

# Articles of Incorporation

Avant Group Corporation

*This is an unofficial translation. In case of any difference in meaning between the original Japanese text and the English translation, Japanese text shall prevail.*

# Articles of Incorporation

## Chapter 1 General rules

(Trade name)

Article 1 The Company shall be called 株式会社アバントグループ and shall be referred to as AVANT GROUP CORPORATION in English.

(Purpose)

Article 2 The purpose of the Company shall be to engage in the following businesses and, by owning shares or equity interests in companies and other corporations, etc. engaged in the following businesses, to manage and control such companies, etc. and to perform other businesses incidental or related thereto.

1. Software Operations
  2. Planning, design, development, contracted development, sales, import/export, leasing, maintenance and operation of information communication systems and information processing systems
  3. Management diagnosis, business analysis and diagnosis, proposals for improvement, education and training, and other general guidance and consulting related to management for companies
  4. Planning, establishment, and operation of various courses, events, and events
  5. Contracting and outsourcing of accounting and tax administration
  6. Worker dispatch and fee-charging employment placement businesses
  7. Mail order business
  8. Planning, production and sales of books, magazines and other printed and electronic publications, and contracted translation services
  9. Numerical analysis and calculation services using information processing systems on consignment, data entry and data processing services on consignment
  10. Information processing services and information provision services
  11. Education, training, development and consulting services related to each of the preceding items
  12. Acquisition, assignment, use, licensing, sale and management of intellectual property rights (copyrights, neighboring rights, trademarks, design rights, utility model rights, patent rights, industrial property rights, portrait rights, copyrights, and entertainment rights)
  13. any and all businesses incidental to the preceding items
- 2 In addition to what is provided for in the preceding paragraph, the purpose of the Company shall be to provide management guidance, intellectual

property rights, licensing and assignment services, maintenance and management of information assets, and office management agency services such as labor and accounting, and to engage in any other business incidental or related thereto, to the companies, etc. provided for in the preceding paragraph.

- 3 In addition to what is provided for in the preceding two paragraphs, the purpose of the Company shall be to engage in the business of lending money, fund procurement, fund management and these agency services related to the business of the Company, etc. as provided for in paragraph 1.

(Location of head office)

Article 3 The Company shall have its head office in Minato-ku, Tokyo.

(Method of public notice)

Article 4 Public notices of the Company shall be made by electronic public notice. However, in the event that public notice cannot be made electronically due to an accident or other unavoidable reason, public notice shall be made by publication in the Nihon Keizai Shimbun.

## **Chapter 2 Shares**

(Total number of shares authorized to be issued)

Article 5 The total number of authorized shares of the Company shall be 62,304,000.

(Number of shares per unit)

Article 6 The number of shares constituting one unit of shares of the Company shall be 100 shares.

(Acquisition of treasury stock)

Article 7 The Company may acquire treasury stock through market transactions, etc. by a resolution of the Board of Directors pursuant to Article 165, Paragraph 2 of the Companies Act.

(Shareholder registry administrator)

Article 8 The Company shall appoint an administrator of the shareholders' register.

- 2 The administrator of the shareholders' register and its handling office shall be selected by a resolution of the Board of Directors and public notice shall be given.

(Share Handling Regulations)

Article 9 The entry or recording in the register of shareholders and the register of stock acquisition rights of the Company, other handling and fees related to shares and stock acquisition rights, and procedures for shareholders to exercise their rights shall be governed by the Share Handling Regulations established by the Board of Directors, in addition to those provided by laws and regulations or the Articles of Incorporation of the Company.

(Reference date)

Article 10 The Company shall deem the shareholders with voting rights whose names appear or are recorded in the final register of shareholders as of the end of each fiscal year to be the shareholders entitled to exercise their rights at the ordinary general meeting of shareholders relating to such fiscal year.

2 In addition to the preceding paragraph and these Articles of Incorporation, if necessary, by a resolution of the Board of Directors, the Company may, upon giving prior public notice, designate the shareholders or registered share pledges whose names appear or are recorded in the final shareholders' register as of a certain date as the shareholders or registered share pledges who are entitled to exercise such rights.

### **Chapter 3 General Meeting of Shareholders**

(Convocation)

Article 11 An ordinary general meeting of shareholders of the Company shall be convened within three months from the day following the last day of the fiscal year, and extraordinary general meetings of shareholders shall be convened as necessary.

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

(Convening Authority and Chairperson)

Article 12 General meetings of shareholders shall be convened by the President of the Company by resolution of the Board of Directors, except as otherwise provided by laws and regulations. In the absence or disability of the President, another Director shall convene a meeting in the order previously determined by the Board of Directors.

2 The President of the Board of Directors shall preside at the General Meeting of Shareholders. In the absence or disability of the President, another director shall chair the meeting in the order previously determined by the Board of Directors.

(Electronic provisioning measures, etc.)

Article 13 The Company shall, at the time of convening a general meeting of shareholders, take measures to provide electronically the information that is the contents of the reference documents for the general meeting of shareholders, etc.

- 2 The Company may not include all or part of the matters for which electronic provision measures are taken, which are provided for in the applicable Ordinance of the Ministry of Justice, in the document to be delivered to shareholders who have made a request for delivery of documents by the Record Date for Voting Rights.

(Method of resolution)

Article 14 Unless otherwise provided by law or the Articles of Incorporation, resolutions of the General Meeting of Shareholders shall be adopted by a majority of the voting rights of the shareholders present who are entitled to exercise their voting rights.

2. A resolution pursuant to Article 309, Paragraph 2 of the Companies Act shall be adopted by two-thirds or more of the voting rights of the shareholders present at the meeting where the shareholders holding one-third or more of the voting rights of the shareholders who are entitled to exercise their voting rights are present. The resolution shall be adopted by two-thirds or more of the voting rights of the shareholders present at the meeting where the shareholders holding one-third or more of the voting rights of shareholders who are entitled to exercise their voting rights are present.

(Exercise of voting rights by proxy)

Article 15 A shareholder may exercise his/her voting right by proxy of one other shareholder who has voting rights in the Company.

- 2 In the case of the preceding paragraph, the shareholder or proxy must submit to the Company a document evidencing his/her power of representation at each general meeting of shareholders.

## **Chapter 4 Directors and Board of Directors**

(Establishment of Board of Directors)

Article 16 The Company shall have a Board of Directors.

(Number of directors)

Article 17 The Company shall have no more than nine directors.

- 2 Of the directors set forth in the preceding paragraph, the number of such

directors who are members of the Audit and Supervisory Committee shall not exceed five.

(Method of Election of Directors)

Article 18 Directors of the Company, distinguishing between those who are members of the Audit Committee and those who are not, shall be elected by a majority of the votes of shareholders present at a general meeting of shareholders where shareholders holding one-third or more of the voting rights of shareholders entitled to exercise their voting rights are present.

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

(Term of office of directors)

Article 19 The term of office of Directors shall expire at the conclusion of the ordinary general meeting of shareholders relating to the last fiscal year ending within one year after their election.

- 2 The term of office of Directors who are members of the Audit Committee shall expire at the conclusion of the ordinary general meeting of shareholders relating to the last fiscal year ending within two years after their election.
- 3 The term of office of a director who is a member of the Audit and Supervisory Committee elected to fill a vacancy of a director who retires before the expiration of his/her term of office shall expire when the term of office of the retiring director expires..

(Executive Director)

Article 20 The Board of Directors shall elect the President from among the Directors who are not members of the Audit Committee by resolution of the Board of Directors and if necessary, appoint a few Vice Presidents, Senior Managing Directors and Managing Directors respectively.

(Representative Director)

Article 21 The Board of Directors shall, by its resolution, select a representative director from among the directors with service as described in the preceding Article.

- 2 Representative Directors shall represent the Company and execute the Company's business.

(Convening and chairing of Board of Directors meetings)

Article 22 The Board of Directors shall, by resolution of the Board of Directors, select one Chairman of the Board of Directors from among its members.

- 2 The Chairman of the Board of Directors shall convene and preside at meetings of the Board of Directors. If the Chairman of the Board of Directors is unable

to act, another Director shall take his/her place in the order previously determined by the Board of Directors.

(Notice of Board of Directors Meeting)

Article 23 Notice of a meeting of the Board of Directors shall be given to each Director at least three days prior to the date of the meeting. However, in case of emergency, this period may be shortened.

(Method of resolution of the Board of Directors)

Article 24 Resolutions of the Board of Directors shall be adopted by a majority of the votes of the directors present at a meeting where a majority of the directors are present.

(Omission of resolution by the Board of Directors)

Article 25 The Company shall deem that a resolution of the Board of Directors to approve the matters to be resolved at a meeting of the Board of Directors shall be deemed to have been passed if all directors agree in writing or by electromagnetic record to such matters.

(Rules and Regulations of the Board of Directors)

Article 26 Matters concerning the Board of Directors shall be governed by the Regulations of the Board of Directors established by the Board of Directors in addition to laws and regulations or these Articles of Incorporation.

(Delegation of Important Business Execution Decisions)

Article 27 The Company may, pursuant to Article 399-13, Paragraph 6 of the Companies Act, delegate all or part of the decision-making authority for the execution of important business affairs (excluding the matters listed in each item of Paragraph 5 of the same Article) to the Directors by resolution of the Board of Directors. Article 27 The Company may delegate all or part of the decisions on the execution of important business affairs (excluding the matters listed in each item of Paragraph 5 of Article 399-13, Paragraph 6 of the Companies Act) to the Directors by resolution of the Board of Directors.

(Remuneration, etc. of Directors)

Article 28 Remuneration, etc. of Directors shall be determined by a resolution of the General Meeting of Shareholders separately for Directors who are members of the Audit Committee and for all other Directors.

(Exemption of directors from liability)

Article 29 The Company may, by resolution of the Board of Directors, exempt directors

(including former directors) from liability for damages under Article 423, Paragraph 1 of the Companies Act up to the amount obtained by deducting the minimum liability limit stipulated by law from the amount of liability. The Company may, by a resolution of the Board of Directors, exempt any Director (including former Directors) from liability for damages under Article 423, Paragraph 1 of the Companies Act up to the amount obtained by deducting the minimum liability amount stipulated in laws and regulations from the amount of liability for damages if the requirements stipulated in laws and regulations are met.

- 2 The Company may enter into an agreement with directors (excluding those who are executive directors, etc.) to limit their liability for compensation under Article 423, Paragraph 1 of the Companies Act, if the requirements stipulated by law are met. However, the maximum amount of liability based on such contract shall be the minimum liability amount.

## **Chapter 5 Audit Committee**

(Establishment of Audit Committee)

Article 30 The Company shall have an Audit Committee.

(Notice of Convocation of Audit Committee Meeting)

Article 31 Notice of a meeting of the Audit Committee shall be given to each Director who is a member of the Audit Committee at least three days prior to the date of the meeting. However, in case of emergency, this period may be shortened.

- 2 The meeting of the Audit Committee may be held without following the procedures for convening a meeting if all directors who are members of the Audit Committee consent thereto.

(Method of Resolution of the Audit Committee)

Article 32 Resolutions of the Audit Committee shall be adopted by a majority of the votes of the Directors present at a meeting where a majority of the Directors who are members of the Audit Committee and may participate in the voting shall be present.

(Rules of the Audit Committee)

Article 33 Matters concerning the Audit Committee shall be governed by the Regulations of the Audit Committee established by the Audit Committee, in addition to those provided by law or the Articles of Incorporation.



## **Chapter 6 Accounting Auditor**

(Establishment of Accounting Auditor)

Article 34 The Company shall have an accounting auditor.

(Appointment of Accounting Auditor)

Article 35 The accounting auditor shall be appointed by a resolution of the general meeting of shareholders.

(Term of office of accounting auditor)

Article 36 The term of office of the accounting auditor shall expire at the conclusion of the ordinary general meeting of shareholders relating to the last fiscal year ending within one year after its election.

- 2 The Accounting Auditor shall be deemed to be reappointed at the Ordinary General Meeting of Shareholders unless otherwise resolved at the Ordinary General Meeting of Shareholders as set forth in the preceding paragraph.

(Remuneration, etc. of Accounting Auditor)

Article 37 The remuneration, etc. of the Accounting Auditor shall be determined by the Representative Director with the consent of the Audit Committee.

## **Chapter 7 Calculation**

(Fiscal year)

Article 38 The fiscal year of the Company shall be one year from July 1 of each year to June 30 of the following year.

(Year-end dividend)

Article 39 The Company shall pay cash dividends of surplus ("year-end dividends") to shareholders or registered share pledgees appearing or recorded in the shareholders' register as of the last day of each fiscal year by resolution of the general meeting of shareholders.

2. The record date for interim dividends of the Company shall be December 31 of each year.

(Dividend exclusion period)

Article 40 If the dividend property is in the form of money, the Company shall be discharged from the obligation to pay it if it has not been received after three full years from the date of commencement of payment.

## Supplementary provisions

(Transitional measures regarding exemption of corporate auditors from liability)

- Article 1 The Company may, pursuant to Article 426, Paragraph 1 of the Companies Act, exempt corporate auditors (including former corporate auditors) from liability for damages for negligence of their duties before the partial amendment to the Articles of Incorporation approved at the 26th Ordinary General Meeting of Shareholders takes effect. The Company may, to the extent permitted by law, exempt any Corporate Auditor (including former Corporate Auditors) from liability for damages due to negligence of duties before the partial amendment to the Articles of Incorporation takes effect by a resolution of the Board of Directors.
- 2 With respect to the agreement to limit liability for damages due to negligence of duties with respect to the acts of Corporate Auditors (including former Corporate Auditors) before the partial amendment to the Articles of Incorporation resolved at the 26th Ordinary General Meeting of Shareholders takes effect, the provisions of Article 38, paragraph 2 of the said Articles of Incorporation shall still apply.

(Transitional measures regarding change of trade name)

- Article 2 The change in Article 1 (Trade Name) shall take effect on October 1, 2022. This Article shall be deleted upon the expiration of October 1, 2022. However, if the Board of Directors of the Company, at a meeting to be held by September 30, 2022, decides to set a different date as the effective date, the new date shall become effective as of the newly determined date.

(Transitional measures concerning electronic provisioning measures, etc.)

- Article 3 Notwithstanding the provisions of Article 13 (Electronic Provisioning Measures, etc.) of the Articles of Incorporation after amendment by resolution of the 26th Ordinary General Meeting of Shareholders, the Company shall not be subject to the provisions of Article 1 of the Supplementary Provisions of the Law Partially Amending the Companies Act (Law No. 70 of 2048). Notwithstanding the provisions of Article 13 of the Articles of Incorporation after the date of enforcement of the amendment stipulated in the proviso of Article 1 of the Supplementary Provisions of the Act for Partial Amendment of the Companies Act (Act No. 70 of 2022) (hereinafter referred to as the "Enforcement Date") Article 13 (Internet Disclosure and Deemed Provision of Reference Documents for General Meeting of Shareholders, etc.) of the Articles of Incorporation prior to the amendment by resolution of the said Ordinary General Meeting of

Shareholders shall remain in force with respect to the General Meeting of Shareholders whose date is within six months of the date of the said meeting.

- 2 This Article shall be deleted after six months from the effective date or three months from the date of the general meeting of shareholders set forth in the preceding paragraph, whichever is later.

The above is not different from the Company's current Articles of Incorporation.

Tetsuji Morikawa  
President and Representative Director  
Avant Group Corporation  
15-2, Konan 2-chome, Minato-ku, Tokyo

September 27, 2022

## Articles of Incorporation Revision History

May 26, 1997 Company established

Article 3, June 1, 1999, as amended.

Article 5, February 4, 2000, as amended.

Articles 5 and 14, August 28, 2000, as amended.

September 27, 2001 Articles 3, 9, 10, 11, 12, and Article 13 Revised Article 8 Deleted

September 26, 2002 Article 1, Article 2, Article 5, Article 13, Article 17 Article 1, Article 2, Article 5, Article 13, Article 17, Article 18, Article 24 Revised Article 6, Article 8, Article 9, Article 10, Article 23 Article 6, Article 8, Article 9, Article 10, Article 23 carried forward due to deletion.

September 26, 2003 Article 7, Article 8, Article 11 Revised.

Article 2, December 25, 2003, as amended.

Article 14, September 27, 2005, as amended.

September 25, 2006 Articles 4, 5, 7, 8 Article 4, Article 5, Article 7, Article 8, Article 9, Article 10, Article 11, Article 12, Article 13, Article 14, Article 15, Article 17, Article 18, Article 19, Article 20, Article 6, Article 21, Article 21, Article 20 as amended Article 6, Article 12, Article 14, Article 15, Article 16, Article 23, Article 24, Article 25, Article 24, Article 25, Article 25, Article 24, Article 25, Article 25, Article 24, Article 24, Article 24, Article 24, Article 24 Article 6, Article 12, Article 14, Article 15, Article 16, Article 23, Article 24, Article 25, Article 27, Article 28, Article 29, Article 30, Article 31, Article 34 Article 6, Article 12, Article 14, Article 15, Article 16, Article 23, Article 24, Article 25, Article 27, Article 28, Article 29, Article 30, Article 31

Article 5, September 27, 2006, as amended.

September 26, 2007 Article 7, Article 9 Revised.

Article 7, September 25, 2008, Article 7: Deleted due to new establishment.

September 25, 2009 Article 8, Article 9, Article 10, Article 28 Amended Article 6: Article 31 through Article 40 carried forward due to deletion Article 31 through Article 40 carried forward due to new establishment

Articles 1 through 3 of the Supplementary Provisions deleted by Article 3 of the Supplementary Provisions on January 6, 2010.

(Resolved on September 25, 2009)

Article 5 as of July 1, 2010 Revised (Resolution of May 17, 2010) Article 6 Article 6:

Deleted due to new establishment

October 28, 2010 Article 3 amended, Supplementary Provisions deleted.

(Resolved on September 28, 2010)

Article 28, September 25, 2013, Article 28: Newly established, Article 28: Deleted,  
Supplementary Provisions: Newly established

October 1, 2013 Article 1, Article 2 amended, Supplementary Provisions deleted.

(Resolved on September 25, 2013)

September 25, 2015 Article 28, Article 38 Revised.

Article 5, December 1, 2016, as amended.

(Resolved on November 4, 2016)

Article 5, November 1, 2017, as amended.

(Resolved on September 20, 2017)

December 1, 2019 Article 5: Amendment

September 8, 2021 Article 11 amended; Supplementary Provisions new; Article 22  
amended.

(Resolved on September 8, 2021)

December 14, 2021 Article 11: Deletion of supplementary provisions.

September 27, 2022 Article 1, Amended and Restated.

Article 13 Deleted.

Article 13 New

Articles 17, 18, 19, 20, 23 and 25 Revised

Article 27 New

Article 27: Deleted due to new establishment.

Article 28: Deleted due to new establishment.

Article 29: Deleted due to new establishment.

Article 30, Article 31, Article 31, Article 32, Article 33 Deleted

Article 34, Article 35, Article 36: Articles 34, 35, and 36 are newly  
established and Article 36 is moved up.

Articles 37 and 38 Deleted.

Articles 39, 40, and 41 carried forward due to deletion.

Article 42: Article 42 was carried forward for deletion.

Articles 43, 44, and 45 carried forward due to deletion.

Supplementary Provisions Articles 1, 2 and 3 New