall be adopted by a majority of the votes of the shareholders with voting rights present at the meeting.

- 2 Resolutions provided for in Article 309, Paragraph 2 of the Companies Act shall be adopted by 2/3 or more of the voting rights of the shareholders present at the meeting, where shareholders holding 1/3 or more of the total voting rights of shareholders who may exercise the voting rights are in attendance.

(Exercise of Voting Rights by Proxy)

Article 16 A shareholder may exercise his/her voting rights by appointing one of the other shareholders having voting rights of the Company as a proxy. In such a case, a letter of proxy shall be submitted to the Company.

(Minutes)

Article 17 A summary and results of proceedings at a general meeting of shareholders as well as other matters provided for in laws and regulations shall be specified or recorded in the minutes.

Chapter 4 Directors, Board of Directors and Executive Officers

(Number)

- Article 18** The number of Directors of the Company (excluding Directors serving as Audit and Supervisory Committee Members) shall not exceed thirteen (13).
- 2** The number of Directors of the Company serving as Audit and Supervisory Committee Members (hereinafter “Audit and Supervisory Committee Members”) shall not exceed six (6).

(Appointment)

- Article 19** Directors shall be appointed at general meetings of shareholders, while making a distinction between Directors who are Audit and Supervisory Committee Members and the other Directors.
- 2** Directors shall be appointed by a resolution adopted by a majority of the votes of the shareholders present at the meeting, where shareholders holding 1/3 or more of the total voting rights of the shareholders who may exercise the voting rights are in attendance.
 - 3** No cumulative voting shall be applied in a resolution for appointment of Directors.

(Term)

- Article 20** The term of Directors shall be by the closing of the annual general meeting of shareholders related to the last of the business years ending within one (1) year of the appointment.
- 2** Notwithstanding the provision in the preceding paragraph, the term of Audit and Supervisory Committee Members shall expire at the conclusion of the annual general meeting of shareholders related to the last of the business years ending within two (2) years of the appointment.
 - 3** The term of an Audit and Supervisory Committee Member elected as a substitute for an Audit and Supervisory Committee Member who resigns prior to the expiry of his or her term shall expire at the expiration of the term of the resigning Member.
 - 4** The period of validity of a resolution to appoint an Audit and Supervisory Committee Member as a substitute pursuant to Article 329, Paragraph 3 of the Companies Act shall continue until the beginning of an annual general meeting of shareholders held two (2) years after the general meeting of shareholders where he or she was appointed, provided that the resolution did not shorten that period.

(Representative Directors and Directors with Specific Titles)

- Article 21** The Board of Directors shall appoint Representative Directors by its resolution from among Directors (excluding Audit and Supervisory Committee Members).
- 2** The Board of Directors may appoint one (1) Chairman and Vice Chairman(men) from among Directors (excluding Audit and Supervisory Committee Members) by its resolution.

(Convening of Meetings of Board of Directors)

- Article 22** Meetings of the Board of Directors shall be convened by the Chairman.
- 2** In case that the Chairman is prevented from doing so, one of the other Directors shall act in his or her place in the order predetermined by the Board of Directors.

- 3 Convocation notice for a meeting of the Board of Directors shall be sent to each Director at least two (2) days prior to the date of the meeting; provided, however, that such period may be shortened in case of emergency.

(Chairperson of the Board of Directors)

- Article 23** The Chairman shall serve as chairperson of a meeting of the Board of Directors.
- 2 In case that the Chairman is prevented from doing so, a convener set forth in Paragraph 2 of the preceding article shall act in his or her place.

(Method of Resolution by Board of Directors)

- Article 24** Resolutions of the Board of Directors shall be adopted by 2/3 or more of Directors present at a meeting where a majority of Directors are in attendance.
- 2 When the requirements of Article 370 of the Companies Act are fulfilled, the Company deems that a resolution of the Board of Directors has been adopted.

(Delegation to Directors)

- Article 25** The Company may, in accordance with the provisions of Article 399-13, Paragraph 6 of the Companies Act, delegate all or part of decisions on the execution of important operations (excluding matters listed in each item of Article 399-13, Paragraph 5 of the Companies Act) to Directors by a resolution of the Board of Directors.

(Regulations of Board of Directors)

- Article 26** Except as otherwise provided for in laws and regulations or the Articles of Incorporation, all matters concerning the Board of Directors shall be governed by the Regulations of the Board of Directors prescribed by the Board of Directors.

(Agreement on Limiting Liabilities of Directors)

- Article 27** The Company may enter into an agreement with its Directors (excluding those serving as Executive Directors, etc.) to limit the liabilities of damages in accordance with the provisions of Article 427, Paragraph 1 of the Companies Act in case of falling under the requirements provided for in laws and regulations related to liabilities of damages pursuant to Article 423, Paragraph 1 of the Companies Act; provided, however, that the maximum amount of liabilities under the agreement shall be the amount provided for in laws and regulations.

(Executive Officers)

- Article 28** The Company may appoint Executive Officers by resolution of the Board of Directors and have them share business execution of the Company.
- 2 The Board of Directors may appoint, by its resolution, Executive Officer and President and other Executive Officers with specific titles from among the Executive Officers.
 - 3 In case that the Executive Officer and President is prevented from doing so, one of the other Executive Officers shall act in his or her place in the order predetermined by the Board of Directors.

Chapter 5 Audit and Supervisory Committee

(Full-time Audit and Supervisory Committee Member and Standing Audit and Supervisory Committee Member)

- Article 29** The Audit and Supervisory Committee may appoint full-time Audit and Supervisory Committee Members by its resolution.
- 2 Audit and Supervisory Committee Members may appoint a few standing Audit and Supervisory Committee Members among themselves.

(Notice for Convening of Meetings of Audit and Supervisory Committee)

- Article 30** Notice for convening a meeting of the Audit and Supervisory Committee shall be sent to each Audit and Supervisory Committee Member at least five (5) days prior to the date of the meeting; provided, however, that such period may be shortened in case of emergency.

(Regulations of the Audit and Supervisory Committee)

- Article 31** Except as otherwise provided for in laws and regulations or the Articles of Incorporation, matters concerning the Audit and Supervisory Committee shall be governed by the Regulations of the Audit and Supervisory Committee prescribed by the Audit and Supervisory Committee.

Chapter 6 Accounting Auditors

(Method of Appointment)

- Article 32** The Accounting Auditors shall be appointed at a general meeting of shareholders.

(Term)

- Article 33** The term of Accounting Auditors shall be by the closing of the annual general meeting of shareholders related to the last of the business years ending within one (1) year of the appointment.
- 2 Unless otherwise resolved at the annual general meeting of shareholders mentioned in the preceding paragraph, they are deemed to be re-appointed at such annual general meeting of shareholders.

Chapter 7 Accounting

(Business Year)

- Article 34** The business year of the Company shall be one (1) year from April 1 of each year to March 31 of the following year.

(Organizational Body Determining Dividend of Retained Earnings)

- Article 35** Unless otherwise provided for in laws and regulations, the Company shall determine the matters provided in the items under Article 459, Paragraph 1 of the Companies Act, such as dividend of retained earnings, not by resolution of a general meeting of shareholders, but by resolution of the Board of Directors.

(Record Date for Dividend of Retained Earnings)

- Article 36** The record date for year-end dividend of the Company shall be March 31 of each year.
2 The record date for interim dividend of the Company shall be September 30 of each year.

(Period of Exclusion)

- Article 37** In cases where dividend property is cash and such dividend is not received by the shareholder within three (3) years from the date of commencement of payment, the Company shall be relieved from the payment obligation.

Supplementary Provisions

(Transitional Measures Regarding Exemption from Liability of Audit & Supervisory Board Member)

The agreements to limit liability pursuant to Article 423, Paragraph 1 of the Companies Act for acts conducted by Outside Audit & Supervisory Board Members (including former Outside Audit & Supervisory Board Members) entered into before the conclusion of the 94th Annual General Meeting of Shareholders shall still be governed by Article 39 of the Articles of Incorporation before the amendment, which was resolved at the said Annual General Meeting of Shareholders.

History of Amendments

(Entries omitted for the period from March 18, 1945 to June 29, 2005)

Amended on June 29, 2006
Amended on June 28, 2007
Amended on June 27, 2008
Amended on June 26, 2009
Amended on June 29, 2010
Amended on June 27, 2012
Amended on June 26, 2013
Amended on June 26, 2014
Amended on February 25, 2016
Amended on April 1, 2016
Amended on June 27, 2018
Amended on June 28, 2022
Amended on March 1, 2023