

# **Articles of Incorporation**

PlanetDAO003 Inc.

## **Chapter 1: General Provisions**

### **Article 1: Trade Name**

1. The name of the company shall be 株式会社PlanetDAO003, and in English, it shall be referred to as PlanetDAO003 Inc.

### **Article 2: Purpose**

- 1) The purpose of the company shall be to engage in the following businesses:
  - 1) Planning of various services including information provision services using the Internet.
  - 2) Planning, production, sale, operation, and management of websites.
  - 3) Contracted services related to the planning, design, and operation of information systems and communication networks using the Internet or other media.
  - 4) Planning, design, development, operation, management, and provision of application software using advanced technologies such as blockchain and AI, various tokens, and electronic authentication.
  - 5) Planning, development, issuance, and management of prepaid payment methods under the Act on Settlement of Funds.
  - 6) Research, study, and provision of information related to crypto assets.
  - 7) Buying, selling, renting, developing, managing, and brokering of real estate.
  - 8) Support services related to the aforementioned items.
  - 9) Advertising business and advertising agency services.
  - 10) Various consulting services.
  - 11) Restaurant business.
  - 12) Operation and management of lodging facilities.
  - 13) Tourism business and travel industry.
  - 14) All businesses and activities incidental or related to the foregoing items.

### **Article 3: Location of Head Office**

1. The head office of the company shall be located in Chiyoda Ward, Tokyo.

### **Article 4: Method of Public Notice**

1. The public notices of the company shall be published in the Official Gazette.

## **Chapter 2: Shares**

### **Article 5: Total Number of Shares Authorized for Issuance**

1. The company shall issue common shares, Class A shares, and Class B shares.
2. The total number of shares authorized for issuance by the company shall be 55,290 shares. The authorized number of shares for each class is as follows:
  - 1) Common shares: 34,325 shares

2) Class A shares: 17,150 shares

3) Class B shares: 3,815 shares

Note: Depending on the subscription status of the shares, up to 36,000 common shares may be issued. In such cases, the number of Class A shares will adjust proportionally to maintain one-third of the total shares, and the number of Class B shares may also be adjusted as needed.

#### Article 6: Non-Issuance of Share Certificates

1. The company shall not issue share certificates for its shares.

#### Article 7: Restriction on Transfer of Shares

1. The transfer of shares of the company by means of sale requires the approval of the general meeting of shareholders.
2. If the transferee has agreed to the "PlanetDAO003 Terms of Use" specified on the company-operated website, it is deemed that the general meeting of shareholders has granted approval under Articles 136 or 137(1) of the Companies Act.

#### Article 8: Requests for Entry and Recording in the Shareholder Register

1. A purchaser of the company's shares who requests the entry or recording of shareholder register entries must be listed or recorded in the shareholder register as a shareholder of the acquired shares. The request must be jointly made by the shareholder, their heirs, or other general successors, who must sign or affix their seal to a request form in the format prescribed by the company.
2. Notwithstanding the provisions of the preceding paragraph, if it is determined by a Ministry of Justice ordinance that there is no risk of harm to the interests of relevant parties, a purchaser of shares may individually request that the details be entered or recorded in the shareholder register.

#### Article 9: Registration of Pledges and Indication of Trust Property

1. To request the registration of a pledge or the indication of trust property on the company's shares, the party must apply by signing or affixing a seal on a request form specified by the company. The same applies to the removal of such registration or indication.

#### Article 10: Record Date

1. The company shall consider those shareholders who are recorded in the final shareholder register at the end of each fiscal year and who have voting rights as eligible to exercise their rights at the ordinary general meeting for that fiscal year.
2. In addition to the above, when it is necessary to determine who is eligible to exercise rights as shareholders or registered pledgees of shares, the board of directors may, by a majority decision, set a special record date. In such cases, this date shall be announced at least two weeks in advance.

#### Article 11: Notification of Shareholders' Addresses and Other Details

1. Shareholders of the company and registered pledgees of shares or their legal representatives or proxies must notify the company of their names or corporate names, addresses, and seals using the prescribed form provided by the company. In

the event of any changes to these details, the same procedure must be followed.

### **Chapter 3: Common Shares**

#### **Article 12: Right to Request Acquisition**

1. Shareholders who hold common shares or registered pledges of common shares may request the company to acquire their shares if the company is unable to acquire ownership of the assets specified in the business operation regulations established separately at the shareholders' meeting.

### **Chapter 4: Class A Shares**

#### **Article 13: Dividends**

1. The company shall not distribute dividends from surplus funds to shareholders holding Class A shares (hereinafter referred to as "Class A Shareholders") or to registered pledgees of Class A shares (hereinafter referred to as "Class A Registered Share Pledgees").

#### **Article 14: Distribution of Residual Assets**

1. When distributing residual assets, the company shall pay ¥1 per Class A share to Class A Shareholders or Class A Registered Share Pledgees prior to shareholders holding common shares or registered pledgees of common shares. No further distribution of residual assets shall be made to Class A Shareholders or Class A Registered Share Pledgees beyond this amount.

#### **Article 15: Voting Rights**

1. The matters in which Class A Shareholders may exercise voting rights at the shareholders' meeting shall include all matters to be resolved at the shareholders' meeting according to laws or the articles of incorporation, except for matters related to the distribution of surplus funds.

### **Chapter 5: Class B Shares**

#### **Article 16: Voting Rights**

1. Class B shares do not carry voting rights at the shareholders' meeting of the company.

### **Chapter 6: Shareholders' Meetings**

#### **Article 17: Time and Notice of Convocation**

1. The regular shareholders' meeting of the company shall be convened within three months from the day following the end of each fiscal year. Special shareholders'

meetings shall be convened as necessary.

2. To convene a shareholders' meeting, a notice must be issued to the shareholders eligible to exercise voting rights at least three days before the date of the meeting.

#### Article 18: Convener and Chairperson

1. The shareholders' meetings shall be convened by the President, who shall also act as the chairperson.
2. In the event of an incident involving the President, another director designated in advance in the order set by the President shall substitute.

#### Article 19: Resolution Requirements

1. Resolutions at shareholders' meetings shall be made by a majority of the voting rights of the shareholders present, unless otherwise specified by law or the articles of incorporation.
2. Resolutions requiring the conditions set forth in Article 309, Paragraph 2 of the Companies Act shall be made with the attendance of shareholders holding at least one-third of the voting rights eligible to be exercised, and the approval of at least two-thirds of the voting rights of the shareholders present.
3. Notwithstanding the provisions of the previous paragraphs, resolutions on the following matters shall be made with the attendance of shareholders holding at least one-third of the voting rights eligible to be exercised, and the approval of at least nine-tenths of the voting rights of the shareholders present:
  - 1) Amendments to this article
  - 2) Issuance, grant, or gratuitous allocation of shares or share options
  - 3) Corporate restructurings, mergers, company splits, share exchanges, or share transfers
  - 4) Consolidation of shares or setting of share units
  - 5) Acquisition, disposal, or cancellation of treasury shares or own share options
4. Resolutions to amend the following matters shall be made by the attendance of shareholders holding at least one-third of the voting rights that can be exercised, and by a majority representing at least two-thirds of the voting rights of the attending shareholders.
  - 1) The hojo heritage must always be kept in good condition, preserving its cultural value as a registered tangible cultural property.
  - 2) Portions of the cultural property area within the hojo heritage will be available for local residents to use for cultural and community activities.
  - 3) Any sale, transfer, or granting of ownership, land-use, or other major rights requires prior approval from the hojo family and the local community.

#### Article 20: Proxy Voting

1. Shareholders or their legal representatives may exercise voting rights through a proxy who is either another shareholder with voting rights or a relative. In such cases, the shareholder or proxy must submit a document proving the proxy authority for each shareholders' meeting.

#### Article 21: Minutes

1. Minutes of the shareholders' meeting shall be prepared in accordance with legal

requirements and kept at the company's head office for a period of ten years from the date of the shareholders' meeting.

Article 22: Class Shareholders' Meetings

1. The provisions of Article 10, Paragraph 1 shall apply mutatis mutandis to class shareholders' meetings in cases where the resolution of the ordinary shareholders' meeting requires, in addition to such resolution, a resolution by a class shareholders' meeting.
2. The provisions of Articles 17, Paragraph 2, 18, 19, Paragraph 1, 20, and the preceding article shall apply mutatis mutandis to class shareholders' meetings.
3. The provisions of Article 19, Paragraph 2 shall apply mutatis mutandis to resolutions at class shareholders' meetings in accordance with Article 324, Paragraph 2 of the Companies Act.

## **Chapter 7: Directors and Representative Directors**

Article 23: Number of Directors

1. The company shall appoint one or more directors.

Article 24: Appointment

1. Directors shall be appointed by a resolution of the shareholders' meeting.
2. The resolution for the appointment of directors shall be made with the attendance of shareholders holding at least one-third of the voting rights eligible to be exercised, and by a majority of the voting rights of the shareholders present.
3. The resolution for the appointment of directors shall not be made by cumulative voting.

Article 25: Term of Office

1. The term of office for directors shall extend until the conclusion of the regular shareholders' meeting pertaining to the last fiscal year ending within three years after their appointment.
2. The term of office for directors appointed as substitutes or due to an increase in the number of directors shall extend until the expiry of the term of their predecessors or the directors in office at the time of such appointment.

Article 26: Execution of Duties

1. Directors shall execute the business of the company in accordance with this Articles of Incorporation, the business operation regulations specified separately at the shareholders' meeting, and other rules.

Article 27: President and Representative Director

1. If there is only one director in the company, that director shall be the representative director. If there are multiple directors, one representative director shall be determined by mutual election among the directors.
2. The representative director shall serve as the President and execute the business of the company.

Article 28: Compensation

1. The compensation, bonuses, and other benefits received by directors from the company as remuneration for their services shall be determined by a resolution of the shareholders' meeting.

## **Chapter 8: Financial Affairs**

Article 29: Fiscal Year

1. The fiscal year of the company shall be annual, beginning on August 1st of each year and ending on July 31st of the following year.

Article 30: Distribution of Surplus

1. The company shall distribute surplus funds as dividends to shareholders or registered pledgees of shares who are recorded in the final shareholder register at the end of each fiscal year.
2. In addition to the above, dividends can be distributed on a specified record date.

Article 31: Statute of Limitations on Dividend Claims

1. If dividends remain unclaimed for a period of three years from the date they are made available, the company is relieved from the obligation to pay these dividends.

## **Chapter 9: Supplementary Provisions**

Article 32: First Fiscal Year

1. The first fiscal year of the company shall extend from the date of the company's establishment until July 31st, 7th year of Reiwa.

Article 33: Compliance with Laws and Regulations

1. All matters not specified in these articles of incorporation shall be governed by the Companies Act and other relevant laws and regulations.