

**Articles of Incorporation**  
**Of**  
**Resona Holdings, Inc**  
(English Translation of the Japanese Original)

June 22, 2018

## Chapter I General Provisions

### Article 1. (Trade Name)

The Company shall be called Kabushiki Kaisha Resona Holdings and shall be expressed as Resona Holdings, Inc. in English.

### Article 2. (Purposes)

The purposes of the Company shall be to engage in the following businesses as a bank holding company:

1. management and control of the bank holding company group to which the Company belongs and any other business incidental or relating thereto; and
2. in addition to the business described in the preceding item, the business in which the bank holding company may engage under the Banking Act.

### Article 3. (Location of Head Office)

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

### Article 4. (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 a public notice by way of an electronic public notice because of an accident or any other unavoidable reason, it shall be made by publishing the notice in the Nihon Keizai Shimbun.

## Chapter II Shares

### Article 5. (Total Number of Authorized Shares and Total Number of Authorized Shares in Each Class)

The total number of shares that may be issued by the Company shall be 6,020,000,000 shares and the total number of shares in each class that may be issued by the Company shall be as described below; provided, however, that the

total number of authorized shares in each class with respect to the First through Fourth Series of Class 7 Preferred Shares shall not exceed 10,000,000 shares in the aggregate and the total number of authorized shares in each class with respect to the First through Fourth Series of Class 8 Preferred Shares shall not exceed 10,000,000 shares in the aggregate, respectively.

Ordinary Shares: 6,000,000,000 shares

First Series of Class 7 Preferred Shares:  
10,000,000 shares

Second Series of Class 7 Preferred Shares:  
10,000,000 shares

Third Series of Class 7 Preferred Shares:  
10,000,000 shares

Fourth Series of Class 7 Preferred Shares:  
10,000,000 shares

First Series of Class 8 Preferred Shares:  
10,000,000 shares

Second Series of Class 8 Preferred Shares:  
10,000,000 shares

Third Series of Class 8 Preferred Shares:  
10,000,000 shares

Fourth Series of Class 8 Preferred Shares:  
10,000,000 shares

#### Article 6. (Share Unit)

The share unit for all classes of shares of the Company shall be one hundred (100).

#### Article 7. (Rights in Relation to Shareholdings Less Than One Unit)

A shareholder of the Company may not exercise any rights with respect to shares less than one unit held by such shareholder, other than the following rights:

1. rights described in items of Article 189, Paragraph 2 of the Companies Act;

2. rights to submit a demand pursuant to the provisions of Article 166, Paragraph 1 of the Companies Act;
3. rights to receive allotment of shares for subscription or allotment of share options for subscription in accordance with the number of shares held by shareholders; and
4. rights to submit a demand pursuant to the provisions of the following Article.

Article 8. (Additional Purchase of Shares Less Than One Unit)

A shareholder of the Company may, in accordance with the Share Handling Regulations, submit to the Company a demand that the Company sell to such shareholder such number of shares which, together with the number of shares less than one unit held by such shareholder, would constitute one share unit.

Article 9. (Administrator of Shareholder Registry)

1. The Company shall install an Administrator of Shareholder Registry.
2. The Administrator of Shareholder Registry and its handling offices shall be determined by resolution of the Board of Directors meeting and the Company shall give public notice thereof.
3. The Shareholder Registry and the Share Option Registry of the Company shall be prepared by the Administrator of Shareholder Registry and kept at the handling offices of the Administrator of Shareholder Registry, and notation or recording in the Shareholder Registry and the Share Option Registry and other administrations relating to shares shall be handled by the Administrator of Shareholder Registry, but not by the Company.

Article 10. (Share Handling Regulations)

Procedure for exercise of rights as a shareholder of the Company, notation or recording in the Shareholder Registry and the Share Option Registry and other administrations relating to shares, as well as fees related thereto, shall be as set

forth in the Share Handling Regulations prescribed by the Board of Directors, in addition to applicable laws and regulations or these Articles of Incorporation.

### Chapter III Preferred Shares

#### Article 11. (Preferred Dividends)

1. In the event that the Company pays dividends of surplus set forth in Article 51 (excluding the interim dividends provided for in Paragraph 1 of Article 51), the Company shall pay to shareholders of preferred shares (hereinafter referred to as the "Preferred Shareholders") or registered share pledgees of preferred shares (hereinafter referred to as the "Registered Pledgees of Preferred Shares"), prior to the payment to shareholders of ordinary shares (hereinafter referred to as the "Ordinary Shareholders") or registered share pledgees of ordinary shares (hereinafter referred to as the "Registered Pledgees of Ordinary Shares"), dividends of surplus in the respective amounts described below (hereinafter referred to as the "Preferred Dividends"); provided, however, that if the Preferred Interim Dividends provided for in Article 12 were paid during the business year immediately preceding the payment of dividends of surplus, the amounts of the Preferred Dividends shall be reduced by the amounts of such Preferred Interim Dividends.

First through Fourth Series of Class 7 Preferred Shares: An amount of money per share equivalent to the amount to be paid in per share of the First through Fourth Series of Class 7 Preferred Shares (which shall not exceed JPY 35,000 per share for the First through Fourth Series of Class 7 Preferred Shares) multiplied by the rate of dividends to be determined in the manner prescribed by a resolution of the Board of Directors prior to an issue of shares of such preferred shares shall be paid. Provided, the rate of dividends shall not exceed, in case of a fixed rate of dividends, 10% per annum, or, in case of a variable rate of dividends, LIBOR, TIBOR, swap rate or any other benchmark for interest rate used generally in issue of securities plus 5% per annum.

First through Fourth Series of Class 8 Preferred Shares: An amount of money per share equivalent to the amount to be paid in per share of the First through Fourth Series of Class 8 Preferred Shares (which shall not exceed JPY 35,000 per share for the First through Fourth Series of Class 8 Preferred Shares) multiplied by the rate of dividends to be determined in the manner prescribed by

a resolution of the Board of Directors prior to an issue of shares of such preferred shares shall be paid. Provided, the rate of dividends shall not exceed, in case of a fixed rate of dividends, 10% per annum, or, in case of a variable rate of dividends, LIBOR, TIBOR, swap rate or any other benchmark for interest rate used generally in issue of securities plus 5% per annum.

2. If the total amounts of dividends of surplus (excluding in this paragraph and in paragraph 3 the amounts of Preferred Interim Dividends paid during the same business year) that are paid to the Preferred Shareholders or the Registered Pledges of Preferred Shares in any business year fall short of the amounts of the Preferred Dividends, the amounts of the shortage shall not accrue to the subsequent business years.

3. The total amounts of dividends of surplus to be paid to the Preferred Shareholders or the Registered Pledges of Preferred Shares in a business year shall be limited to the amounts of the Preferred Dividends set forth in paragraph 1, and no dividends of surplus shall be paid to the Preferred Shareholders or the Registered Pledges of Preferred Shares in excess thereof.

#### Article 12. (Preferred Interim Dividends)

In the event that the Company declares the interim dividends provided for in Paragraph 1 of Article 51, the Company shall pay to the Preferred Shareholders or the Registered Pledges of Preferred Shares, prior to the payment to the Ordinary Shareholders or the Registered Pledges of Ordinary Shares, interim dividends (referred to as the "Preferred Interim Dividends" in these Articles of Incorporation) in the amounts up to one-half of the amounts per share of the Preferred Dividends.

#### Article 13. (Distribution of Residual Assets)

1. If the Company distributes the residual assets, the Company shall pay to the Preferred Shareholders or the Registered Pledges of Preferred Shares, prior to the payment to the Ordinary Shareholders or the Registered Pledges of

Ordinary Shares, the respective amounts of money specified below:

First through Fourth Series of Class 7 Preferred Shares: An amount of money per share equivalent to the amount to be paid in per share of the First through Fourth Series of Class 7 Preferred Shares multiplied by the ratio to be determined in the manner prescribed by a resolution of the Board of Directors prior to an issue of shares of such preferred shares. Provided the maximum of such ratio shall be 120% and the minimum of such ratio shall be 80%.

First through Fourth Series of Class 8 Preferred Shares: An amount of money per share equivalent to the amount to be paid in per share of the First through Fourth Series of Class 8 Preferred Shares multiplied by the ratio to be determined in the manner prescribed by a resolution of the Board of Directors prior to an issue of shares of such preferred shares. Provided the maximum of such ratio shall be 120% and the minimum of such ratio shall be 80%.

2. No distribution of residual assets shall be made to the Preferred Shareholders or the Registered Pledges of Preferred Shares other than as set forth in the preceding paragraph.

#### Article 14. (Acquisition of Preferred Shares under Agreement with Shareholders)

When a decision under Paragraph 1 of Article 160 of the Companies Act is made with respect to acquisition of preferred shares, Paragraphs 2 and 3 of that Article shall not apply.

#### Article 15. (Votes)

The Preferred Shareholders may not exercise votes on any matter at the shareholders meetings; provided, however, that the Preferred Shareholders may exercise votes (if, where the provisions of Article 50 are effective by virtue of Paragraph 2 of Article 459 and Paragraph 2 of Article 460 of the Companies Act, a resolution to pay the full amount of the Preferred Dividends is not made at a resolution of the Board of Directors under Paragraph 3 of Article 436 of the Companies Act) from the time of such resolution, (if, where the provisions of Article 50 are not effective by virtue of Paragraph 2 of Article 459 and Paragraph 2 of Article 460 of the Companies Act, a proposal for payment of the full amount of the Preferred Dividends is not submitted to an annual shareholders meeting)

from such annual shareholders meeting and (if a proposal for payment of the full amount of the Preferred Dividends is submitted but disapproved at an annual shareholders meeting) from the conclusion of such annual shareholders meeting, until a resolution of the Board of Directors made pursuant to the provisions of Article 50 in the circumstances where such provisions are effective by virtue of Paragraph 2 of Article 459 and Paragraph 2 of Article 460 of the Companies Act or a resolution of an annual shareholders meeting to pay the full amount of the Preferred Dividends is made.

Article 16. (Call Provision of Preferred Shares)

1. The Company may, on one or more days to be determined separately by the Representative Executive Officer pursuant to the provisions of Paragraph 1 of Article 168 of the Companies Act which shall be dates after the date prescribed by a resolution of the Board of Directors prior to an issue of shares of the First through Fourth Series of Class 7 Preferred Shares, acquire all or part of shares of such preferred shares, and in such case the Company shall pay, in exchange for each share of such preferred shares, the amount of money prescribed by a resolution of the Board of Directors prior to an issue of shares of such preferred shares; provided, however, that such amount shall not exceed the amount to be paid in per share of such preferred shares multiplied by 120%, plus the amount equivalent to the accrued dividends of surplus (which shall mean the amount of the Preferred Dividends prorated for the period from the first day of the business year in which the acquisition takes place through the day of acquisition (including such first day and the day of acquisition), less the amount of the Preferred Interim Dividends if the same was paid during the same business year).

2. The Company may, on one or more days to be determined separately by the Representative Executive Officer pursuant to the provisions of Paragraph 1 of Article 168 of the Companies Act which shall be dates after the date prescribed by a resolution of the Board of Directors prior to an issue of shares of the First through Fourth Series of Class 8 Preferred Shares, acquire all or part of shares of such preferred shares, and in such case the Company shall pay, in exchange for each share of such preferred shares, the amount of money prescribed by a resolution of the Board of Directors prior to an issue of shares of such preferred shares; provided, however, that such amount shall not exceed the amount to be

paid in per share of such preferred shares multiplied by 120%, plus the amount equivalent to the accrued dividends of surplus (which shall mean the amount of the Preferred Dividends prorated for the period from the first day of the business year in which the acquisition takes place through the day of acquisition (including such first day and the day of acquisition), less the amount of the Preferred Interim Dividends if the same was paid during the same business year).

3. Upon occurrence of an event to be prescribed by a resolution of the Board of Directors prior to an issue of shares of the First through Fourth Series of Class 7 Preferred Shares and the First through Fourth Series of Class 8 Preferred Shares as a case where it becomes necessary to acquire such preferred shares pursuant to the capital adequacy requirements, which event shall be either or both of (a) an event so prescribed as where it is determined that the Company would become non-viable without (1) write-off or conversion into Ordinary Shares or (2) public sector injection of capital, or equivalent support, and it is also determined that such measures must be taken (hereinafter referred to as the "Viability Event"), and/or (b) the arrival of a certain date (hereinafter referred to as the "Mandatory Convertible Event"), the Company shall acquire all of such preferred shares. In the case of the occurrence of the Viability Event, the Company shall acquire such preferred shares without consideration (i) on a certain date, to be determined separately by the Representative Executive Officer pursuant to the provisions of Paragraph 1 of Article 168 of the Companies Act, that falls within a certain period (prescribed by the resolution of the Board of Directors mentioned above) after the occurrence of such Viability Event, or (ii) if such date does not exist, as of the last day of such period. In the case of the occurrence of the Mandatory Convertible Event, the Company shall acquire such preferred shares in exchange for the delivery of Ordinary Shares on a certain date on which such Mandatory Convertible Event occurs. The calculation method for the number of shares, etc. and other terms of acquisition in cases where Ordinary Shares are to be delivered in exchange for acquisition of such preferred shares shall be prescribed by a resolution of the Board of Directors to a reasonable extent prior to an issue of such preferred shares in light of market conditions and amount of distribution of residual assets related to such preferred shares, etc.

4. When pursuant to paragraphs 1 and 2 above the Company acquires part of shares of the First through Fourth Series of Class 7 Preferred Shares or the First

through Fourth Series of Class 8 Preferred Shares, the Representative Executive Officer shall select shares to be acquired by drawing lots.

#### Article 17. (Priority)

Each class of preferred shares shall rank *pari passu* in terms of the priority of payments of the Preferred Dividends and the Preferred Interim Dividends and distribution of residual assets.

### Chapter IV Shareholders Meetings

#### Article 18. (Calling)

1. An annual shareholders meeting shall be called within three (3) months from the day immediately following the last day of each business year, and an extraordinary shareholders meeting may be called from time to time, whenever necessary.
2. A shareholders meeting shall be called at the location of the head office, in any of the wards in Tokyo or in Osaka-city.
3. Unless otherwise provided in laws or regulations, a shareholders meeting shall be called by the Director and President of the Company upon a resolution of the Board of Directors. If the Director and President of the Company is unable to perform his duties or this position is vacant, another Director shall perform such duties according to the order determined in advance by the Board of Directors.

#### Article 19. (Record Date)

The shareholders having votes who are stated or recorded in the Shareholder Registry as at the close of the last day of each business year of the Company shall be the persons who may exercise their votes at the annual shareholders meeting for such business year of the Company.

#### Article 20. (Disclosure Via Internet of Reference Documents for Shareholders Meetings, Etc. and Deemed Provision Thereof)

The Company may, when calling a shareholders meeting, be deemed to

have provided to its shareholders information related to matters to be specified or indicated in reference documents for the shareholders meeting, a business report, financial statements and consolidated financial statements by way of disclosure using the Internet pursuant to the provisions of the applicable ordinance of the Ministry of Justice.

#### Article 21. (Method of Resolutions)

1. Unless otherwise provided for in laws or regulations or these Articles of Incorporation, the resolutions of the shareholders meeting shall be made by a majority of the votes of the shareholders present at the meeting who are entitled to exercise their votes.

2. Resolutions provided for in Paragraph 2 of Article 309 of the Companies Act shall be made by a majority of two thirds or more of the votes of the shareholders present at the meeting where the shareholders holding one third or more of the votes of the shareholders entitled to exercise their votes at such meeting are present.

#### Article 22. (Proxies Voting)

1. A shareholder may exercise its votes by appointing as proxy another shareholder of the Company having votes.

2. The shareholder or proxy described under the preceding paragraph shall submit to the Company a document evidencing the authority of proxy for each shareholders meeting.

#### Article 23. (Chairperson)

The Director and President of the Company shall act as chairperson at the shareholders meeting. If the Director and President of the Company is unable to perform his duties or this position is vacant, another Director shall perform such duties according to the order determined in advance by the Board of Directors.

#### Article 24. (Class Meetings)

1. The provisions of Paragraph 2 and 3 of Article 18, Article 19, Article 22 and Article 23 shall apply mutatis mutandis to class meetings.
2. The provisions of Paragraph 1 of Article 21 shall apply mutatis mutandis to resolutions of class meetings provided for in Paragraph 1 of Article 324 of the Companies Act, and the provisions of Paragraph 2 of Article 21 shall apply mutatis mutandis to resolutions of class meetings provided for in Paragraph 2 of Article 324 of the Companies Act.
3. In cases where the Company carries out an act listed in each Item of Paragraph 1 of Article 322 of the Companies Act, no resolution of class meetings of the First through Fourth Series of Class 7 Preferred Shares or the First through Fourth Series of Class 8 Preferred Shares shall be required.

#### Chapter V Directors and Board of Directors

##### Article 25. (Establishment of Board of Directors)

The Company shall have a Board of Directors.

##### Article 26. (Number)

1. The number of Directors of the Company shall be not more than fifteen (15).
2. Two (2) or more of the Directors provided for in the preceding paragraph shall be Outside Directors (which term hereinafter means Outside Directors provided for in Item 15 of Article 2 of the Companies Act).

##### Article 27. (Method of Election)

1. Resolutions for the election of Directors shall be made by the majority of the votes of the shareholders present at the shareholders meeting where the

shareholders holding one third or more of the votes of the shareholders entitled to exercise their votes are present.

2. Cumulative votes shall not be permitted for resolutions on the election of Directors provided in the preceding paragraph.

#### Article 28. (Terms of Office)

1. The Directors' terms of office shall continue until the conclusion of the annual shareholders meeting for the last business year ending within one (1) year from the time of their election.

2. The term of office of a Director who is elected to fill a vacancy or to increase the number of Directors shall continue until the time of the expiration of the other Directors' terms of office.

#### Article 29. (Decisions on Operations)

1. The Board of Directors shall make decisions on the matters provided for in Paragraph 1 of Article 416 of the Companies Act and other matters provided in laws or regulations, and shall supervise the execution of the duties by the Directors and the Executive Officers.

2. The Board of Directors may, by resolutions of the same, delegate decisions on the execution of the operations of the Company to the Executive Officers, to the extent not violating laws or regulations.

#### Article 29-2. (Chairman)

The Chairman may be appointed from among the Directors by a resolution of the Board of Directors.

#### Article 30. (Convenor and Chairperson of the Board of Directors Meeting)

1. Unless otherwise provided in laws or regulations, a Board of Directors meeting shall be called by a Director designated by the Board of Directors and

such Director shall act as chairperson at the meeting.

2. If the Director designated pursuant to the preceding paragraph is unable to perform his duties or this position is vacant, another Director shall perform such duties according to the order determined in advance by the Board of Directors.

3. Notwithstanding the provisions of the preceding two paragraphs, a Director who is a member of a Committee provided for in Article 35 and who is appointed by such Committee may call a meeting of the Board of Directors.

#### Article 31. (Notice of Calling)

1. Notice of calling of a Board of Directors meeting shall be dispatched to each Director no later than three (3) days prior to the day of the Board of Directors meeting; provided, however, that such notice period may be shortened in case of emergency.

2. If the consent of all Directors is obtained, a Board of Directors meeting may be held without taking the procedures of calling.

#### Article 32. (Operations)

1. The Board of Directors meeting shall be operated in accordance with the Regulations of the Board of Directors prescribed by the Board of Directors, as well as in accordance with laws and regulations and these Articles of Incorporation.

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

3. If all Directors who are entitled to vote agree in writing or by means of electromagnetic records to any of the matters which is the purpose of the resolution of the Board of Directors meeting, it shall be deemed that the resolution to approve such matter at the Board of Directors meeting has been made.

#### Article 33. (Remunerations)

The financial benefits received from the Company as a consideration for the execution of the duties of the Directors, such as remunerations and bonus (hereinafter referred to as "Remunerations") shall be fixed by the Compensation Committee.

#### Article 34. (Exemption from Liability)

1. The Company may, by resolutions of the Board of Directors, exempt the Directors (including the persons who were Directors) from liability as Directors under Paragraph 1 of Article 423 of the Companies Act, to the extent permitted by laws and regulations.

2. The Company may enter into contracts with Directors (excluding those falling in Executive Directors, Etc.) that the liability of such Directors under Paragraph 1 of Article 423 of the Companies Act shall be limited to the sum of the amounts provided for in each item of Paragraph 1 of Article 425 of the Companies Act.

#### Chapter VI Nominating Committee, Audit Committee and Compensation Committee

#### Article 35. (Organization of Each Committee)

1. The Company shall have the Nominating Committee, the Audit Committee and the Compensation Committee.

2. Each Committee shall be composed of three (3) or more Directors, the majority of whom shall be Outside Directors.

3. A committee member of the Audit Committee may not concurrently act as an Executive Officer or manager or other employee of the Company or a subsidiary of the Company or the Executive Director of such subsidiary.

4. The committee members of each Committee shall be appointed from among the Directors by resolutions of the Board of Directors.

Article 36. (Convenor and Chairperson of Committee Meetings)

1. A Committee meeting shall be called by the committee member who shall be appointed in advance and such member shall act as a chairperson of the meeting.
2. Notwithstanding the preceding paragraph, each committee member may call a Committee meeting from time to time, whenever necessary.

Article 37. (Notice of Calling)

1. Notice of calling of a Committee meeting shall be dispatched to each committee member no later than one (1) week prior to the day of such meeting; provided, however, that such period may be shortened in case of emergency.
2. If the consent of all committee members is obtained, a Committee meeting may be held without taking the procedures for calling.

Article 38. (Operations)

Each Committee meeting shall be operated in accordance with the rules of each Committee prescribed by such Committee, as well as in accordance with laws and regulations and these Articles of Incorporation.

Chapter VII Executive Officers

Article 39. (Number)

The number of Executive Officers of the Company shall be not less than one (1).

Article 40. (Method of Election)

Executive Officers shall be elected by resolutions of the Board of Directors.

Article 41. (Terms of Office)

1. The Executive Officers' terms of office shall continue until the conclusion of the first Board of Directors meeting called after the conclusion of the annual shareholders meeting for the last business year ending within one (1) year from the time of their election.

2. The term of office of an Executive Officer who is elected to fill a vacancy or to increase the number of the Executive Officers shall continue until the time of the expiration of the other Executive Directors' terms of office.

Article 42. (Representative Executive Officers and Executive Officers with Title)

1. One or more Representative Executive Officers shall be appointed by resolutions of the Board of Directors.

2. The President shall be appointed from among the Executive Officers by a resolution of the Board of Directors.

3. One or more Vice Presidents, Senior Managing Executive Officers and Managing Executive Officers may be appointed from among the Executive Officers by resolutions of the Board of Directors.

4. The Board of Directors may decide matters regarding the interrelationship between the Executive Officers including the division of duties between the Executive Officers and hierarchy of commands of the Executive Officers, and shall promptly notify each Executive Officer of such determinations.

Article 43. (Remunerations)

1. The Remunerations of the Executive Officers shall be fixed by the Compensation Committee.

2. If an Executive Officer acts concurrently as an employee, including manager, of the Company, the same shall apply to Remunerations received as an employee, including manager.

Article 44. (Exemption from Liability)

The Company may, by resolution of the Board of Directors, exempt the Executive Officers (including the persons who were Executive Officers) from liability as Executive Officers under Paragraph 1 of Article 423 of the Companies Act, to the extent permitted by laws and regulations.

Article 45. (Regulations of Executive Officers)

Matters regarding the Executive Officers shall be set forth in the Regulations of Executive Officers prescribed by the Board of Directors, in addition to laws and regulations and these Articles of Incorporation.

Chapter VIII Accounting Auditor

Article 46. (Establishment of Accounting Auditor)

The Company shall have an Accounting Auditor.

Article 47. (Method of Election)

An Accounting Auditor shall be elected by a resolution of a shareholders meeting.

Article 48. (Term of Office)

1. An Accounting Auditor's term of office shall continue until the conclusion of the annual shareholders meeting for the last business year ending within one (1) year from its election.
2. Unless otherwise resolved at the annual shareholders meeting under the preceding paragraph, an Accounting Auditor shall be deemed to have been re-elected at such annual shareholders meeting.

## Chapter IX Accounting

### Article 49. (Business Year)

The business year of the Company shall be from April 1 of each year until March 31 of the following year.

### Article 50. (Organs That Decide Dividends of Surplus, Etc.)

The Company shall decide distribution of dividends of surplus and other matters provided for in each item of Paragraph 1 of Article 459 of the Companies Act, not by resolutions of a shareholders meeting, but by resolution of the Board of Directors, unless otherwise provided in laws or regulations.

### Article 51. (Record Date for Distribution of Dividends of Surplus)

1. The record dates for distribution of dividends of surplus by the Company shall be March 31 and September 30 of each year (in these Articles of Incorporation, distribution of dividends of surplus made with the record date of September 30 of each year shall be referred to as "interim dividends").

2. In addition to distribution of dividends of surplus provided for in the preceding paragraph, the Company may distribute dividends of surplus by setting any other day as a record date therefor.

### Article 52. (Limitation of Time for Payment of Dividends)

If payment of money by any distribution of dividends of surplus is not claimed within five (5) years from the date of commencement of such payment, the Company shall be discharged from the obligation to make such payment.