

ARTICLES OF INCORPORATION  
OF  
THE CHIBA BANK, LTD.

(as amended on June 28 2022)

TRANSLATION OF JAPANESE ORIGINAL TEXT

The Chiba Bank, Ltd.

Certified as a True Copy and  
Correct Translation of its Original

*K. Yamazaki*

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Kiyomi Yamazaki  
Director and Senior Executive Officer

# ARTICLES OF INCORPORATION OF THE CHIBA BANK, LTD.

## *Chapter I. General Provisions*

### (Trade Name)

- Article 1.
1. The Bank shall be called “Kabushiki Kaisha Chiba Ginko”
  2. Its English name shall be “The Chiba Bank, Ltd.”

### (Purposes)

- Article 2.
- The Bank shall conduct the following businesses:
1. Receiving of deposits and installment savings, lending of money, discounting of bills and exchange transactions.
  2. Giving guarantees of liabilities, acceptance of bills and any and all other business incidental or relating to any banking business specified in the preceding sub-paragraph.
  3. Underwriting, handling of subscription and selling business, dealing and other related business of the Government Bonds, Municipal Bonds, Government Guaranteed Bonds and other securities.
  4. Trust Business
  5. In addition to the businesses specified in the preceding sub-paragraphs, any and all businesses that banks are allowed to engage in under the Banking Law, Secured Corporate Debentures Trust Law, and other laws.
  6. All other matters ancillary or related to any of the business specified in the preceding sub-paragraphs.

### (Location of Principal Office)

- Article 3.
- The Bank shall have its principal office in the City of Chiba.

### (Corporate Bodies and Positions)

- Article 4.
- The Bank shall establish the following corporate bodies and positions in addition to the General Meeting of Shareholders and the office of Director.
1. Board of Directors

2. Corporate Auditor
3. Board of Corporate Auditors
4. Accounting Auditor

(Method of Public Notice)

Article 5. Public notices to be made by the Bank shall be by electronic notification. However, in the event public notices cannot be made by electronic notification due to an accident or other unavoidable circumstances, they shall appear in the Nihon Keizai Shimbun.

## *Chapter II. Shares*

(Total Number of Shares Authorized to be Issued)

Article 6. The total number of the Bank's shares authorized to be issued shall be two billion five hundred million (2,500,000,000) shares.

(Acquisition of its Own Shares)

Article 7. The Bank may acquire its own shares as provided in Article 165-2 of the Company Law upon resolution of the Board of Directors.

(Trading Unit )

Article 8. One hundred (100) shares of the Bank shall constitute its trading unit

(Rights on Fractional Unit Shares)

Article 9. A shareholder of the Bank shall not be allowed to exercise any rights other than the following rights on fractional unit shares held.

1. Rights stipulated in the clauses of Article 189-2 of the Company Law.
2. Right to make requests pursuant to the provisions of Article 166-1 of the Company Law.
3. Right to receive allotments of initial share offerings and initial offerings of new share subscription rights in accordance with the number of shares held by the shareholder.
4. Right to make requests pursuant to the following article.

(Additional Purchase of Fractional Unit Shares)

Article 10. A shareholder who holds any Fractional Unit Shares of the Bank, may, in accordance with Share Handling Regulations, request that the Bank sell him/her the number of shares that will, when added to the number of Fractional Unit Shares held, constitute one trading unit.

(Custodian of the Register of Shareholders)

Article 11. 1. The Bank shall appoint a Custodian for the Register of Shareholders.  
2. The Custodian of the Register of Shareholders and the place it performs the business shall be determined by resolution of the Board of Directors, and a public notice to that effect shall be given.  
3. Preparation and custody of the Bank's Register of Shareholders, Register of New Share Subscription Rights, and other business pertaining to the Register of Shareholders, Register of New Share Subscription Rights shall be entrusted to the Custodian of the Shareholder Register and shall not be handled by the Bank.

(Share Handling Regulations)

Article 12. Handling of the Bank's shares and relevant fees shall be pursuant to the law, the Articles of Incorporation, and the Share Handling Regulations established by the Board of Directors.

*Chapter III. General Meeting of Shareholders*

(Convocation)

Article 13. The Bank's Ordinary General Meeting of Shareholders shall be convened within three (3) months from the end of each fiscal year. An Extraordinary General Meeting of Shareholders may be convened at any time whenever necessary.

(Date of Record for the Ordinary General Meeting of Shareholders)

Article 14. The date of record for voting rights at the Bank's Ordinary General Meeting of Shareholders shall be March 31 of each year.

(Convener and Chairman)

Article 15. 1. The President shall convene the General Meeting of Shareholders upon resolution by the Board of Directors and shall serve as Chairman of the meeting.

2. Should the President be unable to fulfill his duties, one of the Directors shall convene the General Meeting of Shareholders and shall serve as Chairman of the meeting in accordance with procedures established in advance by the Board of Directors.

(Measures for Electronic Provision, Etc.)

Article 16. 1. The Bank shall, when convening a General Meeting of Shareholders, provide information contained in the reference materials for the General Meeting of Shareholders, etc. electronically.

2. Among the matters to be provided electronically, the Bank may choose not to include all or part of the matters stipulated in the Ordinance of the Ministry of Justice in the paper copy to be sent to shareholders who have requested it by the record date for voting rights.

(Method of Resolution)

Article 17. 1. Resolutions at a General Meeting of Shareholders shall be made by a majority of votes of shareholders present who are capable of exercising voting rights, unless otherwise provided by laws and ordinances or by the Articles of Incorporation.

2. Resolutions pursuant to Article 309-2 of the Company Law shall be made by at least two-thirds (2/3) of the voting rights held by the shareholders present at the meeting representing at least one-third (1/3) of the total number of the voting rights of shareholders capable of exercising voting rights.

(Exercise of Voting Rights by Proxy)

- Article 18.
1. A shareholder may exercise his voting rights at a General Meeting of Shareholders through his proxy, who shall be one other shareholder of the Bank entitled to vote.
  2. A shareholder, or his proxy, must submit written documentation of the right of proxy to the Bank for each General Meeting of Shareholders.

*Chapter IV. Directors and the Board of Directors*

(Number)

- Article 19. The Bank shall have Directors not exceeding eighteen (18) in number.

(Election Procedures)

- Article 20.
1. Directors shall be elected at a General Meeting of Shareholders.
  2. Resolutions for the election of Directors shall be made by a majority of votes when shareholders representing at least one-third (1/3) of the total number of voting rights of shareholders capable of exercising voting rights are in attendance.
  3. In the election of Directors, the method of cumulative voting shall not be adopted.

(Term of Office)

- Article 21.
1. The term of office of a Director shall be until the closing of the Ordinary General Meeting of Shareholders for the last fiscal year ending within two (2) years after his election to office.
  2. The term of office of a Director elected to fill a vacancy shall be until the expiration of the term of office of the resigning Director.

(Executive Directors)

- Article 22.
1. The Bank shall select a President upon resolution of the Board of Directors.
  2. The Board of Directors may select, by resolution, a Chairman of the Board, several Deputy Presidents, several Senior Managing Directors and several Managing Directors.

(Representative Directors)

- Article 23.
1. The President shall represent the Bank.
  2. In addition to the provision in the preceding paragraph, the Board of Directors may select, by resolution, a Director or Directors to represent the Bank.

(Remuneration, etc.)

- Article 24.
- Director remuneration, bonuses and other financial rewards received from the Bank as compensation for the performance of duties (hereinafter referred to as “remuneration, etc.”) shall be determined by resolution at a General Meeting of Shareholders.

(Contracts for Limiting the Liability of Outside Directors)

- Article 25.
- Pursuant to the provisions of Article 427-1 of the Company Law, the Bank may enter into contracts with Outside Directors to limit the liability under Article 423-1 of the same law. However, the liability amount provided for in the contract shall be limited to the minimum liability amount provided for under the law and ordinances.

(Composition and Authority of the Board of Directors)

- Article 26.
- The Board of Directors shall be composed of all of Directors and shall decide upon the execution of important business of the Bank, in addition to the matters provided by laws, ordinances and the Articles of Incorporation.

(Convocation of the Meeting of the Board of Directors and Chairman)

- Article 27.
1. A convocation of the Board of Directors and Chairman thereof shall be determined by Regulations of the Board of Directors to be established by the Board of Directors.
  2. The notice of the convocation of a Meeting of the Board of Directors shall be issued to each Director and each Auditor three (3) days prior to the date of the Meeting.
  3. The procedure for convocation in the preceding paragraph may be waived if consent thereto is obtained by all the Directors and Auditors.

(Omission of Resolutions by the Board of Directors)

Article 28. The Bank shall regard the Board of Directors as having made a resolution when the requirements of Article 370 of the Company Law are met.

(Board of Director Regulations)

Article 29. Matters pertaining to the Board of Directors shall be pursuant to the law, the Articles of Incorporation, and the Board of Director Regulations established by the Board of Directors.

#### *Chapter V. Auditors and the Board of Auditors*

(Number)

Article 30. The Bank shall have Auditors not exceeding five (5) in number.

(Election Procedures)

Article 31. 1. Auditors shall be elected at a General Meeting of Shareholders.  
2. Resolutions for the election of Auditors shall be made by a majority of votes when shareholders representing at least one third (1/3) of the total number of voting rights of shareholders capable of exercising voting rights are in attendance.

(Term of Office)

Article 32. 1. The term of office of an Auditor shall be until the closing of the Ordinary General Meeting of Shareholders for the last fiscal year ending within four (4) years after his election to office.  
2. The term of office of an Auditor elected to fill a vacancy left by an Auditor resigning before his term expires shall be until the expiration of the term of office of the resigning Auditor.

(Standing Auditors)

Article 33. The Board of Auditors shall select Standing Auditors by resolution.



(Remuneration, etc.)

Article 34. Remuneration, etc. for Auditors shall be determined upon resolution at a General Meeting of Shareholders.

(Contracts for Limiting the Liability of Outside Auditors)

Article 35. Pursuant to the provisions of Article 427-1 of the Company Law, the Bank may enter into contracts with Outside Auditors to limit the liability under Article 423-1 of the same law. However, the liability amount provided for in the contract shall be limited to the minimum liability amount provided for under the law and ordinances.

(Convocation of the Meeting of the Board of Auditors)

Article 36. 1. The notice of the convocation of a Meeting of the Board of Auditors shall be issued to each Auditor three (3) days prior to the date of the Meeting.  
2. The procedure for convocation in the preceding paragraph may be waived if consent thereto is obtained by all the Auditors.

(Board of Auditor Regulations)

Article 37. Matters pertaining to the Board of Auditors shall be pursuant to the law, the Articles of Incorporation, and the Board of Auditor Regulations established by the Board of Auditors.

## *Chapter VI Accounting*

(Fiscal Year)

Article 38. The fiscal year of the Bank shall be for one year from April 1 of each year to March 31 of the following year.

(Date of Record for Distribution of Surplus Funds)

Article 39. 1. The date of record for the Bank's year-end dividend shall be March 31 of each year.

2. In addition to the preceding paragraph, the Bank may establish a date of record and distribute surplus funds on the basis of it.

(Interim Dividends)

Article 40. The Bank may pay an interim dividend with September 30 of each year as the date of record, by resolution of the Board of Directors.

(Annulment Term)

Article 41. In the case dividends are paid in cash, they shall come into the ownership of the Bank if and when the same remain unclaimed upon the lapse of five (5) full years from the date on which such dividends were declared and became due and payable respectively.

(Supplementary Provisions)

(Transitional Measures Concerning the Electronic Provision of Reference Materials for the General Meeting of Shareholders)

- Article 1.
1. The amendments to Article 16 of the Articles of Incorporation shall come into effect on September 1, 2022, which is the date of enforcement of the amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (the “Effective Date”).
  2. Notwithstanding the provisions of the preceding paragraph, Article 16 (Provision of Reference Materials for the General Meeting of Shareholders via Internet Disclosure) of the Articles of Incorporation shall remain in force with respect to a General Meeting of Shareholders to be held on a date within six months from the Effective Date.
  3. These supplementary provisions shall be deleted after the lapse of six months from the Effective Date or the lapse of three months from the date of the General Meeting of Shareholders set forth in the preceding paragraph, whichever is later.