

Articles of Incorporation

Chapter 1: General Provisions

(Trade Name)

Article 1.

The name of the Company shall be Kabushiki Kaisha KITZ, which shall be rendered in English as KITZ CORPORATION.

(Purpose)

Article 2.

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

- (1) Manufacturing and sales of valves, other flow control devices, and related products;
- (2) Design, construction, maintenance and provision of technologies and services for piping systems related to Item (1) above;
- (3) Manufacturing and sales of castings, forgings, and brass bars, as well as their processed products;
- (4) Manufacturing and sales, design, construction, maintenance and provision of technologies and services related to water purification equipment, filtration equipment, and related products;
- (5) Manufacturing and sales, design, construction, maintenance and provision of technologies and services related to energy-related equipment and their plants;
- (6) Design, construction, and supervision of civil engineering and construction work;
- (7) Leasing as well as the purchase and sale of real estate;
- (8) Operation and management of hotels, restaurants, coffee shops, and retail stores; and
- (9) All businesses incidental or related to the businesses listed in the preceding items

(Location of Head Office)

Article 3.

The Head Office of the Company shall be located in Minato-ku, Tokyo.

(Organs)

Article 4.

The Company, as a company with a Nominating Committee, shall have the following organs in addition to the General Meeting of Shareholders and Directors:

- (1) Board of Directors;
- (2) Nominating Committee, Audit Committee, and Compensation Committee;
- (3) Senior Executive Officers;
- (4) Financial Auditor.

(Method of Public Notice)

Article 5.

Public notices of the Company shall be made by electronic public notice, provided that if it is impossible to give an electronic public notice due to an accident or other unavoidable circumstances, such public notice shall be given by posting in the Nihon Keizai Shimbun.

Chapter 2. Shares**(Total Number of Shares Authorized to be Issued by the Company)****Article 6.**

The total number of shares authorized to be issued by the Company shall be Four Hundred Million (400,000,000) shares.

(Acquisition of Treasury Shares)**Article 7.**

The Company may acquire its treasury shares through market trading or through other means approved by a resolution of the Board of Directors in accordance with the provisions of Paragraph 2 of Article 165 of the Companies Act.

(Share Unit)**Article 8.**

The share unit of the Company shall be One Hundred (100) shares.

(Rights regarding Shares which are Less Than One Unit)**Article 9.**

Shareholders of the Company holding less than one unit of shares may not exercise any rights regarding the shares except for the following rights:

- (1) The rights as provided for in each Item of Paragraph 2, Article 189 of the Companies Act, such as the right to receive an allotment of shares without contribution, the right to demand the purchase of shares in a quantity of less than one unit;
- (2) The right to receive an allotment of shares for subscription and the right to receive share options for subscription in proportion to the number of shares held by the shareholder;
- (3) The right to make the request as provided for in the following Article.

(Demand for the Sale to Holder of Shares Less Than One Unit)**Article 10.**

1. Pursuant to the provisions of the Share Handling Regulations, shareholders who own less than one unit of shares in the Company may demand that the Company sell them a fractional share which, when combined with the less than one unit share held by the relevant shareholder, would constitute one share unit.

2. In cases where a request is made under the preceding paragraph, if the Company does not have enough shares to meet the sale request, the Company is permitted to decline the request in the preceding paragraph.

(Share Handling Regulations)

Article 11.

In addition to applicable laws and regulations or these Articles of Incorporation, the Share Handling Regulations established by the Board of Directors or the Senior Executive Officer who has been so delegated by a resolution of the Board of Directors shall govern the handling of shares of the Company, procedures under which shareholders may exercise their own rights and the fees therefor, etc.

(Shareholder Register Administrator)

Article 12.

1. The Company shall appoint a shareholder register administrator for its shares.
2. The shareholder register administrator and the place of business of the shareholder register administrator shall be determined through a resolution of the Board of Directors or a decision of the Senior Executive Officer who has been delegated the authority to do so by a resolution of the Board of Directors, and the shareholder register administrator and the place of business of the shareholder register administrator shall be announced by public notice.
3. Preparation and safekeeping of the shareholder registry and the share option register of the Company, the share transfer, registration of pledge rights, indication of trust property, purchase or sale of shares less than one unit and any other administrative matters related to the shares and the share options shall be entrusted to the shareholder register administrator, and such administration shall not be handled by the Company.

(Record Date)

Article 13.

1. The Company shall designate those shareholders with voting rights as listed or recorded in the last shareholders registry as of December 31 of each year as the shareholders who may exercise voting rights at the Ordinary General Meeting of Shareholders for that fiscal year.
2. In addition to the preceding paragraph, when it is necessary to determine which individuals are entitled to exercise rights as a shareholder or as a registered share pledgee, the Company may set a temporary record date by giving advance public notice in accordance with a resolution of the Board of Directors.

Chapter 3: General Meeting of Shareholders

(Convocation and Convener)

Article 14.

1. The Ordinary General Meeting of Shareholders shall be convened within three (3) months from the end of each fiscal year, and an Extraordinary General Meeting of Shareholders shall be convened at any time when necessary.
2. The General Meeting of Shareholders shall be convened by the Director who also serves as the Representative Executive Officer & President in accordance with a resolution of the Board of Directors, except as otherwise provided by law. Provided that, if the said Director is unable to act, another Director shall convene the General Meeting of Shareholders in an order previously determined by the Board of Directors.

(Chairperson)

Article 15.

The chairperson of the General Meeting of Shareholders shall be the Director who also serves as the Representative Executive Officer & President, according to a resolution of the Board of Directors. However, if the said Director is unable to act, another Director or Senior Executive Officer shall replace him/her in an order previously determined by the Board of Directors.

(Measures for Providing Information in an Electronic Format, Etc.)

Article 16.

1. In convening a General Meeting of Shareholders, the Company shall take measures to provide the information contained in the reference documents for the General Meeting of Shareholders, etc., in an electronic format.
2. The Company may, with regard to those matters for which measures for the provision of information in electronic format will be taken, exclude all or part of the matter specified in the applicable Ministry of Justice Order from the paper-based documents to be delivered to shareholders who have requested the delivery of paper-based documents by the record date for voting rights.

(Exercise of Voting Rights by Proxy)

Article 17.

1. A shareholder may exercise his/her voting rights through a proxy who is also a shareholder of the Company with voting rights.
2. A shareholder or the proxy specified in the preceding paragraph must submit documentation certifying the relevant proxy rights to the Company for each General Meeting of Shareholders in which a proxy is used.

(Method of Resolution)

Article 18.

1. Except where otherwise provided for by laws and regulations or these Articles of Incorporation, resolutions at General Meetings of Shareholders shall be adopted by a majority vote of the

shareholders present who hold the exercisable voting rights.

2. Resolutions at General Meetings of Shareholders pursuant to Paragraph 2, Article 309 of the Companies Act shall be adopted by a two-thirds (2/3) vote of the shareholders present who hold at least one-third (1/3) of all shareholders' exercisable voting rights.

Chapter 4: Directors and Board of Directors

(Number and Election)

Article 19.

1. The number of Directors of the Company shall be fourteen (14) or fewer.
2. Directors shall be elected at the General Meeting of Shareholders.
3. Resolutions to elect Directors shall be adopted by a majority vote of the shareholders present who hold at least one-third (1/3) of all shareholders' exercisable voting rights.
4. The resolution to elect Directors shall not be made by cumulative voting.

(Term of Office)

Article 20.

The term of office for Directors shall continue until the conclusion of the Ordinary General Meeting of Shareholders for the last fiscal year ending within one (1) year from the time of their election.

(Convocation, Convener, and Chairperson)

Article 21.

1. A meeting of the Board of Directors shall be convened by a Director previously appointed by the Board of Directors, except as otherwise provided by law. Provided that, if the said Director is unable to act, other Directors shall replace him/her in an order previously determined by the Board of Directors.
2. The Board of Directors shall, through its resolution, appoint a Chairperson of the Board of Directors meeting from among its Directors. However, if the appointed Director is unable to act, another Director shall replace him/her in an order previously determined by the Board of Directors.
3. The notice of convocation of a meeting of the Board of Directors shall be issued to each Director at least three (3) days before the date of the meeting. Provided that, this period can be shortened in case of emergency.
4. When all Directors agree, a meeting of the Board of Directors may be held without going through the convocation procedure.

(Method of Resolution)

Article 22.

1. Resolutions of the Board of Directors shall be adopted by a majority of those Directors present at the meeting where a majority of the Directors entitled to participate in the vote are present.
2. In accordance with the provisions of Article 370 of the Companies Act, where Directors submit a

proposal with respect to a matter that corresponds with the purpose of the resolution being made at a Board of Directors meeting, then, if all Directors who are entitled to vote with respect to that matter manifest their intention to agree to the proposal, either in writing or in an electronic or magnetic record, it is deemed that the resolution to approve that proposal has been passed at the Board of Directors meeting.

(Board of Directors Regulations)

Article 23.

Matters concerning the Board of Directors shall be governed by the Board of Directors Regulations established by the Board of Directors, in addition to applicable laws and regulations or these Articles of Incorporation.

(Exemption from Liability of Directors)

Article 24.

1. Pursuant to the provisions of Article 426, Paragraph 1 of the Companies Act, (including an individual who was previously a Director of the Company) may, to the extent permitted by laws and regulations, be exempted from the liability imposed under Article 423, Paragraph 1 of the Companies Act (“Officer, etc.’s liability of compensation of damages to the Company”; this definition shall also apply in Article 24, Paragraph 2 and Article 30 of these Articles of Incorporation) by a resolution passed at a Board of Directors meeting provided that the relevant Director has acted in good faith and without gross negligence in performing his/her duties.
2. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with a Director (excluding an Senior Executive Director, etc.) to limit the liability of that Director as provided for in Article 423, Paragraph 1 of the Companies Act if the Director has acted in good faith and without gross negligence in performing his/her duties; provided that the amount of liability so limited shall not exceed five million JPY (¥5,000,000) or higher amount as previously established by the Company or the amount provided for by laws and regulations, whichever is higher.

Chapter 5: Nominating Committee, etc.

(Selection of Committee Members)

Article 25.

Members constituting the Nominating Committee, Audit Committee, and Compensation Committee shall be selected by a resolution of the Board of Directors.

(Committee Regulations)

Article 26.

Matters concerning each committee shall be governed by the committee regulations established by the Board of Directors, in addition to applicable laws and regulations and these Articles of Incorporation.

Chapter 6: Senior Executive Officers

(Election of Senior Executive Officers)

Article 27.

The Board of Directors shall elect Senior Executive Officers by its resolution.

(Selection of Representative Executive Officers)

Article 28.

The Board of Directors shall elect a Representative Executive Officer or Representative Executive Officers from among the Senior Executive Officers by its resolution.

(Term of Office of Senior Executive Officers)

Article 29.

The term of office of Senior Executive Officers shall continue until the end of the fiscal year which ends within one (1) year after the election.

(Exemption from Liability of Senior Executive Officers)

Article 30.

Pursuant to the provisions of Article 426, Paragraph 1 of the Companies Act, an Senior Executive Officer (including an individual who was previously an Senior Executive Officer of the Company) may, to the extent permitted by laws and regulations, be exempted from the liability imposed upon him/her under Article 423, Paragraph 1 of the Companies Act by a resolution passed at a Board of Directors meeting, provided that the relevant Senior Executive Director has acted in good faith and without gross negligence in performing his/her duties.

Chapter 7: Financial Auditor

(Election)

Article 31.

The Financial Auditor shall be elected at the General Meeting of Shareholders.

(Term of Office)

Article 32.

1. The term of office of the Financial Auditor shall continue until the conclusion of the Ordinary General Meeting of Shareholders for the last fiscal year that ends within one (1) year from the time of his/her election.
2. When no special resolutions are made at the Ordinary General Meeting of Shareholders provided for in the preceding paragraph, the Financial Auditor shall be deemed to have been re-elected at said Ordinary General Meeting of Shareholders.

(Compensation, etc.)

Article 33.

The compensation, etc., of the Financial Auditor shall be determined by the Director who also serves as the Representative Executive Officer & President with the consent of the Audit Committee.

Chapter 8: Accounting

(Fiscal Year)

Article 34.

The fiscal year of the Company shall begin on January 1 and end on December 31 every year.

(Organ which Determines Dividends of Surplus, etc.)

Article 35.

The Company, unless otherwise provided by law, shall determine the dividends of surplus and other matters stipulated in each Item of Paragraph 1, Article 459 of the Companies Act, not by a resolution of the General Meeting of Shareholders, but by a resolution of the Board of Directors.

(Record Date for Dividend of Surplus)

Article 36.

1. The record date for the year-end dividend of the Company shall be December 31 of every year.
2. The record date for the interim dividend of the Company shall be June 30 of every year.
3. In addition to the preceding paragraphs, the Company may make a dividend of surplus by setting a record date.

(Dividend of Surplus)

Article 37.

The dividend of surplus shall be made to the shareholders or registered share pledgees listed or recorded in the final shareholder register as of the record date stipulated in the preceding article.

(Exclusion Period for Dividend)

Article 38.

1. If the dividend property is cash and dividends are not claimed within three (3) years from the date of commencement of payment, the Company shall be exempt from the liability to make such payment.
2. No interest shall accrue on unpaid cash provided for in the preceding paragraph.

Supplementary Provisions

(Transitional Measures for Exemption from Liability of Auditors)

Article 1.

The provisions of Paragraph 1, Article 34 of the pre-amended Articles of Incorporation shall still apply to any acts of the Auditors (including former Auditors of the Company) committed prior to the conclusion of the 110th Ordinary General Meeting of Shareholders.

Record of Amendments to these Articles of Incorporation (this record is outside the Articles of Incorporation)

October 3, 1945: Amendment to Article 1 November 19, 1951: Amendment to Article 5 October 3, 1945: Amendment to Article 1

April 12, 1952: Amendment to Article 5

June 1, 1956: Amendment to Article 5

May 18, 1959: Amendment to Article 5

June 28, 1960: Amendments to Articles 6, 15, 18, 20, 21

August 10, 1960: Amendment to Article 2 December 20, 1960: Amendments to Articles 12, 16

May 29, 1961: Amendments to Articles 4, 5

May 29, 1963: Amendment to Article 2

November 29, 1963: Amendments to Articles 20, 21, deletion of Article 25 and subsequent articles moved up

November 30, 1964: Amendment to Article 20

May 29, 1965: Amendment to Article 3

November 3, 1965: Amendments to Articles 24, 25

May 31, 1966: Amendments to Articles 6, 13, 19, 20

May 31, 1967: Deletion of Articles 7, 8, 9, 10, 11, new establishment of Article 7 and subsequent articles moved up

November 30, 1971: Amendment to Article 3

May 31, 1975: Amendment due to revisions of the Commercial Code (new establishment of Article 23, etc.)

June 30, 1976: Amendment to Article 15

December 10, 1976: Amendment to Article 5 (conditional on the effect of capital reduction) February 25, 1977: Amendments to Articles 1, 2, 4, supplementary provisions, new establishment of Article 9, etc.

June 24, 1977: Amendments to Articles 1, 3

June 29, 1978: Amendments to Articles 5, 16, new establishment of Article 25

June 26, 1981: Amendment to Article 1

June 29, 1982: Amendment due to revisions of the Commercial Code (excluding Article 3)

June 28, 1985: Amendment to Article 19

June 27, 1986: Amendment to Article 2

June 29, 1988: Amendments to Articles 10, 11

June 29, 1989: Amendment to Article 2

February 27, 1991: Amendment to Article 16

June 27, 1991: Amendment due to revisions of the Commercial Code (Articles 7, 9)

June 26, 1992: Amendments to Articles 1, 3

June 29, 1994: Amendment due to revisions of the Commercial Code (Articles 16, 17, 20, 21 to 25)

June 27, 1997: Amendments to Articles 2, 10, 11

June 26, 1998: Amendment to Article 5, new establishment of Article 5-2

June 29, 1999: Amendments to Articles 5, 16

June 29, 2000: Amendments to Articles 5, 5-2

June 27, 2002: Amendment due to revisions of the Commercial Code (Articles 5, 6, 6.2, 8, 9-3, 10, 10.2, 12.2, 15, 16.2, 23, 24, 30, 31, deletion of Article 5-2, Article 5-2, supplementary provisions, new establishment of Articles 21, 22, 28, supplementary provisions and subsequent articles moved down)

June 27, 2003: Amendment due to revisions of the Commercial Code, amendment to Article 10, new establishment of Article 15.2, subsequent articles moved down, amendments to Articles 8, 9.3, 11

June 29, 2004: Amendment due to revisions of the Commercial Code, new establishment of Article 6 and subsequent articles moved down

June 29, 2005: Amendments to Articles 5, 18

June 29, 2006: Full revision due to enforcement of the Companies Act, Companies Act Enforcement Regulations, and Corporate Accounting Rules

June 26, 2009: With the enforcement of the law amending part of the law on transfer of bonds, etc. to rationalize settlement related to trading of stocks, etc., deletion of Article 7, subsequent articles moved up, deletion of Article 8.2, amendments to Articles 9, 10, 11, 12.3, and new establishment of Supplementary Provisions Articles 1 and 2

May 14, 2010: Amendment to Article 7 (Share Unit) and new establishment of Supplementary Provisions (Transitional Measures concerning Share Unit)

June 26, 2015: Amendments to Articles 2, 26, 34

June 25, 2019: Amendments to Articles 2, 28

June 29, 2020: Amendments to Articles 12.1, 13.1, 40, 42.1, 42.2, and new establishment of Supplementary Provisions Articles 1, 2, 3 (Transitional Measures concerning Change of Fiscal Term)

March 29, 2022: With the amendment provisions stipulated in the proviso to Article 1 of the Supplementary Provisions of the "Law to Amend Part of the Companies Act" (Reiwa 1 Law No. 70), full amendment to Article 14 and new establishment of Supplementary Provisions Articles 1, 2, 3

March 29, 2023: Amendment to Article 3 and new establishment of Supplementary Provisions Article 1

March 28, 2024: Amendment and enforcement due to transition to a Company with a Nominating Committee, etc.