

[Translation]

# **Articles of Incorporation**

**Stanley Electric Co., Ltd.**

# Articles of Incorporation of Stanley Electric Co., Ltd.

## Chapter I General Provisions

### Article 1 Trade Name

The trade name of the Company shall be **Stanley Denki Kabushiki Kaisha**. Its name in English shall be Stanley Electric Co., Ltd.

### Article 2 Purpose

The purpose of the Company shall be to engage in the following businesses:

- (1) Manufacture, sales and import/export of automotive and other light bulbs
- (2) Manufacture, sales and import/export of semiconductors, electronic components and other electrical equipment
- (3) Manufacture, sales and import/export of automotive electrical components and other automotive accessories
- (4) Manufacture, sales and import/export of measuring instruments, medical equipment and other equipment
- (5) Development and sales of software
- (6) Investment in various businesses
- (7) Any and all other activities relating to the preceding items

### Article 3 Location of Head Office

The Company shall have its head office in Meguro-ku, Tokyo.

### Article 4 Method of Public Notice

Public notices of the Company shall be made by electronic public notice. However, if it is not possible to make public notices by way of electronic public notice due to an accident or other unavoidable event, the Company shall publish public notices by means of publication in The Nikkei.

## Chapter II Shares

### Article 5 Total Number of Authorized Shares

The total number of authorized shares of the Company shall be 750,000,000 shares.

**Article 6            Share Unit Number**

The share unit number of the Company shall be 100 shares.

**Article 7            Demand of Additional Purchase of Shares Less Than One Unit**

1. A shareholder of the Company who holds shares less than one unit may demand the Company to sell to that shareholder the number of shares that will constitute one share unit when combined with the number of shares of a number less than one unit the shareholder holds (the “Additional Purchase Demand”).
2. The time and method for the Additional Purchase Demand shall be governed by the Share Handling Regulations established by the Board of Directors.

**Article 8            Restrictions on Rights of Shareholders Who Hold Shares Less Than One Unit**

A shareholder of the Company who holds shares less than one unit may not exercise any rights other than the rights listed below:

- (1) the rights set forth in each item of Article 189, paragraph 2 of the Companies Act;
- (2) the right to make demands pursuant to the provisions of Article 166, paragraph 1 of the Companies Act;
- (3) the right to receive an allotment of shares for subscription or share options for subscription based on the number of shares held by the shareholder; and
- (4) the right to make the Purchase Demand of shares less than one unit as prescribed in the preceding Article.

**Article 9            Share Handling Regulations**

Beyond what is provided for in laws and regulations and these Articles of Incorporation, the handling and fees regarding shares of the Company shall be governed by the Share Handling Regulations established by the Board of Directors.

**Article 10           Shareholder Registry Administrator**

1. The Company shall have a shareholder registry administrator.
2. The shareholder registry administrator and its place of administration and handling shall be determined by a resolution of the Board of Directors, and the Company shall publish a public notice thereof.

3. The preparation and storage of the shareholder registry and the share option registry of the Company and any other such administrative tasks relating to the shareholder registry and the share option registry of the Company shall be handled by the shareholder registry administrator and not by the Company.

**Article 11      Record Date**

The Company shall deem shareholders that are stated or recorded in the final shareholder registry as of March 31 of each year to be the shareholders who are entitled to exercise their rights at the ordinary general meeting of shareholders relating to that business year.

**Article 12      Determination of Matters in Relation to Allotment of Share Options Without Contribution**

The Company shall determine matters in relation to allotment of share options without contribution by a resolution of the Board of Directors, a resolution of the general meeting of shareholders, or a resolution of the Board of Directors based on delegation by a resolution of the general meeting of shareholders.

**Chapter III      General Meeting of Shareholders**

**Article 13      Convocation**

1. The Company shall convene an ordinary general meeting of shareholders in June every year, and shall convene an extraordinary general meeting of shareholders when necessary.
2. Unless otherwise specified in laws and regulations, the President shall convene the general meeting of shareholders pursuant to a resolution of the Board of Directors. However, if the President is unavailable, another Director shall convene the general meeting of shareholders as determined by the Board of Directors.

**Article 14      Chairperson**

The President shall serve as the chairperson of the general meeting of shareholders, and if the President is unavailable, another Director shall serve as the chairperson of the general meeting of shareholders as determined by the Board of Directors.

**Article 15          Electronic Provision Measures, Etc.**

1. The Company shall, upon convening a general meeting of shareholders, take electronic provision measures for information included in the reference materials for the general meeting of shareholders, etc.
2. Of the matters subject to the electronic provision measures, the Company may omit all or part of the matters prescribed by Ministry of Justice Order in the paper documents to be delivered to shareholders who request delivery of paper documents by the record date for their voting rights.

**Article 16          Method of Resolution**

1. Unless otherwise specified in laws and regulations, resolutions at a general meeting of shareholders shall be adopted by a majority of the votes of the shareholders present at the meeting and entitled to exercise their voting rights.
2. Unless otherwise specified in these Articles of Incorporation, resolutions as prescribed in Article 309, paragraph 2 of the Companies Act shall be adopted by two thirds or more of the votes of the shareholders present at a meeting where the shareholders holding one third or more of the votes of the shareholders who are entitled to exercise their voting rights are present.

**Article 17          Proxy Voting**

1. Shareholders may exercise their voting rights by proxy. However, the proxy must be a shareholder holding voting rights of the Company.
2. In the case of the preceding paragraph, the shareholder or the proxy thereof must submit to the Company a document proving the authority of proxy for each general meeting of shareholders.

**Chapter IV          Directors and Board of Directors**

**Article 18          Establishment of the Board of Directors**

The Company shall have a Board of Directors.

**Article 19          Number of Directors and Election of Directors**

1. The number of the Directors of the Company shall be no more than 15, and the Directors shall be elected by a resolution of the general meeting of shareholders.
2. The resolution for election in the preceding paragraph shall be made by a majority of the votes of the shareholders present at the meeting where the shareholders holding one third or more of the votes of the shareholders entitled to exercise their votes at such shareholders meeting are present.

3. Cumulative voting shall not be used for resolutions for the election of Directors.

**Article 20          Term of Office**

The term of office of a Director shall expire at the conclusion of the ordinary general meeting of shareholders pertaining to the last business year ending within 1 year after his or her election.

**Article 21          Representative Director and Directors with Titles**

1. The Company shall appoint a Representative Director by a resolution of the Board of Directors.
2. The Company may appoint one Chairperson of the Board of Directors, one President, and several Executive Vice President, Senior Managing Directors, and Managing Directors by a resolution of the Board of Directors.

**Article 22          Convocation**

1. Unless otherwise specified in laws and regulations, the Chairperson of the Board of Directors shall convene a meeting of the Board of Directors. If the position of the Chairperson of the Board of Directors is vacant or if the Chairperson of the Board of Directors is unavailable, the President and Representative Director shall convene a meeting of the Board of Directors. If the President and Representative Director is unavailable, another Director shall convene a meeting of the Board of Directors in accordance with the order prescribed by the Board of Directors.
2. A notice of convocation under the preceding paragraph shall be issued to each Director and Audit & Supervisory Board Member no later than 3 days prior to the day of the meeting.

**Article 23          Chairperson**

The Chairperson of the Board of Directors shall serve as the chairperson of meetings of the Board of Directors. If the position of the Chairperson of the Board of Directors is vacant or if the Chairperson of the Board of Directors is unavailable, the President and Representative Director shall serve as the chairperson of meetings of the Board of Directors. If the President and Representative Director is unavailable, another Director shall serve as the chairperson of meetings of the Board of Directors in accordance with the order prescribed by the Board of Directors.

**Article 24            Method of Resolution**

Resolutions of the Board of Directors shall be adopted by a majority of the votes of the Directors present at a meeting of the Board of Directors where a majority of the Directors entitled to exercise their votes are present.

**Article 25            Omission of Resolution of the Board of Directors**

The Company shall deem a resolution of the Board of Directors to have been adopted if the requirements of Article 370 of the Companies Act are satisfied.

**Article 26            Compensation, Etc.**

Compensation, bonuses, or any other economic benefits that a Director receives from the Company as consideration for the performance of duties (the “**Compensation, Etc.**”) shall be determined by a resolution of the general meeting of shareholders.

**Article 27            Agreement Limiting Liability with Outside Directors**

The Company may, pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, enter into an agreement with an Outside Director to limit his or her liability for damages prescribed in Article 423, paragraph 1 of the Companies Act. However, the maximum amount of the liability for damages pursuant to such an agreement shall be the higher of either the predetermined amount of 5 million yen or more, or the minimum liability amount prescribed in applicable laws and regulations.

**Chapter V            Audit & Supervisory Board Members and Audit & Supervisory Board**

**Article 28            Establishment of Audit & Supervisory Board Members and Audit & Supervisory Board**

The Company shall have Audit & Supervisory Board Members and an Audit & Supervisory Board.

**Article 29            Number and Election of Audit & Supervisory Board Members**

1. The number of Audit & Supervisory Board Members of the Company shall be no more than 5, and the Audit & Supervisory Board Members shall be elected by a resolution of the general meeting of shareholders.
2. The resolution for election in the preceding paragraph shall be adopted by a majority of the votes of shareholders present at the meeting where shareholders holding one third or more of votes of shareholders entitled to

exercise their voting rights are present.

**Article 30      Term of Office**

The term of office of an Audit & Supervisory Board Member shall expire at the conclusion of the ordinary general meeting of shareholders pertaining to the last business year ending within 4 years after his or her election.

**Article 31      Standing Audit & Supervisory Board Members**

The appointment of Standing Audit & Supervisory Board Members shall be determined by a resolution of the Audit & Supervisory Board.

**Article 32      Convocation**

A notice of a meeting of the Audit & Supervisory Board shall be issued no later than three days prior to the day of the meeting.

**Article 33      Method of Resolution**

Unless otherwise specified in laws and regulations, resolutions of the Audit & Supervisory Board shall be adopted by a majority of the votes of the Audit & Supervisory Board Members.

**Article 34      Compensation, Etc.**

The Compensation, Etc. for the Audit & Supervisory Board Members shall be determined by a resolution of the general meeting of shareholders.

**Article 35      Agreement Limiting Liability with Outside Audit &  
Supervisory Board Member**

The Company may, pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, enter into an agreement with an **Outside Audit & Supervisory Board Members** to limit his or her liability for damages prescribed in Article 423, paragraph 1 of the Companies Act. However, the maximum amount of the liability for damages pursuant to such an agreement shall be the higher of either the predetermined amount of 5 million yen or more, or the minimum liability amount prescribed in applicable laws and regulations.

## **Chapter VI      Accounting Auditors**

### **Article 36      Establishment of Accounting Auditors**

The Company shall have Accounting Auditors.

### **Article 37      Election of Accounting Auditors**

The resolution for election of the Accounting Auditors shall be adopted by a majority of the votes of shareholders present at the meeting.

### **Article 38      Term of Office of Accounting Auditors**

1. The term of office of an Accounting Auditor shall expire at the conclusion of the ordinary general meeting of shareholders pertaining to the last business year ending within 1 year after his or her election.
2. Unless otherwise resolved at the ordinary general meeting of shareholders referred to in the preceding paragraph, an Accounting Auditor shall be deemed to have been reelected at such ordinary general meeting of shareholders.

### **Article 39      Compensation, Etc. for Accounting Auditors**

The Compensation, Etc. for Accounting Auditors shall be determined by Representative Director with the consent of the Audit & Supervisory Board.

## **Chapter VII      Accounts**

### **Article 40      Business Year**

The business year of the Company shall be from April 1 of each year to March 31 of the following year.

### **Article 41      Governance Component Deciding Dividends from Surplus, etc.**

Unless otherwise specified in laws and regulations, the Company shall determine dividends of surplus and other matters set forth in each item of Article 459, paragraph 1 of the Companies Act by a resolution of the Board of Directors.

### **Article 42      Record Date for Dividends of Surplus**

1. The record date for year-end dividends of the Company shall be March 31 of each year.
2. The record date for interim dividends of the Company shall be September

30 of each year.

3. In addition to the preceding two paragraphs, the Company may pay dividends by establishing a different record date.

**Article 43      Exclusion Period**

If the dividend property is money, the Company shall be exempted from its obligation to pay such dividends after 3 full years have elapsed from the date on which such payment commences.

(Date of resolution of the general meeting of shareholders: June 28, 2022)