

**Articles of Incorporation
of
The International House of Japan, Inc.**

**Chapter I
General Provisions**

Article 1

Name

The name of this foundation shall be The International House of Japan, Inc., a Public Interest Incorporated Foundation (the “Foundation”).

Article 2

Office

The main office of the Foundation shall be located in Minato-ku, Tokyo. It may establish a branch at a necessary location or a liaison person with a resolution of the Board of Directors. The same shall apply when changing or abolishing branches.

**Chapter II
Purpose and Businesses**

Article 3

Purpose

The purpose of the Foundation is to promote mutual international understanding through cultural exchange and intellectual cooperation between Japanese nationals and various foreign nationals, including U.S. citizens.

Article 4

Business

4.1 The Foundation shall engage in the following businesses to achieve its purpose as stated in the preceding Article:

1. Promoting exchange and cooperation among intellectuals, cultural experts and experts in various fields including the social sciences and humanities;
2. Hosting lectures and seminars, as well as creating opportunities for intellectual exchange;
3. Cooperation with organizations or enterprises that promote mutual understanding among nations and cultures through cultural exchange and intellectual cooperation, as well as nurturing human resources in this area;

4. Research, study and publishing that contribute to mutual understanding between Japan and other countries;
5. Operation of a library primarily containing books that contribute to cultural exchange and intellectual cooperation among countries and cultures, and publications in English regarding Japan;
6. Maintenance and operation of “The International House of Japan” facilities; and
7. Other businesses necessary to achieve the purpose of the Foundation.

4.2 The businesses set forth in the preceding paragraph shall be conducted mainly in Tokyo, and also conducted within Japan and overseas.

Chapter III

Assets and Accounting

Article 5

Business Year

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

Article 6

Types of Assets

6.1 The assets of the Foundation comprise of basic assets and other assets.

6.2 Basic assets shall be comprised of the following:

1. Assets defined by the Board of Directors as essential for the performance of the Foundation’s businesses which are the purpose of the Foundation; and
2. Assets essential for the execution of public interest operations (“Specified Essential Assets”) provided in Article 5, Item (xvi) of the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations (the “Authorization Law”) (appended).

6.3 Other assets shall be categorized as non-basic assets.

6.4 With respect to assets contributed to the Foundation on or after the day of authorization as a public interest corporation, at least half of the total value of such assets shall be utilized for the purpose of public interest businesses, and the handling of such assets shall be conducted in accordance with the Foundation’s regulations for the handling of contributions, separately prescribed by resolution of the Board of Directors.

Article 7

Maintenance and Disposition of Basic Assets

- 7.1 The Foundation shall strive for proper maintenance and management of the basic assets.
- 7.2 In cases where it is unavoidable for the Foundation to either dispose of or offer as collateral a portion of basic assets other than those designated as Specified Essential Assets, a resolution of the Board of Directors shall be passed by two-thirds of the Directors, excluding those who have a special interest with respect to such assets; provided, however, that a resolution shall be passed by two-thirds of the Trustees, other than Trustees who have a special interest with respect to such assets, before the assets can be disposed of.
- 7.3 In cases where it is unavoidable for the Foundation to either dispose of or offer as collateral a portion of those assets designated as Specified Essential Assets, a resolution of the Board of Trustees shall be passed by two-thirds of the Board of Trustees, excluding those Trustees who have a special interest with respect to such assets.
- 7.4 Matters necessary for the maintenance and management of the basic assets of the Foundation shall be conducted pursuant to the Foundation's asset management regulations separately prescribed by resolution of the Board of Directors.

Article 8

Business Plan and Income and Expenditure Budget

- 8.1 The business plan, income and expenditure budget and documents containing anticipated fundraising and capital investment ("Business Plan and Income and Expenditure Budget") shall be prepared by the Chairman no later than the day immediately preceding the first day of each business year, and shall be approved by the Board of Directors. The same shall apply when amending the Business Plan and Income and Expenditure Budget.
- 8.2 The Foundation shall submit to the applicable governmental authorities its aforementioned Business Plan and Income and Expenditure Budget no later than the day preceding the first day of each business year.

Article 9

Annual Report and Statements of Accounts

- 9.1 With respect to the annual report and statement of accounts of the Foundation, after the end of each business year, the Chairman shall prepare the annual report and financial statements (comprised of the balance sheet and statement of changes in net assets) together with the annexed detailed statement and inventory of assets ("Inventory of Assets, etc."), and they shall be audited by the Auditor and approved by the Board of Directors, after which the same shall be

approved by a general meeting of the Board of Trustees.

9.2 The Inventory of Assets, etc. referred to in the preceding paragraph shall be submitted to the applicable governmental authorities within three (3) months after the end of each business year.

9.3 Immediately following the conclusion of the general meeting of the Board of Trustees set forth in Article 9.1, the Foundation shall give public notice of its balance sheets and profit and loss statement in compliance with applicable laws and regulations.

Article 10

Calculation of the Remaining Amount of Assets Acquired for Public Interest Purposes

Pursuant to Article 48 of the ordinance for enforcement of the Authorization Law, each business year the Chairman shall calculate the remaining amount of assets acquired for public interest purposes as of the last day of such business year and set it forth in “summaries of the status of organizational operation and Foundation activities, as well as documents setting out material figures in relation thereto.”

Article 11

Long Term Loans and the Disposition of or the Acquisition of Substantial Assets

11.1 When the Foundation seeks to borrow funds, such action requires a resolution passed by two-thirds of the Board of Trustees, excluding Trustees with a special interest with respect thereto, except in the case of short-term loans which will be repaid with income from that business year.

11.2 The Foundation shall follow the same resolution procedure as set forth in the preceding paragraph when the Foundation seeks to dispose of or to receive substantial assets.

Article 12

Asset Management and Utilization

Asset management and utilization by the Foundation shall be carried out by the Chairman, and the method by which such action shall be implemented shall be pursuant to the asset management regulations, separately prescribed by resolution of the Board of Directors.

Article 13

Accounting Principles

13.1 The Foundation’s accounting shall be conducted in accordance with the accounting practices generally accepted as fair and appropriate for public interest corporations.

13.2 Items necessary for the accounting of the Foundation shall be pursuant to the Foundation’s

accounting rules, separately prescribed by resolution of the Board of Directors.

13.3 The handling of reserve funds for specified expenses and capital held for the purpose of acquisition or improvement of specified assets shall be pursuant to regulations regarding reserve funds for specified expenses and asset acquisition capital, separately prescribed by resolution of the Board of Directors.

Chapter IV

Trustees and Board of Trustees

Section 1

Trustees

Article 14

Numbers

There shall be a minimum of fifteen (15) and a maximum of twenty (20) Trustees in the Foundation.

Article 15

Election

15.1. Trustees shall be elected and dismissed by resolution of the Board of Trustees in accordance with the provisions of Article 179 through Article 195 of the Act on General Incorporated Associations and General Incorporated Foundations (the “Foundations Law”).

15.2. For the election of Trustees, all the following conditions shall be satisfied:

1. The total number of Trustees corresponding to Items a through f below shall not exceed one-third of the total number of Trustees:
 - a. Any person within the third degree of relationship of a Trustee or his/her spouse;
 - b. Any person who is not registered as a married spouse but is in a de facto relationship with a Trustee;
 - c. Employees of a Trustee;
 - d. Any person other than those mentioned in Item b or c, and who makes a living by receiving financial support or other assets from a Trustee;
 - e. The spouses of those mentioned in Item c or d; or
 - f. Any person who is a relative within the third degree of relationship and living in the same household with those mentioned in Items b through d.

2. The total number of Trustees from the same organization (other than the Foundation) (with the exception of public interest corporations) that fall under any of Items a through d below shall not exceed one-third of the total number of Trustees.
- a. Directors;
 - b. Employees;
 - c. Officers (representatives and managers in the case where such person is the representative or manager of an organization that is not an incorporated entity) other than a Director of the same organization (other than the Foundation), or any member who is responsible for executing operations; or
 - d. Any person who is an employee of the following organizations (with the exception of members of the Diet and elected members of local governments):
 - (i) National government organizations;
 - (ii) Local government organizations;
 - (iii) Incorporated administrative agencies as defined in Article 2, Paragraph 1 of the Act on the General Rules for Incorporated Administrative Agencies;
 - (iv) National University Corporations as defined in Article 2, Paragraph 1 of the Act on National University Corporation and Inter-University Research Institutes as defined in Article 2, Paragraph 3 of the same act;
 - (v) Local incorporated administrative agencies as defined in Article 2, Paragraph 1 of the Local Incorporated Administrative Agency Act; or
 - (vi) Special corporations (corporations established under a special act of establishment under a special law, to which Article 4, Item (xv) of the Act for Establishment of the Ministry of Internal Affairs and Communications applies) or authorized entities (entities established under the provisions of a specific law, and requiring approval of the relevant administrative authority for their establishment).

15.3 Trustees of the Foundation may not act simultaneously as both a Trustee and a Director, or Trustee and Auditor or employee of the Foundation.

15.4 Any change among the Trustees shall be registered within two (2) weeks, and notification shall be filed without delay to the relevant administrative authority.

Article 16

Authority

The Trustees of the Foundation shall form a Board of Trustees, and shall participate in resolutions as prescribed in the Articles of Incorporation and by applicable laws.

Article 17

Term of Office

17.1 The term of office of Trustees shall be until the conclusion of the general meeting of the Board of Trustees for the last business year ending within four (4) years of being elected. This, however, shall not preclude Trustees from being re-elected.

17.2 If the number of Trustees falls below the quorum stipulated in Article 14, a Trustee who is retiring from office due to expiration of the term of office or resignation shall continue to have his/her rights and obligations as a Trustee until a newly elected person assumes the position.

Article 18

Compensation

18.1 Trustees of the Foundation shall receive no compensation.

18.2 Trustees may be paid the expenses necessary for the Trustees to carry out their duties.

Section 2

Board of Trustees

Article 19

Types and Holding of Meetings

19.1 There shall be two (2) types of meetings: general meetings of the Board of Trustees and extraordinary meetings of the Board of Trustees.

19.2 General meetings of the Board of Trustees shall be held within three (3) months after the end of each business year.

19.3 Extraordinary meetings of the Board of Trustees shall be held as necessary.

Article 20

Convocation

20.1 Unless otherwise provided by law, meetings of the Board of Trustees shall be convened by the Chairman pursuant to a resolution of the Board of Directors.

20.2 Any Trustee may request that the Chairman convene a meeting of the Board of Trustees by indicating the convocation purpose and reasons.

Article 21

Chair

The Chair of the Board of Trustees shall be selected from the Trustees present at the meeting of the Board of Trustees.

Article 22

Quorum

Meetings of the Board of Trustees may not be convened unless more than half of the current number of Trustees are in attendance.

Article 23

Resolutions

23.1 Resolutions of the Board of Trustees for each of the following items shall require the attendance of at least a majority of the Trustees as a quorum excluding those Trustees with a special interest in the vote to be taken, and shall require a majority of those present at the meeting:

1. Appointment and dismissal of officers;
2. Establishing and regulating the amount of officer compensation; and
3. Approval of the annual report and statement of accounts for each business year.

23.2 Notwithstanding the provisions of Article 23.1, the following resolutions shall require a two-thirds majority of the Trustees, excluding those Trustees with a special interest in the vote to be taken:

1. Dismissal of an Auditor;
2. Standards for payment of compensation to Trustees;
3. Amendment to the Articles of Incorporation;
4. Approval of disposition or removal of basic assets;
5. Long-term loans and disposal of and/or receiving important assets;
6. Disposal of assets contributed for public interest acquisitions and residual assets; and
7. Other items required by law.

Article 24

Expedited Resolutions

If all Trustees who are eligible to vote on a certain proposal made by Directors regarding matters to be voted on by the Board of Trustees express their agreement either in writing or by electronic record, it shall be deemed that a resolution of the Board of Trustees has been passed.

Article 25

Minutes of Meetings

25.1 Minutes shall be prepared with respect to the proceedings of meetings of the Board of Trustees as required by law.

25.2 The Chair and the two appointed signatories selected from the Trustees present at the meeting shall sign or affix their names and seals to the minutes.

Article 26

Board of Trustees Rules

Items necessary for the meetings of the Board of Trustees shall be in accordance with the relevant laws and the Articles of Incorporation, as well as the rules of the Board of Trustees prescribed by the Board of Trustees.

Chapter V

Officers and Board of Directors

Section 1

Officers

Article 27

Types and Numbers of Officers

27.1 The Foundation shall have the following officers:

Directors No fewer than ten (10) and no more than fifteen (15)

Auditors No more than two (2)

27.2 No more than three (3) Directors shall be Representative Directors.

27.3 The Foundation may appoint no more than three (3) Directors as Executive Directors from among the Directors who are not Representative Directors.

Article 28

Election

28.1 Directors and Auditors shall be elected by resolution of the Board of Trustees.

28.2 The Representative Directors and Executive Directors shall be appointed from among the Directors by resolution of the Board of Directors, the Chairman shall be appointed from among the Representative Directors, and Senior Managing Directors or Managing Directors shall be appointed from among the other Representative Directors. Furthermore, the appointment of full-time Directors from among the Executive Directors shall also be made by the resolution of the Board of Directors.

28.3 The election of Directors and Auditors requires the satisfaction of all the following conditions:

1. The total number of Directors (Auditors) corresponding to Items a through f below shall not exceed one-third of the total number of Directors (Auditors):
 - a. Any person within the third degree of relationship of a Director (Auditor) or his/her spouse;
 - b. Any person who is not registered as a married spouse but is in a de facto relationship with a Director (Auditor);
 - c. Employees of a Director (Auditor) ;
 - d. Any person other than those mentioned in Item b or c, and who makes a living by receiving financial support or other assets from a Director (Auditor);
 - e. The spouses of those mentioned in Item c or d; or
 - f. Any person who is a relative within the third degree of relationship and living in the same household with those mentioned in Items b through d;

2. The total number of Directors (Auditors) from the same organization (other than the Foundation) (with the exception of public interest corporations) that fall under Items a through d below shall not exceed one-third of the total number of Directors (Auditors):
 - a. Auditors (Directors);
 - b. Employees;
 - c. Officers (representatives and managers in the case where such person is the representative or manager of an organization other than the Foundation) other than a Director (Auditor) of the same organization (other than the Foundation), or any member who is responsible for executing operations;
 - d. Any person who is an employee of the following organizations (with the exception of members of the Diet and elected members of local governments):
 - (i) National government organizations;
 - (ii) Local government organizations;
 - (iii) Incorporated administrative agencies as defined in Article 2, Paragraph 1 of the Act on the General Rules for Incorporated Administrative Agencies;
 - (iv) National University Corporations as defined in Article 2, Paragraph 1 of the Act on National University Corporation and Inter-University Research Institutes as defined in Article 2, Paragraph 3 of the same act;
 - (v) Local incorporated administrative agencies as defined in Article 2, Paragraph 1 of the Local Incorporated Administrative Agency Act; or
 - (vi) Special corporations (corporations established under a special act of establishment under a special law, to which Article 4, Item (xv) of the Act for Establishment of the Ministry of Internal Affairs and Communications applies) and authorized entities (entities established under the provisions of a specific

law, and requiring approval of the relevant administrative authority for their establishment).

Article 29

Director Duties and Authority

- 29.1 Directors shall form the Board of Directors and execute their duties as provided by law and in the Articles of Incorporation.
- 29.2 Representative Directors shall represent the Foundation and execute their duties as provided by law and in the Articles of Incorporation.
- 29.3 Should the Chairman be incapacitated or missing, another Representative Director, in the order established beforehand by the Board of Directors, shall perform the duties of the Chairman in the Chairman's stead.
- 29.4 The authority of the Representative Directors, Executive Directors and other Directors shall be pursuant to the regulations concerning duties, prescribed separately by the Board of Directors of the Foundation.
- 29.5 Each Representative Director and Executive Director shall report the status of the performance of his/her execution of duties to the Board of Directors at least twice each business year with each report being at least four (4) months apart.

Article 30

Auditor Duties and Authority

The Auditors shall perform the following duties:

1. Audit the execution of duties by Directors and prepare audit reports in compliance with the law;
2. Audit the Foundation's performance of its operations and condition of assets, as well as audit the documents including financial statements and business report for each business year;
3. Attend the meetings of the Board of Directors of the Foundation, and submit opinions as the Auditor deems necessary.
4. Report to the Board of Trustees and the Board of Directors when the Auditor finds: (i) that there has been misconduct by a Director or that it is likely that there will be misconduct; (ii) that there has been an actual violation of the law or the Articles of Incorporation, or (iii) that there are cases of gross impropriety;
5. When it is necessary to report as provided in the preceding paragraph, request the Chairman to convene a meeting of the Board of Directors; provided, however, that if a

notice of convocation setting the date of the meeting of the Board of Directors within two (2) weeks of the date of the request for convening cannot be dispatched within five (5) days of the request for convocation, the Auditor shall convene the meeting of the Board of Directors;

6. Examine proposals, documents and other matters prescribed by law to be submitted by a Director to the Board of Trustees, and report the results thereof if he/she finds that there has been a violation of the law or the Articles of Incorporation, or cases of gross impropriety;
7. If a Director engages in, or is likely to engage in, acts beyond the scope of the purpose of the Foundation or otherwise violates, or is likely to violate, the law or the Articles of Incorporation, and such acts are likely to cause significant damage to the Foundation, request that said Director stop engaging in such acts; and
8. Exercise other authority granted to Auditors under applicable laws.

Article 31

Term of Office

- 31.1 The term of office of Directors shall be until the conclusion of the meeting of the Board of Trustees which deals with the last business year ending within two (2) years of being elected. This, however, shall not preclude Directors from being re-elected.
- 31.2 The term of office of Auditors shall be until the conclusion of the meeting of the Board of Trustees for the last business year ending within four (4) years of being elected. This, however, shall not preclude Auditors from being re-elected.
- 31.3 If the number of Directors or Auditors falls below the number of officers set forth in Article 27, a Director or Auditor who is retiring from office due to expiration of the term of office or resignation shall continue to have his/her rights and obligations as a Director/Auditor until a newly elected person assumes the position.

Article 32

Dismissal

- 32.1 If a Director or Auditor falls under any one of the following, he/she may be dismissed by a resolution of the Board of Trustees; provided, however, that when dismissing an Auditor, such resolution must be passed by a two-thirds majority of the Trustees eligible to vote.
1. Breach of obligations in the course of duties, or neglect of duties,
 2. Has difficulty in, or is unable to cope with, the execution of his/her duties due to a mental or physical disorder, or
 3. Has damaged the reputation or trust of the Foundation.

Article 33

Compensation

33.1 Directors and Auditors of the Foundation shall receive no compensation; provided, however, that full-time Directors and Auditors may receive an amount calculated in accordance with the standards for compensation prescribed separately by the Board of Trustees as compensation within a range separately defined by the Board of Trustees.

33.2 Items necessary with respect to the preceding paragraph shall be set forth in the “Regulations Regarding Officer and Trustee Compensation” prescribed separately by resolution of the Board of Trustees.

33.3 Directors and Auditors may be paid the expenses necessary in order to carry out their duties.

Article 34

Restriction on Transactions

34.1 If a Director or Auditor intends to engage in any of the types of transaction listed below, such Director or Auditor shall disclose any material facts concerning the transaction and obtain approval from the Board of Directors.

1. Transactions related to the types of business performed by the Foundation for themselves or third parties;
2. Transactions to which the Foundation is a counterparty, for themselves or third-parties, or
3. Transactions in which the Foundation guarantees the debt of a Director or otherwise carries out transactions with a person other than a Director that results in a conflict of interest between the Foundation and the Director.

34.2 A Director engaging in any transaction listed in the preceding paragraph shall report all material facts of the transactions to the Board of Directors without delay.

Article 35

Exemption from Liability

If the requirements provided by law with respect to liability for damages as set forth in Article 111, Paragraph 1 of the Foundations Law which applies mutatis mutandis in Article 198 of the Foundations Law are satisfied, the Foundation may create exemption of liability for the Director or the auditor up to the amount of damages less the minimum amount of liability for damages provided by law, by resolution of the Board of Directors.

Section 2

Advisors, Consultants and Honorary Advisors

Article 36

Advisors and Consultants

36.1 The Foundation may name several Advisors or Consultants.

36.2 Advisors and Consultants shall be appointed by the Chairman upon a resolution of the Board of Directors.

1. Advisors shall respond to inquiries from the Chairman regarding material matters.
2. Consultants shall respond to inquiries from the Chairman regarding specialized matters.
3. The term of office of Advisors and Consultants shall be one (1) year; provided, however, that they may be reappointed.

36.3 Advisors and consultants shall receive no compensation; provided, however, that by resolution of the Board of Trustees, full-time advisors and consultants may be paid compensation pursuant to the "Regulations Regarding Officer and Trustee Compensation," separately prescribed by resolution of the Board of Directors.

36.4 As separately prescribed by the Board of Directors following a resolution of the Board of Trustees, full-time advisors and consultants may be paid the expenses necessary in order to carry out their duties.

36.5

Article 37

Honorary Advisors

37.1 The Foundation may name up to ten (10) Honorary Advisors.

37.2 Honorary Advisors may be appointed by the Board of Directors from among those persons who have performed distinguished services for the Foundation.

37.3 If required, Honorary Advisors may offer consultation or respond to the inquiries of the Chairman regarding overall operations of the Foundation, and submit their opinions.

37.4 The term of office of Honorary Advisors shall be one (1) year; provided, however, that they may be reappointed.

37.5 Honorary Advisors shall receive no compensation.

Section 3

Board of Directors

Article 38

Directors

The Board of Directors shall consist of all of the Directors.

Article 39

Authority

39.1 In addition to those separately provided in the Articles of Incorporation, the Board of Directors shall carry out the following duties:

1. Decide on the time, date, location, and purpose of meetings of the Board of Trustees;
2. Establish, amend and repeal rules;
3. In addition to those stated in the preceding items, make decisions on the execution of the business of the Foundation;
4. Supervise the execution of the duties of the Directors; and
5. Elect and dismiss the Chairman, Senior Managing Directors, Executive Managing Directors and Executive Directors.

39.2 The Board of Directors of the Foundation may not entrust a Director with executive authority over the matters listed below or any other important business operations:

1. Disposition or acquisition of important assets;
2. Borrowings in significant amounts;
3. Appointment and dismissal of major employees;
4. Establishment, changes or abolitions of branch offices or other significant organizational arrangements; or
5. Adjustments to the internal management system (meaning the system established to ensure that the execution of duties by Directors is in compliance with the law and the Articles of Incorporation and other systems required by law to ensure that the operations of the Foundation are suitably in compliance with applicable laws).

Article 40

Types and Holding of Meetings

40.1 There shall be two (2) types of Board of Directors meetings: general meetings of the Board of Directors and extraordinary meetings of the Board of Directors. In either case, the Board of Directors shall be chaired by the Chairman.

40.2 General meetings of the Board of Directors shall be held twice a year. Of these, one (1) shall be within three (3) months after the end of the business year and the other shall be after at least four (4) months after the first meeting.

40.3 Extraordinary meetings of the Board of Directors may be called in any of the following cases:

1. When deemed necessary by the Chairman;
2. When a Director other than the Chairman requests the Chairman to convene a meeting of

- the Board of Directors by means of a document setting forth the purpose of the meeting;
3. When a meeting of the Board of Directors is convened at the request of a Director as set forth in the preceding item but the notice of convocation, which sets the date of the meeting of the Board of Directors within two (2) weeks of the date of the request, is not dispatched within five (5) days of the request for convocation; or
 4. When an Auditor requests the Chairman to convene a meeting of the Board of Directors, or convenes a meeting him/herself, pursuant to Item 5 of Article 30.

Article 41

Convocation

- 41.1 The Board of Directors shall be convened by the Chairman, excluding the cases where a Director convenes a meeting pursuant to Item 3 of Article 40.3 or an Auditor convenes a meeting pursuant to the latter part of Item 4 of Article 40.3.
- 41.2 Meetings of the Board of Directors convened pursuant to Item 3 of Article 40.3 shall be convened by Directors and meetings of the Board of Directors convened pursuant to the latter part of Item 4 of Article 40.3 shall be convened by Auditors.
- 41.3 When either Item 2 or the latter part of Item 4 of Article 40.3 applies, the Chairman shall within five (5) days of such request convene an extraordinary meeting of the Board of Directors on a date within two (2) weeks of such request.
- 41.4 When convening a meeting of the Board of Directors, each Director and Auditor shall be given written notice of the time, date, venue and purpose of the meeting at least five (5) days before the meeting is held.
- 41.5 Notwithstanding the provision of the preceding paragraphs, when all Directors and Auditors agree, a meeting of the Board of Directors may be held without going through the procedures for convocation.

Article 42

Quorum and Resolutions

Meetings of the Board of Directors may not be convened unless more than half of the current number of Directors is in attendance. Except as otherwise provided in the Articles of Incorporation, resolutions of the Board of Directors shall be passed by a majority of the votes of the Directors present at such meeting at which a majority of the Directors, other than Directors with a special interest, are in attendance.

Article 43

Expedited Resolutions

If all Directors who are eligible to vote on a certain proposal made by Directors regarding matters to be voted on by the Board of Directors express their agreement either in writing or by electronic record, it shall be deemed that such proposal has been passed by resolution of the Board of Directors, except in the case where an Auditor states an objection.

Article 44

Minutes of Meetings

Minutes shall be prepared with respect to the proceedings of meetings of the Board of Directors as required by law. The Representative Directors and the Auditors present at the meeting shall sign or affix their names and seals to thereto.

Article 45

Board of Directors Rules

Items necessary for administration of meetings of the Board of Directors, and matters concerning the exemption and limitation of Directors' liability, shall be in accordance with the relevant laws and the Articles of Incorporation, as well as the rules of the Board of Directors prescribed by the Board of Directors.

Chapter VI

Amendment to the Articles of Incorporation, Mergers and Dissolution

Article 46

Amendment to the Articles of Incorporation

46.1 The Articles of Incorporation may be amended by resolution of the Board of Trustees passed with no less than a two-thirds majority votes of the Trustees excluding those with a special interest.

46.2 The provision of the preceding paragraph shall also apply to Articles 3, 4 and 15 of the Articles of Incorporation.

Article 47

Mergers

47.1 The Foundation may, by resolution of the Board of Trustees passed by no less than two-thirds of the votes of the Trustees, excluding those with a special interest, merge with other entities incorporated under the Foundations Law, transfer all or part of its business, and abolish all of its business for public interest purposes.

47.2 The Foundation shall file notification with the relevant administrative authority in advance

when undertaking any of the actions in the preceding paragraph.

Article 48

Dissolution

The Foundation may be dissolved in accordance with the reasons provided in Article 202 of the Foundations Law as well as reasons provided in other applicable laws.

Article 49

Donations of Assets Acquired for Public Interest Purposes

If the Foundation is subject to a disposition cancelling its authorization as a public interest corporation, or becomes defunct due to a merger (except in the case where the entity succeeding to its rights and obligations is a public interest corporation), and it has assets acquired for public interest purposes as provided in Article 30, Paragraph 2 of the Authorization Law, an amount equal to the value of such remaining assets shall be donated to the national government, a local government, or an entity set forth in Article 5, Item (xvii) of the Authorization Law, by a resolution of the Board of Trustees.

Article 50

Disposition of Residual Assets

The residual assets of the Foundation when dissolved through procedures such as liquidation shall be donated to the national government, a local government, or an entity set forth in Article 5, Item (xvii) of the Authorization Law by a resolution of the Board of Trustees.

Chapter VII

Committees

Article 51

Committees

- 51.1 The Board of Directors may establish committees by resolution of the Board of Directors when necessary to promote the business of the Foundation.
- 51.2 Committee members shall be appointed by the Board of Directors from candidates including candidates of high academic background.
- 51.3 The Board of Directors shall separately prescribe by resolution thereby items regarding the duties, structure and operation of committees.

Article 52

Committee to Elect Candidates for Directors, Auditors and Trustees

The Committee to Elect Candidates for Directors, Auditors and Trustees shall be established by resolution of the Board of Trustees to elect candidates for new Directors, Auditors and Trustees or to name ones to be dismissed.

Chapter VIII

Secretariat

Article 53

Establishment

53.1 The Foundation shall have a secretariat for its administrative operation.

53.2 As necessary, the secretariat shall have managerial personnel and other necessary staff.

53.3 The Chairman may, with the approval of the Board of Directors, appoint or dismiss major employees.

53.4 Necessary items regarding the organization and operation of the secretariat shall be prescribed separately by resolution of the Board of Directors.

Article 54

Keeping of Books and Documents

54.1 The following books and documents shall be kept at the main office for five (5) years, and made available for public inspection. The Articles of Incorporation shall also be kept at the main office and made available to the public.

1. Register of Directors, Auditors and Trustees;
2. Documents regarding authorization, licenses, permissions, etc. and registrations;
3. Documents regarding the minutes of the Board of Directors and the Board of Trustees;
4. Inventory of Assets, etc. and summaries of the status of organizational operation and Foundation activities, as well as documents setting out relevant figures in relation thereto;
5. Regulations regarding matters such as the compensation of officers and Trustees;
6. Business plans and income and expenditure budgets;
7. Annual reports and financial statements, etc.;
8. Audit reports, and
9. Other books and documents as required by law.

54.2 Books and documents, etc. provided in each item of the preceding paragraph shall be made available to the public in accordance with relevant laws and the information disclosure

regulations.

Chapter IX

Members

Article 55

Members

55.1 The Foundation may have as members, individuals, corporations or organizations who approve of and endorse the mission of the Foundation.

55.2 Items necessary with regard to members shall be in accordance with the membership terms and conditions, separately prescribed by resolution of the Board of Directors.

Chapter X

Disclosure of Information and Handling of Personal Information and Specific Personal Information (identity numbers, etc.)

Article 56

Disclosure of Information

56.1 The Foundation shall actively make public disclosure of the status of its activities, details concerning operations and financial statements, in order to promote transparency.

56.2 Items necessary with regard to the public disclosure of information shall be in accordance with the information disclosure regulations separately prescribed by resolution of the Board of Directors

Article 57

Protection of Personal Information

57.1 The Foundation shall take thorough measures to protect personal information that it acquires in the course of its activities.

57.2 Items necessary with regard to the protection of personal information shall be separately prescribed by resolution of the Board of Directors.

Article 58

Handling of Specific Personal Information

- 58.1 The Foundation shall appropriately handle specific personal information by observing all laws and ordinances.
- 58.2 Items necessary with regard to the handling of specific personal information shall be separately prescribed by resolution of the Board of Directors.

Chapter XI
Method of Public Notices

Article 59
Public Notices

The Foundation shall issue public notices by means of publication in Official Gazette (*kanpo*).

Chapter XII
Auxiliary Provisions

Article 60
Delegation

In addition to the provisions of the Articles of Incorporation, items necessary for the operation of the Foundation shall be prescribed by resolution of the Board of Directors.

Supplementary Provisions

- 1 The Articles of Incorporation shall be come into force as of the day the Foundation is established and registered as a public interest corporation as defined by Article 106, Paragraph 1 of the Act on the Revision, etc. of Related Acts that Accompany the Enforcement of the Act on General Incorporated Association and General Incorporated Foundation and the Act on the Authorization, etc. of Public-interest Incorporated Associations and Public-interest Incorporated Foundations (the "Revision Act").
- 2 When dissolutions of special case juridical persons under the Civil Code as defined by Article 106, Paragraph 1 of the Revision Act are registered and when the establishment of public interest corporations is registered, notwithstanding the provisions of Article 5 hereof, the day preceding the date dissolution is registered shall be the last day of the business year, and the date establishment is registered shall be the first day of the business year.
- 3 The term of office of persons appointed as officers of special case juridical persons under the Civil Code shall be until the day preceding the date that dissolution of the special case juridical person under the Civil Code is registered.

4 The Directors and Auditors of the Foundation assuming office on the day of registration shall be as set forth in the Exhibit Register of Officers.

5 The first Representative Director of the Foundation shall be Yasushi Akashi, Chairman; Takashiro Furuhashi, Managing Director, and Kenichi Nakazato, Managing Director.

6 The first Trustees of the Foundation shall be as set forth in the exhibit Register of Officers.

Supplementary Provisions (Provisions amended as of June 17, 2016)

1. The amended provisions of Article 15 (Election), Article 28 (Election) and Article 32 (Dismissal), the change of the title of Chapter X, and the new provisions of Article 52 (Committee to Elect Candidates for Directors, Auditors and Trustees) and Article 58 (Handling of Specific Personal Information) shall take effect from June 17, 2016.
2. The change of the title of Chapter X and the new provision of Article 58 shall apply to the handling of specific personal information on and after January 1, 2016.
3. The amended provisions of Article 15, Article 28 and Article 32 and the new provision of Article 52 shall apply to the resolutions of the Board of Directors, the resolutions of the Board of the Trustees and the resolutions of the Committee to Elect Candidates for Directors, Auditors and Trustees, which have been adopted on the condition that the Articles of Incorporation is changed with respect to the amended and new provisions.

Supplementary Provisions (Provisions amended as of June 16, 2017)

1. The amended provisions of Article 15 (Election), Article 28 (Election) and Article 32 (Dismissal) shall take effect from June 16, 2017.

Supplementary Provisions (Provisions amended as of June 14, 2021)

1. The amended provision of Article 32 (Dismissal) shall take effect from June 14, 2021.

(Appended) Inventory of Assets

Assets essential to conduct business for public interest purposes (see Article 6)

Type of Asset	Location/Amount
Building (Registered Tangible Cultural Property)	6618.52 m ² 5-11-16, Roppongi, Minato-ku Four floors and two basement floors

*Fair market value and book value are based on figures recorded in the inventory of assets.