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Articles of Incorporation of LIFULL Co., Ltd.

keiei-01-241223

Established: March 12, 1997

Amended: September 30, 1999

January 25, 2000

July 20, 2000

July 29, 2000

August 31, 2000

November 27, 2000

December 27, 2000

January 17, 2001

February 7, 2001

March 26, 2001

July 8, 2001

June 28, 2002

June 27, 2005

September 5, 2005

June 26, 2006

June 28, 2007

April 1, 2008

June 26, 2008

June 25, 2009

June 23, 2010

June 23, 2011

August 19, 2011

June 26, 2012

January 1, 2014

June 1, 2015

June 28, 2016

April 1, 2017

June 28, 2017

October 1, 2017

December 23, 2021

December 22, 2022

December 21, 2023

December 23, 2024

Articles of Incorporation
Chapter 1: General Provisions

(Trade Name)

Article 1.

The name of the Company shall be “Kabushiki Kaisha LIFULL” or “LIFULL Co., Ltd.” in English.

(Purpose)

Article 2.

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

- (1) Operations related to planning, design, development, production, maintenance, provision of technologies, and technological guidance for computer systems and related agent operations
- (2) Advertising, promotion, printing, publication, video content and its planning, proposals, production, and associated agent services.
- (3) Nonlife insurance and non-life insurance agent services, life insurance, and operations related to the sale of life insurance policies
- (4) Various information services
- (5) Planning of marketing as a whole
- (6) Employment agency services
- (7) Fee-charging employment placement business
- (8) Loan administration agency
- (9) Buying and selling of secondhand goods
- (10) Foreign exchange transactions
- (11) Auction business
- (12) Sales of and sales agency for goods and services
- (13) Import and export of goods and services, and import/export agency
- (14) Investment business
- (15) Consulting business
- (16) Travel business
- (17) Operation of restaurants and cafes
- (18) Sports business
- (19) Financial service intermediary business
- (20) Any other legitimate business
- (21) All operations incidental to the above items

(Location of Head Office)

Article 3.

The head office of the Company shall be located in Chiyoda-ku, Tokyo.

(Organ)

Article 4.

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

- (1) Board of Directors
- (2) Audit & Supervisory Board Members
- (3) Audit & Supervisory Board
- (4) Accounting Auditor

(Method of Public Notices)

Article 5.

The Company shall issue its public notices electronically. However, if the Company is unable to issue public notices electronically due to accidents or other unavoidable reasons, the Company shall issue a public notice in the *Nihon Keizai Shimbun*.

Chapter 2: Shares

(Total Number of Authorized Shares)

Article 6.

The total number of authorized shares of the Company shall be 350,452,800 shares.

(Share Unit)

Article 7.

The share unit of the Company shall be 100 shares.

(Rights in Relation to Shareholdings of Less than One Share Unit)

Article 8.

Shareholders who hold shares in a number less than one share unit may not exercise rights other than the following in regards to shares less than one share unit.

- (1) Rights listed in each item of Article 189, Paragraph 2 of the Companies Act
- (2) Right to make demands in accordance with the provisions of Article 166, Paragraph 1 of the Companies Act
- (3) Right to receive the allotment of shares for subscription and the allotment of share acquisition rights for subscription based on the number of shares held by the shareholders.

(Acquisition of Own Shares)

Article 9.

The Company may acquire its own shares by market transactions, etc. by a resolution of the Board of Directors in accordance with the provisions of Article 165, Paragraph 2 of the Companies Act.

(Shareholder Register Administrator)

Article 10.

1. The Company shall employ a shareholder register administrator.
2. The shareholder register administrator and the place to administer the shareholder register shall be determined by a resolution of the Board of Directors and publicly notified by the Company.

(Share Handling Rules)

Article 11.

Handling and fees relating to the Company's shares and procedures for exercising the rights of shareholders, etc. shall follow the share handling rules set by the Board of Directors, in addition to laws and regulations, and the Articles of Incorporation.

Chapter 3: General Meeting of Shareholders

(Convocation of General Meetings of Shareholders)

Article 12.

1. An ordinary general meeting of shareholders of the Company shall be convened in December every year. An extraordinary general meeting of shareholders shall be convened whenever necessary.
2. The Company may hold a general meeting of shareholders without a fixed location.

(Record Date for Ordinary General Meeting of Shareholders)

Article 13.

The record date for voting rights at the Ordinary General Meeting of Shareholders of the Company shall be September 30 every year.

(Convener and Chairperson of General Meeting of Shareholders)

Article 14.

1. A General Meeting of Shareholders shall be convened by the Representative Director of the Company, who shall act as a chairperson.
2. If an accident befalls the Representative Director, one of the other directors shall take their place in accordance with the order previously fixed by the Board of Directors.

(Measures for electronic provision of Reference Documents for the General Meeting of Shareholders, etc.)

Article 15.

1. Upon convening a general meeting of shareholders, the Company shall take measures to electronically provide information that constitutes the contents of the Reference Documents for the General Meeting of Shareholders, etc.
2. Among items to be provided electronically, the Company may exclude all or some of the items stipulated in the Ministry of Justice Order from the documents delivered to shareholders who have requested paper-based documents.

(Method of Resolution)

Article 16.

1. Unless otherwise provided for in laws and regulations, or the Articles of Incorporation, the resolution of a General Meeting of Shareholders shall be made by a majority of the votes of the

shareholders present at the meeting and entitled to exercise their votes.

2. Resolutions prescribed in Article 309, Paragraph 2 of the Companies Act shall be made by two thirds or more of the votes of the shareholders present at the meeting in which the shareholders holding one third or more of the voting rights of the shareholders entitled to exercise their votes are present.

(Proxy Voting)

Article 17.

1. Shareholders may exercise their voting rights by designating one other shareholder with the voting right(s) of the Company as their proxy.
2. The shareholders or their proxies shall submit a document providing proof for the authority of proxy to the Company for each General Meeting of Shareholders.

(Minutes)

Article 18.

A summary of the decision making process at a General Meeting of Shareholders, the results thereof, and other matters specified in laws and regulations shall be entered or recorded in the minutes.

Chapter 4: Directors and the Board of Directors

(Number of Directors)

Article 19.

Directors of the Company shall be no more than nine in number.

(Method of Election)

Article 20.

1. Directors shall be elected at a General Meeting of Shareholders.
2. The resolution for the election of Directors shall be made by a majority of the votes of the shareholders present at the meeting in which the shareholders holding one third or more of the voting rights of the shareholders entitled to exercise their votes are present.
3. The resolution for the election of Directors shall not be made by a cumulative vote.

(Term of Office)

Article 21.

1. Directors' terms of office shall continue until the conclusion of the Ordinary General Meeting of Shareholders of the last business year that ends within two years from the time of their election.
2. The term of office of a Director who is elected as an additional Director or a substitute shall continue until the term of office of the incumbent Director expires.

(Representative Directors)

Article 22.

The Board of Directors shall appoint Representative Directors by passing a resolution.

(Convener and Chairperson of Board of Directors Meeting)

Article 23.

1. Unless otherwise provided for in laws and regulations, a Board of Directors meeting shall be convened by the Representative Director of the Company, who shall act as the chairperson.
2. If an accident befalls the Representative Director, one of the other directors shall take their place in accordance with the order previously fixed by the Board of Directors.

(Convocation Notice of Board of Directors Meeting)

Article 24.

1. The convocation notice of a Board of Directors meeting shall be issued to Directors and Audit & Supervisory Board Members no later than three days prior to the date of the meeting. However, this period may be shortened if there is an urgent necessity.
2. A Board of Directors meeting may be held without following the convocation procedures when the consent of all Directors and Audit & Supervisory Board Members is obtained.

(Method for Passing Resolutions at a Board of Directors Meeting)

Article 25.

The resolution of a Board of Directors meeting shall be made by a majority of the Directors present at the meeting in which the majority of the Directors entitled to participate in the vote are present.

(Omission of Resolution of Board of Directors)

Article 26.

If the requirements in Article 370 of the Companies Act are met, the Company shall deem the resolution at a Board of Directors meeting to have been made.

(Minutes of Board of Directors)

Article 27.

A summary of the decision making process at a Board of Directors meeting and the results thereof, along with other matters specified in laws and regulations, shall be entered or recorded in the minutes, and the Directors and Audit & Supervisory Board Members present at the meeting shall affix their name and seal or digital signature to the minutes.

(Regulations of Board of Directors)

Article 28.

Matters relating to the Board of Directors shall follow the Regulations of the Board of Directors set by the Board of Directors, in addition to laws and regulations and the Articles of Incorporation.

(Remuneration, Etc.)

Article 29.

Financial benefits received from the Company as a consideration for the execution of duties, such as remuneration and bonuses (hereinafter referred to as "Remuneration, Etc.") of Directors shall be determined by a resolution passed at a General Meeting of Shareholders.

(Exemption of Directors from Liability)

Article 30.

1. Pursuant to the provisions of Article 426, Paragraph 1 of the Companies Act, the Company is entitled to exempt Directors (including those who were Directors) from liability to provide compensation for damages arising from negligence in their duties, based on a resolution of the Board of Directors meeting and within the scope permitted under applicable laws and regulations.
2. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company is entitled to conclude with Directors, excluding those who are executive directors, etc., a contract limiting their liability to provide compensation for damages arising from negligence in their duties. However, limitations on liability under such an agreement shall be within the scope permitted under applicable laws and regulations.

Chapter 5: Audit & Supervisory Board Members and the Audit & Supervisory Board

(Number of Audit & Supervisory Board Members)

Article 31.

Audit & Supervisory Board Members of the Company shall be no more than four in number.

(Method of Election)

Article 32.

1. Audit & Supervisory Board Members shall be elected at a General Meeting of Shareholders.
2. The resolution for the election of Audit & Supervisory Board Members shall be made by a majority of the votes of the shareholders present at the meeting in which the shareholders holding one third or more of the voting rights of the shareholders entitled to exercise their votes are present.

(Term of Office)

Article 33.

1. Audit & Supervisory Board Members' terms of office shall continue until the conclusion of the Ordinary General Meeting of Shareholders for the last business year which ends within four years from the time of their election.
2. The term of office of an Audit & Supervisory Board Member who is elected as a substitute for an Audit & Supervisory Board Member who has stepped down before the expiration of their term of office shall continue until the term of office of that Audit & Supervisory Board Member expires.
3. The resolution for the election of the substitute Audit & Supervisory Board Member who is elected under Article 329, Paragraph 3 of the Companies Act shall remain in effect until the commencement of the Ordinary General Meeting of Shareholders for the last business year that ends within two years from the time of their election.

(Full-time Audit & Supervisory Board Members)

Article 34.

The Audit & Supervisory Board shall appoint full-time Audit & Supervisory Board Members by passing a resolution.

(Convocation Notice of Audit & Supervisory Board Meetings)

Article 35.

1. The convocation notice of an Audit & Supervisory Board meeting shall be issued to Audit & Supervisory Board Members no later than three days prior to the date of the meeting. However, this period may be shortened if there is an urgent necessity.
2. An Audit & Supervisory Board meeting may be held without following the convocation procedures when the consent of all Audit & Supervisory Board Members is obtained.

(Regulations of Audit & Supervisory Board)

Article 36.

Matters relating to the Audit & Supervisory Board shall follow the Regulations of Audit & Supervisory Board set by the Audit & Supervisory Board, in addition to laws and regulations and the Articles of Incorporation.

(Remuneration, Etc.)

Article 37.

Remuneration, Etc. of Audit & Supervisory Board Members shall be determined by a resolution passed at a General Meeting of Shareholders.

(Exemption of Audit & Supervisory Board Members from Liability)

Article 38.

1. Pursuant to the provisions of Article 426, Paragraph 1 of the Companies Act, the Company is entitled to exempt Audit & Supervisory Board Members (including those who were Audit & Supervisory Board Members) from liability to provide compensation for damages arising from negligence in their duties, based on a resolution of the Board of Directors meeting and within the scope permitted under applicable laws and regulations.
2. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company is entitled to conclude with Audit & Supervisory Board Members a contract limiting their liability to provide compensation for damages arising from negligence in their duties. However, limitations on liability under such an agreement shall be within the scope permitted under applicable laws and regulations.

Chapter 6: Accounts

(Business Year)

Article 39.

The business year of the Company shall be one year from October 1 of each year to September 30 of the following year.

(Record Date for Dividends of Surplus)

Article 40.

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

(Interim Dividends)

Article 41.

The Company may pay interim dividends, with March 31 of each year as the record date, by passing a resolution of a Board of Directors meeting.

(Period of Exclusion of Dividends)

Article 42.

If the dividend property is monetary, the Company shall be released from its obligation to pay such dividends when the dividends have not been received even after three full years have elapsed from the commencement of payment.