

Articles of Incorporation

株式会社イオンファンタジー

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Chapter 1: General Provisions

Article 1 (Name)

- (1) The company shall be named AEON Fantasy Co., LTD.
- (2) The name in the preceding paragraph shall be written in English as AEON Fantasy Co., LTD.

Article 2 (Purpose)

The purpose of the company is to operate the following businesses.

1. Planning, development, research, design, construction, operation, management and consulting services for amusement facilities and amusement parks
2. Planning, development, production, sales, import, export, brokerage, leasing, maintenance and logistics for commercial gaming machines and equipment, vending machines and equipment, prize exchange machines and equipment, currency exchange machines and equipment, cleaning machines and equipment, kitchen equipment, commercial machines and equipment used in amusement facilities, office machines and equipment, computers and related equipment, audiovisual equipment and software
3. Planning, manufacturing, processing, sales, import, export and logistics for toys, soft drinks, food, clothing, daily necessities, electrical appliances, furniture, cosmetics, decorative items, folk crafts, character goods (items with images of people, animals, etc. with unique names or characteristics), and game prizes
4. Sales of alcoholic beverages
5. Planning, development, production, sales, brokerage and leasing of game machines and game software, as well as planning, production, distribution, sales and leasing of video and music software, game software and digital content (software utilizing digital technology) using communication networks such as the Internet
6. Purchasing, sales, intermediation, import and export of used gaming machines and their accessories
7. Cleaning, repair, maintenance, and management of amusement facilities, amusement parks, and their equipment
8. Information processing service business, information provision service business
9. Information provision services using the Internet, mobile devices, etc.
10. Planning, production, sales, import, export and leasing of films, printed matter and publications
11. Management of entertainment facilities such as play guides, movie theaters, theaters, sports facilities, karaoke studios, billiard halls and mahjong parlors
12. Management of cram schools, restaurants, cultural classes, daycare centers, photo studios, public baths, campsites, esthetic salons and relaxation facilities
13. Accommodation business
14. Sales of postage stamps, revenue stamps, lottery tickets, and second-hand goods
15. Sales, leasing, management and brokerage of real estate
16. Advertising, promotional activities, and the planning, production, mediation and hosting of various events
17. Mail order business
18. Non-life insurance agency and life insurance agency
19. Operation, guidance, education and information provision of an organizational chain of businesses whose affiliates are businesses operating under any of the preceding items
20. Guidance on product lineups for affiliate stores, and arranging procurement routes for necessary products and supplies necessary for business operations
21. Management and sales of industrial property rights, copyrights, and other intellectual property rights
22. All business incidental or related to the above items

Article 3 (Location of head office)

The company's head office shall be located in Chiba City, Chiba Prefecture.

Article 4 (Organs)

In addition to the general meeting of shareholders and the directors, the company shall have the following organs.

- (1) Board of Directors
- (2) Audit and Supervisory Board members
- (3) Audit and Supervisory Board
- (4) Accounting auditor

Article 5 (Method of public notices)

The company's method of public notices shall be by electronic notice. However, if electronic notice is not possible due to an accident or other unavoidable reason, notices shall be published in the Nikkei.

Chapter 2: Shares

Article 6 (Total number of authorized shares)

The total number of shares authorized to be issued by the company shall be 50,000,000 shares.

Article 7 (Trading units)

The number of the company's shares constituting one trading unit shall be 100 shares.

Article 8 (Shareholder register administrator)

- (1) The company shall appoint a shareholder register administrator.
- (2) The shareholder register administrator and its place of business shall be determined by resolution of the Board of Directors.
- (3) The preparation and maintenance of the company's shareholder register and stock acquisition right register and other affairs relating to the shareholder register and stock acquisition right register shall be entrusted to a shareholder register administrator and shall not be handled by the company itself.

Article 9 (Share handling rules)

The handling of the company's shares and fees shall be governed by law, regulations and these Articles of Incorporation, as well as share handling rules established by the Board of Directors.

Chapter 3: General Meeting of Shareholders

Article 10 (Time of holding the general meeting and convener)

- (1) The company's ordinary general meeting of shareholders shall be convened within three months from the day following the end of each fiscal year, and extraordinary general meetings of shareholders shall be convened whenever necessary.
- (2) Except as otherwise provided by law, general meetings of shareholders shall be convened by the President and Representative Director pursuant to a resolution of the Board of Directors.
- (3) In the event of the President and Representative Director being unable to, another director shall convene the general meeting of shareholders in the order determined by the Board of Directors.

Article 11 (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 the last day of February each year.

Article 12 (Chairperson of general meetings)

- (1) The President and Representative Director shall act as chairperson of general meetings of shareholders.
- (2) In the event of the President and Representative Director being unable to, another director shall act as chairperson in the order determined by the Board of Directors in advance.

Article 13 (Method of resolutions)

- (1) Unless otherwise provided by law, regulation or these Articles of Incorporation, resolutions of general meetings of shareholders shall be made by a majority vote of the shareholders in attendance and able to exercise voting rights.
- (2) Resolutions prescribed in Article 309 (2) of the Companies Act shall be made at a meeting where shareholders who hold at least one-third of the voting rights are in attendance and passed by a majority of at least two-thirds of the voting rights in attendance.

Article 14 (Proxy voting)

If a shareholder intends to exercise their voting rights through a proxy, the shareholder or the proxy must submit to the company in advance for each general meeting of shareholders a document evidencing the proxy's authority. However, the proxy shall be limited to one shareholder who holds voting rights in the company.

Article 15 (Electronic provision of reference documents for general meetings of shareholders)

- (1) When convening a general meeting of shareholders, the company shall take measures to provide the contents of the reference documents for the general meeting of shareholders and other information electronically.
- (2) The company shall not be required to include in the written document to be delivered to a shareholder who has requested the delivery of such document, all or part of the information to be provided electronically that is specified by Ministry of Justice ordinance.

Chapter 4: Directors and the Board of Directors

Article 16 (Number of directors)

The number of directors of the company shall be not less than three but not more than twelve.

Article 17 (Appointment of directors)

- (1) Directors shall be elected at a general meeting of shareholders.
- (2) Resolutions to appoint directors shall be made at a meeting where shareholders who hold at least one-third of the voting rights are in attendance and passed by a majority of the voting rights in attendance. However, the election of directors shall not be by cumulative voting.

Article 18 (Term of office of directors)

The term of office of directors shall be until the conclusion of the ordinary general meeting of shareholders relating to the last business year ending within one year after their election.

Article 19 (Convening of Board of Directors meetings)

- (1) Notice of a meeting of the Board of Directors shall be sent to each Director and Audit and Supervisory Board member at least three days prior to the meeting. However, in case of emergency, this period may be shortened.
- (2) If all directors and Audit and Supervisory Board members consent, a meeting of the Board of Directors may be held without going through the convening procedure.
- (3) Unless otherwise provided for by law or regulation, meetings of the Board of Directors shall be convened and chaired by the President and Representative Director.
- (4) In the event of the President and Representative Director being unable to, another director shall convene and chair the Board of Directors meeting in the order determined by the Board of Directors in advance.

Article 20 (Representative Director and directors with titles)

- (1) The Board of Directors shall, by resolution, appoint a Representative Director.
- (2) The Board of Directors may, by resolution, appoint one Chairman, one Vice Chairman and one President, and several Vice Presidents, Senior Managing Directors and Managing Directors.

Article 21 (Method of resolution of the Board of Directors)

- (1) Resolutions of the Board of Directors shall be made by a majority of the directors present when a majority of the directors entitled to vote are present.
- (2) When the requirements of Article 370 of the Companies Act are satisfied, the company shall deem that the matters that are the subject of a resolution at a meeting of the Board of Directors have been resolved.

Article 22 (Board of Directors rules)

Matters relating to the Board of Directors shall be governed by law, regulations and these Articles of Incorporation, as well as Board of Directors rules established by the Board of Directors.

Article 23 (Agreements limiting the liability of outside directors)

The company may enter into an agreement with an outside director under which the company will bear the liability of such outside director prescribed in Article 423 (1) of the Companies Act where such outside director has acted in good faith and without gross negligence, up to the amount prescribed by law.

Article 24 (Advisors and consultants)

The company may appoint advisors and consultants by resolution of the Board of Directors.

Chapter 5: Audit and Supervisory Board and members

Article 25 (Number of Audit and Supervisory Board members)

The company shall have no more than four Audit and Supervisory Board members.

Article 26 (Appointment of Audit and Supervisory Board members)

- (1) Audit and Supervisory Board members shall be elected at a general meeting of shareholders.
- (2) Resolutions to appoint Audit and Supervisory Board members shall be made at a meeting where shareholders who hold at least one-third of the voting rights are in attendance and passed by a majority of the voting rights in attendance.

Article 27 (Term of office of Audit and Supervisory Board members)

- (1) The term of office of Audit and Supervisory Board members shall be until the conclusion of the ordinary general meeting of shareholders relating to the last business year ending within four years after their election.
- (2) The term of office of an Audit and Supervisory Board member appointed to replace a member who has resigned before the expiration of their term of office shall be until the expiration of the term of office of the predecessor member.

Article 28 (Full-time Audit and Supervisory Board members)

- (1) The Audit and Supervisory Board shall, by resolution, appoint a full-time member.

Article 29 (Convening of Audit and Supervisory Board meetings)

- (1) Notice of a meeting of the Audit and Supervisory Board shall be sent to each member at least three days prior to the meeting. However, in case of emergency, this period may be shortened.
- (2) If all Audit and Supervisory Board members consent, a meeting of the Audit and Supervisory Board may be held without going through the convening procedure.

Article 30 (Resolutions of the Audit and Supervisory Board)

Resolutions of the Audit and Supervisory Board shall be made by a majority of its members, unless otherwise provided for by law.

Article 31 (Audit and Supervisory Board rules)

Matters relating to the Audit and Supervisory Board shall be governed by law, regulations and these Articles of Incorporation, as well as Audit and Supervisory Board rules established by the Audit and Supervisory Board.

Article 32 (Agreements limiting the liability of outside Audit and Supervisory Board members)

The company may enter into an agreement with an outside Audit and Supervisory Board member under which the company will bear the liability of such outside member prescribed in Article 423 (1) of the Companies Act where such outside member

has acted in good faith and without gross negligence, up to the amount prescribed by law.

Chapter 6: Accounting

Article 33 (Fiscal year)

The company's fiscal year shall be one year from March 1st of each year to the last day of February of the following year.

Article 34 (Organ that determines distribution of surplus)

The company shall determine the distribution of surpluses and other matters prescribed in the items of Article 459 (1) of the Companies Act by resolution of the Board of Directors, rather than by resolution of a general meeting of shareholders, unless otherwise provided by law.

Article 35 (Record date for distribution of surplus)

- (1) The record date for the year-end distribution by the company shall be the last day of February each year.
- (2) The record date for the interim distribution by the company shall be the last day of August each year.
- (3) In addition to the two preceding paragraphs, the company may determine a record date and pay dividends from surplus funds.

Article 36 (Statute of limitations for dividends)

- (1) If the dividend asset is in the form of money and is not received within three full years from the date of commencement of payment, the company shall be relieved of the obligation to pay such dividend.
- (2) No interest will accrue on unpaid dividends.