

**ESPEC Corp.**  
**Articles of Incorporation**

As of March 2, 2023

## Chapter 1 General Provisions

### Article 1 (Trade Name)

The name of the Company shall be "Esupekku Kabushiki Kaisha" and represented as ESPEC CORP. in English.

### Article 2 (Purpose)

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

1. Manufacture, sales, repair, maintenance and import/export of the following products: Environmental test chambers, laboratory equipment, medical equipment, heat-treatment equipment, measuring instruments, testing instruments, meters, aquaculture equipment, greenhouses, analytical equipment, refrigeration equipment, conveying equipment, equipment for the prevention of pollution or decontamination of the air/water/soil, and machinery and instruments for plant factory and greenery business;
2. Manufacture, sales, repair, maintenance and import/export of semiconductor manufacturing devices and semiconductor cleaning devices, including semiconductor testing devices, semiconductor inspection devices and semiconductor conveyors;
3. Manufacture, sales, repair, maintenance and import/export of manufacturing devices and cleaning devices related to the liquid crystal industry such as liquid crystal panels, etc.;
4. Contract, design, management and consulting services for plant factory and greenery business;
5. Leasing of and intermediary services related to devices, equipment and instruments listed in 1, 2 and 3 above;
6. Construction services related to 1, 2, 3 and 4 above;
7. Contracting of and intermediary services related to strength, durability and safety testing for various products using the devices, equipment and instruments listed in 1, 2 and 3 above;
8. Sales of used devices, equipment, instruments and parts listed in 1, 2 and 3 above, and recycling thereof;
9. Intermediary service related to and intercession of waste disposal of devices, equipment and instruments listed in 1, 2 and 3 above;
10. Testing of the accuracy, calibration and intermediary services related to measuring instruments based on national and international standards;
11. Education, information and publishing services regarding environmental management based on international environmental auditing standards;

12. Education, information and publishing services regarding quality-control systems based on international quality-control standards;
13. Investigation, research and development of environmental control technologies;
14. Measurement and evaluation of pollution, living environment and workplace/work environment based on the Basic Environment Law;
15. Research, breeding, culturing and sales of plants and animals for the prevention of pollution or decontamination of the air, water and soil;
16. Sales and leasing of computer systems, information network systems and peripheral equipment thereof, sales and purchases of used systems and equipment, and related intermediary services;
17. Contracting of introduction, installation, design, development, education, instruction, maintenance, consulting services of the system and equipment listed in 16 above, data entry and clerical business involved therein;
18. Provision of services related to information processing and information communication;
19. Research, development, design, production and sales of computer hardware and software;
20. Agency service for telecommunications carriers based on the Telecommunications Business Act, and sales of communications equipment;
21. Sales of poisonous and hazardous substances;
22. Research, production, processing and sales of vegetables, fruits, flowers, trees, herbs, moss, aquatic plants, fish and shellfish; and manufacture, sales, repair, maintenance, construction and import/export of biological environment control equipment;
23. Mediation of overseas and domestic travel;
24. Motor truck transportation business, consigned motor transportation business and motor transportation business;
25. Agency service for life insurance, damage insurance and insurance based on the Automobile Liability Security Act;
26. Temporary staffing based on the Worker Dispatching Act;
27. Investments in other business entities; and
28. Any operations related to or contingent upon the foregoing operations.

#### Article 3 (Location of Principal Office)

The Company shall have its principal office in Kita-ku, Osaka City.

#### Article 4 (Method of Giving Public Notice)

Public notices of the Company shall be made by an electronic means; provided, however, that where giving an electronic public notice is impossible due to any accident

or any other unavoidable cause, the public notice shall be made by publishing in the Nihon Keizai Shimbun newspaper.

## Chapter 2 Shares

### Article 5 (Total Number of Authorized Shares)

The total number of authorized shares of the Company shall be eighty million (80,000,000) shares.

### Article 6 (Acquisition of Treasury Shares)

Pursuant to the provision of Article 165(2) of the Companies Act, the Company may acquire its treasury shares by market transactions as set forth in Article 165(1) of the same Act by a resolution of the board of directors.

### Article 7 (Share Unit Number)

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

### Article 8 (Demand for Sale of Shares Less than One Unit)

Pursuant to the provisions of the Share Handling Rules, a shareholder who holds Company shares in a number less than one unit may demand that the Company sell such number of shares which, together with the number of shares less than one unit held by such shareholder, will constitute one share unit.

### Article 9 (Restriction on Rights of Shares Less than One Unit)

A shareholder who holds Company shares in a number less than one unit may not exercise any rights other than those set forth below:

- (i) the right listed in each item of Article 189(2) of the Companies Act;
- (ii) the right to demand the acquisition of shares with put option;
- (iii) the right to receive the allotment of shares for subscription and that of share options for subscription in accordance with the number of shares held by such shareholder; and
- (iv) the right to demand the sale of the shares in a number less than one unit as set forth in the preceding Article.

### Article 10 (Share Handling Rules)

The purchase and sale of Company shares in a number less than one unit, as well as other matters concerning the handling and the fees in relation to shares shall be governed by the Share Handling Rules established by the board of directors, in addition to applicable laws and regulations or these Articles of Incorporation.

### Article 11 (Administrator of Shareholder Registry)

The Company shall have an administrator of shareholder registry.

- (2) The administrator of shareholder registry and the place for handling the business thereof shall be selected by a resolution of the board of directors, and publicized.

- (3) The preparation and keeping of the shareholder registry and the share option registry of the Company as well as other business related to shares shall be caused to be handled by the administrator of shareholder registry, and not be handled by the Company.

Article 12 (Record Date)

The shareholders holding voting rights whose names are entered or recorded in the Company's final shareholders registry on March 31 of each year shall be deemed to be the shareholders entitled to exercise their rights at the annual shareholders meeting pertaining to the relevant business year.

- (2) In addition to the preceding paragraph, the Company may specify the record date temporarily by giving a prior public notice by a resolution of the board of directors, when necessary.

### Chapter 3 Shareholders Meeting

Article 13 (Convocation)

The annual shareholders meeting of the Company shall be convened within three (3) months from April 1 of every year, and extraordinary shareholders meetings shall be convened from time to time when necessary.

Article 14 (Place of shareholders meeting)

Shareholders meetings shall be convened at the location of the principal office or an area adjacent thereto.

Article 15 (Convener and Chair)

Except as otherwise provided in laws and regulations, a shareholders meeting shall be convened and presided over by the representative director stipulated by the board of directors.

- (2) In the event that the representative director specified in the preceding paragraph is unable to perform the above duty, one of the other directors shall preside over the meeting according to the order prescribed in advance by the board of directors.

Article 16 (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 may exclude 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 17 (Method of Resolutions)

Except as otherwise provided in applicable laws and regulations or these Articles of Incorporation, resolutions of shareholders meetings shall be adopted by a majority of the voting rights held by the shareholders present who are entitled to exercise their voting rights.

- (2) Resolutions as set forth in Article 309(2) of the Companies Act shall be adopted by two-thirds (2/3) or more of the voting rights held by the shareholders present at the meeting where the shareholders holding one third (1/3) or more of the voting rights of the shareholders entitled to exercise their voting rights at such shareholders meeting are present.

#### Article 18 (Exercise of Votes by Proxy)

Each shareholder of the Company shall be entitled to exercise his or her voting right through one of the other shareholders holding a voting right of the Company as his or her proxy.

- (2) In the case of the preceding paragraph, such shareholder or his or her proxy shall submit to the Company a document evidencing the power as proxy for each shareholders meeting.

#### Article 19 (Prior Notice of Diverse Exercise of Votes)

A shareholder intending to diversely exercise his or her voting rights shall notify the Company of such intention in writing no later than three (3) days prior to the date of the shareholders meeting.

#### Article 20 (Minutes of Meeting)

The proceedings of shareholders meetings shall be prepared in writing or an electromagnetic record in accordance with applicable laws and regulations.

### Chapter 4 Directors and Board of Directors

#### Article 21 (Establishment of Board of Directors)

The Company shall have a board of directors.

#### Article 22 (Number)

The number of directors (excluding those who are audit & supervisory Committee Members) of the Company shall be eight (8) or fewer.

- (2) The number of directors who are members of the audit & supervisory committee of the Company shall be four (4) or fewer.

#### Article 23 (Election)

With directors who are audit & supervisory Committee Members distinguished from other directors, the directors shall be elected by a resolution of the shareholders meeting, and such resolution shall be put to a vote at a meeting attended by one third

(1/3) or more of the voting rights held by shareholders entitled to exercise their voting rights and adopted by a majority of such voting rights.

(2) No cumulative voting shall be used for the election of directors.

#### Article 24 (Term of Office)

The term of office of directors (excluding those who are audit & supervisory Committee Members) shall be until the closing of the annual shareholders meeting pertaining to the last business year ending within one (1) year following the appointment thereof.

(2) The term of office of directors who are audit & supervisory Committee Members shall be until the closing of the annual shareholders meeting pertaining to the last business year ending within two (2) years following the appointment thereof.

(3) The term of office of a director who are an audit & supervisory committee member and who was elected as a substitute for a resigned director who are an audit & supervisory committee member shall be until the expiration of the term of office of the resigned director who are an audit & supervisory committee member.

(4) The validity of the provisional election of a director who are a substitute audit & supervisory Committee Members shall be until the start of the annual shareholders meeting pertaining to the last business year ending within two (2) years following the shareholders meeting at which the appointment was made.

#### Article 25 (Representative Director and President)

Representative directors will be appointed from among directors (excluding those who are audit & supervisory Committee Members) by resolution of the board of directors.

(2) The representative director shall represent the Company and execute the business of the Company.

(3) One (1) president may be appointed from among directors (excluding those who are audit & supervisory Committee Members) by resolution of the board of directors.

#### Article 26 (Convocation Notice of Board of Directors Meeting)

The convocation notice of a board of directors meeting shall be given to each director no later than three (3) days prior to the date set for such meeting; provided, however, that this period may be shortened in case of emergency.

(2) When all directors agree, a board of directors meeting may be held without going through the convocation procedure.

#### Article 27 (Convener and Chair of Board of Directors Meeting)

Except as otherwise provided in applicable laws and regulations, the board of directors meetings shall be convened and presided over by the director designated based on a resolution of the board of directors.

(2) In the event that the director who should be the convener is unable to perform the above duty, one of the other directors shall convene and preside over the meeting

according to the order prescribed by the board of directors in advance.

- (3) Any director other than the convener may demand that the board of directors meeting be convened by submitting the matters that form the purpose(s) of the meeting to the convener.

#### Article 28 (Delegation of Important Decisions on the Execution of Business)

Pursuant to the provisions of Article 399-13(6) of the Companies Act, the Company may, by resolution of the board of directors, delegate to directors some or all important decisions on the execution of business (excluding matters listed in the items of paragraph (5) of the same Article).

#### Article 29 (Method of Resolution of Board of Directors)

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

- (2) If all of the directors (limited to the directors who are entitled to participate in the vote on the relevant matter) have agreed on a matter to be resolved by the board of directors in writing or an electromagnetic record, the Company shall deem that the board of directors has passed a resolution approving such matter.

#### Article 30 (Minutes of Board of Directors Meeting)

The proceedings of the board of directors meetings shall be entered in writing or in an electromagnetic record in accordance with applicable laws and regulations, and the directors present shall sign or affix their names and seals, or electronic signatures.

- (2) The minutes of meetings as set forth in paragraph 2 of the preceding Article shall be prepared in writing or an electromagnetic record in accordance with applicable laws and regulations.

#### Article 31 (Board of Directors Rules)

Any matter related to the board of directors shall be governed by the Board of Directors Rules established by the board of directors, in addition to applicable laws and regulations or these Articles of Incorporation.

#### Article 32 (Remuneration, etc.)

The remuneration, bonuses, retirement benefits, and any other property benefits receivable by directors from the Company as consideration for the execution of duties (hereinafter "remuneration, etc.") shall be determined by resolution of a shareholders meeting, with directors who are audit & supervisory Committee Members distinguished from other directors.

#### Article 33 (Liability Limitation Agreement with Outside Director)

The Company may, pursuant to the provisions of Article 427(1) of the Companies Act, make an agreement with outside directors limiting their liability for damages pursuant to



Article 423(1) of the Companies Act; provided, however, that the limit of liability for damages under such agreement shall be the “Minimum Liability Amount” as defined in Article 425(1) of the Companies Act.

## Chapter 5 Audit & Supervisory Committee

### Article 34 (Establishment of Audit & Supervisory Committee)

The Company shall have an audit & supervisory committee.

### Article 35 (Standing Audit & Supervisory Committee Members)

The audit & supervisory committee may appoint standing audit & supervisory Committee Members from among audit & supervisory Committee Members.

### Article 36 (Convocation Notice of Audit & Supervisory Committee Meetings)

The convocation notice of an audit & supervisory committee meeting shall be given to each audit & supervisory committee member no later than three (3) days prior to the date set for said meeting; provided, however, that this period may be shortened in case of emergency.

(2) When all audit & supervisory Committee Members agree, an audit & supervisory committee meeting may be held without going through the convocation procedure.

### Article 37 (Method of Resolution of Audit & Supervisory Committee)

Resolutions of the audit & supervisory committee shall be adopted by a majority of the audit & supervisory Committee Members present at the meeting where the majority of the audit & supervisory Committee Members entitled to participate in the vote are present.

### Article 38 (Minutes of Audit & Supervisory Committee Meetings)

The proceedings of audit & supervisory committee meetings shall be entered in writing or in an electromagnetic record in accordance with applicable laws and regulations, and the audit & supervisory Committee Members present shall sign or affix their names and seals, or electronic signatures.

### Article 39 (Audit & Supervisory Committee Rules)

Any matter related to the audit & supervisory committee shall be governed by the audit & supervisory committee rules established by the audit & supervisory committee, in addition to applicable laws and regulations or these Articles of Incorporation.

## Chapter 6 Accounting Auditor

### Article 40 (Establishment of Accounting Auditor)

The Company shall have one (1) or more accounting auditors.

### Article 41 (Election)

The accounting auditor(s) shall be elected by a resolution of the shareholders meeting.

Article 42 (Term of Office)

The term of office of the accounting auditor(s) shall be until the closing of the annual shareholders meeting pertaining to the last business year ending within one (1) year following the election thereof.

(2) Unless otherwise resolved at the annual shareholders meeting as set forth in the preceding paragraph, the accounting auditor(s) shall be deemed to have been reappointed at such general meeting of shareholders.

Article 43 (Remuneration, etc. of Accounting Auditor)

The remuneration, etc. of accounting auditors shall be determined by representative directors specified in advance by the board of directors, with the consent of the audit & supervisory committee.

## Chapter 7 Accounts

Article 44 (Business Year)

The business year of the Company shall be from April 1 of each year to March 31 of the following year.

Article 45 (Dividend of Surplus)

The Company shall distribute the dividends of surplus to its shareholders or registered pledgees of shares stated or recorded in the final shareholders registry at the end of each business year.

Article 46 (Interim Dividend)

The Company may make an interim distribution to its shareholders or registered pledgees of shares stated or recorded in the final shareholders registry as of September 30 of each year by a resolution of the board of directors.

Article 47 (Period of Exclusion for Dividend of Surplus)

If any dividend of surplus, including interim dividend, has not been received for three (3) years from the date of commencement of the payment thereof, the Company shall be relieved of the obligation to pay such dividend.