

UACJ Corporation Articles of Incorporation

Chapter 1. General Provisions

(Trade Name)

Article 1. This Company shall be called Kabushiki Kaisha UACJ and expressed in the English language as UACJ Corporation.

(Purpose)

Article 2. The purpose of the Company is to engage in the following businesses:

1. Manufacturing, processing and sales of non-ferrous metals such as aluminum, copper, zinc, titanium and nickel, and non-ferrous metal alloys;
2. Management, control and consultation of manufacturing, processing and sales companies related to the above item;
3. Manufacturing and sales of various kinds of products, accessories and by-products related to Item 1;
4. Manufacturing and sales of raw materials, supplementary materials and equipment related to Item 1;
5. Design and supervision, execution and contracting for civil engineering and construction work related to Item 1;
6. Transport, logistics management and consulting related to the above items;
7. Purchase, sale, lease, brokerage and management of real estate; and
8. Other businesses incidental or relating to any of the foregoing

(Head Office)

Article 3. The Company's head office shall be located in Minato-ku, Tokyo.

(Governing Bodies)

Article 4. In addition to the General Meeting of Shareholders and the directors, the Company shall establish the following governing bodies:

1. Board of Directors;
2. Statutory auditors;
3. Board of Statutory Auditors; and
4. Accounting auditors.

(Method of Public Notice)

Article 5. The Company's method of public notice shall be electronic. However, in the event of an accident for some other unavoidable circumstance rendering electronic public notice impracticable, public notices by the Company shall be given by publishing them in the Nikkei Shimbun published in Tokyo.

Chapter 2. Company Stock

(Total Number of Shares Authorized to Be Issued)

Article 6. The total number of shares authorized to be issued by the Company shall be 680,000,000 shares, all of which shall be common shares.

(Purchase of Own Shares)

Article 7. The Company may purchase its own shares in the market, etc., by resolution of its Board of Directors, as provided in Article 165, Paragraph 2, of the Companies Act.

(Number of Shares per Share Unit)

Article 8. The number of shares constituting one unit of shares of the Company shall be 100.

(Rights with Respect to Fractional Unit Shares)

Article 9. The Company's shareholders may not, with regard to fractional unit shares owned, exercise any right other than those stipulated below:

1. The rights stipulated in each item of Article 189, Paragraph 2, of the Companies Act;
2. The right to submit a request to the Company as stipulated in Article 166, Paragraph 1, of the Companies Act; and
3. The right to receive allocation of new shares and rights to subscribe to new shares in proportion to the number of shares owned.

(Shareholders' Register Agent)

Article 10. The Company shall appoint a shareholders' register agent.

(2) The Company shall designate a shareholders' register agent and its place of business by resolution of the Board of Directors, and a public notice of this information shall be provided.

(3) Creating and safekeeping of the shareholders' register and the register of the right to subscribe for new shares and other affairs related to the shareholders' register and the register of the right to subscribe to new shares shall be handled by the shareholders' register agent and shall not be handled by the Company.

(Share Handling Regulations)

Article 11. In addition to laws and regulations and these Articles of Incorporation, procedures and handling fees related to shares shall be governed by the Share Handling Regulations determined by resolution of the Board of Directors.

Chapter 3. General Meeting of Shareholders

(Convocation)

Article 12. Ordinary general meetings of shareholders of the Company shall be convened in June of each year, and extraordinary general meetings of shareholders shall be held as needed.

(Record Date for the Ordinary General Meeting of Shareholders)

Article 13. The record date for voting rights at the ordinary general meeting of shareholders shall be March 31 of each year.

(Convocator and Chair)

Article 14. Unless otherwise provided by laws and regulations, the director selected in advance by resolution of the Board of Directors shall convene and chair general meetings of shareholders.

(2) In the event of an accident as a result of which the director in the foregoing paragraph is not able to fulfill this duty, a director selected in accordance with the order of priority previously determined by the Board of Directors shall convene and chair the general meeting of shareholders.

(Measures, etc. for Providing Information in Electronic Format)

Article 15. When the Company convenes a general meeting of shareholders, it shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.

(2) Among items for which the measures for providing information in electronic format will be taken, the Company may exclude all or some of those items designated by the Ministry of Justice Order from statements in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents by the record date of voting rights.

(Method of Resolution)

Article 16. Unless otherwise provided by laws and regulations or in these Articles of Incorporation, resolutions of general meetings of shareholders shall be adopted by a majority of votes held by the attending shareholders at such meetings entitled to exercise their voting rights.

(2) Resolutions provided in Article 309, Paragraph 2, of the Companies Act shall be adopted by no less than two-thirds (2/3) of the votes held by the attending shareholders at such meeting where shareholders holding no less than one-third (1/3) of the voting rights of all shareholders entitled to exercise their voting rights are present.

(Voting Rights Exercised by Proxy)

Article 17. Shareholders may exercise their voting right by appointing one other shareholder of the Company as a proxy with voting rights.

(2) The shareholder or the proxy shall submit written evidence to the Company to prove the proxy rights at each general meeting of shareholders.

Chapter 4. Directors, Board of Directors and Executive Officers

(Number of Directors)

Article 18. The number of directors of the Company shall not exceed twelve (12).

(Election of Directors)

Article 19. Directors of the Company shall be elected at the general meeting of shareholders.

(2) Resolution for election of directors shall be adopted by a majority vote of attending shareholders at such meeting where shareholders holding no less than one-third (1/3) of the voting rights of all shareholders entitled to exercise their voting rights are present.

(3) No cumulative voting shall be applied in the election of directors.

(Term of Office)

Article 20. The term of office of directors shall be until the close of the ordinary general meeting of shareholders with respect to the last business year that ends within one (1) year of their election.

(Representative Directors and Managing Directors)

Article 21. Representative directors are appointed by resolution of the Board of Directors.

(2) The Board of Directors may appoint by resolution one (1) chairman.

(Convocator and Chairman of Meetings of the Board of Directors)

Article 22. Unless otherwise provided by laws and regulations, the director selected in advance by resolution of the Board of Directors convenes and chairs the meetings of the Board of Directors.

(2) In the event of an accident as a result of which the director in the foregoing paragraph is not able to fulfill this duty, a director selected in accordance with the order of priority previously determined by the Board of Directors shall convene and chair the meeting of the Board of Directors.

(Convocation Notice of Meetings of the Board of Directors)

Article 23. A convocation notice for meetings of the Board of Directors shall be sent to each director and statutory auditor three (3) days prior to the date of the meeting; provided, however, that in case of an emergency, this period may be shortened.

(2) If all the directors and statutory auditors consent, a meeting of the Board of Directors may be convened without prior notice.

(Resolution Method of the Board of Directors and Omission of Resolutions)

Article 24. For resolutions by the Board of Directors, a majority of the Directors who are able to participate in the resolution must be attendance, and shall be passed by a majority.

(2) Provided that conditions stipulated by Article 370 of the Companies Act are satisfied, the Company shall deem a resolution has been adopted by the Board of Directors.

(Remuneration, etc.)

Article 25. Compensation, bonuses and financial benefits paid to compensate directors for the execution of their duties (hereinafter collectively referred to as "remuneration, etc.") shall be determined by resolution of the general meeting of shareholders.

(Exemption of Directors from Liability)

Article 26. Pursuant to Article 426, Paragraph 1, of the Companies Act, to the extent provided for by applicable laws and regulations, the Company may, by a resolution of the Board of Directors, exempt directors (including former directors) from liability for damages caused by failure in executing their duties.

(2) Pursuant to Article 427, Paragraph 1, of the Companies Act, the Company may enter into agreements with external directors to limit their liabilities caused by failure in executing their duties; provided, however, that the minimum level of liability for damages for which the above contract applies shall be as stipulated by laws and regulations.

(Executive Officers)

Article 27. The Board of Directors may appoint by resolution executive officers to execute duties under the supervision of the Board of Directors.

(2) The Board of Directors may appoint by resolution one (1) president and other managing titled executive officers from among the executive officers.

Chapter 5. Statutory Auditors and Board of Statutory Auditors

(Number of Corporate Auditors)

Article 28. The number of statutory auditors of the Company shall not exceed six (6).

(Method of Election)

Article 29. The Company's statutory auditors are elected at the general meeting of shareholders.

(2) The resolution for electing statutory auditors is adopted by a majority vote of attending shareholders at such meeting where shareholders holding no less than one-third (1/3) of the voting rights of shareholders entitled to exercise their voting rights are present.

(Term of Office)

Article 30. The term of office for statutory auditors shall be until the close of the ordinary general meeting of shareholders held with respect to the last business year that ends within four (4) years of their election to office.

(2) The term of office of a statutory auditor elected to fill a vacancy created by a statutory auditor retiring before the expiration of office shall serve only for the unexpired term of such statutory auditor who vacated the office.

(Full-Time Statutory Auditors)

Article 31. The Board of Statutory Auditors shall appoint full-time statutory auditors by means of a resolution.

(Convocation Notice of Meetings of the Board of Statutory Auditors)

Article 32. A convocation notice for meetings of the Board of Statutory Auditors shall be sent to each corporate auditor three (3) days prior to the date of the meeting; provided, however, in case of an emergency, this period may be shortened.

(2) If all the statutory auditors consent, a meeting of the Board of Statutory Auditors may be convened without prior notification.

(Method of Resolution of the Board of Statutory Auditors)

Article 33. Unless otherwise provided by laws and regulations, resolutions of the Board of Statutory Auditors are adopted by majority vote.

(Remuneration, etc.)

Article 34. Statutory auditors' compensation, etc., shall be determined by resolution of the general meeting of shareholders.

(Exemption of Statutory Auditors from Liability)

Article 35. Pursuant to Article 426, Paragraph 1, of the Companies Act, the Company may, by a resolution of the Board of Directors, exempt statutory auditors (including former statutory auditors) from liability for damages caused by failure in executing their duties.

(2) Pursuant to Article 427, Paragraph 1, of the Companies Act, the Company may enter into agreements with external statutory auditors to limit their liability caused by failure in executing their duties; provided, however, that the minimum level of liability for damages for which the above contract applies shall be as stipulated by laws and regulations.

Chapter 6. Accounting Matters

(Business Year)

Article 36. The business year of the Company shall be from April 1 to March 31 of the next year.

(Dividends of Surplus)

Article 37. Dividends of surplus shall be paid to the shareholders or registered pledges registered or recorded in the shareholders' register as of March 31 each year.

(Interim Dividends)

Article 38. The Company may, by a resolution of the Board of Directors, pay an interim dividend to the shareholders or registered pledges registered or recorded in the shareholders' register as of September 30 each year.

(Statute of Limitations for Dividend of Surplus)

Article 39. The Company shall be relieved of its obligation to pay dividends paid in cash (hereinafter referred to as "dividends") not received within three (3) years after the initial date of payment.

(2) Dividends shall not bear interest.

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