

(Translation)

**ARTICLES OF INCORPORATION**

(As of December 19, 2019)

**FINTECH GLOBAL INCORPORATED**  
**(FINTECH GLOBAL KABUSHIKI KAISHA)**

# ARTICLES OF INCORPORATION

## CHAPTER 1

### GENERAL PROVISIONS

(Corporate Name)

Article 1.

The name of the Company shall be FinTech Global Kabushiki Kaisha, and in English, FinTech Global Incorporated.

(Purpose)

Article 2.

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

- 1 Credit enhancement and intermediate and consulting services related to this business;
- 2 Financial business, administration and management of partnership assets, and intermediary and consulting services related to these activities;
- 3 Lending money, mediation of loan, guaranteeing and agency service, and investment and investment business;
- 4 Evaluation, operation, advisement, research, study and consulting with respect to the state of assets of a corporation or an individual;
- 5 Comprehensive leasing business, maintenance and management of equipment for leasing, and intermediate and consulting services of such business;
- 6 Leasing of real estate, as well as purchase and sale, brokerage, management and consulting;
- 7 Life insurance solicitation business;
- 8 Non-life insurance agency business;
- 9 Management consulting business;

- 10 Type I financial instruments business, Type II financial instruments business, investment management business, investment advisory and agency services, and financial instruments intermediary service defined under Financial Instruments and Exchange Act;
- 11 Business based on the Real Estate Specified Joint Enterprise Act;
- 12 Power generation business using such sources as natural energy as well as management and operation of power generation projects along with activities related to the supply and sale of electricity;
- 13 Leasing, operation and maintenance of commercial facilities
- 14 Intermediary services, facilitation and consultations on M&As.
- 15 The Company will through holdings of stock or equity equivalents seek to guide and manage the business activities of targeted companies involved in the following business pursuits.
  - (1) Administration and management of partnership assets
  - (2) Real estate leasing, purchase and sale, ownership, exchange, brokerage, agency, appraisal, management and consulting services as well as information processing and provision related to the aforementioned services
  - (3) The following outsourced services undertaken at the request of client companies and organizations:
    - i) Employee welfare services
    - ii) Management of corporate housing
    - iii) Invoicing and payment services
  - (4) Production, processing, import/export and sale of food products, food additives and beverages
  - (5) Facilities, such as theme parks, fine art galleries, museums, libraries and

leisure facilities, as well as operation, upkeep and management of such facilities and provision of associated services

- (6) Type I financial instruments business, Type II financial instruments business, investment management business, investment advisory and agency services, and financial instruments intermediary service defined under the Financial Instruments and Exchange Act
  - (7) Business based on the Real Estate Specified Joint Enterprise Law
  - (8) Computer software research, development, production and sale
  - (9) Information-processing services and information-providing services
  - (10) Information network system creation and consulting
  - (11) Consultations for local public entities
  - (12) Technical services on aircraft and engines as well as consulting and asset management pertaining to aircraft and engines
  - (13) Intermediary services, facilitation and consultations on M&As
  - (14) Agency for copyright transfer contracts and user agreements
- 16 Other lines of business relating to any of the foregoing items.

(Location of the Head Office)

Article 3.

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

(Organizational Bodies)

Article 4.

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

1. Board of Directors

2. Audit and Supervisory Committee
3. Accounting Auditor

(Method of Public Notices)

Article 5.

Public notices of the Company shall be given by electronic means. However, if the Company cannot give public notices by electronic means because of an accident or any other unavoidable event, public notices shall be placed in *The Nikkei*.

## **CHAPTER 2**

### **SHARES**

(Total Number of Authorized Shares)

Article 6.

The total number of authorized shares of the Company shall be three hundred and eight million four hundred thousand (308,400,000) shares.

(The Number of Shares per Share Unit)

Article 7.

The number of shares per share unit of the Company is one hundred (100) shares.

(Rights in Respect of Shares Less Than One Share Unit)

Article 8.

Any shareholder of the Company may not exercise any rights in respect of shares less than one share unit other than those listed below:

1. The rights listed in each item of Article 189, Paragraph 2 of the Companies Act
2. The right to make demands as indicated in Article 166, Paragraph 1 of the Companies Act
3. The right to receive allotment of shares for subscription and share options for subscription in line with the number of shares held by the shareholder

(Acquisition of Own Shares)

Article 9.

The Company may acquire its own shares through market transactions or otherwise by a resolution of the Board of Directors.

(Record Date)

Article 10.

1. The Company shall make shareholders who are entered or recorded in the Shareholder Registry at the close of business on the 30th day of September each year as shareholders who may exercise their rights at the ordinary general meeting of shareholders.
2. In addition to the preceding paragraph, the Company may, whenever deemed necessary, temporarily fix a record date upon giving advance public notice pursuant to a resolution of the Board of Directors or by a decision of a director who has been delegated authority through a resolution of the Board of Directors.

(Shareholder Registry Administrator)

Article 11.

1. The Company shall appoint a shareholder registry administrator.
2. The administrator and that administrator's place of business shall be designated by a resolution of the Board of Directors and or by the decision of a director who has been delegated authority through a resolution of the Board of Directors.

3. The preparation and retention of the shareholder registry and the share option registry, and administration in relation to them shall be entrusted to the shareholder registry administrator, and the Company shall not by itself handle those works.

(Share Handling Regulations)

Article 12.

The Share Handling Regulations established by the Board of Directors or by the decision of a director who has been delegated authority through a resolution of the Board of Directors, in addition to the laws and regulations or the Articles of Incorporation, shall govern matters relating to shares and share options of the Company, and the fee charged for these matters.

### **CHAPTER 3**

#### **GENERAL MEETING OF SHAREHOLDERS**

(Convocation)

Article 13.

The ordinary general meeting of shareholders shall be convened within three (3) months after the day following the last day of each business year, and an extraordinary general meeting of shareholders shall be convened from time to time whenever necessary.

(Convener and Chairperson)

Article 14.

1. Unless otherwise provided by laws and regulations, the director who is the president of the Company, shall convene each general meeting of shareholders pursuant to the resolution of the Board of Directors and act as the chairperson thereof.

2. When such director is unable to act, another director, who is designated in accordance with an order of priority determined in advance by the Board of Directors, shall act as the chairperson thereof.

(Internet Disclosure and Deemed Provision of Reference Documents, etc. of General Meeting of Shareholders)

Article 15.

In convening a general meeting of shareholders, it may be deemed that the Company has provided the shareholders with necessary information that should be described or indicated in the reference documents for the general meeting of shareholders, business reports, non-consolidated financial statements, and consolidated financial statements, on the condition that such information is disclosed through the Internet-used method in accordance with the Ordinance of the Ministry of Justice.

(Method of Adopting Resolutions)

Article 16.

1. Except as otherwise provided in laws and regulations or in the Articles of Incorporation, the resolutions of a general meeting of shareholders shall be adopted by a majority of the votes of the shareholders present and entitled to exercise voting rights.
2. Resolutions of a general meeting of shareholders pursuant to Article 309, Paragraph 2 of the Companies Act shall be adopted when shareholders having one-third or more of the total voting rights of shareholders entitled to exercise voting rights are present at the meeting, and when approved by two-thirds or more of the votes of the shareholders present.

(Exercise of Voting Rights by Proxy)

Article 17.



1. A shareholder may exercise his/her voting rights by proxy who shall be one shareholder of the Company with voting rights.
2. A shareholder or his/her proxy shall, at each general meeting of shareholders, submit a document evidencing the authority of a proxy with the Company.

(Minutes)

Article 18.

The substance of the proceedings at a general meeting of shareholders and the results thereof, as well as other matters provided for in laws and regulations, shall be entered or recorded in the minutes.

#### **CHAPTER 4**

#### **DIRECTORS AND BOARD OF DIRECTORS**

(Number of Directors)

Article 19

1. The Company shall have no more than four (4) directors (excluding directors who are Audit and Supervisory Committee Members).
2. There shall be no more than five (5) directors who are Audit and Supervisory Committee Members.

(Method of Election of Directors)

Article 20

1. The Company shall differentiate between directors, directors who are Audit and Supervisory Committee Members, and other directors, and all directors shall be elected at a general meeting

of shareholders.

2. In preparation for a situation where the number of directors who are Audit and Supervisory Committee Members fall below the number specified by law or in the Articles of Incorporation, the Company can elect substitute directors who are Audit and Supervisory Committee Members at an ordinary general meeting of shareholders.
3. Directors shall be elected by a majority vote of the shareholders present, representing more than one-third of the voting rights of the shareholders entitled to exercise the voting rights.
4. A resolution of the election of a substitute director shall remain valid until the start of the ordinary general meeting of shareholders for the last business year ending within two years of this resolution.
5. With respect to resolutions for the election of directors, no cumulative voting shall be used.

(Term of Office of Directors)

#### Article 21

1. The term of office of a director (excluding directors who are Audit and Supervisory Committee Members) shall expire at the close of the ordinary general meeting of shareholders held with respect to the last business year ending within one year after his or her election.
2. The term of office of directors who are Audit and Supervisory Committee members shall expire at the close of the ordinary general meeting of shareholders for the last business year ending within two years of his or her election.
3. The term of office of a director who serves as an Audit and Supervisory Committee Member and was elected as a substitute for a director who was an Audit and Supervisory Committee Member and retired before the completion of his or her term shall expire at the end of the term of the retiring director who was an Audit and Supervisory Committee Member.

(Representative Directors and Directors with Specific Titles)

Article 22

1. Representative directors shall be elected from directors (excluding directors who are Audit and Supervisory Committee Members) by a resolution of the Board of Directors.
2. The president, and as necessary, the chairman of the Board of Directors, the vice-president, senior managing directors and managing directors may be elected from directors (excluding directors who are Audit and Supervisory Committee Members) by a resolution of the Board of Directors.

(Convener and Chairperson of Meeting of Board of Directors)

Article 23

1. Unless otherwise provided by laws and regulations, the director designated by the Board of Directors in advance shall convene each meeting of the Board of Directors and act as the chairperson thereof.
2. When the president is unable to act, another director concurrently in office, who is designated in accordance with an order of priority determined in advance by the Board of Directors, shall act as the chairperson thereof.

(Convocation Notice of Meeting of Board of Directors)

Article 24

1. A convocation notice for a meeting of the Board of Directors shall be sent to each director three (3) days prior to the date set for the meeting, provided however, that this period may be shortened if urgently required.
2. The Board of Directors may meet without convocation procedures if all directors agree.

(Method for Adopting Resolutions by Board of Directors)

Article 25

Resolutions of the Board of Directors shall be made by a majority vote of the directors present at the meeting where the majority of the directors entitled to participate in the vote are present.

(Omission of Resolution of Board of Directors)

Article 26.

In cases where directors submit a proposal with respect to a matter which is the purpose of the resolution of the Board of Directors, and if all the directors (limited to those who are entitled to participate in votes with respect to such matter) manifest their intention to agree to such proposal in writing or by means of electromagnetic records, it shall be deemed that the resolution to approve such proposal at the Board of Directors has been made.

(Delegation of Determinations on the Execution of Important Business to Directors)

Article 27

Pursuant to the provisions of Article 399-13, paragraph 6 of the Companies Act, the Company may, by resolution of the Board of Directors, delegate determinations on the execution of important businesses (excluding matters described in paragraph 5 of the same Article) to directors in whole or in part.

(Minutes)

Article 28

The substance of the proceedings at a meeting of the Board of Directors and the results thereof, as well as other matters provided for in laws and regulations, shall be entered or recorded in the minutes, and the chairperson and attending directors shall inscribe their names and affix their seals thereon or put their electronic signatures thereon.

(Rules of Board of Directors)

#### Article 29

Except as otherwise provided in laws and regulations or in the Articles of Incorporation, matters pertaining to the Board of Directors shall be governed by the Rules of the Board of Directors to be established by the Board of Directors.

(Remuneration, etc.)

#### Article 30

Matters with respect to financial benefits received from the Company as consideration for the execution of the duties, such as remuneration and bonuses (hereinafter referred to as "Remuneration, etc.") for directors shall be differentiated between directors who are Audit and Supervisory Committee Members and other directors, and shall be determined by a resolution of the meeting of general shareholders.

(Exemption of Directors' Liabilities)

#### Article 31

1. The Company may, pursuant to Article 426, paragraph 1 of the Companies Act, exempt directors (including former directors) from their liabilities for damage under Article 423, paragraph 1 of the Companies Act by a resolution of the Board of Directors to the extent permitted by laws and regulations.
2. The Company may, pursuant to Article 427, paragraph 1 of the Companies Act, conclude contracts with directors (excluding directors who have executive duties as defined under Article 2, item 15 (a) of the Companies Act) to limit the liabilities of such directors under Article 423, paragraph 1 of the Companies Act. Such limitation on the amount of the liabilities pursuant to the contracts shall be however, within the scope provided by laws and regulations.

## CHAPTER 5

### AUDIT AND SUPERVISORY COMMITTEE

(Full-Time Member of the Audit and Supervisory Committee)

#### Article 32

A certain number of full-time members of the Audit and Supervisory Committee may be elected from among Audit and Supervisory Committee Members by a resolution of the Audit and Supervisory Committee.

(Convocation Notice for Meeting of Audit and Supervisory Committee)

#### Article 33

1. A convocation notice for a meeting of the Audit and Supervisory Committee shall be sent to each member of the Audit and Supervisory Committee three (3) days prior to the date set for the meeting, provided however, that this period may be shortened if urgently required.
2. The Audit and Supervisory Committee may meet without convocation procedures if all members of the Audit and Supervisory Committee agree.

(Method for Adopting Resolutions by Audit and Supervisory Committee)

#### Article 34

Resolutions of the Audit and Supervisory Committee shall be made by a majority vote of members of the Audit and Supervisory Committee present at the meeting where the majority of committee members entitled to participate in the vote are present.

(Minutes)

#### Article 35

The substance of proceedings at a meeting of the Audit and Supervisory Committee and the results

thereof, as well as other matters provided for in laws and regulations, shall be entered or recorded in the minutes, and the chairperson and attending Audit and Supervisory Committee Members shall inscribe their names and affix their seals or put their electronic signatures thereon.

(Rules of the Audit and Supervisory Committee)

Article 36

Except as otherwise provided in laws and regulations or in the Articles of Incorporation, matters pertaining to the Audit and Supervisory Committee shall be governed by the Rules of the Audit and Supervisory Committee to be established by the Audit and Supervisory Committee.

## **CHAPTER 6**

### **ACCOUNTS**

(Business Year)

Article 37

The business year of the Company shall commence on October 1 and end on September 30 of the following year.

(Dividends of Surpluses)

Article 38

The Company shall pay a cash distribution of year-end dividends of surpluses (hereinafter referred to as 'Year-end Dividends') to its shareholders or pledges whose names are entered or recorded in the shareholder registry as of the close of every business year by a resolution of the general meeting of shareholders.

(Interim Dividends)

Article 39

The Company may pay dividends provided for in Article 454, paragraph 5 of the Companies Act (hereinafter referred to as “Interim Dividends”), to shareholders or pledges whose names are entered or recorded in the Shareholder Registry as of the 31st day of March every year by a resolution of the Board of Directors.

(Period of Exclusion Regarding Dividends)

Article 40

1. The Company shall be exonerated from the payment of Year-end and Interim Dividends, if such dividends have remained unreceived after three (3) years from commencement of payment.
2. Outstanding Year-end and Interim Dividends shall bear no interest.

## **SUPPLEMENTARY PROVISIONS**

(Transitional Measures Concerning Liability Exemption of Audit and Supervisory Board members)

Article 1

Concerning liability exemption, stipulated in Article 423, paragraph 1 of the Companies Act, for the damages arising from the acts of Audit and Supervisory Board members (including any former Audit and Supervisory Board Members) committed prior to the conclusion of the general meeting of shareholders for the business year ended September 30, 2019, the provisions then in force shall remain applicable.

Article 2



Concerning contracts for limitation of liability, stipulated in Article 423, paragraph 1 of the Companies Act, for the damages arising from the acts of Outside Audit and Supervisory Board Members (including former Outside Audit and Supervisory Board Members) committed prior to the conclusion of the general meeting of shareholders for the business year ended September 30, 2019, the provisions then in force shall remain applicable.