

(Translation)

**ARTICLES OF INCORPORATION  
OF  
TOPPAN Holdings Inc.**

Chapter I. General Provisions

(Trade name)

Article 1. The Company shall be called TOPPAN Holdings Kabushiki Kaisha, which shall be TOPPAN Holdings Inc. in English.

(Purpose)

Article 2. The purpose of the Company shall be to control and manage companies (including foreign companies), partnerships (including entities overseas that are equivalent to partnerships) and other similar business entities that engage in the following businesses by holding shares or equities in such companies:

- (1) Plate-making, printing, book-binding and various types of processing related thereto and sale of the products thereof;
- (2) Manufacturing and sale of packaging materials, building and decoration materials and the products related thereto;
- (3) Manufacturing and sale of electrical equipment, chemical equipment, other precision equipment and energy-related equipment, and related parts;
- (4) Manufacturing and sale of equipment and materials related to printing;
- (5) Manufacturing and sale of office equipment, automatic vending equipment, packaging equipment, filling equipment, image equipment, sound equipment and educational equipment and related equipment and materials;
- (6) Marketing, manufacturing and sale of cosmetics, quasi-drugs, pharmaceutical products and medical equipment as well as filling/packaging services for the foregoing and the sale of fillers/packaging
- (7) Manufacturing, processing, and sale of paper products, wood products, textile products, metal products, industrial chemical products, arts and crafts products, household goods, food products, beverages including alcoholic drinks, as well as filling/packaging services for the foregoing and the sale of fillers/packaging
- (8) Manufacturing and sale of synthetic resin applied products;
- (9) Planning, compilation, production, treatment, processing, operation and sale of information, publicity and the media therefor;
- (10) Information service business including information communication using information technology, information processing and information provision, and

the development, design, production and sale of information communication equipment and software;

- (11) Telecommunication business, broadcasting business including consignment broadcasting business under the Broadcast Law of Japan, publication business and advertising business;
- (12) Acquisition, assignment, licensing, assistance and education of intellectual property and activities related thereto;
- (13) Planning and operation of events and the designing and execution of display, interior decoration, electrical decoration, architectural and other construction works;
- (14) Planning and operation of culture activities related to education, amusement and sports, and the management and operation of facilities therefor;
- (15) Public welfare, medical care, welfare and nursing care related business;
- (16) Energy business including supply, sale and service of electricity and any other energy;
- (17) Development and sale of technology related to environmental improvement and protection;
- (18) Treatment and recycling of industrial waste and general waste and sale of recycled products;
- (19) Warehousing business, packing business, customs-clearance business, freight forwarding business, transportation agency business, motor truck transportation business, automobile maintenance business and automobile fuel sales business;
- (20) Travel business, antique buying and selling, restaurant business, contract labor business and security service business;
- (21) General lease business, and the sale, purchase, lease, rent, brokerage and administration of real property;
- (22) Non-life insurance agency business, insurance agency business under the Automobile Liability Indemnity Law of Japan, and the activities related to solicitation of life insurance policies;
- (23) Contract of works related to calculation of wages, social insurance, etc., employment management, labor management and others;
- (24) Planning and operation of in-company education, training and seminars;
- (25) Loan of money, sale of credits, warranty of debt and other financial business, and contract of works related to accounting and finance;
- (26) Services related to investigation, research and development, evaluation, certification and consulting incidental or pertaining to any of the foregoing items;
- (27) Investment to any persons who are engaged in any business of the foregoing items; and
- (28) All businesses incidental or pertaining to any of the foregoing items.]

2. The Company may engage in any and all business listed in the items above or business ancillary to or relating to those listed in such items.

(Location of head office)

Article 3. The Company shall have its head office in Taito-ku, Tokyo.

(Organs)

Article 4. The Company shall have the following organs:

- (1) Board of Directors;
- (2) Statutory Auditors;
- (3) Board of Statutory Auditors;
- (4) Independent Auditors.

(Method of public notice)

Article 5. Public notices of the Company shall be given by means of electric public notice, provided, however, that if electronic public notice is not available due to an accident or other unavoidable reason, the public notices shall be given in the Official Gazette.

## Chapter II. Shares

(Total number of shares issuable)

Article 6. The total number of shares issuable of the Company shall be 1,350,000,000 shares.

(Number of shares per unit)

Article 7. The number of shares per unit of the Company shall be 100 shares.

(Rights of shareholders holding a fractional unit of shares)

Article 8. The shareholders holding a fractional unit of shares of the Company may not exercise rights other than those mentioned below for a fractional unit of shares:

- (1) The rights described in Article 189, Paragraph 2 of the Company Law;
- (2) The right to make a demand set forth in the next Article 9.

(Demand for sale by the shareholders holding a fractional unit of shares)

Article 9. The shareholders holding a fractional unit of shares of the Company may make a demand for sale of the shares consisting of the number of shares of unit of shares together with the fractional unit of shares in accordance with the Share Handling Regulations.

(Shareholder register administrator)

Article 10. The Company shall have a shareholder register administrator.

2. The shareholder register administrator and its place of business shall be selected by resolution of the Board of Directors and public notice shall be given thereof.

3. The preparation and the keeping of the register of shareholders and the original register of the rights to subscribe for new shares of the Company and other business relating to the register of shareholders and the original register of the rights to subscribe for new shares shall be entrusted to the shareholder register administrator, and shall not be handled by the Company.

(Share Handling Regulations)

Article 11. The handling relating to the shares and the rights to subscribe for new shares as well as the procedures for the exercise of shareholder's rights shall be governed by the Share Handling Regulations to be established by the Board of Directors, in addition to laws, ordinances or these Articles of Incorporation.

### Chapter III. General Meeting of Shareholders

(Convening)

Article 12. The ordinary general meeting of shareholders of the Company shall be convened within three (3) months following the end of each business year and an extraordinary meeting of shareholders shall be convened whenever the necessity arises.

2. The general meetings of shareholders shall be convened in the location of the head office or neighboring place.

(Record date of the ordinary general meeting of shareholders)

Article 13. The record date of voting rights in the ordinary general meeting of shareholders of the Company shall be March 31 of each year.

(Convener and chairman)

Article 14. Unless otherwise provided for in laws or ordinances, the general meetings of shareholders shall be convened and presided over by the President in accordance with the resolution of the Board of Directors. In case the President is unable to act, one of the other Directors shall act in his place in the order previously fixed by the Board of Directors.

(Measures for electronic provision, etc.)

Article 15. The Company shall, when convening a general meeting of shareholders, provide information contained in the reference document at the

general meeting of shareholders, etc. electronically.

2. Among the matters to be provided electronically, the Company 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 resolutions)

Article 16. Unless otherwise provided for in laws or ordinances or in these Articles of Incorporation, resolutions at a general meeting of shareholders shall be adopted by a majority of the votes of the shareholders present who are entitled to vote.

2. The resolutions described in Article 309, Paragraph 2 of the Company Law shall be adopted by two-thirds (2/3) majority of the voting rights of the shareholders present who hold one-third (1/3) or more of the voting rights of the shareholders entitled to vote at such meeting.

(Exercise of voting rights by proxy)

Article 17. A shareholder may exercise their voting rights through another shareholder of the Company entitled to vote as proxy.

2. In case of event set forth in preceding paragraph, a shareholder or their proxy shall provide the Company with the document establishing the power of representation for each general meeting of shareholders.

(Minutes)

Article 18. The summary of the process of the proceedings of the general meeting of shareholders and the result thereof as well as other matters provided for in laws or ordinances shall be stated or recorded in the minutes of the meeting.

(Resolution Matter of General Meeting of Shareholders)

Article 19. The Company shall state an introduction of the defensive measures against takeovers by inappropriate parties according to the basic policy concerning parties who control the Company's decisions on financial and business policies by resolutions at a general meeting of shareholders in addition to the matters provided for in laws or ordinance.

#### Chapter IV. Directors and Board of Directors

(Number of Directors)

Article 20. The Company shall have not more than fifteen (15) Directors.

(Appointment of Directors)

Article 21. Directors shall be appointed by resolution of a general meeting of shareholders.

2. Resolutions for appointment of Directors shall be adopted by a majority of the votes of the shareholders present who shall hold one-third (1/3) or more of the voting rights of the shareholders entitled to vote at such meeting.

3. Resolutions for appointment of Directors shall not be by cumulative voting.

(Term of office)

Article 22. The term of office of Directors shall be up to the time of conclusion of the ordinary general meeting of shareholders in respect of the last business year ending within one (1) year after appointment.

(Convener and chairman of Board of Directors)

Article 23. Unless otherwise provided for in laws or ordinances, meetings of the Board of Directors shall be convened and presided over by the President. In case the President is unable to act, one of the other Directors shall act in his place in the order previously fixed by the Board of Directors.

(Notice of meeting of Board of Directors)

Article 24. Notice for convening a meeting of the Board of Directors shall be dispatched to each Director and each Statutory Auditor not later than three (3) days prior to the date of the meeting; provided, however, that such period of notice may be shortened in case of urgency.

2. A meeting of the Board of Directors may be held without going through the convening procedures, if consented to by all of the Directors and the Statutory Auditors.

(Representative Directors, etc.)

Article 25. A Representative Director or Directors shall be selected by resolution of the Board of Directors.

2. By resolution of the Board of Directors, the Company may have one (1) Chairman of the Board and one (1) President.

(Counselor)

Article 26. By resolution of the Board of Directors, the Company may have a Counselor or Counselors.

(Remuneration, etc.)

Article 27. Remuneration, etc. of Directors shall be determined by a resolution of the general meeting of shareholders.

(Exemption of Liabilities of Directors)

Article 28. In accordance with the provisions of Article 426, Paragraph 1 of the Company Law, the Company may, by resolution of the Board of Directors, exempt Directors (including former Directors) from their liabilities for compensation of damages due to the failure to perform their duties to the extent permitted by laws or ordinances.

2. In accordance with the provisions of Article 427, Paragraph 1 of the Company Law, the Company may enter into a contract with Directors (excluding Executive Directors etc.) for the purpose of restricting their liabilities for compensation of damages due to the failure to perform their duties, provided, however, that the amount of limit of liability under such contract shall be the amount provided for by laws or ordinances.

(Minutes of meeting of Board of Directors)

Article 29. The summary of the process of the proceedings of the meeting of the Board of Directors and the result thereof as well as other matters provided for in laws or ordinances shall be stated or recorded in the minutes and the Directors and Statutory Auditors present shall affix their names and seals or make electronic signatures.

(Methods of resolution of Board of Directors)

Article 30. Resolutions of the Board of Directors shall be adopted at its meeting at which a majority of the Directors shall be present, by a majority of the Directors so present.

(Omission of resolution of Board of Directors)

Article 31. In case of urgency, if all of Directors consent to matters for resolutions of the Board of Directors in writing or by electromagnetic record, the Company may deem that a resolution of the Board of Directors was passed for such matters for resolution, unless a Statutory Auditor expresses their objection thereto.

(Regulations of the Board of Directors)

Article 32. All matters concerning the Board of Directors shall be governed by the Regulations of the Board of Directors to be established by the Board of Directors, in addition to as provided for in laws or ordinances or in these Articles of Incorporation.

Chapter V. Statutory Auditors and Board of Statutory Auditors

(Number of Statutory Auditors)

Article 33. The Company shall have not more than five (5) Statutory Auditors.

(Appointment of Statutory Auditors)

Article 34. Statutory Auditors shall be appointed by resolution of a general meeting of shareholders.

2. Resolutions for appointment of Statutory Auditors shall be adopted by a majority of the votes of the shareholders present who shall hold one-third (1/3) or more of the voting rights of the shareholders entitled to vote at such meeting.

(Term of office)

Article 35. The term of office of Statutory Auditors shall be up to the time of conclusion of the ordinary general meeting of shareholders in respect of the last business year ending within four (4) years after appointment.

(Notice of meeting of Board of Statutory Auditors)

Article 36. Notice for convening a meeting of the Board of Statutory Auditors shall be dispatched to each Statutory Auditor not later than three (3) days prior to the date of the meeting; provided, however, that such period of notice may be shortened in case of urgency.

2. A meeting of the Board of Statutory Auditors may be held without going through the convening procedures, if consented to by all the Statutory Auditors.

(Full-time Statutory Auditors, etc)

Article 37. The Board of Statutory Auditors shall select a full-time Statutory Auditor or Auditors from among their number.

2. The Board of Statutory Auditors may select a Standing Statutory Auditor or Auditors from among their number.

(Remuneration, etc.)

Article 38. Remuneration, etc. of the Statutory Auditors shall be determined by a resolution of the general meeting of shareholders.

(Exemption of liability of Statutory Auditors)

Article 39. In accordance with the provisions of Article 426, Paragraph 1 of the Company Law, the Company may, by resolution of the Board of Directors, exempt Statutory Auditors (including former Statutory Auditors) from their liability for compensation of damages due to the failure to perform their duties to the extent permitted by laws or ordinances.

2. In accordance with the provisions of Article 427, Paragraph 1 of the Company Law, the Company may enter into a contract with Statutory Auditors for the purpose of restricting their liabilities for compensation of damages due to the failure to perform their duties, provided, however, that the amount of limit of liability under



such contract shall be the amount provided for by laws or ordinances.

(Minutes of meeting of Board of Statutory Auditors)

Article 40. The summary of the process of the proceedings of the meeting of the Board of Statutory Auditors and the result thereof as well as other matters provided for in laws or ordinances shall be stated or recorded in the minutes and the Statutory Auditors present shall affix their names and seals or make electronic signatures.

(Methods of resolution of Board of Statutory Auditors)

Article 41. Resolutions of the Board of Statutory Auditors shall be adopted by a majority of the Statutory Auditors.

(Regulations of the Board of Statutory Auditors)

Article 42. All matters concerning the Board of Statutory Auditors shall be governed by the Regulations of the Board of Statutory Auditors to be established by the Board of Statutory Auditors, in addition to as provided for in laws or ordinances or in these Articles of Incorporation.

## Chapter VI. Independent Auditors

(Appointment of Independent Auditors)

Article 43. Independent Auditors shall be appointed by resolution of a general meeting of shareholders.

(Term of Office)

Article 44. The term of office of Independent Auditors shall be up to the time of conclusion of the ordinary general meeting of shareholders in respect of the last business year ending within one (1) year after appointment.

2. Unless otherwise resolved at the ordinary general meeting of shareholders set forth in the preceding paragraph, Independent Auditors shall be deemed reappointed at such ordinary general meeting of shareholders

(Remuneration, etc.)

Article 45. Remuneration, etc. of Independent Auditors shall be determined by a Representative Director or Directors with consent of the Board of Statutory Auditors.

## Chapter VII. Accounts

(Business year)

Article 46. The business year of the Company shall be from April 1 of each year to

March 31 of the following year.

(Organization to determine distribution of surpluses, etc.)

Article 47. Unless otherwise provided for in laws or ordinances, the Company shall determine the distribution of surpluses and other matters set forth in respective items of Article 459, Paragraph 1 of the Company Law by resolution of the Board of Directors, without a resolution of a general meeting of shareholders.

(Record date of distribution of surpluses)

Article 48. The record date of term-end distribution of surpluses of the Company shall be March 31 of each year.

2. The record date of interim distribution of surpluses of the Company shall be September 30 of each year.

3. The Company may distribute surpluses by designating other record dates than those in preceding paragraphs 1 and 2 above.

(Limitation period)

Article 49. In the event that the distributed property is money and is not received within three (3) years from the first date of payment, the Company shall be exempted from its obligations to make such payment.

(Conversion of convertible bonds and distribution)

Article 50. For the purpose of the first distribution of surpluses on the shares issued upon conversion of convertible bonds, such conversion shall be deemed to have taken place on April 1, if the conversion request is made from April 1 to September 30, or on October 1, if the conversion request is made from October 1 to March 31 of the following year, and the payment shall be made accordingly.

Established:	June 4, 1908
Amended entirely due to amendment of the Commercial Law:	
	December 16, 1951
Amended:	July 7, 1954
Amended:	December 26, 1956
Amended:	December 25, 1959
Amended:	December 26, 1961
Amended:	January 28, 1965
Amended:	January 13, 1968
Amended:	January 28, 1970
Amended:	January 30, 1973
Amended widely due to amendment of the Commercial Law:	January 29, 1975
Amended:	August 30, 1976
Amended:	August 30, 1978
Amended:	August 29, 1980
Amended widely due to amendment of the Commercial Law:	August 30, 1982
Amended:	August 30, 1984
Amended:	August 29, 1986
Amended:	August 28, 1987
Amended:	June 29, 1989
Amended:	June 27, 1991
Amended widely due to amendment of the Commercial Law:	June 29, 1994
Amended entirely in formality and substance:	June 27, 1996
Amended:	June 26, 1998
Amended:	June 29, 2000
Amended widely due to amendment of the Commercial Law:	June 27, 2002
Amended:	June 27, 2003
Amended:	June 29, 2004
Amended:	June 29, 2005
Amended widely due to enforcement of the Company Law:	June 29, 2006
Amended:	June 28, 2007
Amended:	June 26, 2009
Amended:	June 29, 2010
Amended:	June 26, 2015
Amended:	June 29, 2016
Amended:	June 28, 2018
Amended:	October 1, 2018
Amended:	June 27, 2019
Amended:	June 29, 2021
Amended:	June 29, 2022

Amended:

October 1, 2023