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## **Articles of Incorporation**

### **Section 1: General Provisions**

(Business name)

Article 1 This company shall be called ASTERIA Kabushiki Kaisha, expressed in English as “ASTERIA Corporation.”

(Objectives)

Article 2 This company shall have as its objectives operating the following business tasks.

1. The development and sale of computer software
2. The import, export, and sale of computer software and its peripheral equipment/related equipment
3. Consulting related to computers
4. Information services that use the Internet
5. Education and holding of seminars related to the use of computer software
6. Development and consulting related to digital design
7. All operations attendant to the above items

(Location of head office)

Article 3 This company shall have its head office in the Shinagawa Ward of Tokyo, Japan.

(Organizations)

Article 4 This company shall have in place the following organizations in addition to general shareholders' meetings and directors.

1. Board of Directors
2. Auditors
3. Board of Auditors
4. Accounting Auditors

(Method of public notice)

Article 5 This company shall have electronic public notice as its method of public notice. However, in cases in which electronic public notice is not possible due to an accident or other unavoidable circumstances, announcement shall be made through publication in the Nihon Keizai Shimbun.

### **Section 2: Shares**

(Total number of authorized shares)

Article 6 The total number of authorized shares of this company shall be 44,600,000 shares.

(Share unit number)

Article 7 The share unit number of this company shall be 100 shares.

(Restrictions on rights of shareholders below the share unit)

Article 8 Shareholders of this company below the share unit may not exercise rights other than the rights noted below.

1. Rights noted in the numbered items of Paragraph 2, Article 189 of the Companies Act

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2. The right to demand the acquisition of shares with a put option
  3. The right to receive the allotment of shares for subscriptions or share options for subscription

(Share handling regulations)

Article 9 Handling of shares of this company and related fees shall be performed according to the share handling regulations determined by the Board of Directors, in addition to the law and these Articles of Incorporation.

(Shareholder registry administrator)

Article 10 This company shall have in place a shareholder registry administrator.

- ② The shareholder registry administrator and its business office shall be determined by a resolution of the Board of Directors and this shall be publicly announced.
- ③ The preparation and keeping of the shareholder registry and the share option registry of this company and other business related to the shareholder registry and share option registry shall be entrusted to the shareholder registry administrator and shall not be handled by this company.

(Acquisition of own shares)

Article 11 In accordance with the provisions of Paragraph 2, Article 165 of the Companies Act, this company may acquire its own shares through market transactions and other means specified in Paragraph 1 of the same article by a resolution of the Board of Directors.

### **Section 3: General Shareholders' Meeting**

(Convening)

Article 12 The regular general shareholders' meeting of this company shall be convened every year in June and in cases in which an extraordinary general shareholders' meeting is necessary, such shall be convened when the occasion demands.

- ② General shareholders' meetings of this company shall be held at the head office location or in the Tokyo metropolitan area.

(Record date for a regular general shareholders' meeting)

Article 13 This company shall regard as shareholders who may exercise rights at the regular general shareholders' meeting those shareholders recorded in the shareholder registry on March 31 of each year.

(Convener and meeting chairperson)

Article 14 The president shall convene general shareholders' meetings and shall serve as the meeting chairperson. In cases in which an accident befalls the president, another director shall serve in the position according to an order determined in advance by the Board of Directors.

(Regarding Internet disclosure of general shareholders' meeting reference documents and the like as presentation)

Article 15 On the occasion of the convening of a general shareholders' meeting, this company may regard disclosure of information to be noted or disclosed in general shareholders' meeting reference documents, business reports, financial documents, and consolidated financial documents through a method that makes use of the Internet in accordance with provisions of

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ordinances of the Ministry of Justice as having been provided to shareholders.

(Method of resolution)

Article 16 A resolution of a general shareholders' meeting shall be made through a majority of voting rights of shareholders in attendance who may exercise voting rights, except in cases otherwise specified by law or these Articles of Incorporation.

- ② Resolutions specified in Paragraph 2, Article 309 of the Companies Act shall be made through at least a two-thirds vote of shareholders possessing at least one third of the voting rights of shareholders who are eligible to exercise voting rights and who are in attendance.

(Proxy exercise of voting rights)

Article 17 Shareholders may exercise their voting rights by using one other shareholder who has voting rights in this company as a proxy. In this case, the shareholder or the proxy must submit to this company a document attesting to the proxy authority.

(Minutes)

Article 18 A summary of the course of proceedings at the general shareholders' meeting and results of such as well as other matters specified in Article 72 of the Order for Enforcement of the Companies Act are to be noted or recorded in the minutes and the meeting chairperson and directors in attendance are to sign or affix names and seals or electronically sign these minutes and they are to be stored at the head office for a ten-year period.

#### **Section 4: Directors and Board of Directors**

(Number of directors)

Article 19 The number of directors of this company shall be no more than eight persons.

(Appointment and dismissal)

Article 20 Directors shall be appointed at general shareholders' meetings.

- ② Resolutions on appointments of directors shall be made through a majority vote of shareholders possessing at least one third of the voting rights of shareholders who are eligible to exercise voting rights and who are in attendance.
- ③ The appointment of directors shall not be according to cumulative voting.
- ④ Dismissals of directors shall be made through at least a two-thirds vote of shareholders possessing a majority of the voting rights of shareholders who are eligible to exercise voting rights and who are in attendance.

(Appointment terms)

Article 21 Terms of directors shall be through the end of the regular general shareholders' meeting for the last fiscal year that ends within one year following the appointment.

- ② Terms of directors who have been appointed to fill a vacancy or increase the number of directors shall be the remainder of the term for currently appointed directors.

(Representative directors and directors with special titles)

Article 22 Through a resolution of the Board of Directors, selection shall be made of

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- one or more directors to represent this company.
- ② Through a resolution of the Board of Directors, selection shall be made of one chairperson, one president, and one or more of vice presidents, senior managing directors, and managing directors.

(Convener and meeting chairperson of the Board of Directors)

Article 23 The president shall convene meetings of the Board of Directors and shall serve as the meeting chairperson. In cases in which an accident befalls the president, another director shall serve in the position according to an order determined in advance by the Board of Directors.

(Notification of convening of the Board of Directors)

Article 24 Notification of convening of the Board of Directors shall be made to directors and auditors by three days prior to the meeting. However, in times of emergencies, this period can be shortened.

- ② When there is agreement among all directors and auditors, holding a meeting of the Board of Directors without engaging in procedures for convening shall be possible.

(Omission of resolution of Board of Directors)

Article 25 This company shall regard matters that have met the requirements of Article 370 of the Companies Act as resolved by the Board of Directors.

(Regulations of the Board of Directors)

Article 26 The operation of the Board of Directors and other matters related thereto shall be performed according to the regulations of the Board of Directors, as determined by the Board of Directors.

(Remuneration and the like)

Article 27 Director remuneration, bonuses, and other economic benefits to be received from this company as compensation for execution of duties (hereinafter, referred to as “remuneration and the like”) shall be determined through resolutions of general shareholders’ meetings.

(Director exemption from liability)

Article 28 In accordance with the provisions of Paragraph 1, Article 426 of the Companies Act, this company may exempt directors (including those who were directors) to the legal limit from liability from damages resulting from negligence of duties through a resolution of the Board of Directors.

- ② In accordance with the provisions of Paragraph 1, Article 427 of the Companies Act, this company may sign contracts with directors (excluding those who are business executive directors and the like) to limit liability from damages resulting from negligence of duties. However, the minimum amount of liability on the basis of said contract shall be the amount specified by law.

## **Section 5: Auditors and Board of Auditors**

(Number of auditors)

Article 29 The number of auditors of this company shall be no more than five persons.

(Appointment and dismissal)

Article 30 Auditors shall be appointed at general shareholders’ meetings.

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- ② Resolutions on appointments of auditors shall be made through a majority vote of shareholders possessing at least one third of the voting rights of shareholders who are eligible to exercise voting rights and who are in attendance.
  - ③ Dismissals of auditors shall be made through at least a two-thirds vote of shareholders possessing a majority of the voting rights of shareholders who are eligible to exercise voting rights and who are in attendance.

(Standing auditors)

Article 31 The Board of Auditors shall select standing auditors through resolutions.

(Notification of convening of the Board of Auditors)

Article 32 Notification of convening of the Board of Auditors shall be made to auditors by three days prior to the meeting. However, in times of emergencies, this period can be shortened.

- ② When there is agreement among all auditors, holding a meeting of the Board of Auditors without engaging in procedures for convening shall be possible.

(Regulations of the Board of Auditors)

Article 33 The operation of the Board of Auditors and other matters related thereto shall be performed according to the regulations of the Board of Auditors, as determined by the Board of Auditors.

(Appointment terms)

Article 34 Terms of auditors shall be through the end of the regular general shareholders' meeting for the last fiscal year that ends within 4 years following the appointment.

- ② Terms of auditors who have been appointed to fill a vacancy of an auditor who has retired prior to the expiration of his or her term shall be through the completion of the term of the auditor who retired.

(Remuneration and the like)

Article 35 Auditor remuneration and the like shall be determined through resolutions of general shareholders' meetings.

(Auditor exemption from liability)

Article 36 In accordance with the provisions of Paragraph 1, Article 426 of the Companies Act, this company may exempt auditors (including those who were auditors) to the legal limit from liability from damages resulting from negligence of duties through a resolution of the Board of Directors.

- ② In accordance with the provisions of Paragraph 1, Article 427 of the Companies Act, this company may sign contracts with auditors to limit liability from damages resulting from negligence of duties. However, the minimum amount of liability on the basis of said contract shall be the amount specified by law.

## **Section 6: Executive Officer System**

(Executive officer system)

Article 37 This company may establish an executive officer system through a resolution of the Board of Directors.

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## Section 7: Accounting

(Fiscal year)

Article 38 This company's fiscal year shall be one year running from April 1 of each year through March 31 of the following year.

(Decision-making body for dividend of surplus and the like)

Article 39 This company shall determine matters specified in the numbered items of Paragraph 1, Article 459 of the Companies Act, including dividend of surplus and the like, through a resolution of the Board of Directors and not according to a resolution of the general shareholders' meeting, except in cases otherwise specified by law.

(Record date for dividend of surplus)

Article 40 The record date for term-end dividends of this company shall be March 31 of each year.

- ② The record date for interim dividends of this company shall be September 30 of each year.

(Time limits on dividends and the like)

Article 41 In cases in which the dividend property is money, this company shall be released from its obligation to pay when more than three years have elapsed since the date of the start of payment without it being accepted.

- ② The money of the preceding paragraph shall not generate interest.

Revised June 26, 2003

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Revised March 26, 2007

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