

Articles of Incorporation

ALCONIX CORPORATION

Chapter 1. General Rules

(Trade Name)

Section 1. This Company shall be named as ALCONIX Kabushiki Kaisha.

In English, this Company shall be indicated as ALCONIX CORPORATION.

(Purpose)

Section 2. This Company may run the following businesses:

1. The sale, processing, contracting of processing as well as export and import of the following commodities:
 - (a) Raw materials, base materials, and scraps of nonferrous metals such as aluminum, magnesium, copper, nickel, tin, lead, zinc, titanium, antimony, cobalt and tungsten;
 - (b) Raw materials, base materials, and scraps of precious metals; and
 - (c) Raw materials, base materials, and scraps of rare metals (rare-earth metals) such as cadmium, gallium and silicon;
2. The sale as well as export and import of the products and processed products described in the preceding item;
3. The sale of products, processed products, and steel raw materials of carbon steel, special steel, and stainless steel;
4. The sale of the following commodities:
 - (a) Raw materials of synthetic resins;
 - (b) Molded products of synthetic resins;
 - (c) Paint;
 - (d) Waterproof agent;
 - (e) Industrial rubber products;
 - (f) Packing materials and supplies; and
 - (g) Recycled heavy oils (fuel oils manufactured by using engine oils and waste oils that have been used for industrial use as main raw materials);
5. The business of molding synthetic resins;
6. The business of sale, leasing, and maintenance of metal surface treatment machinery, machine tools, construction machinery, metal processing machinery, aluminum scrap pressing machinery, machinery for collecting scraps of cans, PET bottles, glass, etc., and ancillary equipment;
7. The sale, contracting for processing, and export and import of computers, peripheral equipment of computers, audio and visual equipment, telecommunications equipment such as cellular phones, display devices (cathode ray tubes), medical equipment, solar batteries, secondary batteries, electric power receiving and distribution equipment, and the parts and base materials of such equipment and devices;
8. The sale, contracting for processing, as well as export and import of printed circuit boards, magnets, light emitting diodes, integrated circuits, lasers, sensors, and the raw materials, sub-materials, and parts for their manufacture;
9. The sale, rental, repair, servicing of construction machinery, mining equipment and supplies, construction materials, housing materials, exterior products such as gates and doors, fences and car ports, landscape exterior products such as balconies, large fences and corridors, and the intermediation of such businesses;
10. Undertaking and contracting of the following construction works:
 - (a) Interior finishing work;
 - (b) Fittings work;
 - (c) Firefighting facilities work;

- (d) Piping work;
 - (e) Tile, brick and block work;
 - (f) Roofing work;
 - (g) Glass work;
 - (h) Electrical work; and
 - (i) Machinery and apparatus installation work;
11. The sale of ships made of aluminum alloys, sale of machinery for ships, sale and construction work of electrical equipment products for ships, sale of navigation instrument and wireless equipment, sale of fishing equipment, repair of ships, intermediation of transportation of ships, and intermediation of the sale and purchase of used ships;
 12. The manufacture, sale, and export and import of aircraft, automotive parts, automotive articles such as lubricating oils (engine oils);
 13. The sale of machinery for collecting scraps of aluminum cans, PET bottles, glass, etc., aluminum scrap pressing machinery, and equipment for such machinery as well as works associated with such sale;
 14. The sale of machine tools, precision equipment, and metal processing machinery such as presses;
 15. Repair, sale, and purchase of machinery by means of metal surface hardening treatment;
 16. The sale of disaster preparedness articles such as emergency safety lights with use of chemical illumination, portable emergency lights and foods for storage for emergency use;
 17. The sale of deodorants as well as foods and confectionery containing deodorants;
 18. General leasing business;
 19. Special motor truck transportation business, cargo transport handling business, and transportation agency business;
 20. Warehousing business; and
 21. Any and all businesses associated with all the preceding items.

(Location of Principal Place of Business)

Section 3. This Company shall have its principal place of business in Chiyoda-ku, Tokyo.

(Establishment of Organs)

Section 4. This Company shall have a board of directors, company auditors, and a board of company auditors and accounting auditors.

(Method of Public Notice)

Section 5. All public notices of this Company shall be made by means of electronic public notices.

However, in the event of any failure of such electronic public notices due to any accident or any other compelling reason, such public notices shall be made in the Nihon Keizai Shimbun.

Chapter 2. Shares

(Total Number of Authorized Shares)

Section 6. The total number of authorized shares for this Company shall be 64,000,000 shares.

(Share Units)

Section 7. The share unit for this Company shall be 100 shares.

(Right to Fractional Unit Share)

Section 8. No shareholder of this Company may exercise any right other than the following in respect of its fractional unit share:

- (1) Rights listed in the items of paragraph 2, Article 189 of the Companies Act;
- (2) Right to receive dividends of surplus;
- (3) Right to demand for acquisition of any share with put option under paragraph 1, Article 166 of the Companies Act;
- (4) Right of the allotment of shares for subscription or share options for subscription; and
- (5) Right of call option for additional shares to satisfy share unit.

(Call Option for Additional Share by Fractional Share Holder)

Section 9. Any shareholder holding a fractional share of this Company shall have a call option exercisable to this Company for the subscription of the additional number of shares with which such shareholder can satisfy the number of shares required for the share unit when summed up with such fractional share (the "Additional Share Subscription").

(Reference Date)

Section 10. This Company shall deem such shareholders as listed in the shareholder registry as of March 31 every year as the shareholders entitled to vote in the regular general meeting of shareholders.

2. Notwithstanding the preceding paragraph, this Company may tentatively set any other reference date where necessary by giving a prior public notice.

(Share Handling Rules)

Section 11. The process for the exercise of the shareholder rights and any other handling of the shares of this Company shall be as provided in the Share Handling Rules determined by the board of directors.

(Shareholder Registry Administrator)

Section 12. This Company shall appoint and maintain a shareholder registry administrator.

Chapter 3. General Meeting of Shareholders

(Convocation)

Section 13. The regular general meeting of shareholders for this Company shall be convened in June every year.

2. A general meeting of shareholders of this Company may be held at a place unspecified.

(Convenor and Chairperson)

Section 14. The director and president shall convene the general meeting of shareholders, and serve as the chairperson therefor. In the event of the unavailability of the director and president, another director as determined in accordance with the order pre-determined by the board of directors shall serve in place thereof.

(Measures for Electronic Provision, etc.)

Section 15. When convening a general meeting of shareholders, this Company shall take measures to provide information in reference documents for the general meeting of shareholders, etc., electronically in accordance with the provisions of paragraph 2, Article 325 of the Companies Act.

2. This Company may not include all or part of the matters for which it takes electronic provision measures, which are provided for by the applicable Ordinance of the Ministry of Justice, in the documents to be delivered to shareholders who have made a request for delivery of documents pursuant to paragraph 5, Article 325 of the Companies Act by the record date of voting rights.

(Resolution Requirement)

Section 16. Unless otherwise provided in the law or the Articles of Incorporation, any resolution of the general meeting of shareholders shall be adopted by the majority vote of the voting rights held by the shareholders who are present in such general meeting and entitled to vote.

2. The resolution of the general meeting of shareholders provided under paragraph 2, Article 309 of the Companies Act shall be adopted with the presence of the shareholders holding one third (1/3) or more of the total voting rights held by all shareholders entitled to vote, and by two thirds (2/3) vote or more of such voting rights.

(Proxy Voting)

Section 17. The shareholder may appoint one (1) other shareholder of this Company entitled to vote as its proxy for exercising its voting rights. In such event, such shareholder or proxy must submit to this Company a written certificate for the power of proxy.

Chapter 4. Directors and Board of Directors

(Number)

Section 18. This Company shall appoint and maintain ten (10) or less directors.

(Election)

Section 19. The election of any director shall be resolved with the presence of the shareholders holding one third (1/3) or more of the total voting rights held by all shareholders entitled to vote, and by the majority vote of such voting rights.

2. Cumulative voting shall not apply to the election of directors.

(Term of Office)

Section 20. The term of office for any director shall continue through the conclusion of the regular general meeting of shareholders convened in connection with the last business year ending within one (1) year after the election of such director.

(Representative Directors and Officers with Specific Titles, etc.)

Section 21. The board of directors shall elect a few representative directors from the directors. The board of directors shall, by its resolution, appoint one (1) of the representative directors or executive officers as president.

2. The board of directors may, by its resolution, elect from the directors one (1) director and chairperson and one (1) director and president, and a few directors and vice presidents.

(Board of Directors)

Section 22. Unless otherwise provided under the law, the director pre-determined by the board of directors shall convene the board of directors, and serve as the chairperson therefor. In the event of the unavailability of such director, another director as determined in accordance with the order pre-determined by the board of directors shall serve in place thereof.

2. The notice for the convocation of the board of directors shall be given to each director and company auditor five (5) days prior to the scheduled meeting date. However, in the event of any emergency, such notice term may be shortened.
3. The administration of the board of directors and any other matter related thereto shall be as provided in the Rules on Board of Directors determined by the board of directors.

(Deemed Resolution of Board of Directors)

Section 23. If all of the directors render their consents to any matter to be resolved by the board of directors in writing or by electromagnetic means, this Company shall deem such consents as the affirmative resolution by the board of directors on such matter to be resolved. However, the foregoing shall not apply if any company auditor objects thereto.

Chapter 5. Company Auditors and Board of Company Auditors

(Number)

Section 24. This Company shall appoint and maintain four (4) or less company auditors.

(Election)

Section 25. The election of any company auditor shall be resolved with the presence of the shareholders holding one third (1/3) or more of the total voting rights held by all shareholders entitled to vote, and by the majority vote of such voting rights.

(Election of Substitute Company Auditors)

Section 26. For the preparation of any event where the number of company auditors required under the law or the Articles of Incorporation is not satisfied, this Company may elect a substitute for a company auditor at the general meeting of shareholders in advance.

2. The election of any substitute company auditor shall be resolved with the presence of the shareholders holding one third (1/3) or more of the total voting rights held by all shareholders entitled to vote at a general meeting of shareholders, and by the majority vote of such voting rights.
3. The election of such substitute shall remain effective only through the commencement of the regular general meeting of shareholders convened in connection with the first business year that comes after the election of such substitute.
4. Such substitute shall take office when the number of company auditors required under the law or the Articles of Incorporation has become no longer satisfied.

(Term of Office)

Section 27. The term of office for any company auditor shall continue through the conclusion of the regular general meeting of shareholders convened in connection with the last business year ending within four (4) years after the election of such company auditor.

2. The term of office for any company auditor elected as a substitute shall continue through the expiry of the term of office for the retired company auditor.

(Full-Time Company Auditor)

Section 28. The board of company auditors shall elect a few full-time company auditors from the company auditors.

(Audit & Supervisory Board)

Section 29. The notice for the convocation of the board of company auditors shall be given to each company auditor three (3) days prior to the scheduled meeting date. However, in the event of any emergency, such notice term may be shortened.

2. The administration of the board of company auditors and any other matter related thereto shall be as provided in the Rules on Board of Company Auditors determined by the board of company auditors.

Chapter 6. Release of Directors and Company Auditors from Liabilities

(Partial Release from Indemnification Liabilities)

Section 30. This Company may release the indemnification liabilities owed by any director and company auditor (including any previous director and company auditor) to this Company by the resolution of the board of directors to the extent permitted under the law.

2. This Company may enter into an agreement with any director (except for executive director and others) and company auditor with respect to their indemnification liabilities to this Company. However, the upper limitation on such indemnification liabilities shall be the greater amount of either the amount specified in advance or the amount stipulated under the law.

Chapter 7. Accounting

(Business Year)

Section 31. The business year of this Company shall commence on April 1 every year and continue through March 31 of the following year.

(Dividends of Surplus)

Section 32. The term-end dividends and the mid-term dividends of the surplus may be made to the shareholders or registered pledgee of shares listed on the shareholder registry respectively as of March 31 and September 30 every year.

(Acquisition of Treasury Share)

Section 33. This Company may acquire treasury shares through market transactions or otherwise by resolution of the board of directors.

(Period of Exclusion for Dividend)

Section 34. This Company shall be released from its obligation to make payment of any term-end dividend or mid-term dividend if such dividend is not received by the relevant party even after the lapse of three (3) years from the payment commencement date.

(Supplemental Rules)

July 1, 1981	Established
March 28, 1983	Amended
March 1, 1985	Amended
July 1, 1988	Amended
December 25, 1991	Amended
July 27, 1992	Amended
May 24, 1994	Amended
August 8, 1996	Amended
May 30, 1997	Amended
March 27, 1998	Amended
September 8, 2000	Amended
February 14, 2001	Amended
June 25, 2002	Amended
February 22, 2005	Amended
November 15, 2005	Amended
June 28, 2005	Amended
June 28, 2006	Amended
June 21, 2012	Amended
August 1, 2014	Amended
June 23, 2016	Amended
September 1, 2017	Amended
June 20, 2018	Amended
June 22, 2022	Amended