Articles of Incorporation

Tosei Corporation

Revised on April 27, 1952
Revised on January 27, 1975
Revised on November 1, 1976
Revised on February 12, 1983
Revised on November 1, 1983
Revised on January 26, 1984
Revised on January 8, 1986
Revised on January 8, 1988
Revised on February 14, 1996
Revised on January 26, 1998
Revised on November 6, 2001
Revised on February 15, 2002
Revised on October 25, 2002
Revised on February 25, 2003
Revised on April 25, 2003
Revised on May 27, 2003
Revised on July 20, 2004
Revised on November 19, 2004
Revised on February 25, 2005
Revised on February 24, 2006
Revised on October 1, 2006
Revised on February 27, 2007
Revised on February 26, 2008
Revised on February 25, 2009
Revised on July 1, 2013
Revised on February 27, 2014
Revised on February 25, 2015
Revised on February 27, 2018
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Articles of Incorporation

Chapter 1: General Provisions

Article 1. Trade Name
The Company shall be referred to as トーセイ株式会社 (*Tosei Kabushiki-Kaisha*) in Japanese and as Tosei Corporation in English (hereinafter the "Company").

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

1. Selling and buying, leasing, intermediation, management, and appraisal of real estate
2. Contracting, planning, and management of building, carpentry, plastering, scaffolding, civil engineering, and concrete-work projects; stonework, roofing, electrical work, piping, tiling, bricklaying, and block-work projects; and steel metal work, steel structure work, reinforcing steel work, glass work, painting, waterproofing, interior

finishing, machinery and appliance installation, heat insulation, telecommunication, fitting, fire equipment, and landscaping projects

3. Contracting of maintenance and management, cleaning, and security of buildings and annexed equipment and instruments
4. Non-life insurance agency business
5. Insurance agency business under the Automobile Liability Security Act
6. Investment advisory services for real estate
7. Investment management business, investment trust business, and investment corporation organizational businesses under the Act on Investment Trusts and Investment Corporations
8. Businesses under the Real Estate Specified Joint Enterprise Act
9. Investment business in financial assets, such as real estate securitization products, claims, and securities
10. Second financial instruments business under the Financial Instruments and Exchange Act
11. Investment advisory and agency business provided for in the Financial Instruments and Exchange Act
12. Lending of money, guarantee of debt, and other financial services
13. Operation and leasing of commercial facilities, accommodation facilities, logistics facilities, training facilities, sports facilities, senior care facilities, recreational facilities, restaurants, and others
14. Operation and management of rental meeting rooms and rental spaces
15. Power generation business using renewable energy as well as supply and sale of electricity
16. Cultivation, processing, and distribution of fruits, vegetables, and others
17. Any other business incidental or relating to the businesses referred to in any of the foregoing items

Article 3. Location of Head Office

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

Article 4. Organs

The Company shall have the following organs in place in addition to the General Meeting of Shareholders and the Directors:

(1) Board of Directors
(2) Audit & Supervisory Board Members
(3) Audit & Supervisory Board
(4) Accounting Auditors

Article 5. Method of Public Notice

The Company shall issue its public notices electronically. However, in the event that an accident or other unavoidable reason prevents the Company from being able to issue an electronic public notice, the Company shall post an announcement in the Nihon Keizai Shimbun newspaper.

Chapter 2: Shares

Article 6. Total Number of Authorized Shares

The total number of shares authorized to be issued by the Company shall be one hundred and fifty million (150,000,000).

Article7. Number of Shares Constituting One Unit

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

Article 8. Restriction on the rights regarding shares less than one unit

The Company's shareholders may not exercise any right, in relation to their holding shares less than one unit, other than the rights set forth in each of the following items:

(1) Rights set forth in each item of Article 189, paragraph 2 of the Companies Act
(2) A right to claim the acquisition of shares with put options
(3) A right to receive allocations of shares and stock acquisition rights for subscription

Article 9. Acquisition of the Company's Own Shares

Pursuant to the provision of Article 165, Paragraph 2, of the Companies Act, the Company may acquire its own shares using market transactions or certain other specified methods by a resolution at its Board of Directors' meeting.

Article 10. Share Handling Regulations

In addition to laws, regulations, or these Articles of Incorporation, the handling and fees associated with the Company's shares and procedures relating to shareholders' rights shall be prescribed by the Share Handling Regulations established by the Board of Directors of the Company.

Article 11. Shareholder Registrar

The Company shall have a shareholder registrar in place.

2. The shareholder registrar and place of business shall be determined by a resolution of the Board of Directors.
3. The preparation and retention of the shareholder registry and the ledger of stock acquisition rights of the Company, as well as any other business relating to the shareholder registry and the ledger of stock acquisition rights, shall be entrusted to the shareholder registrar and shall not be handled by the Company.

Chapter 3: General Meeting of Shareholders

Article 12. Convocation

An Ordinary General Meeting of Shareholders of the Company shall be convened in February of each year, and an Extraordinary General Meeting of Shareholders shall be convened whenever the need arises.

2. The General Meeting of Shareholders of the Company shall be convened within the wards of Tokyo.

Article 13. Record Date for Ordinary General Meeting of Shareholders

The record date for the Ordinary General Meeting of Shareholders of the Company shall be November 30 of each year.

Article 14. Proxy Voting

A shareholder may exercise voting rights by appointing a shareholder who holds Company voting rights to act as a proxy.

2. A shareholder or a proxy shall submit to the Company a document that certifies the authority of representation at each General Meeting of Shareholders convened.

Article 15. Convenor and Chairperson

Unless otherwise provided for by laws and regulations, a director stipulated in advance by the Board of Directors shall convene a General Meeting of Shareholders in accordance with a resolution of the Board of Directors' meeting.

2. The chairperson of a General Meeting of Shareholders shall be a director stipulated in advance by the Board of Directors; provided, however, that if the said director becomes unable to be the chairperson for a General Meeting of Shareholders, another director shall do so in his or her place in accordance with an order of priority stipulated in advance by the Board of Directors.

Article 16. Internet-Based Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders

At the time of convening a General Meeting of Shareholders, the Company may provide its shareholders with information on matters that should be stated or indicated in the reference documents for the General Meeting of Shareholders, business reports, financial statements, and consolidated financial statements, by disclosing the said information on the Internet pursuant to the provisions of the applicable Ordinance of the Ministry of Justice and may deem it as the provision of the information to shareholders.

Article 17. Resolution Method

Unless otherwise provided for by laws and regulations or these Articles of Incorporation, the resolution of a General Meeting of Shareholders shall be adopted by the majority of the votes of shareholders present who are entitled to exercise their voting rights.

2. The resolution prescribed in Article 309, Paragraph 2, of the Companies Act shall be adopted by two-thirds or more of the votes at a General Meeting of Shareholders at which one-third or more of the votes of the shareholders entitled to exercise voting rights are present.

Article 18. Minutes of General Meeting of Shareholders

The minutes of the General Meeting of Shareholders shall be prepared as prescribed by the applicable laws and regulations.

Chapter 4: Directors and Board of Directors

Article 19. Number of Directors

The number of directors of the Company shall be twelve (12) or less.

Article 20. Election and Dismissal of Directors

Directors shall be elected and dismissed by a resolution adopted at a General Meeting of Shareholders.

2. Directors shall be elected by a resolution adopted by a majority of the votes at a General Meeting of Shareholders at which one-third or more of the votes of the shareholders entitled to exercise voting rights are present.
3. A resolution to elect directors shall not be based on a cumulative vote.
4. Directors shall be dismissed by a resolution adopted by two-thirds or more of the votes at a General Meeting of Shareholders at which a majority of the votes of the shareholders entitled to exercise voting rights are present.

Article 21. Terms of Office for Directors

The terms of office for directors shall continue until the conclusion of the Ordinary General Meeting of Shareholders for the last fiscal year that ends within two years from the time of their election.

2. The term of office for a director elected as an additional member of the Board or as a substitute shall continue until the terms of office for the other directors expire.

Article 22. Convenor and Chairperson

Unless otherwise provided for by laws and regulations, the president-and-director shall convene a Board of Directors' meeting and act as chairperson.

2. When the president-and-director is unable to act as chairperson, due to an accident or other such circumstances, one of the other directors shall act in lieu of the president-and-director in the order of priority determined in advance by the Board of Directors.
3. A notice of convocation of the Board of Directors' meeting shall be issued to each director and each Audit & Supervisory Board Member at least three days prior to the date of the meeting. However, this period may be shortened in urgent cases.
4. If the consent of all directors and Audit & Supervisory Board Members has been obtained, a Board of Directors' meeting may be held without formal convocation.

Article 23. Representative Directors

Representative directors shall be appointed by a resolution at a Board of Directors' meeting. The president-and-director, however, must serve as representative director.

Article 24. Executive Directors

The Board of Directors shall, via its resolution, appoint one president-and-director from among the directors, and may appoint one or more chairman-and-directors, vice-presidents-and-directors, senior managing directors, and managing directors from among the directors whenever the need arises.

Article 25. Resolution Method

A resolution at a Board of Directors' meeting shall be adopted by a majority of the votes of the directors present at the meeting at which a majority of the directors entitled to participate in the vote are present.

2. When the requirements specified in Article 370 of the Companies Act have been fulfilled, the Company shall deem that a resolution of the Board of Directors has been made.

Article 26. Minutes of Board of Directors' Meetings

The minutes of a Board of Directors' meeting shall be prepared as prescribed by the applicable laws and regulations, and the directors and the Audit & Supervisory Board Members present at the meeting shall seal and sign their documents by hand or electronically.

Article 27. Board of Directors' Regulations

In addition to the relevant laws and regulations as well as these Articles of Incorporation, matters relating to the Board of Directors' meetings shall be governed by the Board of Directors' Regulations established by the Board of Directors of the Company.

Article 28. Compensation, etc., for Directors

Remuneration, bonuses, and other economic benefits that the directors receive from the Company as compensation for the execution of their duties (hereinafter referred to as the "Compensation, etc.") shall be determined by a resolution of a General Meeting of Shareholders.

Article 29. Exemption of Directors from Liability

Pursuant to the provision of Article 426, Paragraph 1, of the Companies Act, the Company may release directors (including former directors) from damage liability attributable to their negligence in executing their duties, within the limits of the relevant laws and regulations, by a resolution of the Board of Directors.

2. Pursuant to the provision of Article 427, Paragraph 1, of the Companies Act, the Company may enter into a contract with outside directors to limit damage liability attributable to their negligence in executing their duties. However, the limit of liability pursuant to the contract shall be the amount prescribed by the relevant laws and regulations.

Chapter 5: Audit & Supervisory Board Members and Audit & Supervisory Board

Article 30. Number of Audit & Supervisory Board Members

The number of Audit & Supervisory Board Members of the Company shall be no more than six persons.

Article 31. Election of Audit & Supervisory Board Members

Audit & Supervisory Board Members of the Company shall be elected by a resolution adopted at a General Meeting of Shareholders.

2. Audit & Supervisory Board Members of the Company shall be elected by a resolution adopted by a majority of the votes at a General Meeting of Shareholders at which one-third or more of the shareholders entitled to exercise voting rights are present.

Article 32. Terms of Office for Audit & Supervisory Board Members

The terms of office for Audit & Supervisory Board Members shall continue until the conclusion of the Ordinary General Meeting of Shareholders for the last fiscal year that ends within four years from the time of their election.

2. The term of office for a Audit & Supervisory Board Member elected as a substitute for a Audit & Supervisory Board Member who has resigned before his/her term of office expires shall continue until the term of office for the Audit & Supervisory Board Member who has resigned expires.

Article 33. Full-Time Audit & Supervisory Board Members

By its resolution, the Audit & Supervisory Board shall appoint full-time Audit & Supervisory Board Members from among its members.

Article 34. Notice of Convocation of Audit & Supervisory Board's Meeting

A notice of convocation of Audit & Supervisory Board's meeting shall be issued to each Audit & Supervisory Board Member at least three days prior to the date of the meeting. However, this period may be shortened in urgent cases.

2. If the consent of all Audit & Supervisory Board Members has been obtained, a meeting of Audit & Supervisory Board may be held without formal convocation.

Article 35. Resolution Method

A resolution of the Audit & Supervisory Board shall be adopted by a majority of the votes of the Audit & Supervisory Board Members present at a meeting unless otherwise specifically prescribed by the relevant laws or regulations.

Article 36. Minutes of Audit & Supervisory Board's Meeting

The minutes of Audit & Supervisory Board's meetings shall be prepared as prescribed by the applicable laws and regulations, and the Audit & Supervisory Board Members present at the meeting shall seal and sign their documents by hand or electronically.

Article 37. Audit & Supervisory Board's Regulations

In addition to the relevant laws and regulations as well as these Articles of Incorporation, matters relating to the meetings of the Audit & Supervisory Board shall be governed by the Audit & Supervisory Board's Regulations established by the Audit & Supervisory Board of the Company.

Article 38. Compensation, etc., to Audit & Supervisory Board Members

Compensation, etc., for Audit & Supervisory Board Members shall be determined by a resolution of a General Meeting of Shareholders.

Article 39. Exemption of Audit & Supervisory Board Members from Liability

Pursuant to Article 426, Paragraph 1, of the Companies Act, the Company may release Audit & Supervisory Board Members (including former Audit & Supervisory Board Members) from damage liability attributable to their negligence in executing their duties, within the limits of the relevant laws and regulations, by a resolution of the Board of Directors.

2. Pursuant to the provision of Article 427, Paragraph 1, of the Companies Act, the Company may enter into a contract with outside Audit & Supervisory Board Members to limit damage liability attributable to their negligence in executing their duties. However, the limit of liability pursuant to the contract shall be the amount prescribed by the relevant laws and regulations.

Chapter 6: Independent Audit & Supervisory Board Member

Article 40. Election of Independent Audit & Supervisory Board Member

An independent Audit & Supervisory Board Member shall be elected by a resolution of a General Meeting of Shareholders.

Article 41. Term of Office for Independent Audit & Supervisory Board Member

The term of office for an independent Audit & Supervisory Board Member shall continue until the conclusion of the Ordinary General Meeting of Shareholders for the last fiscal year that ends within one year from the time of his or her election.

2. Unless otherwise resolved at the Ordinary General Meeting of Shareholders in the preceding paragraph, the independent Audit & Supervisory Board Member shall be deemed as being reelected at such meeting.

Article 42. Compensation, etc., for Independent Audit & Supervisory Board Member

Compensation, etc., for an independent Audit & Supervisory Board Member shall be determined by the representative director with the consent of the Audit & Supervisory Board.

Chapter 7: Accounting

Article 43. Fiscal Year

The fiscal year of the Company shall begin on December 1 of each year and end on November 30 of the following year.

Article 44. Record Date for Year-End Dividends

The record date for year-end dividends from surplus of the Company shall be November 30 of each year.

Article 45. Interim Dividends

The Company may distribute interim dividends by a resolution of the Board of Directors as of the record date of May 31 of each year.

Article 46. Exclusion from Dividends

If the dividend property is monetary, the Company shall be exempted from its obligation to pay dividends when said property is not claimed after the lapse of three full years from the date of commencement of payment.

2. Interest shall not be accrued on unpaid year-end dividends and interim dividends.

Chapter 8: Takeover Defense

Article 47. Takeover Defense

The General Meeting of Shareholders may resolve to adopt, exercise, maintain, and abolish takeover defense measures.

2. The takeover defense measures in the preceding paragraph shall refer to those measures intended to make it difficult to accomplish a takeover the Company, including the issuance or allotment of shares or share options for purposes other than business purposes such as fund-raising, which are adopted by the Company prior to the commencement of a takeover against the Company for the purpose of protecting and enhancing the corporate value of the Company and the common interests of shareholders.
3. When deciding matters relating to the issuance or allotment of share options as part of takeover defense measures, the Company may put in place all or part of the following:

(1) Certain persons specified in the takeover defense measures (hereinafter referred to as the “Non-Qualified Persons”) shall not exercise the share options.

(2) The Company may acquire share options only from persons other than the Non-Qualified Persons and deliver the Company’s shares in exchange.

(3) The Company may acquire share options from the Non-Qualified Persons and deliver the Company’s shares, new share options, bonds, cash, or other considerations in exchange.

End