

Articles of Incorporation Tokyo Seimitsu Co. Ltd., Amended June 20th, 2022

Chapter 1 General

1. Company Name

The name of the Company is *Kabushiki Kaisha* Tokyo Seimitsu.

The English name is TOKYO SEIMITSU CO., LTD.

2. Purpose

The purpose of the Company is to perform the following activities:

1. Manufacture, repair and sale of various kinds of measuring equipment, test equipment and devices
2. Manufacture, repair and sale of precision machines, machine tools and various special machines
3. Manufacture and sale of various precision parts, tools and gauges
4. Manufacture, repair and sale of electric machines and automatic control machines
5. Manufacture and sale of small accelerators for materials evaluation
6. Manufacture and sale of automatic vending machines
7. Sale, lease, brokerage, maintenance of real estate and warehouse properties
8. Lease of personal property and real property
9. Brokerage for liability insurance and life insurance
10. Sale, lease, exchange and consignment of used products related to any of the above
11. Any activities related to any of the above

3. Principal Place of Business

The principal place of business of the Company is located in *Hachioji-shi, Tokyo*, Japan.

4. Organs

The Company has the following organs in addition to the general meetings of shareholders and directors:

1. The Board of Directors
2. Audit and Supervisory Committee
3. Independent Financial Auditors

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5. Method for giving Public Notices

Public notices of the Company are given electronically. If unable to use electronic means in case of an accident or an unavoidable event, it will place public notices in the *Nikkei* Newspaper.

Chapter 2 Stock

6. Authorized Shares

The number of shares of stock the Company is authorized to issue is 110,501,100.

7. Treasury Stock

Under Section 165-2 of the Companies Act, the Company is authorized to acquire its own stock through the market, etc., as provided under Section 165-1, by a resolution of the Board of Directors.

8. Unit of Shares

The unit (equivalent to one (1) voting right) of the shares of the Company is 100 shares.

9. Rights of Shares under One (1) Unit

A shareholder of less than one (1) unit may not exercise its rights except as follows;

1. Any rights stipulated in Section 189-2 of the Companies Act
2. The right to request as provided by Section 166-1 of the Companies Act
3. The right to subscription to new allotments and/or stock options offered with regard to the number of shares held
4. The right to make requests as provided in the Article 10 below.

10. Right of Purchase Request of Additional Shares less than One (1) Unit

A shareholder of less than one (1) unit of shares may request, according to the Share Handling Regulations, the sale of additional shares which will, combined with their shareholding of less than one (1) unit, constitute one (1) unit of shares.

11. Share Registrar

The Company has a share registrar to administrator holdings of the shareholders' list.

2. The name of the Registrar and the office address of the Registrar are determined by a resolution of the Board of Directors and disclosed by public notice.

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3. The Registrar is charged with maintaining the register of shareholders (including a register of share subscription rights) and related services. The Company itself does not perform these obligations.

12. Share Handling Regulations

Matters with regard to the stock of the Company and related fees are governed by the laws, these Articles of Incorporation, and the rules related to stocks established by the Board of Directors.

Chapter 3 Shareholder Meetings

13. Notice of Meetings

The Company's annual general meeting of shareholders is held within three (3) months from the end of each Fiscal year. A special meeting of shareholders may be held at any time as required.

2. Shareholder meetings are held in *Tokyo*, Japan.

14. Record Date for Annual General Meeting of Shareholders

The cut-off date for the right to vote at the annual general meeting of shareholders is the holding date of March 31st of each year.

15. Convening General Meetings of Shareholders and Chairperson

A general meeting of shareholders is called by the director designated by the Board of Directors in advance, who serves as the Chairperson.

2. In a case where the appointed director is unavailable to call a general meeting of shareholders, a substitute director may call a general meeting of shareholders and act as the Chairperson, pursuant to procedures established by the Board of Directors in advance.

16. Internet Disclosure and Deemed Submission of Reference Materials for General Meetings of Shareholders

The Company shall, when convening a general meeting of shareholders, provide information contained in the reference documents for the general meeting of shareholders, etc. electronically.

2. Among the matters to be provided electronically, the Company may choose not to include all or part of the matters stipulated in the Ministry of Justice Order in the paper

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copy to be sent to shareholders who have requested it by the record date for voting rights.

17. Method of Adopting Resolutions

A resolution of a general meeting of shareholders is made by a majority of votes of entitled voters present, unless otherwise provided by the laws and/or these Articles of Incorporation.

2. A resolution as provided by Section 309-2 of the Companies Act is made by 2/3 or more of the votes present where 1/3 or more of shareholders entitled to vote are present.

18. Voting by Proxy

A shareholder may entrust another shareholder entitled to vote as the Agent to cast its vote.

2. Either the shareholder or such Agent must submit evidence of the agency to the Company for each general meeting of shareholders.

Chapter 4 Directors and Board of Directors

19. Number of Directors

The number of the directors (excluding directors serving as Audit and Supervisory Committee members) is no more than fifteen (15).

2. The number of the directors serving as Audit and Supervisory Committee members is no more than five (5).

20. Election of Directors

Directors are, separating directors serving as Audit and Supervisory Committee members and those who do not, elected by a resolution of the general meeting of shareholders.

2. A director is elected by a majority of votes at a meeting where entitled shareholders holding 1/3 or more of the voting rights are present.

3. Election of a director may not be done by cumulative voting.

21. Term of Office

The term of office of a director (excluding directors serving as Audit and Supervisory Committee members) ends at the conclusion of the annual general meeting of shareholders relating to the fiscal year ending within one (1) year from their election.

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2. The term of office of a director serving as Audit and Supervisory Committee members ends at the conclusion of the annual general meeting of shareholders relating to the fiscal year ending within two (2) year from their election.

3, The term of a director serving as an Audit and Supervisory Committee member appointed as a Substitute for a director serving as an Audit and Supervisory Committee member who resigns before the end of their appointed term ceases to be effective at the same date that the term of the original director serving as an Audit and Supervisory Committee member is due to end.

22. The Term of Qualification of Substitute for a Director serving as Audit and Supervisory Committee Member

The term of qualification of a Substitute for a director serving as Audit and Supervisory Committee member ends at the beginning of the annual general meeting of shareholders relating to the fiscal year ending within two (2) years from their election.

23. Representative Director

The Board of Directors elects a Representative Director from among directors (excluding directors serving as Audit and Supervisory Committee members) by resolution.

24. Convening Meetings of the Board of Directors and Chairperson

A meeting of the Board of Directors is called by the director designated by the Board of Directors in advance, who serves as the Chairperson.

2. Where the Chairperson is unavailable, another director calls a Board of Directors meeting and acts as the chairperson, pursuant to procedures established by the Board of Directors in advance.

25. Notice of a Meeting of the Board of Directors

Notice of a meeting of the Board of Directors is sent to each director at least five (5) days before the meeting. In a case of an emergency, the notice period may be shortened.

2. If all of the directors consent, a meeting of the Board of Directors may be held without the notice process.

26. Delegation of Decision Authorization of Execution of Important Operations

Pursuant to Section 399-13-6 of the Companies Act, the Company may delegate all or part of decision authorization of execution of important operations (exclude those

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stipulated in Section 399-13-5 of the Companies Act) to directors.

27. Method of Resolution of the Board of Directors

A resolution of the Board of Directors is made by a majority of directors present where a majority of directors entitled to vote are present.

28. Deemed Resolution

A resolution is deemed to be adopted if the requirements under Section 370 of the Companies Act are met.

29. Board of Directors Regulations

Matters with regard to the Board of Directors are governed by the laws, these Articles of Incorporation, and rules of procedure established by of the Board of Directors.

30. Remuneration etc.

Remuneration, bonuses and any benefits received from the Company in consideration for the performance of duties by directors are determined, separating directors serving as Audit and Supervisory Committee members and those who do not, by resolution of the general meeting of shareholders.

31. Limitation of Liabilities of Non-Executive Directors

Pursuant to Section 426·1 of the Companies Act, the Company may exempt director (including former directors) from liability for damages caused by negligence of their duties by resolution of the Board of Directors within the limits as stipulated in the law.
2. Pursuant to Section 427·1 of the Companies Act, the Company may enter into a Limitation of Liabilities agreement, as provided under Section 423-1 of Companies Act, with a director (except executive director). The limit of their indemnity is as stipulated in the laws.

Chapter 5 Audit and Supervisory Committee

32. Full-Time Audit and Supervisory Committee Members

The Audit and Supervisory Committee may elect full-time Audit and Supervisory Committee members by their resolutions.

33. Notice of Meetings of the Audit and Supervisory Committee

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Notices of meetings of the Audit and Supervisory Committee are sent to each Audit and Supervisory Committee member at least five (5) days before the meeting. In the case of an emergency, the notice period may be shortened.

2. If all of the Audit and Supervisory Committee members consent, a meeting may be held without the notice process.

34. Resolutions of the Audit and Supervisory Committee

A resolution of the Audit and Supervisory Committee is made by a majority of the members present who comprise a majority of those who are entitled to exercise their voting rights.

35. Audit and Supervisory Committee Regulations

Matters with regard to the Audit and Supervisory Committee are governed by the laws, these Articles of Incorporation, and the Audit and Supervisory Committee regulations established by the Audit and Supervisory Committee.

Chapter 6 Independent Financial Auditor

36. Election of a Financial Auditor

An Independent Financial Auditor is elected by a resolution of the annual general meeting of shareholders.

37. Term

The term of an Independent Financial Auditor ends at the conclusion of the annual general meeting of shareholders relating to the Fiscal year ending within one year from their election.

2. Unless otherwise resolved at the annual general meeting of shareholders, the Independent Financial Auditor is deemed to be reelected at the annual general meeting of shareholders.

38. Remuneration, etc.

Remuneration of an Independent Financial Auditor is determined by the Representative Director with consent of the Audit and Supervisory Committee.

Chapter 7 Accounting

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39. Fiscal Year

The Fiscal Year of the Company begins on April 1st and ends on March 31st of the following year.

40. Distribution of Retained Earnings

The Company distributes cash dividends from retained earnings to the shareholders and or registered pledges listed or recorded in the final register of shareholders on March 31st each year.

41. Interim Dividend

Pursuant to resolution of the Board of Directors, interim dividends may be paid to shareholders or registered pledges listed or recorded in the final register of shareholders on September 30th of each year.

42. Release from Dividend Payment Obligation

The Company is released from the obligation to pay dividends from retained earnings and interim dividends if such dividends have not been received within 3 years from the first payment date.

Supplementary Provisions

1. The deletion of Article 16 (Internet Disclosure and Deemed Submission of Reference Materials for General Meetings of Shareholders) of the current Articles of Incorporation and the new establishment of the proposed Article 16 (Measures for Electronic Provision, Etc.) shall come into effect on the date of enforcement of the amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (the “Effective Date”).
2. Notwithstanding the provisions of the preceding paragraph, Article 16 of the current Articles of Incorporation shall remain in force with respect to a general meeting of shareholders to be held on a date within six months from the Effective Date.
3. These supplementary provisions shall be deleted after the lapse of six months from the Effective Date or the lapse of three months from the date of the general meeting of shareholders set forth in the preceding paragraph, whichever is later.

[End of Translation]