

(Translated from the Japanese original)

Articles of Incorporation

TIS Inc.

CHAPTER 1 GENERAL PROVISIONS

(Trade Name)

Article 1

The name of the Company is TIS Kabushiki Kaisha , and shall be indicated in English as TIS Inc.

(Purpose)

Article 2

The purpose of the Company is to (i) engage in the following business activities and (ii) control and manage the business activities of companies engaging in the following business activities or of the foreign companies engaging in the equivalent businesses through ownership of their shares or equity interests:

- (1) Development, leasing and sales of computer hardware and software
- (2) Information processing services, information communication services, information providing services and information transmission services through computers
- (3) Support services related to the development, manufacture, import and sale of pharmaceuticals, medical equipment and quasi-pharmaceuticals.
- (4) Investigation, research and development involving bioinformatics including genes
- (5) Investigation, analysis, prediction and evaluation services for the assessment of regional planning (including population dynamics, land use and living environments) and the assessment of effects on the natural environment (including water, air, noise and soil)
- (6) Development, manufacture and sales of medical systems and medical equipment
- (7) Design, construction and supervision of construction (including incidental work), electrical work and telecommunications work (including incidental work)
- (8) Dispatching engineers and export and import of products and technologies for the above items (1) through (7)
- (9) Telecommunication business under the Telecommunications Business Act
- (10) Electronic settlement agency, business relating to transfer of funds and business relating to issue of prepaid payment instruments or businesses ancillary or related to the same
- (11) General leasing and rental services of other goods
- (12) Operation and management, sales, leasing and intermediation of real properties
- (13) Freight and shipping services
- (14) Collection and shipment of industrial waste
- (15) Insurance agent services, insurance agent services under the Automobile Liability Insurance Act and solicitation of life insurance
- (16) Travel agent services under the Travel Business Act
- (17) Staffing and paid-job placement services
- (18) Storage
- (19) Advertising agency
- (20) Production and sales of publication, literatures and images

- (21) Security business
- (22) Dining services
- (23) Operation of nurseries
- (24) Provider of services such as those related to general affairs, financial and business accounting, and procurement and purchasing, as well as services related to human resources and personnel administration.
- (25) Consulting and training involving the above items (1) through (23)
- (26) All operations incidental or relating to any of the items above.

(Location of Principal Office)

Article 3

The principal office of the Company shall be located in Shinjuku-ku, Tokyo.

(Organs)

Article 4

The Company shall establish the following Organs in addition to the general meeting of shareholders and directors.

- (1) Board of Directors
- (2) Audit & Supervisory Board members
- (3) Audit & Supervisory Board
- (4) Accounting Auditor

(Method of Public Notices)

Article 5

Public notices of the Company shall be made by electronic public notice (*Denshi Koukoku*). In the event an incident or any other cause which would prevent the Company from making a public notice by electronic public notice occurs, the Company shall make a public notice in The Nihon Keizai Shimbun.

CHAPTER 2 SHARES

(Total Number of Authorized Shares)

Article 6

The total number of authorized shares of the Company shall be 840,000,000 shares.

(Acquisition of Company's Own Shares)

Article 7

With a resolution of the Board of Directors, the Company may acquire its own shares through market transactions and other methods.

(Number of Shares Constituting One Voting Unit)

Article 8

The number of shares which constitutes one voting unit of the Company shall be 100 shares.

(Additional Purchase of Fractional Unit Shares)

Article 9

A shareholder holding Fractional Unit Shares may request that the Company sell such number of shares as may, together with the number of such Fractional Unit Shares already held, constitute one share unit (“Request for Additional Purchase”).

(Rights to Fractional Unit Shares)

Article 10

A shareholder holding Fractional Unit Shares may not exercise any rights other than the following rights:

- (a) The right provided in each item of Article 189 (2) of the Companies Act;
- (b) The right to request the Company to acquire shares with put options;
- (c) The right to receive allotments of offered shares and allotments of offered stock acquisition rights in accordance with the number of shares held by such shareholder; and
- (d) The right to request additional purchase as mentioned in the preceding article.

(Manager of Shareholder Registry)

Article 11

1. The Company shall have a manager of the Shareholder Registry.
2. The manager of the Shareholder Registry and the location of the manager’s office shall be designated by a resolution of the Board of Directors, and public notice thereof shall be given.

(Share Handling Rules)

Article 12

Record and registration of the Shareholder Registry, and the Stock Acquisition Rights Registry, purchase and Additional Purchase of Fractional Unit Shares and procedures and fees pertaining to exercise of shareholders' rights, and other matters pertaining to treatment and fees of shares or stock acquisition rights shall be governed by laws and regulations, the Articles of Incorporation, and the Share Handling Rules adopted by a resolution of the Board of Directors.

(Record Date)

Article 13

1. Shareholders who are listed or recorded in the Shareholders Registry as of March 31 of each business year shall be entitled to exercise voting rights at the Company’s ordinary general meeting of shareholders for such business year.

2. In addition, by a resolution of the Board of Directors, the Company may, by giving a prior public notice, designate shareholders or registered pledgees of shares who are listed or recorded in the Shareholder Registry as of the end of a certain date as persons who may exercise their rights.

CHAPTER 3 GENERAL MEETING OF SHAREHOLDERS

(Convocation and Location of Convocation)

Article 14

The Company's ordinary general meeting of shareholders shall be convened in June of each business year, and an extraordinary meeting of shareholders shall be convened whenever necessary.

(Person with Convocation Right and Chairman)

Article 15

1. Unless otherwise provided for by laws or regulations, one (1) of the directors will convene the general meeting of shareholders in accordance with an order previously determined by a resolution of the Board of Directors.
2. The president shall chair general meetings of shareholders. In the event that the president is unable to chair a general meeting of shareholders due to any incident, one (1) of the other directors shall step in to chair the meeting in accordance with an order previously determined by a resolution of the Board of Directors.

(Measures to Provide Information in an Electronic Format)

Article 16

1. In convening a general meeting of shareholders, the Company shall take measures to provide in an electronic format such information that falls under reference materials for general meeting of shareholders.
2. When a shareholder has requested the delivery of materials in a paper-based format by the record date of voting rights, the Company may choose not to include in the paper document to be delivered to the shareholder the whole or part of matters prescribed in Ministry of Justice Order if they are provided in an electronic format.

(Method of Resolution)

Article 17

1. Unless otherwise provided for by laws and regulations or any of the provisions in the Articles of Incorporation, a resolution of a general meeting of shareholders shall be adopted by a majority vote of the voting rights represented by shareholders at present who are entitled to exercise voting rights.
2. Unless otherwise provided in the Articles of Incorporation, any resolution provided in Article 309 (2) of the Companies Act shall be adopted when shareholders holding at least one-third (1/3) of the voting rights are present and by at least two thirds (2/3) of the voting rights of such shareholders present.

(Exercise of Voting Rights by Proxy)

Article 18

1. A shareholder of the Company may designate another shareholder with voting rights to exercise the designating shareholder's voting rights.
2. In the case of the preceding paragraph, such shareholder or proxy shall submit to the Company a document verifying proxy power at each general meeting of shareholders.

(Minutes)

Article 19

A summary of developments and the results of a general meeting of shareholders, and other matters provided by laws and regulations shall be described or recorded in the minutes of the meeting.

CHAPTER 4 DIRECTORS AND BOARD OF DIRECTORS

(Number of Directors)

Article 20

The Board of Directors shall have no more than fifteen (15) members.

(Method for Appointing Directors)

Article 21

1. A resolution for the election of directors shall be adopted when shareholders holding at least one-third (1/3) of the voting rights of the shareholders entitled to exercise voting rights are present at a shareholders' meeting and by a majority of such voting rights.
2. A resolution for the election of directors cannot be adopted based on cumulative votes.

(Director's Term of Office)

Article 22

The term of office of a director shall expire at the conclusion of the ordinary general meeting of shareholders that corresponds to the latest business year ending within one (1) year after his or her election to office.

(Representative Director and Director with Executive Title)

Article 23

1. The Board of Directors shall elect representative directors by resolution.
2. By resolution, the Board of Directors shall elect one (1) president from among the directors and executive officers.
3. The Board of Directors shall elect one (1) Chairman and any other directors with executive titles as necessary from the directors.

(Person with Convocation Right and Chairman of Board of Directors' Meetings)

Article 24

Unless otherwise provided for by laws and regulations, the chairman of the Company shall convene meetings of the Board of Directors and chair that meeting. In the event that the chairman is unable to convene a meeting of the Board of Directors and chair the meeting due to a vacancy in the office of chairman or any other incident, one of the other directors shall convene that meeting of the Board of Directors and chair it in accordance with an order previously determined by the Board of Directors.

(Procedure of Convening Board of Directors' Meetings)

Article 25

Any notice to convene a meeting of the Board of Directors shall be dispatched to each director and member of the Audit & Supervisory Board at least three (3) days prior to the date of the meeting; provided, however, that this notice period may be shortened in an emergency.

(Method of Resolutions at a Meeting of the Board of Directors)

Article 26

A resolution by the Board of Directors shall be adopted when the majority of directors are present and by a majority vote of directors present at the meeting.

(Omission of Resolution by the Meeting of Board of Directors)

Article 27

Where all of the directors provide their consent either in writing or by a form of electromagnetic record to a proposal concerning a matter to be resolved at a meeting of the Board of Directors, a resolution of the Board of Directors to the effect that the proposal are adopted shall be deemed to have been made, except for the case where a member of the Audit & Supervisory Board states his or her objection to such a proposal.

(Minutes of Board of Directors)

Article 28

A summary of the course of proceedings and the outcome of such proceedings at a meeting of the Board of Directors, and other matters provided for by laws and regulations, shall be described or recorded in the minutes of the meeting, and the directors and members of the Audit & Supervisory Board present at the meeting shall affix their names and seals or electronic signatures onto the minutes.

(Remunerations for Directors)

Article 29

Remuneration, bonuses and other financial benefits to be received from the Company as consideration for the execution of the duties ("Remunerations") of directors shall be determined through a resolution at a general meeting of shareholders.

(Rules for the Board of Directors)

Article 30

In addition to laws and regulations or any provision in the Articles of Incorporation, matters pertaining to the Board of Directors shall be subject to the Rules for the Board of Directors adopted by a resolution of the Board of Directors.

(Executive Officers)

Article 31

The Board of Directors may elect executive officers by resolution to discharge mandated business execution duties.

(Limited Liability Agreement with Outside Directors)

Article 32

In accordance with the provision of Article 427 (1) of the Companies Act, the Company and its outside directors may enter into an agreement limiting liability for damages. However, the maximum amount of liability under such an agreement shall be equivalent to the minimum liability amount provided in Article 425 (1) of the Companies Act.

CHAPTER 5 AUDIT & SUPERVISORY BOARD MEMBERS AND AUDIT & SUPERVISORY BOARD

(Number of Audit & Supervisory Board Members)

Article 33

The Audit & Supervisory Board shall have no more than five (5) members .

(Method of Appointing Audit & Supervisory Board Members)

Article 34

A resolution for the appointment of Audit & Supervisory Board Members shall be adopted when shareholders holding at least one-third (1/3) of the total voting rights of the shareholders entitled to exercise voting rights and by a majority vote of such voting rights.

(Term of Office for Audit & Supervisory Board Members)

Article 35

1. The term of office for a member of the Audit & Supervisory Board shall expire at the conclusion of the ordinary general meeting of shareholders corresponding to the latest business year within four (4) years after his or her election to office.
2. The term of office for a member of the Audit & Supervisory Board who has been appointed to fill the vacancy of a sitting member of the Audit & Supervisory Board shall expire at the time when the remaining term of office of his or her predecessor would have expired.

(Full-time Member of Audit & Supervisory Board)

Article 36

The Audit & Supervisory Board shall appoint a full-time member of the board.

(Proceedings for Convening a Meeting of the Audit & Supervisory Board)

Article 37

A notice to convene a meeting of the Audit & Supervisory Board shall be dispatched to each member of the Audit & Supervisory Board at least three (3) days prior to the date of the meeting; provided, however, that this notice period may be shortened in an emergency.

(Method for Resolutions by the Audit & Supervisory Board)

Article 38

Unless otherwise provided for by laws and regulations, a resolution by the Audit & Supervisory Board shall be adopted by a majority of votes cast by members of the board.

(Minutes of the Audit & Supervisory Board)

Article 39

A summary of the course of proceedings and the outcome of such proceedings at a meeting of the Audit & Supervisory Board, and other matters provided for by laws and regulations, shall be described or recorded in the minutes of the meeting, and the members of the board who are present at the meeting shall affix their names and seals or electronic signatures onto the minutes.

(Remunerations for Audit & Supervisory Board Members)

Article 40

Remuneration for members of the Audit & Supervisory Board shall be determined through a resolution at a general meeting of shareholders.

(Rules for the Audit & Supervisory Board)

Article 41

In addition to laws and regulations or any provision in the Articles of Incorporation, matters pertaining to the Audit & Supervisory Board shall be subject to rules for the Audit & Supervisory Board adopted by a resolution of the board.

(Limited Liability Agreement of External Members of the Audit & Supervisory Board)

Article 42

In accordance with the provision of Article 427 (1) of the Companies Act, the Company and external members of the Audit & Supervisory Board may enter into agreements limiting the liability for damages. However, the maximum amount under such agreement shall be equivalent to the minimum liability amount provided in Article 425 (1) of the Companies Act.

CHAPTER 6 ACCOUNTING AUDITOR

(Appointment of Accounting Auditor)

Article 43

The accounting auditor shall be appointed through a resolution at a general meeting of shareholders.

(Term of Service for Accounting Auditor)

Article 44

1. The term of service for the accounting auditor shall expire at the conclusion of the ordinary general meeting of shareholders that corresponds to the latest business year ending within one (1) year period after selection.
2. Unless otherwise resolved at an ordinary general meeting of shareholders under the preceding paragraph, the accounting auditor shall be deemed to be reappointed at the ordinary general meeting of shareholders.

(Remuneration, etc. for accounting auditor)

Article 45

Remuneration, etc. for the accounting auditor shall be determined by the representative director, who shall obtain the consent of the Audit & Supervisory Board.

CHAPTER 7 ACCOUNTING

(Business Year)

Article 46

The business year of the Company shall commence on April 1 of each year and end on March 31 of the following year.

(Year-end Dividend)

Article 47

Based upon resolution at a general meeting of shareholders, the Company may distribute monetary dividends of surplus to shareholders or registered pledgees of shares listed or recorded in the latest Shareholders' Registry on March 31 of each year.

(Interim Dividend)

Article 48

Based upon a resolution of the Board of Directors, the Company may distribute dividends provided in Article 454 (5) of the Companies Act, to shareholders or registered pledgees of shares listed or recorded in the latest Shareholders' Registry on September 30 of every year.

(Limitation of Period of Assets to Be Distributed)

Article 49

1. When assets are distributed as money, if any shareholder fails to collect the assets within three (3) full years from the date on which the assets are distributed, the Company shall be exempt from its obligation to distribute the assets.
2. The assets in the preceding paragraph shall be interest-free.

Established:

April 1, 2008

Amended:

June 25, 2009

January 6, 2010

June 24, 2010

June 26, 2012

June 24, 2016

July 1, 2016

June 25, 2019

April 1, 2020

June 24, 2020

June 24, 2021

June 24, 2022

March 2, 2023