

[Translation]

## **Regulations of the Board of Directors**

## **Chapter 1      General Provisions**

### Article 1      (Purpose)

- 1      These Regulations provide for the matters related to the Board of Directors of the Company, which is a Company with Nomination Committee, etc.
- 2      The matters related to the Board of Directors of the Company shall be governed by these Regulations, in addition to relevant laws and regulations, and the articles of incorporation of the Company.
- 3      Any questions that may arise with respect to the application of these Regulations shall be resolved by the Board of Directors.

### Article 2      (Rights and Liabilities)

The Board of Directors shall make decisions on the following matters, and shall supervise the execution of duties by directors and executive officers.

- (1)    Matters of the Company deemed as important pursuant to shareholders' meeting resolutions; and
- (2)    Matters prescribed by laws and regulations or the articles of incorporation of the Company to be resolved by the Board of Directors.

### Article 3      (Composition)

The Board of Directors shall be comprised of all directors of the Company.

### Article 4      (Type and Holding of Meetings)

- 1      Board of Directors meetings shall be held as either ordinary meetings or extraordinary meetings of the Board of Directors.
- 2      Ordinary meetings of the Board of Directors shall be held immediately after the closing of a shareholders' meeting, and on dates determined by the Board of Directors in advance.
- 3      Extraordinary meetings of the Board of Directors shall be held from time to time as necessary.

## **Chapter 2      Convocation**

### Article 5      (Convener)

- 1      A meeting of the Board of Directors shall be convened by a director nominated in advance by the Board of Directors. However, if the nominated director is unable to so act, any one of the other directors shall convene the meeting in accordance with the order previously determined by the Board of Directors.
- 2      Notwithstanding the preceding paragraph, the Chairman of each committee may convene a meeting of the Board of Directors on his/her own.

### Article 6      (Convocation Notice)

- 1      The Convocation Notice of the meeting of the Board of Directors, a document that states the time, date, place, and the agenda of the meeting, shall be dispatched to each director at least

three (3) days before the scheduled date of the meeting. However, this period may be shortened in case of emergency.

- 2 These convocation procedures may be omitted if the consent of all directors is obtained.

### **Chapter 3 Items of Business**

#### Article 7 (Chairperson)

- 1 A director nominated in advance by the Board of Directors shall act as a chairperson at the meeting of the Board of Directors. However, if the director is unable to so act, any one of the other directors shall act as chairperson at the meeting in accordance with the order previously determined by the Board of Directors.
- 2 If the chairperson has a special interest in a resolution of a meeting of the Board of Directors, another director shall act as the chairperson thereof in the same manner as the preceding paragraph, only for the deliberation of such resolution.

#### Article 8 (Voting)

Each director shall hold one (1) voting right at a meeting of the Board of Directors.

#### Article 9 (Method of Resolution)

- 1 A resolution of a meeting of the Board of Directors shall be adopted by a majority of the directors present at the meeting where a majority of the Company's directors entitled to participate in the vote are present.
- 2 Directors who have a special interest in a resolution of a meeting of the Board of Directors shall not participate in the vote. In such a case, the number of those directors shall not be included in the number of the Company's directors as set forth in the preceding paragraph.
- 3 In cases where a director submits a proposal regarding a matter that is subject to a resolution of a meeting of the Board of Directors, if all directors (limited to those entitled to participate in the vote with respect to the matter) agree to the proposal in writing or by electromagnetic records, it shall be deemed that the resolution to approve the proposal at the meeting of the Board of Directors has been passed.
- 4 Directors may not exercise their voting rights by an agent.

#### Article 10 (Attendance of Other Person)

The Board of Directors may, if deemed necessary, allow a person other than a director to attend a meeting of the Board of Directors, and may seek his/her opinion or explanation.

#### Article 11 (Matters to Be Resolved)

The following matters are matters prescribed by laws and regulations or the articles of incorporation of the Company, and matters similar thereto. These matters shall be resolved by the meeting of the Board of Directors.

- (1) Matters relating to the management policy of the group
  - a. Enactment and revision or abolition of corporate mission
  - b. Determination of management vision

- (2) Matters relating to the management plan of the group
  - a. Determination of long-term and mid-term management objectives and plans
  - b. Determination of yearly management objectives and plans
  - c. Determination of the quarterly budget and the settlement of accounts
- (3) Matters relating to the shareholders' meeting
  - a. Determination of convocation, time, date, and place of the shareholders' meeting
  - b. Determination of the agenda to be discussed at the shareholders' meeting, and the proposals and documents to be submitted thereto
  - c. Determination of the convener and the chairperson of the shareholders' meeting, and the orders thereof
  - d. Determination of matters relating to the voting forms
  - e. Determination of matters relating to the electric provision of reference materials for the shareholders' meeting
- (4) Matters relating to accounting
  - a. Approval of balance sheets, profit and loss statements, statements of changes in shareholders' equity, individual explanatory notes, business reports, and annexed detailed statements thereof, and determination relating to the closing of accounts
  - b. Approval of consolidated financial statements
  - c. Determination of surplus dividends, the acquisition of treasury shares, and other matters set forth in Article 459, paragraph 1 of the Companies Act
- (5) Matters relating to directors and executive officers
  - a. Election and removal of members of each committee
  - b. Appointment and dismissal of executive officers, and election and removal of the representative executive officers
  - c. Election and removal of the chief executive officer (CEO) and the chief financial officer (CFO)
  - d. Allocation of duties of the executive officer and determination of the chain of control
  - e. Determination of the exemption of liability of directors and executive officers, pursuant the provisions of the articles of incorporation of the Company
  - g. Approval of competitive transactions by directors and executive officers, and transactions (including indirect transactions) between directors or executive officers and the Company
  - h. Approval of the concurrent holding of offices as officers of other companies by directors (excluding external directors) and executive officers
- (6) Matters relating to internal control
  - a. Determination of matters relating to audit committee staff
  - b. Determination of matters relating to securing the independence of audit committee staff from executive officers
  - c. Determination of matters relating to reports from executive officers and employees to the audit committee
  - d. Determination of matters relating to a system to secure the effectiveness of audits by the audit committee
  - e. Determination of matters relating to the preservation and control of information on the execution of duties by executive officers
  - f. Determination of matters relating to a system regarding risk management

- g. Determination of matters relating to a system to secure the efficiency of the execution of duties by executive officers
- h. Determination of matters relating to a system regarding compliance
- i. Determination of matters relating to a system to ensure the appropriateness of the duties of the group

(7) Other matters

- a. Determination of a record date regarding the shareholders register and substantial shareholders register
- b. Enactment and revision or abolition of the Regulations of the Board of Directors, Share Handling Rules, rules for each committee and other important regulations and rules
- c. Determination of matters relating to consolidated companies as set forth in related laws and regulations
- d. Transactions with major shareholders as set forth in Article 163, paragraph 1 of the Financial Instruments and Exchange Act
- e. Other matters to be determined pursuant to laws and regulations, the articles of incorporation of the Company, or resolutions of the meetings of the Board of Directors

Article 12 (Reports of the Chairman of the Committee)

- 1 The chairman of each committee shall report the status of the execution of the duties of such committee to the Board of Directors, without delay.
- 2 The chairman of the audit committee shall report the following matters to the Board of Directors:
  - (1) In the case where the executive officer has conducted, or may conduct, any act that is not included in the purpose of the Company, or any other act that violate laws and regulations or the articles of incorporation of the Company and any act that is significantly unjustifiable, such fact
  - (2) Matters determined by the audit committee be important, among the results of the audit committee's audit of duties and audit of accounting

Article 13 (Reports of Directors and Executive Officers)

- 1 Each executive officer shall report, on each occasion, the following matters regarding his/her responsible duties to the Board of Directors:
  - (1) Matters regarding the operations management of the group
    - a. The purchase of fundamental companies, the initiation and receipt of new business, and the abolition and assignment of fundamental business (if it is not the case where, due to simplified methods, etc., a resolution of the shareholders' meeting will be unnecessary, then a resolution of a meeting of shareholders will be needed regarding such matters, and Article 11, paragraph (3), item b. will be applied).
    - b. Matters relating to important fund procurement and operations
    - c. Details of the exercise of shareholders' rights on matters relating to the incorporation, capital increase and decrease, transfer of business, dissolution of fundamental subsidiaries and affiliates, and on matters that have a material effect on the management of other fundamental subsidiaries and affiliates

- (2) Matters regarding shares and bonds
  - a. Issuance of shares for subscription and share splits
  - b. Issuance of bonds
  - c. Appointment and alternation of the shareholder register administrator and the affairs handling place thereof
  
- (3) Other matters
  - a. Matters regarding material disasters, pollution, litigation, and disputes
  - b. Matters that may violate laws and regulations, the articles of incorporation of the Company, or the Company's management policy
  - c. Additionally, the status and results of the execution of his/her duties based on the resolution of the Board of Directors
  - d. Additionally, matters approved to be necessary by the Board of Directors

2 Any director and executive officer who has conducted a competing transaction or a transaction with the Company (including indirect transactions) must report important facts regarding the transaction to the Board of Directors, without delay.

#### Article 14 (Handling in Case of Emergency)

For the matters to be resolved set forth in Article 11 of these Regulations, in case of emergency, the CEO may take contingency measures without the resolution of the Board of Directors, provided that such matters do not violate the laws and regulations or the articles of incorporation of the Company. However, in such a case, such measures must be reported in the next meeting of the Board of Directors, and approval by the Board of Directors must be obtained.

#### Article 15 (Secretariat)

- 1 The Board of Directors shall have a secretariat, who shall be appointed by the Board of Directors.
  
- 2 The secretariat of the Board of Directors shall perform the following tasks upon orders from the Board of Directors:
  - (1) Administrative procedures for convocation
  - (2) Acceptance and arrangement of proposals for discussion
  - (3) Distribution of materials relating to matters to be discussed
  - (4) Preparation and keeping of minutes
  - (5) Report of results to the directors
  - (6) Other affairs related to the operation of the Board of Directors

#### Article 16 (Minutes)

- 1 Regarding the proceedings of Board of Directors meetings, minutes providing an outline of the development of the proceedings and the results thereof, and other matters stipulated by laws and regulations shall be prepared, and the chairperson and all directors present at the meeting shall affix their respective signatures and seals thereto.
  
- 2 If a director stated objections to the resolution of the Board of Directors, this shall be stated in the minutes.
  
- 3 The minutes shall be kept at the head office of the Company for ten (10) years, and the inspection of such minutes shall be as provided for in laws and regulations.

**Chapter 4    Other Matters**

Article 17    (Revision or Abolition of these Regulations)

Any revision or abolition of these Regulations shall be made by resolution of the Board of Directors.

January 1, 1964	Partially revised
November 27, 1975	Partially revised
October 1, 1982	Partially revised
October 1, 1993	Partially revised
June 29, 1994	Partially revised
March 25, 1997	Partially revised
July 22, 1998	Partially revised
May 27, 1999	Partially revised
April 21, 2000	Partially revised
June 20, 2003	Partially revised
June 16, 2006	Partially revised
November 19, 2015	Partially revised
March 23, 2023	Partially revised