

DISCLAIMER: This translation may be used for reference purposes only. This English version is not an official translation of the original Japanese document. In cases where any differences occur between the English version and the original Japanese version, the Japanese version shall prevail. This translation is subject to change without notice.

Articles of Incorporation

Revised on October 1, 2022

ORGANO CORPORATION

Articles of Incorporation

Chapter I General Provisions

Article 1. (Trade Name)

The name of the Company shall be “Organo Kabushiki Kaisha,” and in English it shall be “ORGANO CORPORATION.”

Article 2. (Purpose)

The Purpose of the Company shall be to engage in the following business activities:

- (1) Production and sales of ion exchangers, activated carbon, other absorbents and membrane protection chemicals;
- (2) Planning, design, manufacture, construction, supervision and sales of systems that use ion exchangers, activated carbon, other absorbents and membrane protection chemicals;
- (3) Planning, design, manufacture, construction, supervision and sales of water supply systems, water purification systems and wastewater treatment systems;
- (4) Planning, design, manufacture, construction, supervision and sales of water supply and sewage treatment facilities, sanitation facilities and environmental hygiene facilities;
- (5) Planning, design, manufacture, construction, supervision and sales involving waste treatment systems, air purification systems, exhaust gas treatment systems and other systems related to pollution control;
- (6) Planning, design, manufacture, construction, supervision and sales involving facilities related to soil remediation;
- (7) Planning, design, construction and supervision involving civil engineering work, architectural and construction work, machinery, equipment, and facility work, plumbing work and firefighting facilities work;
- (8) Planning, design, construction, and supervision involving electrical contracting work and telecommunications engineering;
- (9) Planning, design, construction and supervision involving dredging work and landscaping work;
- (10) Production and sales involving pharmaceuticals, medical devices, food products, food processing agents, industrial chemicals and other chemical products;
- (11) Design, manufacture and sales involving telecommunications equipment, data processing equipment, automatic control and measurement equipment;
- (12) Data processing services, information communications services and information provision service operations;
- (13) Planning, design, manufacture and sales involving software and computer systems;
- (14) Analysis operations involving water quality, the atmosphere, etc.;
- (15) Design, manufacture and sales involving kitchen, bathroom, sanitary equipment and construction facilities and equipment, as well as planning, design, construction and supervision involving related work;
- (16) Purchases and sales of various pre-owned systems, machine tools and other tools in relation to the preceding

items;

- (17) Export/import, agency/brokerage, leasing business, maintenance and consulting operations in relation to the preceding items;
- (18) Agency business involving various forms of insurance;
- (19) Printing business;
- (20) Worker dispatching business; and
- (21) Other business in relation to the preceding items.

Article 3. (Location of the Head Office)

The head office of the Company shall be located in Koto City, Tokyo.

Article 4. (Organs)

The Company shall have, in addition to the General Meeting of Shareholders and Directors, the following organs:

- (1) Board of Directors;
- (2) Audit and Supervisory Board Members;
- (3) Audit and Supervisory Board; and
- (4) Independent Auditor.

Article 5. (Method of Public Notice)

The method of public notices of the Company shall be electronic public notices; provided, however, that if the Company is unable to give an electronic public notice because of an accident or any other unavoidable reason, public notices of the Company may be given in “The Nikkei” newspaper.

Chapter II Shares

Article 6. (Total Number of Shares Authorized to Be Issued)

The total number of shares authorized to be issued by the Company shall be 101,568,000 shares.

Article 7. (Number of Shares per Share Unit)

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

Article 8. (Rights Regarding Shares Less Than One Unit)

A shareholder of the Company may not exercise any rights other than the rights listed below with regard to shares less than one unit held by the shareholder:

- (1) Rights set forth in items of Article 189, paragraph (2) of the Companies Act;
- (2) The right to make a demand pursuant to the provisions of Article 166, paragraph (1) of the Companies Act;
- (3) The right to receive an allotment of offered shares and offered share acquisition rights in proportion to the number of shares held by the shareholder; and
- (4) The right to make a demand as provided for in the following Article.

Article 9. (Additional Purchase of Shares Less Than One Unit)

A shareholder of the Company may, as provided for in the Share Handling Regulations, request the Company to sell to the shareholder a number of shares which will, when combined with the number of shares less than one unit already held by the shareholder, constitute one share unit.

Article 10. (Shareholder Register Administrator)

1. The Company shall have a shareholder register administrator.
2. The shareholder register administrator and the place of business thereof shall be designated by resolution of the Board of Directors and public notice thereof shall be given.
3. The preparation and keeping of the shareholder register and the share acquisition right register of the Company and other administrations relating thereto shall be outsourced to the shareholder register administrator, and shall not be handled by the Company itself.

Article 11. (Share Handling Regulations)

Handling of the Company's shares and the fees therefor shall be governed by the Share Handling Regulations established by the Board of Directors, in addition to applicable laws and regulations and these Articles of Incorporation.

Chapter III

General Meeting of Shareholders

Article 12. (Convocation)

An Ordinary General Meeting of Shareholders of the Company shall be convened in June every year. An Extraordinary General Meeting of Shareholders shall be convened whenever necessary.

Article 13. (Venue)

The Company shall hold its General Meeting of Shareholders either in Koto City, Tokyo or in a city adjacent thereto.

Article 14. (Record Date of Ordinary General Meeting of Shareholders)

The record date for voting rights at the Company's Ordinary General Meeting of Shareholders shall be March 31 every year.

Article 15. (Convener and Chairmanship)

1. The Director and President shall convene General Meeting of Shareholders. If the Director and President is unable to attend to such duties, they shall be performed by another Director who is designated in accordance with an order of priority determined in advance by the Board of Directors shall convene General Meeting of Shareholders.
2. A Director determined in advance by the Board of Directors shall act as the chairman of the General Meeting of Shareholders. If such Director is unable to attend to such duties, another Director who is designated in accordance with an order of priority determined in advance by the Board of Directors shall act as the chairman of the General Meeting of Shareholders.

Article 16. (Measures, etc. for Providing Information in Electronic Format)

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 is not required to state 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.

Article 17. (Method for Making Resolutions)

1. Unless otherwise provided for by applicable laws and regulations, and these Articles of Incorporation, resolutions of a General Meeting of Shareholders shall be made by a majority of the votes of the shareholders who are present at the meeting and entitled to exercise their votes at such meetings.
2. Resolutions of a General Meeting of Shareholders as prescribed in Article 309, paragraph (2) of the Companies Act shall be made by at least two-thirds of the votes of the shareholders present at such meeting where the shareholders holding at least one-third of the voting rights of the shareholders entitled to exercise their votes at such meetings are present.

Article 18. (Proxy Voting)

1. A shareholder may exercise his/her votes by having one other shareholder of the Company with voting rights act as a proxy on his/her behalf.
2. A shareholder or a proxy must submit to the Company a document evidencing the proxy's authority to represent at each General Meeting of Shareholders.

Chapter IV

Directors and Board of Directors

Article 19. (Number of Directors)

The Company shall have not less than three and not more than ten Directors.

Article 20. (Term of Office)

The term of office of a Director shall expire at the conclusion of the Ordinary General Meeting of Shareholders for the last business year out of the business years terminating within one year after the election of the Director.

Article 21. (Method of Election)

1. Directors shall be elected at a General Meeting of Shareholders.
2. Resolutions on the election of a Director shall be made by a majority of the votes of the shareholders present at such meeting where the shareholders holding at least one-third of the voting rights of the shareholders entitled to exercise their votes at such meetings are present.
3. Resolutions for the election of Directors shall not be conducted by cumulative voting.

Article 22. (Representative Directors and Directors with Special Titles)

1. The Board of Directors shall appoint Representative Director(s) by its resolution.
2. The Board of Directors may appoint, by its resolution, one Chairman of the Board of Directors, one Director and President, and one Director and Vice President.

Article 23. (Regulations of the Board of Directors)

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

Article 24. (Convener and Chairmanship of Meeting of the Board of Directors)

Unless otherwise provided for by laws and regulations, a Director determined in advance by the Board of Directors shall convene meetings of the Board of Directors and chair the meetings. If such Director is unable to attend to such duties, another Director who is designated in accordance with an order of priority determined in advance by the Board of Directors shall convene the meeting of the Board of Directors and act as its chairman.

Article 25. (Convocation Notice for Meetings of the Board of Directors)

1. A convocation notice regarding a meeting of the Board of Directors shall be dispatched to each Director and each Audit and Supervisory Board Member at least three days before the day of the meeting; provided, however, that this period may be reduced in case of urgent needs.
2. With the consent of all Directors and Audit and Supervisory Board Members, a meeting of the Board of Directors may be held without following the convening procedures.

Article 26. (Omission of Resolutions of the Board of Directors)

The Company shall deem that a resolution of the Board of Directors has been made in cases where the requirements set forth in Article 370 of the Companies Act have been fulfilled.

Article 27. (Remuneration, Etc.)

Remuneration, bonuses and other economic benefits that Directors receive from the Company as consideration for the execution of their duties (hereinafter referred to as the "Remuneration, Etc.") shall be determined by resolution of a General Meeting of Shareholders.

Article 28. (Exemption of Directors from Liability)

1. Pursuant to the provisions of Article 426, paragraph (1) of the Companies Act, the Company may, by resolution of the Board of Directors, exempt a Director (including a person who was formerly a Director) from his/her liability for damages arising from neglecting his/her duties to the extent permitted by laws and regulations.
2. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company may enter into an agreement with a Director (excluding those who are executive directors, etc.) limiting his/her liability for damages arising from neglecting his/her duties; provided, however, that the maximum liability under such agreement shall be an amount as prescribed by laws and regulations.

Chapter V

Audit and Supervisory Board Members and Audit and Supervisory Board

Article 29. (Number of Audit and Supervisory Board Members)

The Company shall have not less than three Audit and Supervisory Board Members.

Article 30. (Term of Office)

The term of office of an Audit and Supervisory Board Member shall expire at the conclusion of the Ordinary General Meeting of Shareholders for the last business year out of the business years terminating within four years after the election of the Audit and Supervisory Board Member.

Article 31. (Term of Office of Substitute Audit and Supervisory Board Member)

The term of office of an Audit and Supervisory Board Member who is elected as the substitute for an Audit and Supervisory Board Member who retired from office before the expiration of the term of office shall continue until the time the term of office of the Audit and Supervisory Board Member who retired from office is to expire.

Article 32. (Method of Election)

1. Audit and Supervisory Board Members shall be elected at a General Meeting of Shareholders.
2. Resolutions on the election of an Audit and Supervisory Board Member shall be made by a majority of the votes of the shareholders present at such meeting where the shareholders holding at least one-third of the voting rights of the shareholders entitled to exercise their votes at such meetings are present.

Article 33. (Audit and Supervisory Board Members [Full-time])

The Audit and Supervisory Board shall appoint Audit and Supervisory Board Member(s) (Full-time) by its resolution.

Article 34. (Convocation Notice for Meetings of the Audit and Supervisory Board)

1. A convocation notice regarding a meeting of the Audit and Supervisory Board shall be dispatched to each Audit and Supervisory Board Member at least three days before the day of the meeting; provided, however, that this period may be reduced in case of urgent needs.
2. With the consent of all Audit and Supervisory Board Members, a meeting of the Audit and Supervisory Board may be held without following the convening procedures.

Article 35. (Regulations of the Audit and Supervisory Board)

Matters concerning the Audit and Supervisory Board shall be governed by the Regulations of the Audit and Supervisory Board established by the Audit and Supervisory Board, in addition to applicable laws and regulations and these Articles of Incorporation.

Article 36. (Remuneration, Etc.)

The Remuneration, Etc. to Audit and Supervisory Board Members shall be determined by resolution of a General Meeting of Shareholders.

Article 37. (Exemption of Audit and Supervisory Board Members from Liability)

1. Pursuant to the provisions of Article 426, paragraph (1) of the Companies Act, the Company may, by resolution of the Board of Directors, exempt an Audit and Supervisory Board Member (including a person who was formerly an Audit and Supervisory Board Member) from his/her liability for damages arising from neglecting his/her duties to the extent permitted by laws and regulations.
2. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company may enter into an agreement with an Audit and Supervisory Board Member limiting his/her liability for damages arising from neglecting his/her duties; provided, however, that the maximum liability under such agreement shall be an amount as prescribed by laws and regulations.

Chapter VI

Accounts

Article 38. (Business Year)

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

Article 39. (Organizational Body to Determine Dividends of Surplus, Etc.)

Unless otherwise provided for by laws and regulations, the Company may, by resolution of the Board of Directors, determine dividends of surplus and other matters set forth in the items of Article 459, paragraph (1) of the Companies Act.

Article 40. (Record Date for Dividends of Surplus)

1. The record date for year-end dividends of the Company shall be March 31 of each year.
2. The record date for interim dividends of the Company shall be September 30 of each year.
3. In addition to the provisions of the preceding two paragraphs, the Company may pay dividends of surplus by setting a record date.

Article 41. (Prescription for Payment of Dividends)

In cases where the dividend property is monetary and the dividends have not been received after the lapse of three full years from the date of commencement of payment thereof, the Company shall be exempt from the obligation to pay such dividends. No interest shall accrue on unpaid dividends.

-End-