

Articles of Incorporation

October 1, 2024

Motherson Yachiyo Automotive Systems Co., Ltd.

Chapter1. General Rules

(Trade Name)

Article 1.

The name of the Company shall be **Motherson Yachiyo Automotive Systems Co., Ltd.**

(Objectives)

Article 2.

We aim to engage following business.

1. Manufacture, sale and repair of transportation machinery and equipment, prime movers, general-purpose machinery and equipment, machine tools, and other parts related to general machinery and equipment, and electrical and electronic machinery and equipment
2. Manufacture and sale of vehicles, boats and other vehicles for recreational and educational purposes.
3. Manufacture, sale, repair and surface treatment of metal, resin, ceramics and glass products
4. Manufacture, sale and repair of equipment, supplies and parts related to buildings
5. Manufacture, sale and repair of equipment, supplies and other machinery and appliances related to hygiene, welfare, nursing care and medical care
6. Planning, development and design of transportation machinery and equipment.
7. Services related to hygiene, welfare, and nursing care.
8. Logistics, warehousing and leasing of real estate.
9. Education, consulting, technical guidance, and training related to information systems, as well as sale and lease of software and educational materials.
10. Manufacture, sale, technical licensing, and all other business activities related to the above items, including equipment, parts, supplies, and materials.

(Location of Head Office)

Article 3.

The Company's head office is located in Sayama City, Saitama Prefecture.

(Organ)

Article 4.

In addition to the General Meeting of Shareholders and Directors, the Company shall have the following Organs

1. Board of Directors
2. Company Auditor
3. Accounting Auditor

(Notification Method)

Article 5.

The method of public notice of the company shall be by publication in the Nikkan Kogyo Shimbun.

Chapter 2. Stocks

(Total Number of Authorized Shares)

Article 6.

The total number of authorized shares of the Company shall be 70 million.

(Regulations for Share Handling)

Article 7.

The handling and handling fees for shares of the Company and the procedures for exercising shareholder rights shall be governed by the Share Handling Regulations established by the Board of Directors in addition to laws and ordinances or these Articles of Incorporation.

(Restriction on Transfer of Shares)

Article 8.

Acquisition of shares of the Company by transfer shall require the approval of the Board of Directors.

However, this shall not apply to transfers to other shareholders of the Company whose names appear on the register of shareholders.

(Record Date)

Article 9.

The Company shall deem the shareholders with voting rights recorded in the shareholders' register at the end of each fiscal year to be the shareholders entitled to exercise their rights at the Annual General Meeting of shareholders for that fiscal year.

②In addition to those stipulated in these Articles of Incorporation, if it is necessary to determine the persons who can exercise their rights, the shareholders or registered share pledgees recorded in the shareholders' register as of a certain date shall be the shareholders or registered share pledgees who

can exercise their rights, upon prior public notice by a resolution of the Board of Directors.

Chapter 3. General Meeting of Shareholders

(Convocation)

Article 10.

An Annual General Meeting of Shareholders of the Company shall be called within three months after the end of each business year.

② In addition to the one prescribed by preceded paragraph, an Extraordinary Meeting of Shareholders shall be called as needed.

③ Unless otherwise provided in the law or regulations, General Meeting of Shareholders shall be called by Representative Director-President after the resolution of Board of Directors.

④ In the event of the Representative Director-President being unable to so act, another Director shall take the role of the Representative Director-President pursuant to the order predetermined by the Board of Directors.

(Chair person)

Article 11.

The Chairman of the Board or the Representative Director-President shall chair the General Meeting of Shareholders as previously determined by the Board of Directors.

In the event that the Chairman of the Board and the Representative Director-President are both unable to act, another Director shall take his/her place in the order previously determined by the Board of Directors.

(Resolution)

Article 12.

Unless otherwise provided by law or the Articles of Incorporation, resolutions of the General Meeting of Shareholders shall be adopted by a majority of the voting rights of the shareholders present who are entitled to exercise their voting rights.

② The resolution stipulated in Article 309, Paragraph 2 of the Companies Act shall be adopted by two-thirds ($\frac{2}{3}$) or more of the voting rights of the shareholders present at the meeting where the shareholders holding one-third ($\frac{1}{3}$) or more of the voting rights of the shareholders who are entitled to exercise their voting rights are present.

(Proxy Voting)

Article 13.

A shareholder or his/her legal proxy may exercise his/her voting right by proxy of one other shareholder who has voting rights in the Company.

②The shareholder or proxy set forth in the preceding paragraph shall submit to the Company a document evidencing his/her power of representation at each General Meeting of Shareholders.

(Minutes)

Article 14.

The proceedings and results of the General Meeting of Shareholders and other matters stipulated by laws and regulations shall be recorded in the minutes and kept at the head office of the Company for ten (10) years.

Chapter4 Directors and Board of Directors

(Number of Directors)

Article 15.

The Company shall have at least six (6) Directors.

(Election of Directors)

Article 16.

Directors shall be elected by resolution of the General Meeting of Shareholders.

②A resolution to elect Directors shall be adopted by a majority of the voting rights of the shareholders present at a meeting where the shareholders holding one-third or more of the voting rights of shareholders who are entitled to exercise their voting rights are present.

③No cumulative voting shall be used for the election of Directors.

(Directors` Terms of Office)

Article 17.

The term of office of Directors shall expire at the close of the annual General Meeting of Shareholders relating to the last fiscal year ending within one year after their election.

(Representative Directors and Executive Directors)

Article 18.

The Board of Directors may, by its resolution, select Representative Directors.

②The Board of Directors may, by its resolution, appoint one Chairman of the Board, one President, and a few Executive Vice Presidents, Senior Managing Directors, and Managing Directors.

(Board of Directors)

Article 19.

The Board of Directors shall be governed by the rules of the Board of Directors established by the Board of Directors, except as otherwise provided by law or the Articles of Incorporation.

②The Company shall deem that, in cases where a Director makes a proposal on a matter to be resolved at a meeting of the Board of Directors, if all of the Directors (limited to those who are entitled to participate in the voting on such matter) express their consent to such proposal in writing or by electromagnetic record and if the Company Auditors do not state their objections to such proposal, a resolution of the Board of Directors to approve such proposal shall be deemed to have been adopted.

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

Article 20.

Notice of a meeting of the Board of Directors shall be given to each Director and each Company Auditor at least three (3) days prior to the date of the meeting. However, this period may be shortened in case of urgent necessity.

②The meeting may be held without following the procedures for convening a meeting if all Directors and Company Auditors consent thereto.

(Remuneration for Directors)

Article 21.

Remuneration, bonuses and other property benefits to be received from the Company as compensation for the execution of duties by Directors shall be determined by a resolution of the General Meeting of Shareholders.

Chapter 5 Auditors and Board of Company Auditors

(Number of Company Auditors)

Article 22.

The Company shall have at least one (1) Company Auditor.

(Election of Company Auditors)

Article 23.

Company Auditors shall be elected by resolution of the General Meeting of Shareholders.

②The resolution for the election of Company Auditors shall be adopted by a majority of the voting rights of the shareholders present at the meeting where the shareholders holding one-third or more of the voting rights of shareholders who are entitled to exercise their voting rights are present.

(Company Auditors` Terms of Office)

Article 24.

The term of office of Company Auditors shall expire at the conclusion of the Annual General Meeting of Shareholders relating to the last fiscal year ending within four (4) years after their election.

②The term of office of a Company Auditor elected to fill a vacancy left by a Company Auditor who retires before the expiration of his/her term of office shall expire when the term of office of the retiring Company Auditor expires.

(Remuneration for Company Auditors)

Article 25.

The remuneration of Company Auditors and other property benefits received from the Company in consideration of the execution of their duties shall be determined by a resolution of the General Meeting of Shareholders.

(Agreement limiting liability of Outside Auditor)

Article 26.

Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company may enter into a contract with an outside Company Auditor to limit his/her liability for compensation under Article 423, Paragraph 1 of the same Act to the minimum liability amount stipulated by the Act.

Chapter 6. Accounts

(Business Year)

Article 27.

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

(Dividends)

Article 28.

The Company may, by resolution of the General Meeting of Shareholders, pay dividends of surplus to the shareholders.

(Statute of Limitations for Dividends)

Article 29.

If the dividend property is in the form of money, the Company shall be discharged from the obligation to pay it if the dividend is not received after a full three (3) years from the date of commencement of payment.