

# **Articles of Incorporation**

(Amended on November 1,2024)

**Mitsubishi Logistics Corporation**

# Articles of Incorporation of Mitsubishi Logistics Corporation

## Chapter 1: General Provisions

### Article 1

The name of the Company shall be Mitsubishi Soko Kabushiki Kaisha, which shall be expressed as “Mitsubishi Logistics Corporation” in English.

### Article 2

The Company’s head office shall be located in Chuo-ku, Tokyo, Japan.

### Article 3

The Company’s stated purpose shall be to engage in the following businesses.

- (1) Warehousing business;
- (2) Port and harbor transportation business;
- (3) Overland transportation business;
- (4) Maritime transportation business;
- (5) Overland, maritime and air freight forwarding business and agency business;
- (6) Overland-maritime-air intermodal transportation business, the handling business and agency business thereof;
- (7) Customs brokerage business;
- (8) Packing and wrapping business;
- (9) Wrapping, labeling and storage business of pharmaceutical product, quasi-pharmaceutical product, cosmetics and medical device;
- (10) Sales, purchases and leasing business of transport and cargo-handling equipment, and agency business thereof;
- (11) Development, sales and operational management business of logistic information system;
- (12) Sales, purchases and leasing business of office equipment;
- (13) Sales, purchases, leasing, agency and management business of real estate;
- (14) Contracting, design and supervision business of construction work;
- (15) Sales, purchases and leasing business of equipment and appliance of air-conditioning, water supply and drainage, and kitchen equipment and instrument;

- (16) Management and leasing business of shopping center, sports and recreational facility and restaurant;
- (17) Parking lot business;
- (18) Non-life insurance agency business;
- (19) Worker dispatching business; and
- (20) Businesses relating to those mentioned in the preceding items.

#### Article 4

The Company's public notices shall be given by electronic public notice. Provided, however, in cases where it is impossible to give such notices by electronic public notice due to accidents or other unavoidable circumstances, such notices shall be published in the *Nihon Keizai Shimbun* newspaper.

## Chapter 2: Shares

#### Article 5

The total number of the Company's authorized shares shall be one billion one hundred million (1,100,000,000) shares.

#### Article 6

In accordance with Paragraph 2, Article 165 of the Companies Act, the Company may acquire its own shares through market transactions or other means, by resolution of the Board of Directors.

#### Article 7

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

#### Article 8

The holder of shares less than one unit may demand the Company to sell such number of shares which will constitute one share unit combined with the number of shares less than one unit held by such holder (hereinafter referred to as the "Additional Purchase").

2. Upon demand in the previous paragraph, if the Company does not hold the number of shares to sell, the Company may choose not to respond to the demands in the previous paragraph.

## Article 9

The holder of shares of less than one unit shall not be able to exercise any rights other than the rights listed below.

- (1) The rights listed in the items of Paragraph 2, Article 189 of the Companies Act;
- (2) The right to demand acquisition of shares with put options;
- (3) The right to receive allotment of shares for subscription or share options for subscription; and
- (4) The right to demand the Additional Purchase in the previous article.

## Article 10

The procedures and fees pertaining to the entry or record in the shareholder register and the share option register, sale and Additional Purchase of shares less than one unit, and shares and share option shall be subject to the Share Handling Regulations determined by the Board of Directors.

## Article 11

1. The Company shall appoint a shareholder register administrator
2. The shareholder register administrator and the offices thereof shall be determined by resolution of the Board of Directors, with public notice given of these facts.
3. The shareholder register and the share option register shall be maintained at the shareholder register administrator's offices, with administrative matters pertaining to the shareholder register and the share option register entrusted to the shareholder register administrator and not handled by the Company.

## Article 12

1. The Company shall treat the shareholders entered or recorded in the final shareholder register as of March 31 every year as the shareholders who may exercise their rights at the ordinary general meeting of shareholders.
2. Where it is so provided in the previous paragraph or other articles of the Articles of Incorporation or if it is necessary, the Company may treat shareholders or registered pledgees of shares entered or recorded in the final shareholder register on a fixed date for which public notice is made in advance as the shareholder or registered pledgees of shares who is entitled to exercise their rights.

## Chapter 3: General Meeting of Shareholders

### Article 13

1. An ordinary general meeting of shareholders shall be convened in June of each year.
2. A general meeting of shareholders shall be convened at the location of the head office or in the immediate vicinity.

### Article 14

1. A general meeting of shareholders shall be convened by the President of the Company, who is a Representative Director. If there is no President who is a Representative Director in place or the President who is a Representative Director is unavailable, one of the other Directors shall assume the said duties in accordance with the order determined in advance by the Board of Directors.
2. At a general meeting of shareholders, the President shall act as chairperson. If the President is unavailable, one of the other Directors shall assume the said duties in accordance with the order determined in advance by the Board of Directors.

### Article 15

1. In convocation of a general meeting of shareholders, the Company shall take measures for electronic provision of information comprising the content of reference documents for a general meeting of shareholders, etc.
2. Of the matters to which electronic provision measures apply, the Company may choose not to record all or part of matters stipulated in the Ordinance of the Ministry of Justice in the written documents to be provided to shareholders who have requested provision of such documents by the record date for voting rights.

### Article 16

Shareholders may exercise their voting rights by appointing one (1) other shareholder with voting rights as proxy.

### Article 17

1. Unless otherwise provided for by laws and regulations or in these Articles of Incorporation, a resolution of a general meeting of shareholders shall be adopted by a majority of the votes of the shareholders present at the meeting who are entitled to exercise their voting rights.

2. A resolutions of a general meeting of shareholders in Paragraph 2, Article 309 of the Companies Act shall be adopted by a majority of two-thirds (2/3) or more of the voting rights of the shareholders at the meeting with a quorum of one-third (1/3) or more of the total voting rights of the shareholders who are entitled to exercise their voting rights.

#### Article 18

The business of a general meeting of shareholders shall be entered or recorded in the minutes together with a summary of the progress and the results thereof, as well as other matters provided by laws and regulations, and the chairman and the Director present at the meeting shall affix their names and seals or perform an electronic signatures to the minutes, and the Company shall keep the said minutes referred for a period of ten (10) years at its head office and keep the copies thereof referred for five (5) years at its branch offices.

### Chapter 4: Directors, Board of Directors and Executive Officers

#### Article 19

The Company shall have not more than eleven (11) Directors.

#### Article 20

The Company shall have a Board of Directors.

#### Article 21

1. Directors shall be elected by resolution of a general meeting of shareholders.
2. Elections of Directors shall require the presence of shareholders holding a proportion of one-third (1/3) or more of the total voting rights of shareholders who are entitled to exercise their voting rights at the meeting, and shall not be by cumulative voting.

#### Article 22

The term of office of Directors shall expire at the close of the ordinary general meeting of shareholders for the last business year which ends within one (1) year from the time of their election

#### Article 23

1. The Board of Directors shall appoint one or more Representative Directors.
2. The Board of Directors may appoint a Chairman of the Board.

#### Article 24

1. In addition to matters specifically provided by laws and regulations or these Articles of Incorporation, the Board of Directors shall decide the execution of important operations.
2. A meeting of the Board of Directors shall be convened by the Chairman of the Board, who shall act as chairman. When the post of Chairman of the Board is vacant or Chairman of the Board is unavailable, one of the other Directors shall assume the said duties in accordance with the order determined in advance by the Board of Directors.
3. Notice to convene a meeting of the Board of Directors shall be dispatched to each Director and Audit & Supervisory Board Member no later than four (4) days prior to the date of such meeting.
4. A resolution of the board of directors shall be adopted by a majority of the Directors present at the meeting where the majority of the directors who are entitled to participate in the vote are present.
5. When all Directors agree to a matter to be resolved by the Board of Directors in writing or by an electronic or magnetic record, it shall be deemed that a resolution of the board of directors to pass such matter has been made, provided, however, that this shall not apply in cases if an Audit & Supervisory Board Member states objections thereto.
6. The business of the meeting of the Board of Directors shall be entered or recorded in the minutes together with a summary of the progress and the results thereof, as well as other matters provided by laws and regulations, and the Directors and Audit & Supervisory Board Member present at the meeting shall affix their names and seals or perform an electronic signatures to the minutes and the Company shall keep the minutes referred for a period of ten (10) years at its head office.

#### Article 25

The Company may exempt Directors (including persons who were Directors) from their liabilities by resolutions of the Board of Directors to the extent permitted by laws and regulations.

#### Article 26

1. The Board of Directors shall elect Executive Officers.
2. The Board of Directors shall appoint, among Executive Officers, the President and other Executive Officers with special titles.
3. The President shall exercise general control over the full range of business operations of the Company.

### Chapter 5: Audit & Supervisory Board Members and Audit & Supervisory Board

#### Article 27

The Company shall have not more than five (5) Audit & Supervisory Board Members.

#### Article 28

The Company shall have an Audit & Supervisory Board.

#### Article 29

1. Audit & Supervisory Board Members shall be elected by resolution of a general meeting of shareholders.
2. Elections of Audit & Supervisory Board Members shall require the presence of shareholders holding a proportion of one-third (1/3) or more of the total voting rights of shareholders entitled to exercise their voting rights at the meeting.

#### Article 30

1. The term of office of Audit & Supervisory Board Members shall expire at the close of the ordinary general meeting of shareholders for the last business year which ends within four (4) years from the time of their election.
2. The term of office of an Audit & Supervisory Board Member elected to fill a vacancy shall expire at the end of the term of office of the Audit & Supervisory Board Member who retired.

#### Article 31

1. The Audit & Supervisory Board shall appoint full-time Audit & Supervisory Board Members from among the Audit & Supervisory Board Members.



2. The Audit & Supervisory Board may appoint Senior Audit & Supervisory Board Members from among the full-time Audit & Supervisory Board Members.

#### Article 32

1. The Audit & Supervisory Board shall have the authority provided by laws and regulations, and also may decide matters pertaining to the execution of the duties of Audit & Supervisory Board Members, provided, however, that the decision above may not preclude Audit & Supervisory Board Members from exercising their authority.

2. As a general rule, a meeting of the Audit & Supervisory Board shall be convened by an Audit & Supervisory Board Member determined by the Audit & Supervisory Board, who shall act as chairman.

3. Notices to convene a meeting of the Audit & Supervisory Board shall be dispatched to each Audit & Supervisory Board Member no later than four (4) days prior to the date of such meeting.

4. Unless otherwise provided for by laws and regulations, a resolution of the Audit & Supervisory Board shall be adopted by a majority of the Audit & Supervisory Board Members.

5. The business of the meeting of the Audit & Supervisory Board shall be entered or recorded in the minutes with a summary of the progress and the results thereof, as well as other matters provided by laws and regulations, and the Audit & Supervisory Board Members present at the meeting shall affix the names and seals or perform electronic signatures to the minutes, and the Company shall keep the said minutes referred for a period of ten (10) years at its head office.

#### Article 33

The Company may exempt Audit & Supervisory Board Members (including persons who were Audit & Supervisory Board Members) from their liabilities by resolutions of the Board of Directors to the extent permitted by laws and regulations.

### Chapter 6: Accounting Auditor

#### Article 34

The Company shall have an accounting auditor (“Accounting Auditor”).

Article 35

Accounting Auditor shall be elected by resolutions of a general meeting of shareholders.

Chapter 7: Accounts

Article 36

The business year of the Company shall commence on April 1 of each year and end on March 31 of the following year.

Article 37

The Company shall distribute Year-end Dividends (referring to moneys distributed in accordance with Paragraph 1, Article 454 of the Companies Act; the same shall apply hereafter) to the shareholders or registered pledgees of shares entered or recorded in the final shareholder register as of March 31 every year.

Article 38

The Company may distribute Interim Dividends (referring to moneys distributed in accordance with Paragraph 5, Article 454 of the Companies Act; the same shall apply hereafter) to the shareholders or registered pledgees of shares entered or recorded in the final shareholder register as of September 30 every year.

Article 39

If Year-end Dividends or Interim Dividends have not been received within three (3) full years from the date of commencement of payment thereof, the Company shall be relieved of the obligation to pay the said dividends.