

Articles of Incorporation

(Amended on June 27, 2025)

S Science Company, Ltd.

Chapter I – General Provisions

Article 1 (Trade Name)

The Company shall be called Kabushiki Gaisha S Science and shall be expressed in English as S Science Company, Ltd.

Article 2 (Purpose)

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

1. Manufacture and sale of nickel, cobalt, and other metals.
2. Manufacture and sale of salts and compounds of nickel, cobalt, and other metals.
3. Sale of special steels, ferroalloys, and special alloys.
4. Sale of magnets and magnetic materials.
5. Sale of metal powders.
6. Purchase, sale, leasing, brokerage, and appraisal of real estate, and consulting services related thereto.
7. Design and supervision of architectural and civil engineering works, and consulting related to surveying and construction.
8. Contracting and execution of construction and civil engineering works, and sale of related materials.
9. Lending secured by real estate, rights related to real estate, or securities, and other money lending.
10. Investment in and management of securities.
11. Comprehensive leasing business.
12. Maintenance and cleaning of building facilities.
13. Purchase, sale, storage, brokerage, import and export of motorcycles, automobiles (including special vehicles), heavy machinery, mineral products, agricultural, marine, and livestock products, animals and plants, frozen and processed foods, and consulting services related thereto.
14. Manufacture, sale, and consulting of high-speed composting systems for organic waste.
15. Recycling of organic waste and sale of compost.
16. Manufacture and sale of compost-based fuel products.
17. Development, consulting, manufacture, and sale of soil conditioners.
18. Collection, transportation, and operation of facilities for industrial waste treatment.
19. Consulting in the fields of finance and business operations.
20. Operation, consulting, and information services of educational institutions providing academic instruction and guidance for preschool, elementary, junior high, and high school students.
21. Distance education services and operation of vocational training institutions under the Enforcement Regulations of the School Education Act, as well as instruction for correspondence high school students.
22. Planning, development, and operation of cultural and general education courses, including language, general studies, and hobbies.

23. Planning, development, and administration of mock academic examinations.
24. Japanese and foreign language education, management of schools, and consulting related thereto both in Japan and abroad.
25. Guidance and development of franchise-based learning schools.
26. Printing and publishing business.
27. Advertising agency business.
28. Specified worker dispatching business.
29. Travel business under the Travel Agency Act.
30. Non-life insurance agency business.
31. Life insurance solicitation business.
32. Purchase, sale, and operation of restaurants and food establishments, and planning, development, and consulting related to hotels, pensions, and inns.
33. Operation of educational institutions for training professionals in antiques and art objects.
34. Wholesale, retail, and import/export of antiques and art objects.
35. Sale and import/export of daily goods and sporting goods.
36. Provision of all services related to information via the Internet.
37. Transportation business.
38. Manufacture, sale, and consulting related to exhaust reduction devices for vehicles, combustion and purification catalysts, and fuel additives.
39. Rental, sale, and development of amusement machines for commercial use.
40. Installation and operation of amusement facilities (such as game corners and pachinko parlors).
41. All businesses related to asbestos removal and disposal.
42. Purchase and sale of copper, aluminum, titanium, zinc, and other metals.
43. Investment in, acquisition, sale, brokerage, and management of interests in specified purpose companies, special purpose companies, and real estate investment trusts (including overseas projects).
44. Investment advisory services related to real estate, securities, and other financial assets.
45. Research, design, and manufacture of machinery, equipment, and plants.
46. Management and operation of nursing homes and care houses, and other nursing care services.
47. Parking lot management.
48. Import, export, manufacture, and sale of electronic equipment, and provision of related technical services.
49. Sale of electrical products and consulting related thereto.
50. Manufacture, sale, and consulting related to alcoholic beverages, food, and beverages.
51. Research, development, manufacture, and sale of 360-degree panoramic imaging and biometric authentication technologies.
52. Planning, manufacture, sale, import/export, brokerage, and consulting related to power generation systems and facilities using renewable energy.
53. Purchase and sale of electricity.

54. Planning, design, sale, and operation/management of cemeteries.
55. Design, manufacture, sale, and construction of stone products.
56. Quarrying, transportation, and sale of crushed stone and related materials.
57. Human resource training, introduction, and dispatch both domestically and internationally, and consulting related thereto.
58. Painting works.
59. Waterproofing works.
60. Interior finishing works.
61. Sale of tobacco, salt, and rice.
62. Retail sale of alcoholic beverages, fresh foods, soft drinks, frozen and processed foods, and operation and consulting of franchise stores.
63. Sale of men's and women's clothing, apparel, and accessories.
64. Sale of pharmaceuticals, quasi-drugs, medical supplies, medical devices, cosmetics, and daily goods.
65. Sale of books and compact discs.
66. Wholesale and import/export of alcoholic beverages and food.
67. Development, manufacture, sale, and import of security, fire prevention, disaster prevention, and safety equipment and systems.
68. Development, manufacture, sale, and import/export of computers, machine tools, measuring instruments, telecommunications equipment, industrial and household electric machines, and peripheral devices.
69. Sale of precision machinery.
70. Development, sale, and import/export of computer software related to the above items.
71. Contracting of electrical, fire prevention, and telecommunication facility works.
72. Mail-order sales via the Internet and other communication networks.
73. Manufacture, sale, and import/export of digital signage and display devices.
74. Design of information systems and development and sale of software for computers and other information equipment.
75. Development, sale, and operation of cloud-based information processing systems.
76. Maintenance of machinery and equipment related to the above items.
77. Investment and management of crypto assets.
78. All businesses related to and incidental to crypto assets.
79. Any and all businesses incidental or related to each of the above items.

Article 3 (Head Office and Branch Offices)

The Company shall have its head office in Chuo-ku, Tokyo, and may, by resolution of the Board of Directors, establish factories and business offices as necessary.

Article 4 (Organizations)

In addition to the General Meeting of Shareholders and Directors, the Company shall have the following bodies:

- (1) Board of Directors

- (2) Audit and Supervisory Committee
- (3) Accounting Auditor

Article 5 (Method of Public Notice)

The Company shall give public notices electronically. However, if electronic notification is not possible due to accidents or other unavoidable reasons, public notices shall be published in the Official Gazette and the Nihon Keizai Shimbun issued in Tokyo.

Chapter II – Shares

Article 6 (Total Number of Authorized Shares)

The total number of shares authorized to be issued by the Company shall be 200,000,000 shares.

Article 7 (Number of Shares Constituting One Unit)

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

Article 8 (Rights Pertaining to Shares Less Than One Unit)

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

- (1) Rights provided for in each item of Article 189, Paragraph 2 of the Companies Act.
- (2) The right to demand under Article 166, Paragraph 1 of the Companies Act.
- (3) The right to receive the allotment of offered shares or stock acquisition rights in proportion to the number of shares held.
- (4) The right to demand as provided in the following Article.

Article 9 (Request to Purchase Additional Shares to Constitute a Unit)

A shareholder of the Company may request, in accordance with the provisions of the Share Handling Regulations, to purchase such number of shares as, when combined with the number of shares less than one unit held by such shareholder, will constitute one unit of shares.

Article 10 (Shareholder Register Administrator)

The Company shall appoint a shareholder register administrator for its shares.

The shareholder register administrator and its handling office shall be determined by resolution of the Board of Directors and shall be publicly announced.

Preparation and keeping of the shareholder register and stock acquisition right register, as well as other administrative work related thereto, shall be entrusted to the shareholder register administrator, and the Company shall not handle such matters internally.

Article 11 (Share Handling Regulations)

Procedures for exercising shareholder rights and other matters related to the handling of shares of the Company shall be governed by the provisions of applicable laws and regulations, these Articles of Incorporation, and the Share Handling Regulations established by the Board of Directors.

Article 12 (Record Date)

The shareholders recorded or registered in the final shareholder register as of March 31 each year who have voting rights shall be entitled to exercise such rights at the Ordinary General Meeting of Shareholders for the business year concerned.

In addition to the preceding paragraph, the Company may, by giving public notice two weeks in advance, temporarily set a record date whenever necessary.

Furthermore, when deemed necessary, the Board of Directors may, upon prior public notice, designate shareholders registered or recorded in the shareholder register as of a date different from the above as those entitled to exercise rights at the Ordinary General Meeting of Shareholders for the relevant business year.

Article 13 (Acquisition of Treasury Shares)

Pursuant to Article 165, Paragraph 2 of the Companies Act, the Company may, by resolution of the Board of Directors, acquire its own shares through market transactions or other means.

Chapter III – General Meeting of Shareholders

Article 14 (Convocation of the General Meeting of Shareholders)

The Ordinary General Meeting of Shareholders shall be convened in June of each year, and Extraordinary General Meetings of Shareholders shall be convened as necessary.

Article 15 (Person Authorized to Convene and Chair the Meeting)

Unless otherwise provided by laws and regulations, the General Meeting of Shareholders shall be convened and chaired by a Director previously designated by the Board of Directors.

If the Director designated in the preceding paragraph is unable to act, another Director shall convene and chair the meeting in the order predetermined by the Board of Directors.

Article 16 (Method of Resolution at the General Meeting of Shareholders)

Resolutions of the General Meeting of Shareholders shall be adopted by a majority of the voting rights of shareholders present, unless otherwise provided by laws, regulations, or these Articles of Incorporation.

Resolutions set forth in Article 309, Paragraph 2 of the Companies Act shall be adopted by shareholders holding one-third (1/3) or more of the voting rights of all shareholders entitled to exercise such rights, and by two-thirds (2/3) or more of the voting rights of the

shareholders present at the meeting.

Article 17 (Exercise of Voting Rights by Proxy)

A shareholder may exercise his or her voting rights through one (1) other shareholder of the Company who holds voting rights, as a proxy.

The shareholder or proxy shall submit a document evidencing the proxy authority to the Company for each General Meeting of Shareholders.

Article 18 (Electronic Provision Measures, etc.)

In convening a General Meeting of Shareholders, the Company shall take electronic provision measures with respect to the information that constitutes the content of the reference documents for the General Meeting of Shareholders and other materials.

The Company may choose not to state all or part of the matters prescribed by the Ordinance of the Ministry of Justice among the matters subject to electronic provision in the documents delivered to shareholders who have requested paper-based delivery by the record date for voting rights.

Chapter IV – Directors and the Board of Directors

Article 19 (Number of Directors)

1. The Company shall have not more than twelve (12) Directors.
2. Of these, the number of Directors who serve as Audit and Supervisory Committee Members shall not exceed four (4).

Article 20 (Election of Directors)

1. Directors shall be elected at a General Meeting of Shareholders, distinguishing between those who are Audit and Supervisory Committee Members and those who are not.
2. Resolutions for the election of Directors shall be adopted by a majority of the voting rights of shareholders present, provided that shareholders representing one-third (1/3) or more of the total voting rights of all shareholders entitled to exercise such rights are present.
3. The cumulative voting system shall not be used in the election of Directors.

Article 21 (Method of Resolution of the Board of Directors)

1. Resolutions of the Board of Directors shall be adopted by a majority of the Directors present, provided that a majority of all Directors are in attendance.
2. When all Directors indicate their consent in writing or by electronic means with respect to a matter to be resolved by the Board of Directors, the resolution shall be deemed to have been adopted by the Board of Directors.

Article 22 (Dismissal of Directors)

1. Directors may be dismissed by a resolution of the General Meeting of Shareholders.
2. Such resolution shall require the attendance of shareholders representing a majority of the voting rights of all shareholders entitled to exercise such rights and the approval of two-thirds (2/3) or more of the voting rights of shareholders present.

Article 23 (Term of Office of Directors)

1. The term of office of Directors (excluding those who are Audit and Supervisory Committee Members) shall expire at the conclusion of the Ordinary General Meeting of Shareholders held for the last business year ending within one (1) year after their election.
2. The term of office of Directors who are Audit and Supervisory Committee Members shall expire at the conclusion of the Ordinary General Meeting of Shareholders held for the last business year ending within two (2) years after their election.
3. The term of office of a Director who is elected to fill a vacancy of a Director who is an Audit and Supervisory Committee Member who resigned before the expiration of his or her term shall expire when the term of office of the resigning Director would have expired.

Article 24 (Board of Directors)

1. Matters concerning the Board of Directors shall be governed by applicable laws and regulations, these Articles of Incorporation, and the Rules of the Board of Directors established by the Board of Directors.

Article 25 (Representative Directors)

1. The Company shall, by resolution of the Board of Directors, appoint from among the Directors (excluding those who are Audit and Supervisory Committee Members) one or more Representative Directors who shall represent the Company.

Article 26 (Remuneration, etc. for Directors)

1. Remuneration and other compensation for Directors shall be determined by resolution of the General Meeting of Shareholders, separately distinguishing between Directors who are Audit and Supervisory Committee Members and those who are not.

Article 27 (Exemption from Liability of Directors)

1. Pursuant to Article 426, Paragraph 1 of the Companies Act, the Company may, by resolution of the Board of Directors, exempt a Director (including former Directors) from liability for damages as provided in Article 423, Paragraph 1 of the same Act, to the extent permitted by laws and regulations.
2. The Company may, pursuant to Article 427, Paragraph 1 of the Companies Act, enter into an agreement with a Director (excluding those engaged in executive duties) to limit the amount of liability for damages arising from negligence of duties; provided, however, that the maximum amount of such liability under the agreement shall be as

prescribed by laws and regulations.

Chapter V – Audit and Supervisory Committee

Article 28 (Convening and Composition of the Audit and Supervisory Committee)

1. The Audit and Supervisory Committee may, by its resolution, appoint one or more full-time Audit and Supervisory Committee Members.
2. The Audit and Supervisory Committee shall be convened by any Audit and Supervisory Committee Member, and the chairperson shall be a Director designated in advance by the Audit and Supervisory Committee.
3. Notice of convocation of the Audit and Supervisory Committee shall be given to each Audit and Supervisory Committee Member at least three (3) days prior to the date of the meeting; provided, however, that in cases of urgency, such period may be shortened.

Article 29 (Matters Concerning the Audit and Supervisory Committee)

1. Matters concerning the Audit and Supervisory Committee shall be governed by applicable laws and regulations, these Articles of Incorporation, and the Rules of the Audit and Supervisory Committee established by the Audit and Supervisory Committee.

Article 30 (Proceedings of the Audit and Supervisory Committee)

1. With respect to the proceedings of the Audit and Supervisory Committee, the date and place of the meeting, the outline of the course of proceedings and the results thereof, the names and other particulars of any Audit and Supervisory Committee Member having a special interest in matters to be resolved, and other matters prescribed in Article 110-3, paragraph (3) of the Ordinance for Enforcement of the Companies Act shall be stated or recorded in the minutes, which shall be signed and sealed or electronically signed by the Audit and Supervisory Committee Members who attended the meeting and kept at the head office for ten (10) years from the date of the meeting.

Chapter VI – Accounting Auditor

Article 31 (Election of the Accounting Auditor)

1. The Accounting Auditor shall be elected by a resolution of the General Meeting of Shareholders.
2. The contents of the proposal concerning the election of the Accounting Auditor shall be determined by the Audit and Supervisory Committee.

3. The Board of Directors shall, based on the determination set forth in the preceding paragraph, submit the relevant proposal to the General Meeting of Shareholders.

Article 32 (Term of Office of the Accounting Auditor)

1. The term of office of the Accounting Auditor shall expire at the conclusion of the Ordinary General Meeting of Shareholders held for the last business year ending within one (1) year after its election.

Article 33 (Remuneration, etc. for the Accounting Auditor)

1. Remuneration and other compensation for the Accounting Auditor shall be determined by the Representative Director, upon obtaining the consent of the Audit and Supervisory Committee, and resolved by the Board of Directors.

Article 34 (Limitation of Liability of the Accounting Auditor)

1. Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with the Accounting Auditor to limit liability for damages arising from negligence of duties. However, the maximum amount of such liability under the agreement shall be as prescribed by laws and regulations.

Chapter VII – Accounting

Article 35 (Business Year)

1. The business year of the Company shall be one (1) year from April 1 of each year to March 31 of the following year, and the final day of each business year shall be the closing date of accounts.

Article 36 (Dividends of Surplus)

1. Dividends of surplus shall be paid to shareholders or registered pledgees of shares who are recorded or registered in the final shareholder register as of September 30 and March 31 of each year.

No interest shall be attached to such dividends of surplus.

Article 37 (Decision-Making Body for Dividends of Surplus, etc.)

1. Unless otherwise provided by laws or regulations, the Company may determine matters set forth in each item of Article 459, Paragraph 1 of the Companies Act, including dividends of surplus, by resolution of the Board of Directors, without requiring a resolution of the General Meeting of Shareholders.

Article 38 (Record Dates for Dividends of Surplus)

1. The record date for year-end dividends of the Company shall be March 31 of each year. The record date for interim dividends of the Company shall be September 30 of each year.

Article 39 (Dividends on Shares Issued upon Conversion of Convertible Bonds)

1. With respect to dividends of surplus on shares issued upon the conversion of convertible bonds issued by the Company, such dividends shall be paid as if the conversion had taken place at the beginning of the business year in which the request for conversion was made.

Article 40 (Statute of Limitations for Dividends of Surplus)

1. If the dividends of surplus (including year-end and interim dividends) remain unclaimed for three (3) years from the date on which payment thereof became due, the Company shall be released from the obligation to make such payment.

****Supplementary Provisions****

1. Article 18 (Electronic Provision Measures, etc.) shall become effective as of the effective date (hereinafter referred to as the “Effective Date”) of the Act Partially Amending the Companies Act (Act No. 70 of 2019).
2. Notwithstanding the provisions of the preceding paragraph, the convocation procedures for the General Meetings of Shareholders held within six (6) months after the Effective Date shall be governed by the previous provisions.
3. These Supplementary Provisions shall be deleted after the day following six (6) months from the Effective Date.

I hereby certify that this copy of the Articles of Incorporation is identical to the original.

Date: _____

S Science Company, Ltd.

Representative Director: Kenko Hisanaga