

NOF CORPORATION

Articles of Incorporation

Established July 1, 1949
Revised February 1, 1950
Revised July 30, 1951
Revised January 27, 1955
Revised July 29, 1959
Revised January 28, 1960
Revised January 27, 1961
Revised July 29, 1966
Revised July 30, 1969
Revised June 1, 1970
Revised January 30, 1973
Revised January 30, 1975
Revised February 25, 1982
Revised February 28, 1984
Revised February 27, 1987
Revised February 26, 1988
Revised June 28, 1990
Revised June 27, 1991
Revised June 26, 1992
Revised June 29, 1994
Revised June 26, 1998
Revised June 28, 2001
Revised June 27, 2002
Revised June 27, 2003
Revised June 29, 2004
Revised June 29, 2005
Revised June 29, 2006
Revised June 28, 2007
Revised June 26, 2009
Revised October 1, 2017
Revised June 26, 2020
Revised June 29, 2021
Revised June 28, 2022
Revised April 1, 2024

Chapter I. General Provisions

(Trade name)

Article 1. The name of the Company shall be Nichiyu Kabushiki Kaisha, and in English it shall be NOF CORPORATION.

(Objects)

Article 2. The objects of the Company shall be to engage in the following businesses:

- (1) Manufacture of animal and vegetable oils and fats
- (2) Manufacture of hydrogenated oil, hardened wax, fatty acids, glycerin, soap, higher alcohol, oils, etc.
- (3) Manufacture of synthetic detergents and synthetic resins
- (4) Manufacture of derivatives of higher alcohols, fatty acids, and fibrins, and other synthetic organic chemical products
- (5) Manufacture of industrial chemicals, medicines, quasi-medicines, medical supplies, medical equipment, medicines for animal use, agricultural chemicals, chemical drugs and cosmetics
- (6) Manufacture of grease, brake oil, and other petroleum-blended processed products
- (7) Manufacture of lipids such as margarine, edible fats, dairy products, nutraceuticals supplemented with vitamins and other nutrients, food additives, and phospholipids
- (8) Processing of foods made from dietary fiber
- (9) Manufacture of paints, printing inks, pigments, dyes, and fragrances
- (10) Manufacture and processing of explosives
- (11) Manufacture of thermite agent
- (12) Explosion processing
- (13) Manufacture of welding materials and non-destructive testing materials
- (14) Manufacture of welded pipe and welding processing
- (15) Manufacture of materials for electronic equipment and chemical machinery and production of chemical machinery and equipment
- (16) Manufacture of oxygen and hydrogen
- (17) Manufacture of feed and fertilizer
- (18) Manufacture of materials for civil engineering and construction
- (19) Manufacture of ceramics

- (20) Manufacture, sale, purchase, and import/export of raw materials, products, and by-products of each of the preceding items
- (21) Landscaping
- (22) Sale, purchase, lease, brokerage, and management of real estate and management of parking lots
- (23) Contracting for building construction, painting, blasting, and other work
- (24) Software business
- (25) Businesses related to each of the preceding items

(Location of the head office)

Article 3. The Company shall have its head office in Shibuya-ku, Tokyo.

(Method of public notice)

Article 4. The Company issues its public notices by electronic means. However, if public notice cannot be made electronically due to an accident or any other unavoidable reason, public notice shall be made in The Nikkei.

Chapter II. Shares

(Total number of shares authorized to be issued)

Article 5. The total number of shares authorized to be issued by the Company shall be 970,000,000.

(Acquisition of treasury shares)

Article 6. The Company may, by a resolution of the Board of Directors, acquire its treasury shares through market transactions, etc., pursuant to the provisions of Sub-Article 2 of Article 165 of the Companies Act.

(Number of shares per unit)

Article 7. The number of shares per unit of the Company shall be 100 shares.

(Rights regarding shares less than one unit)

Article 8. A shareholder of the Company may not exercise any right other than those listed below with respect to shares less than one unit held by the shareholder.

- (1) Rights set forth in items of Sub-Article 2 of Article 189 of the Companies Act
- (2) Right to make a demand which is pursuant to Sub-Article 1 of Article 166 of the Companies Act
- (3) Right to receive allotment of offered shares and offered stock acquisition rights in proportion to the number of shares held by the shareholder
- (4) Right to make a request as provided for in the following Article

(Sale of shares less than one unit)

Article 9. A shareholder of the Company may, in accordance with the Share Handling Regulations, demand that the Company sell to him or her the number of shares that, together with the number of shares less than one unit held by such shareholder, will constitute one unit of shares.

(Share Handling Regulations)

Article 10. The handling of shares of the Company shall be governed by the Share Handling Regulations established by the Board of Directors in addition to laws and ordinances or these Articles of Incorporation.

(Share registrar)

Article 11. The Company shall have a share registrar.

- 2 The share registrar and its business office shall be determined by resolution of the Board of Directors and the public notice shall be given of such matters.
- 3 The preparation and retention of the register of shareholders of the Company, the register of stock option rights and other business relating thereto shall be entrusted to the share registrar and not handled by the Company.

(Record date)

Article 12. The Company shall regard the shareholders which have voting rights and are entered or recorded in the final register of shareholders as of March 31 for each business year as the shareholders entitled to exercise their voting rights at the ordinary general meeting of shareholders relating to such business year.

- 2 In addition to the stipulations in the preceding paragraph, the Company may, upon prior public notice, set an extraordinary record date by resolution of the Board of Directors, if necessary.

Chapter III. General Meeting of Shareholders

(Convocation of general meeting)

Article 13. An ordinary general meeting of shareholders shall be held in June of each year, and extraordinary general meetings of shareholders shall be convened whenever necessary.

(Convener and chairman of general meeting)

Article 14. The President & Chief Executive Officer shall act as the convener and chairman of a general meeting of shareholders.

- 2 If the office of the President & Chief Executive Officer is vacant or if the President & Chief Executive Officer is unable to act, another Director shall convene a general meeting of shareholders and act as chairman in the order previously determined by the Board of Directors.
- 3 The chairman shall maintain order and coordinate the proceedings at the general meeting.

(Measures for electronic provision, etc.)

Article 15. 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 Ordinance of the Ministry of Justice in the paper copy to be sent to shareholders who have requested it by the record date for voting rights.

(Resolution of general meeting)

Article 16. Unless otherwise provided in laws and ordinances or in these Articles of Incorporation, resolutions of a general meeting of shareholders shall be adopted by a majority of the votes of the shareholders present which can exercise the voting rights.

2 The resolution as provided in Sub-Article 2 of Article 309 of the Companies Act shall be adopted by two thirds or more of the votes of the shareholders which are present at the shareholders meeting where the shareholders which hold one third or more of the votes of the Company and can exercise voting rights attend.

(Exercise of voting rights by proxy)

Article 17. A shareholder may exercise his voting rights by one proxy who is also a shareholder of the Company entitled to vote.

2 In that case, the shareholder or proxy must submit at each general meeting of shareholders a written document to the Company certifying the proxy's authority.

Chapter IV. Directors and Board of Directors

(Number of Directors)

Article 18. The number of Directors (excluding those who are Audit and Supervisory Committee Members) of the Company shall be twelve or less.

2 The number of Directors who are Audit and Supervisory Committee Members of the Company shall be five or less.

(Election of Directors)

Article 19. Directors shall be elected by distinguishing Directors who are Audit and Supervisory Committee Members from other Directors at a general meeting of shareholders.

2 Such election shall be made at a general meeting of shareholders at which the holders of shares representing one third or more of the voting rights of the whole shareholders which can exercise voting rights shall be present and by a majority of the votes of the shareholders present; provided, however, that no cumulative voting shall be used for that purpose.

(Term of office of Directors)

Article 20. The term of office of Directors (excluding those who are Audit and Supervisory Committee Members) shall expire at the close of the ordinary general meeting of shareholders relating to the last business year which ends within one year from their election.

2 The term of office of Directors who are Audit and Supervisory Committee Members shall expire at the close of the ordinary general meeting of shareholders relating to the last business year which ends within two years from their election; provided, however, that the term of office of a Director who is an Audit and Supervisory Committee Member elected to fill a vacancy, created by the retirement of a Director who is an Audit and Supervisory Committee Member before expiration of his term of office, shall be until the expiration of the term of office of the retired Director who is an Audit and Supervisory Committee Member.

3 The validity of pre-election of a substitute Director who is an Audit and Supervisory Committee Member

shall continue until the beginning of the ordinary general meeting of shareholders relating to the last business year which ends within two years after the election.

(Establishment of the Board of Directors)

Article 21. The Company shall have a Board of Directors.

(Appointment of Representative Directors)

Article 22. Representative Directors of the Company shall be appointed from among the Directors (excluding those who are Audit and Supervisory Committee Members) by resolution of the Board of Directors.

(Directors with specific titles)

Article 23. The Board of Directors may, by its resolution, appoint directors with specific titles from among the Directors (excluding those who are Audit and Supervisory Committee Members).

(Operating Officers)

Article 24. The Board of Directors may, by its resolution, appoint Operating Officers.

(Senior advisors)

Article 25. The Board of Directors may, by its resolution, appoint senior corporate advisors and senior advisors.

(Authority of the Board of Directors)

Article 26. The Board of Directors shall decide the Company's business policies and other important matters in addition to the matters provided by laws and ordinances or these Articles of Incorporation.

(Convening of meeting of Board of Directors)

Article 27. Notice for convening of a meeting of the Board of Directors shall be dispatched to each Director not later than two days prior to the date of the meeting; provided, however, that, in case of urgent necessity, such period of notice may be further shortened with the consent of each Director.

(Delegation of decisions on execution of important operations)

Article 28. Pursuant to the provisions of Sub-Article 6 of Article 399-13 of the Companies Act, the Company may delegate all or part of the decisions on the execution of important operations (excluding matters listed in each item of Sub-Article 5 of the same Article) to Directors by resolution of the Board of Directors.

(Omission of resolution by the Board of Directors)

Article 29. The Company shall deem that a resolution of the Board of Directors has been adopted when the requirements of Article 370 of the Companies Act have been fulfilled.

(Regulations of the Board of Directors)

Article 30. With respect to matters relative to the Board of Directors, the Regulations of the Board of Directors to be established by the Board of Directors shall govern, in addition to laws and ordinances or these Articles of Incorporation.

(Remuneration etc. of Directors)

Article 31. The remuneration, bonuses and other benefits (hereinafter "Remuneration Etc.") received by Directors as payment for the execution of their duties shall be determined by resolution of a general meeting

of shareholders, by distinguishing those for Directors who are Audit and Supervisory Committee Members from those for other Directors.

(Exoneration of Directors from liability)

Article 32. The Company may, by resolution of the Board of Directors pursuant to Sub-Article 1 of Article 426 of the Companies Act, exonerate a Director (including a person who was a Director) from his liability set forth in Sub-Article 1 of Article 423 of the Act to the extent allowable under laws and ordinances.

2 The Company may, pursuant to Sub-Article 1 of Article 427 of the Companies Act, conclude an agreement with a Director (excluding a person who is an executive director, etc.) that limits the liability for damages set forth in Sub-Article 1 of Article 423 of the Act. However, the maximum amount of liability for damages based on said agreement shall be the amount stipulated by laws and ordinances.

Chapter V. Audit and Supervisory Committee

(Establishment of Audit and Supervisory Committee)

Article 33. The Company shall have an Audit and Supervisory Committee.

(Notice for convening of Audit and Supervisory Committee meeting)

Article 34. Notice for convening of an Audit and Supervisory Committee meeting shall be dispatched to each Audit and Supervisory Committee Member not later than two days prior to the date of the meeting; provided, however, that such period of notice may be further shortened with the consent of each Audit and Supervisory Committee Member.

(Regulations of Audit and Supervisory Committee)

Article 35. With respect to matters relative to the Audit and Supervisory Committee, the Regulations of the Audit and Supervisory Committee to be established by the Audit and Supervisory Committee shall govern, in addition to laws and ordinances or these Articles of Incorporation.

Chapter VI. Accounting Auditors

(Establishment of Accounting Auditor)

Article 36. The Company shall have Accounting Auditors.

(Election of Accounting Auditors)

Article 37. Accounting Auditors shall be elected by resolution of a general meeting of shareholders.

(Term of office of Accounting Auditors)

Article 38. The term of office of Accounting Auditors shall expire at the close of the ordinary general meeting of shareholders relating to the last business year which ends within one year after their election.

2 Unless otherwise resolved at the ordinary general meeting of shareholders mentioned in the preceding sentence, the Accounting Auditors shall be deemed to be reelected at the said meeting.

(Remuneration Etc. of Accounting Auditors)

Article 39. The Remuneration Etc. of Accounting Auditors shall be determined by the Representative Director

with the agreement of the Audit and Supervisory Committee.

Chapter VII. Accounts

(Business year)

Article 40. The business year of the Company shall be one year from April 1 of each year to March 31 of the following year.

(Appropriation of surplus)

Article 41. Surplus of the Company shall be appropriated to the shareholders or registered share pledgees entered or recorded in the final register of shareholders as of March 31 of each year.

(Interim dividend)

Article 42. The Company may, by resolution of the Board of Directors, pay interim dividends to the shareholders or registered share pledgees entered or recorded in the final register of shareholders as of September 30 of each year.

(Exclusion period for appropriation of surplus, etc.)

Article 43. The Company shall be exempted from the obligation to appropriate surplus and pay interim dividends if they have not been collected for a period of three full years from the date of commencement of payment.

Supplementary Provisions

(Transitional measures regarding exoneration of Statutory Auditors from liability)

Article 1. The Company may, by resolution of the Board of Directors, exonerate a person who is a Statutory Auditor (including a person who was a Statutory Auditor) until the conclusion of the 98th Annual General Meeting of Shareholders held in June 2021, from his liability for damages set forth in Sub-Article 1 of Article 423 of the Companies Act relating to his conduct, to the extent allowable under laws and ordinances.

2 Regarding the agreement that limits the liability for damages set forth in Sub-Article 1 of Article 423 of the Companies Act relating to the conduct of a person who is a Statutory Auditor (including a person who was a Statutory Auditor) until the conclusion of the 98th Annual General Meeting of Shareholders held in June 2021, the agreement shall adhere to stipulations of Article 41-2 before the amendments to the Articles of Incorporation, as per the resolution at the said Annual General Meeting of Shareholders.