

(Translation)

Articles of Incorporation

SB Technology Corp.

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ARTICLES OF INCORPORATION
OF
SB TECHNOLOGY CORP.

Established on Oct 3, 1963

Amended on Jun 13, 1997

Amended on Aug 1, 1997

Amended on Dec 26, 1997

Amended on Jun 1, 1998

Amended on Dec 24, 1998

Amended on April 14, 1999

Amended on Dec 22, 1999

Amended on Dec 21, 2000

Amended on Jun 20, 2001

Amended on Dec 25, 2001

Amended on Jun 20, 2002

Amended on Jun 20, 2003

Amended on Jun 18, 2004

Amended on Jun 17, 2005

Amended on Jun 16, 2006

Amended on Jun 16, 2007

Amended on Jun 20, 2009

Amended on Jan 6, 2010

Amended on Jun 19, 2013

Amended on Jun 17, 2015

Amended on Jun 20, 2016

Amended on Jun 1, 2017

Amended on Oct 1, 2019

Chapter 1. General provisions

Article 1. (Corporate Name)

The Company shall be called “SB TECHNOLOGY KABUSHIKI KAISHA” and referred to as “SB Technology Corp.” in English.

Article 2. (Purpose)

The purpose of the company shall be to engage in the following business activities:

1. The following activities concerning computers, information and telecommunication equipment, peripheral devices thereof, and software;
 - a. Research, development, design, manufacturing, sale, and import and export;
 - b. Providing for construction, operations, maintenance of system and other services (including services of receiving sales credits for customers and data management) and related consulting business;
 - c. Education, training and qualification;
2. Information distribution and processing services that use the Internet and other networks and associated system planning, construction, development, design, manufacturing, and operation and maintenance services;
3. Planning, production and sale of magazines, books and other publications;
4. Management of call centers and related consulting business;
5. Sales (including information distribution) business of the following products using telecommunication networks;
 - a. Computers, information and telecommunication equipment and peripheral devices thereof;
 - b. Software such as computer programs, and digital contents including CD, DVD and others and associated services;
 - c. Consumer electronic products, toys, stationary, clothing, food, cosmetics, precious metals, electronic equipment, other daily items;
6. Production and sale of text fonts and provision of associated services;
7. Planning, construction, development, design, manufacturing, and operation and maintenance services for information security systems and provision of associated services;
8. Consulting for establishing electronic certification systems, electronic certification issuing service and other activities involving electronic certification;
9. Construction of networks with devices and sensors that use the Internet and other networks for two-way communications to facilitate automatic control, remote communications, automatic measurements and automatic recognition; and, collection, analysis and processing of and information provision service for all data associated with these activities;
10. Collection and analysis of data, development of associated systems, and provision of associated services;
11. Survey, planning and research concerning medical and health care, development of associated systems, and provision of associated services information provision service;
12. Planning, research, education, development and consulting business concerning information security, quality, environment, industrial safety and health and other management systems;
13. Advertising agency business;
14. Telecommunications business in accordance with the Telecommunications Business Act;

15. Telecommunications construction business;
16. Planning, research, analysis and consulting business concerning marketing and sales promotion;
17. Recruiting business and worker dispatching business;
18. Real estate transactions, leasing, management and appraisals and associated broker, intermediary, agent and consulting business;
19. Acquisition, holding and investment of securities;
20. Agency services of accounting records, cost accounting, and accounting of financial statements;
21. Solicitation activities for life insurance and agency services for non-life insurance; and
22. Any and all businesses relating to or incidental to each item above;

Article 3. (Location of Head Office)

The head office of the Company shall be situated in Shinjuku-ku, Tokyo, Japan

Article 4. (Organizational Bodies)

The Company shall have the following organizational bodies in addition to the general meeting of shareholders and Directors.

1. Board of Directors
2. Members of Audit & Supervisory Board
3. Audit & Supervisory Board
4. Independent Auditors

Article 5. (Method of Public Notices)

Public notices of the Company shall be given electronically; however, if public notices cannot be given electronically due to any accident or other unavoidable event, public notices shall be published in the *Nihon Keizai Shimbun*.

Chapter 2. Shares

Article 6. (Total Number of Shares Authorized to be Issued)

The total number of shares authorized to be issued by the Company shall be eighty-five million one hundred twenty-one thousand and six hundred (85,121,600) shares.

Article 7. (Acquisition of Own Shares)

The Company may, by resolution of the Board of Directors, acquire its own shares through market trading or otherwise pursuant to the provisions of Article 165, Paragraph 2, of the Companies Act.

Article 8. (Number of Shares Constituting One Unit)

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

Article 9. (Rights of Shareholders Holding Shares Less than One Unit)

The shareholders of the Company shall not exercise any rights other than those described below with respect to shares less than one unit held by them:

1. The rights specified in each item of Article 189, Paragraph 2 of the Companies Act;
2. The right to make a claim under the provisions of Article 166, Paragraph 1 of the Companies Act;
3. The rights to receive an allotment of offered shares and an allotment of offered stock acquisition rights, in proportion to the number of shares held by each shareholders; and
4. The rights to make a claim as provided for in the next Article.

Article 10. (Additional Purchase for Shares Less than One Unit)

A shareholder may, in accordance with the Share Handling Regulations, request the Company to sell its shares which would constitute one unit when added to the shares less than one unit held by the shareholder.

Article 11. (Administrator of Register of Shareholders)

1. The Company shall have an administrator of its register of shareholders.
2. The administrator of the register of shareholders and the place to perform its duties shall be determined by resolution of the Board of Directors and Public notices shall be given thereof.
3. The preparation and keeping of the register of shareholders, the original register of stock acquisition rights of the Company and other business pertaining to the register of shareholders and the original register of stock acquisition rights shall be handled by the administrator of the register of shareholders on consignment and shall not be handled by the Company.

Article 12. (Share Handling Regulations)

The handling of the exercise of rights by the shareholders and persons holding stock acquisition rights of the Company, and the handling of shares and stock acquisition rights of the Company and fees therefor, shall be subject to the Share Handling Regulations established by the Board of Directors, as well as law, ordinance, and these Articles of Incorporation.

Chapter 3. General Meeting of Shareholders

Article 13. (Convocation)

The Annual General Meeting of Shareholders of the Company shall be convened within three (3) months from the end of each business year and an Extraordinary General Meeting of Shareholders may be convened from time to time, whenever necessary.

Article 14. (Record date of Annual General Meeting of Shareholders)

The record date for voting rights at the Annual General Meeting of Shareholders of the Company shall be the 31st of March each year.

Article 15. (Person to Convene Meetings and Chairman)

1. The President shall convene the General Meeting of Shareholders and act as chairman of such Meeting.
2. When the President is unable to do so, other Directors shall take his or her place in the order predetermined by the Board of Directors.

Article 16. (Disclosure and Deemed Provision of Reference Materials for the General Meeting of Shareholders via the Internet)

In convening the General Meeting of Shareholders, the Company may deem that information regarding matters that should be described or shown in the reference materials for the General Meeting of Shareholders, business reports, financial documents and consolidated financial documents (including the accounting auditors' report or the auditors' report regarding such consolidated financial documents) has been provided to the shareholders, if such information is disclosed over the Internet in accordance with the Ordinance of the Ministry of Justice.

Article 17. (Method of Resolution)

1. Unless otherwise provided by law, ordinance or these Articles of Incorporation, the resolutions of a General Meeting of Shareholders shall be adopted by a majority of the voting rights represented by the shareholders present who are entitled to exercise voting rights..
2. The resolutions provided for in Article 309, Paragraph 2 of the Companies Act shall be adopted by no less than two-thirds (2/3) of the voting rights of shareholders present at the meeting whereby shareholders representing no less than one-third (1/3) of the voting rights of shareholders who are entitled to exercise voting rights are present.

Article 18. (Exercise of Voting Right by Proxy)

1. A shareholder may exercise his/her/its voting rights by proxy, which shall be one other shareholder of the Company entitled to vote.
2. A shareholder who intends to vote on behalf of another shareholder's voting right by proxy shall submit to the Company a document providing evidence for the authority of such proxy for each General Meeting of Shareholders.

Chapter 4. Directors and Board of Directors

Article 19. (Number of Directors)

The number of Directors of the Company shall not be more than nine (9).

Article 20. (Election of Directors)

1. The Directors shall be elected at a General Meeting of Shareholders.
2. The resolution for the election of Directors shall be adopted by a majority of the voting rights represented by shareholders present at the meeting whereby shareholders representing no less than one-third (1/3) of the voting rights of the shareholders who are entitled to exercise voting rights are present.
3. No cumulative voting shall be conducted in the election of Directors of the Company.

Article 21. (Method of Dismissal)

The resolution for the dismissal of Directors shall be adopted by a two-thirds (2/3) majority of the voting rights represented by shareholders present at the meeting whereby shareholders representing no less than half of the voting rights of the shareholders who are entitled to exercise voting rights are present.

Article 22. (Term of Office of Directors)

1. The term of office for a Director shall expire upon the close of the Annual General Meeting of Shareholders for the last business year ending within one (1) year after his election.
2. The term of office for a Director elected to fill a vacancy or to increase the number of Directors shall expire when the term of office of the Director currently in office expires.

Article 23. (Representative Directors and Directors with Specific Title)

1. The Representative Directors shall be appointed by resolution of the Board of Directors.
2. The Company may have one (1) Chairman of the Board, one (1) President as well as one (1) or more Senior Executive Vice Presidents, Managing Directors and Executive Directors by resolution of the Board of Directors.

Article 24. (Person to Convene Board of Directors Meeting and Chairman)

1. The President shall convene Meetings of the Board of Directors and act as the chairman of such Meeting, unless otherwise provided by law or ordinance.
2. When the President is unable to do so, other Directors shall take his or her place in the order predetermined by the Board of Directors.

Article 25. (Notice of Convocation of Board of Directors Meeting)

1. Notice of convocation of Meetings of the Board of Directors of the Company shall be dispatched to each Director and each Member of the Audit & Supervisory Board no later than three (3) days prior to the date of the meetings; provided, however, that in case of emergency, such period may be shortened.
2. Upon the unanimous consent of all Directors and all Members of the Audit & Supervisory Board, a Meeting of the Board of Directors may be held without convocation procedures.

Article 26. (Omission of Resolution of Board of Directors)

If the requirements set forth in Article 370 of the Companies Act are satisfied, the Company shall deem that

the resolution of the Board of Directors has been adopted.

Article 27. (Regulations of Board of Directors)

Matters relating to the Board of Directors shall be governed by the Regulations of the Board of Directors established by the Board of Directors, unless otherwise provided by law, ordinance, or these Articles of Incorporation.

Article 28. (Remuneration for Directors)

The remunerations and bonuses of Directors and other property interests received by Directors from the Company as consideration for the execution of their duties (“Remunerations”) shall be determined by a resolution of a General Meeting of Shareholders.

Article 29. (Limitation of Directors’ Liability)

1. Pursuant to the provisions of Article 426, Paragraph 1 of the Companies Act, the Company may, by resolution of the Board of Directors, exempt Directors (including former Directors) from the liability to compensate for damages due to failure to perform their duties to the extent permitted by law and ordinance.
2. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with directors (excluding those are executive directors, etc.) to limit their liability to compensate for damages due to failure to perform their duties; provided, however, that the limit of liability under such agreement shall be up to the predetermined amount of ten million (10,000,000) yen or above, or the amount prescribed by law and ordinance, whichever higher.

Chapter 5. Audit & Supervisory Board (hereinafter referred to as the “A & SB”) and its Members

Article 30. (Number of Members of the A & SB)

The number of Members of the A & SB of the Company shall not be more than four (4).

Article 31. (Election of Members of the A & SB)

1. The Members of the A & SB shall be elected at a General Meeting of Shareholders.
2. The resolution for the election of Members of the A & SB shall be adopted by a majority of the voting rights represented by shareholders present at the meeting whereby shareholders representing no less than one-third (1/3) of voting rights of the shareholders who are entitled to exercise voting rights are present.

Article 32. (Term of Office of Members of the A & SB)

1. The term of office for a Members of the A & SB shall expire upon the close of the Annual General Meeting of Shareholders for the last business year ending within four (4) years after his election..

2. The term of office for a Member of the A & SB elected to fill the vacancy of a Member of the A & SB who retired before the expiration of his term of office, shall expire at the time when the term of office of the retired Member of the A & SB would have expired.

Article 33. (Chairman of the A & SB)

The A & SB shall elect one or more Chairman (men) by its resolution.

Article 34. (Notice of Convocation for Meetings of A & SB)

1. Notice of convocation of Meetings of A & SB of the Company shall be dispatched to each Member no later than three (3) days prior to the date of the meetings; provided, however, that in case of emergency, such period may be shortened.
2. Upon the unanimous consent of all members, a Meeting of A & SB may be held without convocation procedures.

Article 35. (Regulations of A & SB)

Matters relating to A & SB shall be governed by the Regulations of A & SB established by the Members, unless otherwise provided by law, ordinance, or these Articles of Incorporation.

Article 36. (Remunerations of Members of A & SB)

The Remunerations of Members of A & SB shall be determined by a resolution of a General Meeting of Shareholders.

Article 37. (Exemption of Legal Responsibility of Members of A & SB)

1. Pursuant to the provisions of Article 426, Paragraph 1 of the Companies Act, the Company may, by resolution of the Board of Directors, exempt Members of A & SB (including former Members) from the liability to compensate for damages due to failure to perform their duties to the extent permitted by law and ordinance.
2. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with Members of A & SB to limit their liability to compensate for damage due to failure to perform their duties; provided, however, that the limit of liability under such agreement shall be up to the predetermined amount of one million (1,000,000) yen or above, or the amount prescribed by law and ordinance, whichever higher.

Chapter 6. Accounting

Article 38. (Business Year)

The business year of the Company shall be a one (1) year term commencing on the 1st of April each year and ending on the 31st March of the following year.

Article 39. (Dividends of Surplus)

1. The record date for term-end dividends of the Company shall be the 31st of March of each year.
2. In addition to the preceding paragraph, the Company may distribute dividends of surplus by setting a record date.

Article 40. (Interim Dividends)

The Company may, by resolution of the Board of Directors, distribute interim dividends with the 30th of September of each year as a record date.

Article 41. (Period of Limitations for Dividends)

If cash dividends have not been received within three (3) full years from the date on which the dividends become due and payable, the Company shall be relieved of its obligation to make such payment.