

TVE Co., Ltd. Articles of Incorporation

Chapter 1. General Provisions

(Trade Name)

Article 1. The name of the Company shall be “Kabushiki Kaisha TVE” and in English it shall be “TVE Co., Ltd.”

(Purpose)

Article 2. The purpose of the Company shall be to engage in the following business activities:

1. Manufacture and sales of various valves, various valve parts, connection pieces, agricultural equipment, builder’s hardware, various machinery equipment and machinery tools;
2. Manufacture and sales of various cast products;
3. Sales of metal materials, non-iron metal materials, and products and semi-products thereof;
4. Contracted repair for various valves;
5. Scaffolding construction for repair of various valves, insulation work, piping and installation construction for machinery equipment;
6. Services to control and remove nuclear radiation;
7. Services for non-destructive inspections by nuclear radiation;
8. Contracted services for operation inspection of various valves by steam;
9. Commissioned and contracted services for research and investigation for each of the foregoing, and consulting services for management, techniques and the like;
10. Owning and leasing of real estate;
11. Services for staffing workers;
12. Commissioned and contracted services for research on the decommissioning of nuclear power stations; and
13. Any and all business accessory to or associated with any one of the foregoing.

(Principal Place of Business)

Article 3. The Company shall have its principal place of business in Amagasaki-City,

Hyogo.

(Organs)

Article 4. The Company shall have the following organs in addition to the General Shareholders Meeting and Directors:

1. Board of Directors;
2. Audit and Supervisory Committee; and
3. Financial Auditor.

(Means of Public Notice)

Article 5. The Company shall make its public notices available electronically. However, in the event of any accident or other circumstance where an electronic public notice is not possible, the Company shall make its public notice available by publishing it in the Nihon Keizai Shimbun.

Chapter 2. Shares

(Total Number of Authorized Shares)

Article 6. The Company is authorized to issue shares up to the limit of ten million forty thousand (10,040,000) shares.

(Acquisition of Treasury Shares)

Article 7. The Company may acquire treasury shares pursuant to Section 165.2 of the Companies Act with a resolution of the Board of Directors.

(Share Units)

Article 8. A share unit of the Company shall be one hundred (100) shares.

(Rights for Shares of Less than One Unit)

Article 9. No shareholder of the Company may exercise any right other than the following with respect to a share of less than one unit:

1. Any right enumerated under Section 189.2 of the Companies Act;
2. Any right to claim as authorized under Section 166.1 of the Companies Act;
3. Any right to subscribe to any share or share option made available for subscription by the Company in accordance with the number of shares held by such a shareholder; and

4. Any right to claim as authorized under the following Article.

(Additional Purchase for Shares of Less than One Unit)

Article 10. Any shareholder holding a share of less than one unit shall be entitled to claim the Company for a sale of such a number of the shares as to meet the number of a share unit when added with the number of such a share of less than one unit as it holds.

(2) In the event where a claim is made under the preceding paragraph, if the Company does not hold any shares to sell, the Company may refuse to comply with such a claim under the preceding paragraph.

(Shareholder Registry Administrator)

Article 11. The Company shall appoint a shareholder registry administrator.

(2) Such a shareholder registry administrator, and the place to administer the shareholder registry, shall be determined with a resolution of the Board of Directors, and published as a public notice.

(Share Administration Rules)

Article 12. The Company shall administer the description or record of the shareholder registry and share option registry, acquisition or additional purchase of any share of less than one unit, and any other administration of shares and share options (including the fees therefor), as well as the processes or whatsoever applicable to the exercise of any right by the shareholders, in accordance with the Share Administration Rules as adopted by the Board of Directors, unless otherwise prescribed under the applicable law or the Articles of Incorporation.

Chapter 3. General Shareholders Meeting

(Convocation of the General Shareholders Meeting)

Article 13. Each ordinary General Shareholders Meeting of the Company shall be convened in December every year, and any extraordinary General Shareholders Meeting shall be convened from time to time where necessary.

(Reference Date for the Ordinary General Shareholders Meeting)

Article 14. The reference date for the voting rights in any ordinary General Shareholders Meeting of the Company shall be September 30 every year.

(Person Authorized to Convene the General Shareholders Meeting and Chairperson)

Article 15. Each General Shareholders Meeting shall be convened by the Director/President, and the Director/President shall preside as the chairperson.

- (2) If the Director/President is not available, another Director (except for any Director serving as a member of the Audit and Supervisory Committee) as determined from the order predetermined by the Board of Directors shall convene a General Shareholders Meeting and preside as the chairperson.

(Internet Disclosure and Deemed Provision of Reference Materials for General Shareholders Meeting)

Article 16. The Company may disclose, by means of the Internet, any information required in convening a General Shareholders Meeting to be described or displayed in the reference materials for the General Shareholders Meeting, the business report, the financial statements and the consolidated financial statements, pursuant to the Ordinance of the Ministry of Justice, and deem that all of such information has been provided to the shareholders through such a disclosure.

(Means of Resolution)

Article 17. Unless otherwise provided under the applicable law or the Articles of Incorporation, any resolution of the General Shareholders Meeting shall be made with a majority of the voting rights of the shareholders present in such a meeting and entitled to vote.

- (2) A resolution as prescribed in Section 309.2 of the Companies Act shall require the presence of the shareholders holding one third (1/3) or more of the voting rights held by the shareholders entitled to vote, and the affirmative vote by two thirds (2/3) or more of such voting rights.

(Proxy Exercise of Voting Right)

Article 18. Any shareholder may appoint another single shareholder entitled to vote as their proxy, and have their voting rights exercised via such a proxy.

- (2) Such a shareholder or their proxy as provided in the preceding paragraph must submit a written power of proxy to the Company for every General Shareholders Meeting.

(Minutes of the General Shareholders Meeting)

Article 19. The proceedings of each General Shareholders Meeting shall be recorded in minutes as required under the applicable law.

Chapter 4. Directors and Board of Directors

(Number of Directors)

Article 20. The number of Directors for the Company (excluding any Director serving as the member of the Audit and Supervisory Committee) shall be within ten (10).

(2) The number of Directors serving as the members of the Audit and Supervisory Committee for the Company shall be within four (4).

(Election of Directors)

Article 21. Directors shall be elected through the General Shareholders Meeting with the differentiation of the Directors serving as the members of the Audit and Supervisory Committee from the other Directors.

(2) A resolution to elect a Director shall require the presence of the shareholders holding one third (1/3) or more of the voting rights held by the shareholders entitled to vote, and the affirmative vote by the majority of such voting rights.

(3) No cumulative voting shall be available for any resolution to elect Directors.

(Term of Office for Directors)

Article 22. The term of office for each Director (except for any Director serving as the member of the Audit and Supervisory Committee) shall continue through the closure of the ordinary General Shareholders Meeting held in connection with the last fiscal year that terminates within one (1) year after their election.

(2) The term of office for each Director serving as a member of the Audit and Supervisory Committee shall continue through the closure of the ordinary General Shareholders Meeting held in connection with the last fiscal year that terminates within two (2) years after their election.

(3) If any Director is elected as a substitute member of the Audit and Supervisory Committee for any Director who is a member of the Audit and Supervisory Committee and has resigned prior to the expiry of their term of office, the term of office for such substitute Director shall continue through the expiry of the term of office as applicable to such a Director who has resigned.

(Representative Director and Directors with Titles)

Article 23. The Board of Directors shall elect the Representative Director from the Directors (except for any Director serving as a member of the Audit and Supervisory Committee) by its resolution.

- (2) The Board of Directors may, by its resolution, elect from the Directors (except for any Director serving as a member of the Audit and Supervisory Committee) one (1) Director/Chairperson and one (1) Director/President, and a few Directors/Vice Presidents, Directors/Senior Managing Executive Officers and Directors/Managing Executive Officers.

(Executive Officers)

Article 24. The Board of Directors may appoint executive officers by its resolution.

- (2) The relationship between such executive officers and the Company shall be as provided in a separate rule.

(Advisor and Counselor)

Article 25. The Board of Directors may appoint a few advisers and counselors by its resolution.

(Notice of Convocation for the Board of Directors)

Article 26. A notice of convocation for the Board of Directors shall be dispatched to each Director three (3) days prior to such a meeting. Notwithstanding the foregoing, the period of convocation may be shortened in the event of any emergency.

- (2) If all Directors agree, the Board of Directors may meet without complying with the procedure for the convocation.

(Person Authorized to Convene the Board of Directors and Chairperson)

Article 27. Unless otherwise required under the applicable law, the Board of Directors shall be convened by the Director/President, and the Director/President shall preside as the chairperson.

- (2) If the Director/President is not available, another Director (except for any Director serving as a member of the Audit and Supervisory Committee) as determined from the order predetermined by the Board of Directors shall convene a General Shareholders Meeting and preside as the chairperson.

(Means of Resolution for the Board of Directors)

Article 28. A resolution of the Board of Directors shall require the presence of the Directors entitled to vote and an affirmative vote by the majority of the present Directors.

(Omission of a Resolution of the Board of Directors)

Article 29. The Company may deem that the Board of Directors has rendered its affirmative resolution with respect to any matter to be determined by the Board of Directors if all Directors consent to such a matter in writing or via electronic record.

(Delegation of Determination for Material Business Execution)

Article 30. Pursuant to Section 399-13.6 of the Companies Act, the Company may, by a resolution of the Board of Directors, delegate the determination of material business executions (except for those enumerated under Section 399-13.5 of the Companies Act) in whole or in part to any Director.

(Rule for the Board of Directors)

Article 31. Any matter relevant to the Board of Directors shall be governed by the rule for the Board of Directors adopted through the Board of Directors unless otherwise prescribed under the applicable law or the Articles of Incorporation.

(Remuneration for Directors)

Article 32. The remuneration, bonus or any other property interest payable to the Directors by the Company in consideration of their services (the “Remuneration”) shall be determined through a resolution of the General Shareholders Meeting with the differentiation of those for the Directors serving as the members of the Audit and Supervisory Committee from those for the other Directors.

(Contract for Limitation of Liability with Directors)

Article 33. Pursuant to Section 427.1 of the Companies Act, the Company may enter into a contract for limitation of liability under Section 423.1 of the Companies Act with any Director (except for any executive Director). Notwithstanding the foregoing, the limitation on the liability under such contract shall be one (1) million JPY or the amount prescribed under Section 425.1 of the Companies Act, whichever is greater.

Chapter 5. Audit and Supervisory Committee

(Standing Audit and Supervisory Committee Member)

Article 34. The Audit and Supervisory Committee may elect standing audit and supervisory committee members by its resolution.

(Notice of Convocation for the Audit and Supervisory Committee)

Article 35. A notice of convocation for the Audit and Supervisory Committee shall be dispatched to each member thereof three (3) days prior to such a meeting. Notwithstanding the foregoing, the period of convocation may be shortened in the event of any emergency.

(2) If all members thereof agree, the Audit and Supervisory Committee may meet without complying with the procedure for the convocation.

(Means of Resolution for the Audit and Supervisory Committee)

Article 36. A resolution of the Audit and Supervisory Committee shall require the presence of the members thereof entitled to vote and the affirmative vote by the majority of the present members thereof.

(Rule for the Audit and Supervisory Committee)

Article 37. Any matter relevant to the Audit and Supervisory Committee shall be governed by the rule for the Audit and Supervisory Committee adopted through the Audit and Supervisory Committee unless otherwise prescribed under the applicable law or the Articles of Incorporation.

Chapter 6. Financial Auditor

(Election of the Financial Auditor)

Article 38. The Financial Auditor shall be elected through the General Shareholders Meeting.

(Term of Office for the Financial Auditor)

Article 39. The term of office for each Financial Auditor shall continue through the closure of the ordinary General Shareholders Meeting held in connection with the last fiscal year that terminates within one (1) year after its election.

(2) The Financial Auditor shall be deemed as reelected in such a General Shareholders Meeting as provided in the preceding paragraph unless otherwise

resolved by such a General Shareholders Meeting.

(Remuneration for the Financial Auditor)

Article 40. The Remuneration for the Financial Auditor shall be determined by the Representative Director with a consent of the Audit and Supervisory Committee.

Chapter 7. Accounting

(Fiscal Year)

Article 41. Each fiscal year of the Company shall be one (1) year commencing on October 1 and continuing through September 30 of the following year.

(Year-End Dividend)

Article 42. The Company shall distribute the year-end dividend to such shareholders and registered pledgees of shares as listed or recorded on the last shareholder registry as of September 30 every year.

(Mid-Year Dividend)

Article 43. The Company may, by a resolution of the Board of Directors, distribute the mid-year dividend to such shareholders and registered pledgees of shares as listed or recorded on the last shareholder registry as of March 31 every year.

(Period of Exclusion for Dividend)

Article 44. Where any dividend is distributed in a monetary form, the Company shall be released from the duty to pay such a dividend if such a dividend is not received even after the lapse of three (3) years on and from the date when such a payment is commenced.

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