

Articles of Incorporation

(TRANSLATION)

Eagle Industry Co., Ltd.

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This document has been translated from the Japanese original for the convenience of non-Japanese shareholders. In the event of any discrepancy between this document and the Japanese original, the original shall prevail.

(Revised June 25, 2024)

Articles of Incorporation of
Eagle Industry Co., Ltd.

CHAPTER I. GENERAL PROVISIONS

(Trade Name)

Article 1.

The name of the Company shall be Eagle Kogyo Kabushiki Gaisha and shall be expressed in English as Eagle Industry Co., Ltd.

(Purpose)

Article 2.

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

1. Manufacture and sale of sealing equipment and sealing equipment related products
2. Manufacture and sale of marine equipment products
3. Manufacture and sale of valves, couplings, insulating materials and pipes, and power transmission devices
4. Manufacture and sale of bearings
5. Manufacture and sale of hydraulic and pneumatic equipment and related parts
6. Manufacture and sale of carbon, ceramic, alloy, and synthetic resin products
7. Manufacture, processing, and sale of optoelectronic products such as semi-conductors and light emitting/receiving elements, electronic equipment/devices, and related products
8. Undertaking installation work and incidental work related to the products and related products in the preceding items
9. Storage and warehousing of the products and related products in the preceding items

10. All work incidental to the preceding items

(Location of Headquarters)

Article 3.

The Company shall have its Headquarters in Minato Ward, Tokyo.

(Method of Public Notice)

Article 4.

Public notices of the Company shall be given by electronic public notice; provided that in case it is impossible to place electronic public notice due to accident or other unavoidable events, they shall be given in the Nihon Keizai Shimbun.

CHAPTER II. SHARES

(Total Number of Authorized Shares)

Article 5.

The total number of authorized shares by the Company shall be one hundred million (100,000,000) shares.

(Number of Shares Constituting One Unit (Tangen) of Shares)

Article 6.

The number of shares constituting one (1) unit (Tangen) of shares of the Company shall be one hundred (100).

(Rights with Respect to Shares Constituting Less Than One Unit (Tangen) of Shares)

Article 7.

Shareholders of the Company are not entitled to exercise any rights pertaining to shares constituting less than one (1) unit (Tangen) of shares held by them, except for the following rights:

1. The rights provided for in each item of Article 189, Paragraph 2 of the Companies Act;
2. The right to make a request provided for in the provisions of Article 166, Paragraph 1 of the Companies Act; and
3. The right to receive the allotment of shares and stock acquisition rights offered by the Company in proportion to the number of shares held by each shareholder.

(Administration of Shareholders Register)

Article 8.

- (1) The Company shall have an Administrator of Shareholders Register.
- (2) The Administrator of Shareholders Register and its office for handling the business shall be designated by a resolution of the Board of Directors or a decision by Directors to whom the Board of Directors delegated the authority, and public notice thereof shall be given.
- (3) The preparation and keeping of the Shareholders Register and the Register of Stock Acquisition Rights of the Company, and other administration relating to the Shareholders Register and the Register of Stock Acquisition Rights shall be entrusted with the Administrator of Shareholders Register, and shall not be handled by the Company.

(Share Handling Regulations)

Article 9.

Entries or records in the Shareholders Register of the Company, purchases of shares constituting less than one unit (Tangen) of shares, other matters related to shares, procedures and such like on the exercise of rights by shareholders and the fees thereof shall be governed by the "Share Handling Regulations" established by the Board of Directors or Directors to whom the Board of Directors delegated the authority.

(Record Date)

Article 10.

- (1) The Company shall deem the shareholders having voting rights entered or recorded in the Shareholders Register as at the close of business on March 31 each year to be the shareholders who are entitled to exercise rights at the Ordinary General Meeting of Shareholders held with respect to the business year concerned.
- (2) In addition to the foregoing paragraph, when deemed necessary, in accordance with a resolution of the Board of Directors and upon giving public notice in advance, shareholders or registered pledgees entitled to exercise their rights.

CHAPTER III. GENERAL MEETING OF SHAREHOLDERS

(Convocation)

Article 11.

An Ordinary General Meeting of Shareholders of the Company shall be convened within

three (3) months from April 1 each year. An Extraordinary General Meeting of Shareholders may be convened whenever necessary.

(Convenor and Chairperson of General Meetings of Shareholders)

Article 12.

(1) Unless otherwise provided for by laws and regulations, a General Meeting of Shareholders shall be convened by the President pursuant to a resolution of the Board of Directors, and the President shall act as the chairperson thereof.

(2) Should the President be unable to so act, one of the other Directors in the order previously determined by the Board of Directors may convene the General Meeting of Shareholders and act as the chairperson thereof.

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

Article 13

(1) 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 14.

(1) Unless otherwise provided for by laws and regulations or these Articles of Incorporation, resolutions of a General Meeting of Shareholders shall be adopted by a majority of the voting rights of the shareholders who are eligible to exercise the voting rights and who are present at the meeting.

(2) Resolutions provided for in Article 309, Paragraph 2 of the Companies Act shall be adopted by two-thirds (2/3) or more of the voting rights of the shareholders present having one-third (1/3) or more of the voting rights of all shareholders eligible to exercise the voting rights.

(Exercise of Voting Rights by Proxy)

Article 15.

A shareholder may exercise his/her voting rights by one (1) proxy who shall be another

shareholder of the Company having voting rights of the Company; provided, however, that a shareholder or proxy shall submit to the Company a document certifying the proxy's power of representation at each General Meeting of Shareholders.

(Minutes)

Article 16.

The proceedings and resolutions of a General Meeting of Shareholders as well as other matters provided for by laws and regulations shall be entered or recorded in the Minutes, and these shall be retained for ten (10) years at the Headquarters.

CHAPTER IV. DIRECTORS AND BOARD OF DIRECTORS

(Establishment of Board of Directors)

Article 17.

The Company shall establish a Board of Directors.

(Number of Directors and Their Election)

Article 18.

(1) The Company shall have no more than twelve (12) Directors (excluding Directors who are Audit & Supervisory Committee Members).

(2) The Company shall have no more than six (6) Directors who are Audit & Supervisory Committee Members (hereinafter referred to as "Audit & Supervisory Committee Members").

(3) Audit & Supervisory Committee Members and other Directors shall be elected separately by resolutions of the General Meeting of Shareholders.

(4) A resolution for the election of a Director shall be adopted by a majority of the voting rights of the shareholders present having one-third (1/3) or more of the voting rights of all shareholders eligible to exercise the voting rights.

(5) Cumulative voting shall not be used in a resolution for the election of a Director.

(Representative Director and Directors with Specific Titles)

Article 19.

(1) The Board of Directors shall, by its resolution, appoint the Representative Directors who shall represent the Company among Directors who are not Audit & Supervisory Committee Members.

(2) The Board of Directors may, by its resolution, select from among its members who are not Audit & Supervisory Committee Members one (1) Chairman, one (1) President, several

Vice Presidents, several Senior Managing Directors and several Managing Directors.

(Term of Office of Directors)

Article 20.

(1) The term of office of a Director shall expire at the close of the Ordinary General Meeting of Shareholders for the last business year ending within one (1) year after his/her election.

(2) Notwithstanding the provisions of the preceding paragraph, the term of office of an Audit & Supervisory Committee Member shall expire at the close of the Ordinary General Meeting of Shareholders for the last fiscal year ending within two (2) years after his/her election.

(3) The term of office of a Director who is not an Audit & Supervisory Committee Member elected to fill a vacancy or elected due to an increase in the number of Directors shall be until the expiry of the term of office of the Directors in office at the time of his/her election.

(4) The term of office of an Audit & Supervisory Committee Member elected to fill a vacancy of an Audit & Supervisory Committee Member who retired before the termination of office shall be until the expiry of the term of office of the retired Audit & Supervisory Committee Member.

(Remuneration and Other Compensation of Directors)

Article 21.

The remuneration and other compensation paid to a Audit & Supervisory Committee Members and other Directors shall be determined separately by a resolution of the General Meeting of Shareholders.

(Exemption from Liability of Directors)

Article 22.

(1) In accordance with the provisions of Article 426, Paragraph 1 of the Companies Act, the Company may, by a resolution of the Board of Directors, exempt a Director (either incumbent or past) from his/her liability for damages under Article 423, Paragraph 1 of the Companies Act, within the limits stipulated by laws and regulations.

(2) In accordance with the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into agreements with a Director (excluding executive directors involved in executing business operations) to limit liability for damages under Article 423, Paragraph 1 of the Companies Act; provided, however, that the maximum amount of liability of such Directors prescribed in such agreements shall be the amount stipulated by laws and regulations.

(Consultants and Advisers)

Article 23.

The Company may, by resolution of the Board of Directors and if necessary, appoint several consultants and several advisers.

(Delegation of the Authority to Decide about Business Execution to Directors)

Article 24

Pursuant to the provisions of Article 399-13, Paragraph 6 of the Companies Act, the Company may delegate the whole or part of the authority to decide about important business execution (excluding matters stipulated in each item of Article 399-13, Paragraph 5 of the Companies Act) to Directors by a resolution of the Board of Directors.

(Regulations of the Board of Directors)

Article 25

Matters relating to the Board of Directors shall be governed by the Regulations of the Board of Directors separately established by the Board of Directors, in addition to provisions of laws and regulations and these Articles of Incorporation.

(Convenor and Chairperson of Meetings of the Board of Directors)

Article 26.

(1) Unless otherwise provided for by laws and regulations, a meeting of the Board of Directors shall be convened by the President, and the Chairman shall act as the chairperson thereof.

(2) Should the President be unable to so act, one of the other Directors in the order previously determined by the Board of Directors may convene the Board of Directors and act as the chairperson thereof.

(Notice of Convocation of a Meeting of the Board of Directors)

Article 27.

(1) A notice of the convocation of a meeting of the Board of Directors shall be dispatched to every Director at least four (4) days prior to the date of such meeting; provided, however, that such period may be shortened in case of emergency.

(2) A meeting of the Board of Directors may be convened without conforming to the convocation procedure under the preceding paragraph with the unanimous consent of all Directors.

(Method of Resolution of the Board of Directors)

Article 28.

A resolution of the Board of Directors shall be adopted by a majority vote of the Directors present at the meeting where the majority of the Directors entitled to participate in the vote are present.

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

Article 29.

The Company shall deem that a proposal for resolution of the Board of Directors has been approved if all the Directors (limited to those who are eligible to participate in the vote on such matter) have given their consent thereto in writing or through electromagnetic record.

(Minutes of a Meeting of the Board of Directors)

Article 30.

The proceedings and resolutions of the Board of Directors as well as other matters stipulated by laws and regulations shall be entered or recorded in minutes of the meeting of the Board of Directors, and the chairperson and the Directors present thereat shall affix their printed names and seals or electronic signatures thereto. The minutes shall be retained for ten (10) years at the Headquarters.

CHAPTER V. AUDIT & SUPERVISORY COMMITTEE

(Establishment of the Audit & Supervisory Committee)

Article 31.

The Company shall have an Audit & Supervisory Committee.

(Standing Audit & Supervisory Committee Member(s))

Article 32.

The Audit & Supervisory Committee shall by its resolution, select from among its members
(a) Standing Audit & Supervisory Committee Member(s).

(Notice of Convocation of a Meeting of the Audit & Supervisory Committee)

Article 33.

(1) A notice of the convocation of a meeting of the Audit & Supervisory Committee shall be dispatched to every Audit & Supervisory Committee Member at least four (4) days prior to the date of such meeting; provided, however, that such period may be shortened in case of

emergency.

(2) A meeting of the Audit & Supervisory Committee may be convened without conforming to the convocation procedure under the preceding paragraph with the unanimous consent of all Audit & Supervisory Committee Members.

(Method of Resolution of the Audit & Supervisory Committee)

Article 34.

Unless otherwise provided for by laws and regulations, a resolution of the Audit & Supervisory Committee shall be adopted by a majority vote of the Audit & Supervisory Committee Members present at a meeting at which a majority of the Audit & Supervisory Committee Members entitled to participate in resolutions are present.

(Minutes of a Meeting of the Audit & Supervisory Committee)

Article 35.

The proceedings and resolutions of a meeting of the Audit & Supervisory Committee as well as other matters stipulated by laws and regulations shall be entered or recorded in the minutes of the meeting of the Audit & Supervisory Committee, and the Audit & Supervisory Committee Members present thereat shall affix their printed names and seals or electronic signatures thereto. The minutes shall be retained for ten (10) years at the Headquarters.

(Regulations of the Audit & Supervisory Committee)

Article 36

Matters relating to the Audit & Supervisory Committee shall be governed by the Regulations of the Audit & Supervisory Committee established by the Audit & Supervisory Committee, in addition to provisions of laws and regulations and these Articles of Incorporation.

CHAPTER VI. INDEPENDENT AUDITOR

(Establishment of Independent Auditor)

Article 37.

The Company shall have an Independent Auditor.

(Appointment of Independent Auditor)

Article 38.

The Independent Auditor shall be appointed by a resolution of the General Meeting of Shareholders.

(Term of Office of the Independent Auditor)

Article 39.

(1) The term of office of the Independent Auditor shall expire at the close of the Ordinary General Meeting of Shareholders held for the last business year of the Company ending within one (1) year after its appointment.

(2) Unless any particular objection is raised at the Ordinary General Meeting of Shareholders under the preceding paragraph, the Company shall deem that the Independent Auditor has been reappointed at such Ordinary General Meeting of Shareholders.

(Remuneration and Other Compensation of the Independent Auditor)

Article 40.

The remuneration and other compensation of the Independent Auditor shall be determined with the consent of the Representative Director(s) and Audit & Supervisory Committee.

CHAPTER VII. ACCOUNTS

(Business Year)

Article 41.

The business year of the Company shall be the one (1) year period from April 1 of each year to March 31 of the following year.

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

Article 42

Unless otherwise provided for by laws and regulations, matters stipulated in each item of Article 459, Paragraph 1 of the Companies Act, including dividends of surplus, may be determined by a resolution of the Board of Directors.

(Record Date of Dividends of Surplus)

Article 43

(1) The record date of year-end dividends of the Company shall be March 31 of every year.

(2) The record date of interim dividends of the Company shall be September 30 of every year.

(3) In addition to the preceding two items, the Company may make a distribution of surplus by determining a record date.

(Expiration Period for Dividends)

Article 44.

If year-end dividends and interim dividends are not claimed within three (3) years of the date of the commencement of payment thereof, the Company shall be relieved from the obligation of paying such dividends.

Supplementary Provisions

(Transitional Measures for Exemption from Liability of Corporate Auditors)

The Company may, by a resolution of the Board of Directors, exempt a Corporate Auditor (either incumbent or past) from his/her liability for damages arising from his/her acts prior to the close of the FY2023 Ordinary General Meeting of Shareholders under Article 423, Paragraph 1 of the Companies Act, within the limits stipulated by laws and regulations.