Articles of Incorporation

PlanetDAO005 Inc.

Chapter 1 General Provisions

Article 1 (Trade Name)

1. The name of the company shall be 株式会社PlanetDAO005, and in English, it shall be referred to as PlanetDAO005 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 total number of shares authorized for issuance by the company shall be 1,000,000 shares.

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 acquisition of shares of the company by means of transfer requires the approval of the general meeting of shareholders.

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.

Article 12 (Issuance of Shares for Subscription)

1. The determination of matters necessary for the issuance of shares for subscription shall be made by a resolution of the general meeting of shareholders as provided in Article 309, Paragraph 2 of the Companies Act.

2. Notwithstanding the preceding paragraph, by a resolution of the general meeting of shareholders as provided in Article 309, Paragraph 2 of the Companies Act, the company may delegate to the directors the determination of the subscription matters by setting the maximum number of shares to be offered and the minimum amount to be paid in.

3. Where shareholders are granted the right to receive an allotment of shares, the subscription matters and the matters listed in each item of Article 202, Paragraph 1 of the Companies Act shall be determined by a majority decision of the directors.

Chapter 3 Shareholders' Meetings

Article 13 (Time and Notice of Convocation)

1. The ordinary general meeting of shareholders of the company shall be convened within three months from the day following the end of each fiscal year. Extraordinary general meetings of shareholders shall be convened as necessary.

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

Article 14 (Convener and Chairperson)

1. The general meetings of shareholders 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 15 (Resolution Requirements)

1. Resolutions at general meetings of shareholders shall be made by a majority of the voting rights of the shareholders present who are entitled to exercise voting rights, unless otherwise specified by law or these Articles of Incorporation.

2. Resolutions provided for 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.

Article 16 (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 general meeting of shareholders.

Article 17 (Minutes)

1. Minutes of the general meeting of shareholders 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 general meeting of shareholders.

Chapter 4 Directors and Representative Directors

Article 18 (Number of Directors)

1. The company shall appoint one or more directors.

Article 19 (Appointment)

1. Directors shall be appointed by a resolution of the general meeting of shareholders.

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 20 (Term of Office)

1. The term of office for directors shall extend until the conclusion of the ordinary general meeting of shareholders 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 of the directors in office at the time of such appointment.

Article 21 (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 22 (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 general meeting of shareholders.

Chapter 5 Financial Affairs

Article 23 (Fiscal Year)

1. The fiscal year of the company shall be annual, beginning on July 1st of each year and ending on June 30th of the following year.

Article 24 (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 may be distributed on a specified record date.

Article 25 (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 6 Supplementary Provisions

Article 26 (Shares Issued at Incorporation)

1. The number of shares to be issued at the incorporation of the company shall be 100,000 shares, and the issue price shall be ¥0.00001 per share.

Article 27 (Value of Property Contributed at Incorporation)

1. The value of the property contributed upon the incorporation of the company shall be ¥1, and the amount of stated capital after incorporation shall be ¥1.

Article 28 (First Fiscal Year)

1. The first fiscal year of the company shall extend from the date of the company’s establishment until June 30, 2027 (Reiwa 9).

Article 29 (Directors at Incorporation)

1. The director at incorporation and the representative director at incorporation of the company shall be as follows:

Director at Incorporation: Tamaki Nishimura

Representative Director at Incorporation: Tamaki Nishimura

Article 30 (Matters Concerning the Promoter)

1. The name of the promoter, the number of shares to be subscribed by the promoter upon incorporation, and the amount of money to be paid in are as follows:

Tamaki Nishimura — 100,000 shares — ¥1

Article 31 (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.

This document is an English translation of the Articles of Incorporation of PlanetDAO005 Inc., prepared for reference purposes. In the event of any discrepancy, the original Japanese text shall prevail.