

(Translation)

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ARTICLES OF INCORPORATION OF SUMITOMO FORESTRY CO., LTD.

(Amended on 23rd June 2020)

**CHAPTER I
GENERAL PROVISION**

Article 1. (Corporate Name)

The name of the Company shall be “SUMITOMO RINGYO KABUSHIKI KAISHA” and shall be expressed in English as “Sumitomo Forestry Co., Ltd.”

Article 2. (Purpose)

The purpose of the Company shall be to engage in the following businesses:

1. Management, sale and purchase of forest and timber lands;
2. Manufacturing, processing, sale and purchase of timber and forest products;
3. Manufacturing, processing, sale and purchase of construction materials and materials relating to building such as housing appliances, furniture and interior materials;
4. Management of farms and manufacturing, processing, sale and purchase of farm products;
5. Production, sale and purchase of gardening plants and trees, and manufacturing, sale and purchase of materials for gardening;
6. Administration, sale, purchase, lease, intermediation and appraisal of real estate;

7. Engineering, construction, supervision and contracting of building construction, gardening and civil engineering works;
8. Collection, transport and management of industrial wastes, and sale of goods recycled therefrom;
9. Manufacturing and sale of soil conditioner, fertilizer, agricultural chemicals and feedstuff;
10. Sale of mineral oil, parts and accessories for automobiles, upholstery, household electric appliances, beverages and foodstuffs, apparel, daily necessities, liquor, tobacco, postage stamps, and revenue stamps, and sale and purchase of used goods;
11. Manufacturing and sale of woody fuel and supply of electricity;
12. Sale, purchase, rent and lease of construction, engineering and sawing machines and vehicles and parts thereof;
13. Rent and lease of sites for model house exhibits and show rooms;
14. Sale and purchase, rental and lease of computers and other machines and/or appliances related to and/or incidental to computers; and development and sale of software using computers, and system design, programming (on a commission basis) and data processing services;
15. Management of sports, lodging and medical facilities and amusement centers and restaurants and convenience stores;
16. Travel business and travel agency business under the Travel Business Law;
17. Advertising agency business, and printing and publishing business;
18. Liability insurance agency business, insurance agency business under the Automobile Liability Security Law, intermediary business of business conducted by structural defects liability insurance corporation (*jutakukasitanpo sekinin hoken hojin*) and business activities related to soliciting for life insurance;
19. Exchange transactions, sale and purchase of claimable assets, guarantee on liabilities, holding, operation, sale and purchase of securities and any other financial business;
20. Warehousing business, and land transportation, marine transportation, air transportation and transport handling business;

21. Temporary worker supply business under the Manpower Dispatching Business Law, paid job introduction business, and accounting and documentation operations under contracts with companies;
22. Establish, operate and manage elderly welfare facilities and child welfare facilities;
23. Preparation and sale of medicines;
24. Investigation, research, technical training, education, counseling and consulting services relating to the foregoing businesses; and
25. Any and all businesses relating or incidental to each of the foregoing.

Article 3. (Location of Head Office)

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

Article 4. (Organs)

The Company shall have the following organs, in addition to the General Meeting of Shareholders and the Directors:

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

Article 5. (Method of Public Notices)

Public notices of the Company shall be given electronically. However, if the Company is prevented from giving public notice electronically due to an accident or any other unavoidable reason, the Company shall publish its public notices in the “*Nihon Keizai Shinbun*” as an alternative method.

CHAPTER II

SHARES

Article 6. (Total Number of Shares Issuable)

The total number of shares issuable by the Company shall be four hundred million (400,000,000) shares.

Article 7. (Repurchase of the Company's Shares)

The Company may repurchase its own shares pursuant to a resolution of the Board of Directors by way of market trade or otherwise, as prescribed in Article 165, Paragraph 2 of the Companies Act.

Article 8. (Number of Shares constituting A unit)

The unit share of the Company shall consist of one hundred (100) shares.

Article 9. (Rights to the Less-than-Unit Shares)

None of shareholders of the Company may exercise any right to the less-than-unit shares held by them, except for:

1. the rights which cannot be restricted even by the Articles of Incorporation as stipulated in law;
2. the rights to be receive offered shares by way of allotment to shareholders or a grant of offered stock options(*shinkabu-yoyaku-ken*);and
3. the rights to make a request set forth in the immediately following Article.

Article 10. (Request for Purchase of Additional Less-Than-Unit Shares)

Any shareholder owning the less-than-unit shares may request that the Company sell out the number of shares as necessary to form the whole number of unit shares together with the number of those less-than-unit shares to such shareholder.

Article 11. (Register of Shareholders Manager)

The Company shall maintain a register of shareholders manager.

The register of shareholders manager and its handling office shall be determined by a resolution of the Board of Directors, and the Company shall give public notice thereof.

The Company shall entrust the register of shareholders manager to prepare and keep the register of shareholders and register of stock options (*shinkabu-yoyaku-ken*), as well as to handle other administrative affairs with respect to the register of shareholders and register of stock options and register of lost share certificates, which shall not be handled by the Company.

Article 12. (The Method for a Shareholder to Exercise His/Her Rights)

If a shareholder exercises his/her right towards the Company or the Company's director pursuant to laws or this Articles of Incorporation, such exercise of right shall be made in writing.

Other methods for exercising rights shall be provided in the Share Handling Regulations provided by the Board of Directors.

Article 13. (Regulations Concerning Handling of Shares)

Alteration in the entries in the register of shareholders of the Company, such as the shareholder's name, and handling of requests for purchase of less-than-unit shares and for purchase of additional less-than-unit shares, or other procedures and charges with respect to shares shall be governed by the Share Handling Regulations to be established by the Board of Directors, as well as by law or the Articles of Incorporation.

CHAPTER III
GENERAL MEETING OF SHAREHOLDERS

Article 14. (Time of Convocation of General Meeting of Shareholders)

The ordinary General Meeting of Shareholders of the Company shall be convened in March of each year and an extraordinary General Meeting of Shareholders shall be convened whenever necessary.

Article 15. (Record Date for the Ordinary General Meeting of Shareholders)

The record date for voting at the Ordinary General Meeting of Shareholders of the Company shall be 31st December of each year.

Article 16. (Chairman of General Meeting of Shareholders)

The President/Director shall act as chairman at General Meeting of Shareholders. If the President/Director is unable to do so, one of the other Directors shall act as chairman in the order predetermined by the Board of Directors.

Article 17. (Disclosure of Proxy Statement and Other Documents on Internet and Deemed Provision)

The Company may deem to have provided its shareholders with information to be described or indicated in the proxy statement, business report, financial statements and consolidated financial statements for the purpose of convening the General Meeting of Shareholders by disclosing such information using Internet as prescribed in the Ministry of Justice Ordinance.

Article 18. (Adoption of Resolutions)

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

The resolution of the General Meeting of Shareholders as set forth in Article 309, Paragraph 2 of the Companies Act shall be adopted by a majority comprising at least two-thirds of the voting rights of shareholders holding not less than one third of the voting rights of shareholders entitled to exercise their voting rights who are present thereat.

Article 19. (Voting by Proxy)

A shareholder may exercise his right of voting by proxy; provided, however, that such proxy shall be a single shareholder of the Company who is entitled to exercise his right of voting.

The relevant shareholder or his proxy shall submit to the Company a document certifying the power of representation at each time of the General Meeting of Shareholders.

CHAPTER IV
DIRECTORS AND BOARD OF DIRECTORS

Article 20. (Number of Directors)

The Company shall have not more than twelve (12) Directors.

Article 21. (Election)

The resolution of election of Directors shall be adopted by a simple majority of the voting rights cast by shareholders holding not less than one third of the voting rights of shareholders entitled to exercise their voting rights who are present at the General Meeting of Shareholders.

No cumulative voting shall be used for election of Directors.

Article 22. (Term of Office)

The term of office of Directors shall expire at the close of the Ordinary General Meeting of Shareholders to be held with regard to the last of the fiscal term ending within one year after their election.

Article 23. (Remunerations)

Financial benefits to be received by Directors from the Company in the form of remuneration, bonus or other consideration for business executions (hereinafter referred to as the “Remunerations”) shall be determined by a resolution of the General Meeting of Shareholders.

Article 24. (Representative Directors)

The Board of Directors shall designate several Representative Directors by its resolution.

Article 25. (Directors with Special Titles)

The Board of Directors, by its resolution, may appoint from among its members one Chairman of the Board (*Torishimariyaku-Kaicho*), one President/Director (*Torishimariyaku-Shacho*), and several other Directors with special titles.

Article 26. (Notice of Convocation of A Meeting of The Board of Directors)

Notice of convocation of a meeting of the Board of Directors shall be dispatched to each Director and Auditor at least two (2) days prior to the date of such meeting. In case of emergency, however, the above period may be shortened.

Article 27. (Omission of Resolution at the Board of Directors)

If any Director proposes a matter to be voted on at the meeting of the Board of Directors, the Board of Directors shall be deemed to adopt the resolution approving it, provided that all of the Directors who are eligible to vote on such matter express their consents in a written form or by way of electromagnetic record and the Statutory Auditors raise no objection thereto.

Article 28. (Agreement for Limitation on Liabilities of Directors)

The Company may enter into an agreement with each Director (excluding the Executive Director and so forth) for limitation on his liabilities for compensation for damage due to the failure to perform his duty as prescribed in Article 427, Paragraph 1 of the Companies Act; provided, however, that the upper limit on liabilities under such agreement shall be such amount as stipulated by law.

Article 29. (Regulations of the Board of Directors)

Matters concerning the Board of Directors shall be handled in accordance with the Regulations of the Board of Directors to be adopted by the Board of Directors.

CHAPTER V
AUDITORS AND BOARD OF AUDITORS

Article 30. (Election)

The resolution of election of Statutory Auditors shall be adopted by a simple majority of the voting rights cast by shareholders holding not less than one third of the voting rights of shareholders entitled to exercising their voting rights who are present at the General Meeting of Shareholders.

Article 31. (Term of Office)

The term of office of Statutory Auditors shall expire at the close of the Ordinary General Meeting of Shareholders to be held with regard to the last of the fiscal term ending within four years after their election.

Article 32. (Remunerations)

The remunerations for Statutory Auditors shall be determined by a resolution of a General Meeting of Shareholders.

Article 33. (Full-time Statutory Auditors)

The Board of Statutory Auditors shall appoint full-time Statutory Auditors by its resolution.

Article 34. (Senior Auditors)

The Board of Statutory Auditors may appoint an unspecified number of Senior Statutory Auditors (*jonin kansayaku*) by its resolution.

Article 35. (Notice of Convocation of A Meeting of The Board of Auditors)

Notice of Convocation of a meeting of the Board of Auditors shall be dispatched to each Auditor at least five days prior to the date of such meeting. In case of emergency, however, the above period may be shortened.

Article 36. (Agreement for Limitation on Liabilities of Statutory Auditors)

The Company may enter into an agreement with each Statutory Auditor for limitation on his liabilities for compensation for damage due to the failure to perform his duty as prescribed in Article 427, Paragraph 1 of the Companies Act; provided, however, that the upper limit on liabilities under such agreement shall be such amount as stipulated by law.

Article 37. (Effect of Pre-election of Standby Statutory Auditor)

The effect of pre-election of a standby Statutory Auditor shall extend to the beginning of the Ordinary General Meeting of Shareholders with regard to the last of the business term ending within four years subsequent to the adoption of underlying resolution.

Article 38. (Regulations of the Board of Auditors)

Matters concerning the Board of Auditors shall be handled in accordance with the Regulations of the Board of Auditors to be adopted by the Board of Auditors.

**CHAPTER VI
ACCOUNTS**

Article 39. (Fiscal Year)

The fiscal year of the Company shall commence with the first day of January of each year and end on the 31st day of December of the same year.

Article 40. (Distribution of Retained Earnings)

The Company may, by a resolution of the General Meeting of Shareholders, pay a final dividend to the shareholders or registered share pledgees recorded in the register of shareholders as of the last day of each fiscal year.

Article 41. (Interim Dividends)

The Company may, by a resolution of the Board of Directors, pay an interim dividend to the shareholders or registered share pledgees recorded in the register of shareholders as of the 30th day of June of each year.

Article 42. (Prescription Period of Dividends)

Should any dividend not be received within three years from the date of commencement of payment thereof, the Company shall be released from the obligation to make such payment, provided that property for such dividend is cash.

Supplementary Provisions

Article 1.

Notwithstanding the provision of Article 39, the 81st business term shall be nine months from 1st April 2020 to 31st December 2020.

Article 2.

Notwithstanding the provision of Article 41, the record date for the interim dividend for the 81st business term shall be 30th September 2020.

Article 3.

The preceding two Articles and this Article shall be deleted at the close of the 81st business term.

- End -