

**(Translation)**

# **Articles of Incorporation**

**June 23, 2023**

**JVCKENWOOD Corporation**

# **JVCKENWOOD Corporation**

## **Articles of Incorporation**

### **Chapter 1: General Rules**

#### **(Business Title)**

**Article 1:** The business title of the Company is “Kabushiki Kaisha JVC Kenwood” and in English, it shall be “JVCKENWOOD Corporation”.

#### **(Corporate Philosophy)**

**Article 2:** The Company prescribes its corporate philosophy as “Creating excitement and peace of mind for the people of the world.”

#### **(Purpose)**

**Article 3:** The purpose of the Company is to be engaged in the following businesses:

- 1. To conduct the following business and to control and manage the activities of companies engaged in the following businesses as well as foreign companies engaged in similar businesses by owning shares or equity of such companies.**
  - (1) Audio equipment, movie/video equipment, information/communication devices and other electronic/electric machines and devices, manufacture and sales of music instruments, and installation work and manufacture, sales, and lease of corresponding parts.**
  - (2) Creation, manufacture, and sales of media with sound, video, and data recordings.**
  - (3) Manufacture, sales, and repair of electric components for automobiles, other automobile parts, and automotive-related products.**
  - (4) Manufacture, sales, and leasing of electric/electronic machines and devices.**
  - (5) Manufacture, sales, importing/sales of records, music tapes, and music instruments.**
  - (6) Manufacture, sales, and repair of medical equipment and devices.**
  - (7) Manufacture and sales of media with sound, video, or data recordings.**
  - (8) Planning, creation, development, sales, and lease of computer systems and/or software.**

- (9) Information/communication services.
- (10) Manufacture, sales, repair, and import/export of devices for aircrafts.
- (11) Acquisition, management, and licensing of intellectual property, such as industrial property, patents, trademarks, minor patents, design rights, and copyright.
- (12) Manufacture and sales of furniture and woodwork products.
- (13) Communication sales business.
- (14) Training of performers, such as singers and musicians, and planning, proposition, and execution of events.
- (15) Designing, construction, and supervision relating to the products in the preceding paragraphs, buildings, and their interior.
- (16) Manufacture, sales, and import/export of items that are supplemental or related to the preceding paragraphs.
- (17) Non life insurance agent.
- (18) Service related to the application of life insurance.
- (19) Travel agency.
- (20) Publishing and printing.
- (21) Planning and creation of advertisements.
- (22) Freight shipping business and warehousing.
- (23) Security and building maintenance services.
- (24) Document shipment and delivery service contractor.
- (25) Temp service.
- (26) Money lending and management consulting for affiliated companies.
- (27) Lease, sales, mediation, and management of real estate.

2. All businesses that are supplemental or related to the businesses listed above.

(Location of the Main Office)

**Article 4:** The main office of the Company shall be located in the city of Yokohama.

(Organization)

**Article 5:** The Company shall have the following organizations, in addition to its Shareholders

**Meetings and Board of Directors:**

- (1) Board of Directors Meeting
- (2) Auditors
- (3) Board of Auditors Meeting

#### **(4) Accounting Auditors**

##### **(Method of Public Notices)**

**Article 6:** Public notices of the Company shall be made electronically. However, in the event that public notices cannot be made electronically due to unavoidable reasons such as accidents or for any other reason, public notices shall be made in the Nikkei newspaper.

## **Chapter 2: Shares**

##### **(Total Number of Shares Authorized to be issued)**

**Article 7:** The total number of shares authorized to be issued by the Company shall be 400 million (400,000,000) shares.

##### **(Unit of Shares; Non-Issuance of Share Less than One Unit)**

**Article 8:** The number of shares constituting one unit shall be 100 shares.

##### **(Rights concerning Shares Less than One Unit)**

**Article 9:** The shareholders of the Company may not execute rights other than the rights listed below, concerning shares representing less than one unit:

- (1)** Rights stipulated in all the paragraphs of Article 189, Paragraph 2 of the Corporate Law of Japan.
- (2)** Rights claimed as stipulated in Article 166, Paragraph 1 of the Corporate Law of Japan.
- (3)** Rights to receive the allotment of shares for sale and shares under share warrant in accordance with the number of shares each shareholder owns.
- (4)** The right to make a request provided for in the following Article.

##### **(Sale of Shares Constituting Less Than One Full Unit)**

**Article 10:** A shareholder holding shares constituting less than one full unit may request the Corporation to sell to the shareholder such amount of shares which will, when added together with shares constituting less than one full unit, constitute one full unit of stock

##### **(Manager of Shareholders List)**

- Article 11:** 1. The Company shall have a manager whose duty is to manage the shareholders list.
2. The manager of the shareholders list and the location of his office shall be determined by a resolution of the Board of Directors, and such decision shall be announced.
3. The Company's shareholders list, preparation and storage of the original register of share warrant and the book of lost stocks, and paperwork concerning other shareholders lists, the original register of share warrant shall be entrusted to the manager of shareholders list, and none of the above shall be handled internally by the Company.

**(Share Handling Regulations)**

- Article 12:** Shares and share warrants of this Company and procedures for executing shareholder's rights and fees shall be handled in accordance with, in addition to applicable laws and regulations and the articles of incorporation of the Company, the Share Handling Regulations as adopted by a resolution of the Board of Directors.

### **Chapter 3: General Meeting of Shareholders**

**(Notice to Convene)**

- Article 13:** 1. A General Meeting of Shareholders of this Company shall be convened within three (3) months from the day after the last day of the business year; an Extraordinary Meeting of Shareholders shall be convened as needed.
2. Shareholders Meetings shall be convened at the location of the main office, in the metropolitan Tokyo area, or any place that is adjoining to such locations.

**(Record Date for General Meeting of Shareholders)**

- Article 14:** The record date for shareholders to be entitled to exercise their voting rights at the General Meeting of Shareholders shall be March 31 immediately before the date on which such meeting is to be held.

**(Convener and Chairman)**

- Article 15:** 1. The Director of the Company designated by the Board of Directors shall convene and preside at the General Meeting of Shareholders.
2. If the Director of the Company in the preceding paragraph is unable to so act due to

an accident, another Director shall act in his place in accordance with the order predetermined by a resolution of the Board of Directors and shall convene and chair the General Meeting of Shareholders.

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

**Article 16: 1.** In connection with the convocation of a general meeting of shareholders, the Company shall take measures for provision in electronic format of information constituting the content of reference documents for the general meeting of shareholders, etc.

**2.** The Company may omit all or part of the matters for which electronic provision measures are taken, as provided in the Order of the Ministry of Justice, in paper documents to be delivered to shareholders who have requested delivery of paper documents by the record date for voting rights.

**(Method of Resolution of General Meeting of Shareholders)**

**Article 17:** Any resolution of the General Meeting of Shareholders shall require the affirmative vote of Shareholders representing a majority of the voting Shareholder present unless otherwise provided for applicable laws and regulations or in the Articles of Incorporation.

**(Voting by Proxy)**

**Article 18: 1.**A shareholder may exercise his voting rights by authorizing as proxy one other shareholder who has voting right(s) of the Company.

**2.** In the case referred to in the preceding paragraph, a shareholder or proxy must submit to the Company a written document certifying his power of representation at each General Meeting of Shareholders.

## **Chapter 4: Directors, Board of Directors, and Executive Officers**

**(Number of Directors)**

**Article 19:** The Company shall have at most twelve Directors.

**(Election of Directors)**

**Article 20: 1.** Directors shall be elected at General Meeting of Shareholders.

2. The election of a Director at a General Meeting of Shareholders shall require the presence of Shareholders representing no less than one-third of the total number of voting rights exercisable at that meeting and the affirmative vote of Shareholders representing a majority of the votes of such Shareholders present.
3. Directors shall not be elected by cumulative voting.

**(Term of Office of Directors)**

- Article 21:** 1. The term of office of a Director shall expire at the end of the General Meeting of Shareholders relating to the last fiscal year ending within one year following his appointment.
2. The term of a Director who is elected as an additional Director or substitute, shall terminate when the existing Director's term expires.

**(Representative Director and Chairman and Director)**

- Article 22:** 1. The Board of Directors may elect Representative Directors.
2. The Board of Directors may elect one person as Chairman and Director; however, this shall not apply when Chairman and Executive Officer is elected pursuant to Article 27, Paragraph 2.

**(Notice of Convocation for Board of Directors Meetings)**

- Article 23:** The convocation notice for a Board of Directors meeting shall be sent to each Director and Auditor at least one (1) week prior to the date of such meeting, and if urgent, this period may be shortened.

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

- Article 24:** If the requirements of Article 370 of the Corporate Law of Japan are met, the Company shall deem that the relevant resolution of the Board of Directors has been adopted.

**(Regulations of the Board of Directors)**

- Article 25:** Matters relating to the Board of Directors, other than those specifically provided for by law or in the Articles of Incorporation, shall be governed by the Regulation of the Board of Directors to be adopted by a resolution of the Board of Directors.

**(Remuneration, etc.)**

**Article 26:** Remuneration, bonuses, and other financial benefits to be received by the Directors from the Company in consideration of its performance of duties shall be determined by a resolution of the General Meeting of Shareholders.

**(Exemption from Director's Liability)**

**Article 27: 1.** In accordance with Article 426, Paragraph 1 of the Corporate Law of Japan, the Company may, upon a resolution of the Board of Directors, exempt a Director (including former Directors) from his liability for loss and damage deriving from negligence, within the scope of laws and ordinances.

**2.** In accordance with Article 427, Paragraph 1 of the Corporate Law of Japan, the Company may sign an agreement, with an outside Director, to limit his liability due to his negligence. However, the amount of liability as stipulated in said agreement shall be limited to five (5) million yen or over, either for a predetermined amount or the amount stipulated in an ordinance, whichever is higher.

**(Executive Officers)**

**Article 28: 1.** The Board of Directors may elect Executive Officers by its resolution and assign them to execute the Company's businesses.

**2.** The Board of Directors may elect, by its resolution, Chairman and Executive Officer, President and Executive Officer, Executive Vice President, Senior Managing Executive Officers, Managing Executive Officers, and other Executive Officers with title; however, this shall not apply to Chairman and Executive Officer when Chairman and Director is elected pursuant to Article 21, Paragraph 2 of the Articles of Incorporation.

**3.** Matters concerning Executive Officers shall be prescribed by the Articles of Incorporation, as well as the Regulation of the Executive Officers Committee prescribed by the Board of Directors.

## **Chapter 5: Auditor and Board of Auditors**

**(Election of Auditors)**

**Article 29:** The Company shall have at most five Auditors.

**(How to Select Auditors)**

**Article 30: 1.** Auditors shall be selected at a Board of Auditors Meeting.



2. Auditors shall be selected by voting, which is executed by shareholders having the right to vote. At least one-third (1/3) of such shareholders must be present at the voting, and Auditors must receive the majority of such votes to be selected.

**(Term of Office of Auditors)**

- Article 31:** 1. The term of Auditor shall expire at the end of the General Meeting of Shareholders relating to the last fiscal year ending within 4 years following his appointment.
2. The term of an Auditor, who is elected as a substitute for an Auditor who has vacated the post prior to the completion of his term, shall expire when the vacating Auditor's term expires.

**(Notice of Convocation for Board of Auditors Meeting)**

- Article 32:** The convocation notice for a Board of Auditors meeting shall be sent to each Auditor at least three (3) days prior to such meeting, and if urgent, this period may be shortened.

**(Regulations of the Board of Auditors)**

- Article 33:** Matters relating to the Board of Auditors, other than those specifically provided for by law or in the Articles of Incorporation, shall be governed by the Regulation of the Board of Auditors to be adopted by a resolution of the Board of Auditors.

**(Remuneration, etc.)**

- Article 34:** Auditors' remuneration, etc., shall be determined by a resolution of the General Meeting of Shareholders.

**(Exemption from Auditor's Liability)**

- Article 35:** 1. In accordance with Article 426, Paragraph 1 of the Corporate Law of Japan, the Company may, upon decision of Board of Directors, exempt Auditor (including former Auditors) from his liability for loss and damage deriving from negligence, within the scope of laws and ordinances.
2. In accordance with Article 427, Paragraph 1 of the Corporate Law of Japan, the Company may sign an agreement, with outside Auditor, to limit his liability deriving from negligence. However, the amount of liability as stipulated in said agreement shall be limited to five (5) million yen or over, either for a predetermined amount or the amount stipulated in an ordinance, whichever is higher.

## **Chapter 6: Accounts**

### **(Fiscal Year)**

**Article 36:** The fiscal year of the Company shall be for one (1) year from April 1 of each year to March 31 of the following year.

### **(Decision Making Body on Dividend of Surplus, etc.)**

**Article 37:** Provisions stipulated in each item of Article 459, Paragraph 1 of the Corporate Law of Japan, such as provisions on allotment of surplus money, shall be determined by a resolution of the Board of Directors, unless otherwise stipulated in applicable laws and regulations.

### **(Record Date for Dividend of Surplus)**

**Article 38:** 1. The record date for fiscal year end distributions by the Company shall be March 31 of each year.

2. The record date for interim distributions by the Company shall be September 31 of each year.

3. In addition to the record dates listed in the preceding two paragraphs, the Company may set a record date to make dividends of surplus.

### **(Exclusion Period for Allotment of Surplus Money, etc.)**

**Article 39:** 1. If dividends of surplus are paid in cash and any such dividends remain unclaimed for five (5) years from the date when the payment thereof was made available, the Company shall be discharged from any liability to pay such dividends.

2. No interest shall accrue on any cash described in the preceding paragraph.

## **Chapter 7: Miscellaneous Provisions**

### **(Manager of Bond Register for Name Bonds)**

**Article 40:** This Company may appoint a Manager of Bond Register for Name Bonds.

**END**

May 12, 2008	Making
October 1, 2008	Enforcement
January 5, 2009	Amended
June 24, 2009	Amended
January 6, 2010	Amended
June 24, 2010	Amended
August 2, 2010	Amended
June 24, 2011	Amended
August 1, 2011	Amended
June 20, 2019	Amended
June 24, 2022	Amended
June 23, 2023	Amended

**JVCKENWOOD**