

(Translation)

**The Articles of Incorporation of
Japan International Cooperation System
(As amended on March 26, 2021)**

Chapter 1. General Provisions

Article 1 (Name)

This corporation is called Japan International Cooperation System (JICS) (hereinafter referred to as the "Foundation").

Article 2 (Offices)

The Foundation shall locate its principal office in Chuo-ku, Tokyo, Japan.

2. The Foundation may have its secondary offices in other places as necessary with the resolution of the Board of Directors.

Chapter 2. Purposes and Business

Article 3 (Purposes)

The purposes of the Foundation are to perform the procurement and management services in the field of international cooperation business in order to contribute to international peace and stabilization.

Article 4 (Business)

1 The Foundation shall conduct the following businesses in order to accomplish the purpose described in the preceding article:

(1) Procurement services in the field of international cooperation

- business;
- (2) Management services in the field of international cooperation business;
 - (3) Consultancy services in the field of international cooperation business;
 - (4) Research and studies in the field of international cooperation business;
 - (5) Design and supervision of architecture and civil engineering work concerning international cooperation;
 - (6) Support to NGO, etc. relating to international cooperation activities;
 - (7) Dissemination and enlightenment of knowledge concerning international cooperation activities; and
 - (8) Other businesses necessary to achieve the purpose of the Foundation.
- 2 Business described in the preceding paragraph shall be conducted in Japan and abroad.

Chapter 3. Assets and Accounting

Article 5 (Kinds of Assets)

- 1 The Assets of the Foundation shall consist of endowment and other assets.
- 2 The endowment shall consist of assets which the Board of Directors resolved as endowment.
- 3 Other assets shall be assets other than endowment.

Article 6 (Management, Investment and Disposal of Assets)

1 The President shall manage and invest the assets of the Foundation with the care of good manager to accomplish the purposes of the Foundation, and its management and investment methods shall be determined by the Rules of Management and Investment of Assets which shall be decided by the resolution of Board of Directors.

2 Should unavoidable circumstances arise, part of the endowment may be disposed of or removed with the prior approval of the Board of Directors and the Board of Trustees.

Article 7 (Business Year)

The business year of the Foundation shall commence on April 1 every year and end on March 31 of the following year.

Article 8 (Business Plan and Income and Expenditure Budget)

1 The President shall prepare the business plan and the income and expenditure budget of the Foundation and they must be approved by the Board of Directors no later than the day immediately preceding the commencement date of each business year. The same shall apply in the event of any changes thereto.

2 Documents described in the preceding paragraph must be kept in the principal office until the end of applicable business year.

Article 9 (Business Report and Settlement of Accounts)

1 With respect to the business report and the settlement of accounts, the President shall prepare the documents set forth below after the end of each business year, which shall be audited

by the Auditors, followed by the audit of Items (3) to (5) by the Accounting Auditors. Upon completion of audit, all of these documents must be approved by the Board of Directors.

- (1) Business report;
- (2) Detailed statement on the business report;
- (3) Balance sheet;
- (4) Profit-and-loss statement (statement of net worth) ; and
- (5) Detailed statement on the balance sheet and profit-and-loss statement (statement of net worth)

2 Out of the approved documents described in the preceding paragraph, Items (1), (3) and (4) must be reported to the annual meeting of Board of Trustees; provided, however, that in the case any of such documents does not fall under any of the requirements described in Article 48 of Enforcement Regulation of Act on General Incorporated Associations and General Incorporated Foundations as applied mutatis mutandis pursuant to Article 64 of said Enforcement Regulation of Act, documents excluding Item (1) must be approved by the annual meeting of Board of Trustees instead of reporting to the annual meeting of Board of Trustees.

3 Documents described in Paragraph 1 and following documents shall be kept in the principal office for five years. Articles of Incorporation shall also be kept in the principal office at all times.

- (1) Audit report; and
- (2) Financial audit report

Article 10 (Restrictions on Disposal of Surplus)

The Foundation may not distribute any surplus.

Chapter 4. Trustees

Article 11 (Quorum)

The Foundation shall have five to eleven Trustees.

Article 12 (Election and Dismissal of Trustees)

1 In accordance with the provisions of Articles 179 to 195 of Act on General Incorporated Associations and General Incorporated Foundations, Trustees shall be elected and dismissed by the Board of Trustees.

2 Trustees shall meet all of the following requirements:

- (1) Total number of Trustees who fall under any of the following conditions shall not exceed one-third of total number of Trustees.
 - a. Trustee and its spouse or relatives within the third degree of lineal kinship;
 - b. Trustee and person who are in de facto marriage with the Trustee;
 - c. Employee of Trustee;
 - d. Person who does not fall under b or c and who makes a living by receiving payments or other assets from the Trustee; or
 - e. Spouse of the person who falls under c or d.
 - f. Relative who is within the third degree of lineal kinship and who shares a livelihood with the person who falls under any of the conditions under b through d.

(2) Total number of Trustees who holds any of the following positions in the organization identical to the Foundation (except for public-service corporation) shall not exceed one-third of total number of Trustees.

a. Executive Director

b. Employee

c. Director other than Executive Director (representative or administrator of the organization that is not a juristic person if such organization prescribes any representative or administrator) or member who performs the business

d. Staff (except the member of the Diet and member of assembly of local authority) of the following organizations:

① National agency

② Local authority

③ Independent administrative agency as provided in Paragraph 1 of Article 2 of Act on General Rules for Independent Administrative Agency

④ National university corporation as provided in Paragraph 1 of Article 2 of National University Corporation Act or inter-university research institute corporation as provided in Paragraph 3 of Article 2 of National University Corporation Act

⑤ Local independent administrative agency as provided in Paragraph 1 of Article 2 of Local Independent Administrative Agency Act

⑥ Public corporation or semi-governmental corporation

Article 13 (Term of Office of Trustees)

1 The term of office of Trustees shall be until the end of the annual meeting of Board of Trustees for the final business year out of the business years which end within four years from the time of their election.

2 The term of office of the Trustee, who is elected as an alternate of the Trustee who resigned before the expiration of his/her term of office, shall be the remaining term of office of such resigned Trustee.

3 In case total number of Trustees falls below the quorum prescribed in Article 11, Trustees shall have their rights and obligations as Trustee even after their resignation or expiration of their term of office until their successor assumes office.

Article 14 (Remuneration, etc. to Trustees)

Trustees may receive remuneration, etc. calculated by criteria of payment of the remuneration, etc. determined separately by the Board of Trustees.

Chapter 5. Board of Trustees

Article 15 (Structure)

The Board of Trustees shall consist of all of the Trustees.

Article 16 (Rights)

The Board of Trustees shall resolve the following matters:

- (1) Election and dismissal of Executive Directors, Auditors and Accounting Auditors;

- (2) Remuneration, etc. of Executive Directors and Auditors;
- (3) Criteria for payment of remuneration, etc. to Trustee;
- (4) Approval of the balance sheet and profit-and-loss statement (statement of net worth) ;
- (5) Changes to these Articles of Incorporation;
- (6) Disposal of residual assets;
- (7) Approval of disposal or removal of endowment; and
- (8) Other matters prescribed in law or these Articles of Incorporation as a matter which must be resolved by the Board of Trustees.

Article 17 (Convening of Meetings)

The Board of Trustees shall hold the annual meetings in June every year. Should the needs arise, the Board of Trustees shall hold the extraordinary meeting.

Article 18 (Convocation)

1 Unless otherwise prescribed in law, the Board of Trustees meetings shall be convened by the President pursuant to the resolution of the Board of Directors.

2 Trustees are entitled to request the convocation of the Board of Trustees meeting by indicating the purpose and reason for convening the Board of Trustees meeting to the President.

Article 19 (Resolution)

1 The resolution of the Board of Trustees shall be adopted with the attendance of majority of Trustees and with the votes of

majority of Trustees present excluding the Trustees who have a special interest in the resolution.

2 Notwithstanding the provision of the preceding paragraph, following resolution shall be adopted by the votes of two-thirds or more of the Trustees excluding the Trustees who have a special interest in the resolution:

- (1) Dismissal of an Auditor;
- (2) Criteria for payment of remuneration to a Trustee;
- (3) Changes to these Articles of Incorporation; and
- (4) Other matters prescribed in law.

3 With respect to the resolution for proposal on the election of Executive Director or Auditor, the resolution described in Paragraph 1 is required for each candidate. In case the number of candidates for Executive Director or Auditor exceeds the quorum prescribed in Article 21, the Executive Director or the Auditor will be elected from among the candidates who have obtained a majority of votes in the order of candidates with the most number of votes until it reaches the quorum.

Article 20 (Minutes)

Minutes of the Board of Trustees shall be made as stipulated by law.

Chapter 6. Directors and Accounting Auditors

Article 21 (Appointment of Directors)

1 The Foundation shall have the following Directors:

Executive Directors Between three and seven.

Auditors No more than two.

2 One of the Executive Directors shall become the President.

3 Out of the Executive Directors other than the Executive Director who becomes the President, no more than three Executive Directors shall become the Vice Presidents.

4 The Foundation shall appoint an Accounting Auditor.

Article 22 (Election of Directors and Accounting Auditors)

1 The Executive Directors, the Auditors and the Accounting Auditors shall be elected by the Board of Trustees.

2 The President and the Vice Presidents shall be elected by the resolution of Board of Directors from among the Executive Directors.

3 The total number of Executive Directors having a relative who is also an Executive Director shall not exceed one-third of the total number of Executive Directors.

Article 23 (Duties and Rights of Executive Directors)

1 The Executive Directors constitute the Board of Directors and shall carry out the duties pursuant to the law and these Articles of Incorporation.

2 The President shall represent the Foundation and carry out the duties pursuant to the law and these Articles of Incorporation. The Vice Presidents shall respectively carry out the duties determined separately by the Board of Directors.

3 The President and the Vice Presidents shall report the progress of their performance of their duties to the Board of

Directors at least twice each business year with more than 4-month interval between each report.

Article 24 (Duties and Rights of Auditors)

1 The Auditors shall audit the Executive Directors' performance of their duties and make an Audit Report pursuant to the law.

2 The Auditors may request the Executive Directors and the employees for a business report and may conduct investigation on the business and financial condition of the Foundation at any time.

Article 25 (Duties and Rights of Accounting Auditor)

1 The Accounting Auditor shall audit the balance sheet, profit-and-loss statement (statement of net worth) and detailed statement of each of such documents and shall make an Accounting Audit Report pursuant to the law.

2 Accounting Auditor may view and copy the following items and may request the Executive Directors and the employees to report any matters relating to accounting:

(1) Accounting book or related information prepared in writing if it is prepared in writing; and

(2) Accounting book or related information in electronic record prepared by method prescribed in the law if it is prepared in electronic record.

Article 26 (Term of Office of Directors and Accounting Auditor)

1 The term of office of Executive Director shall continue until

the closing of annual meeting of the Board of Trustees for the final business year out of the business years that end within two years of his/her appointment.

2 The term of office of Auditor shall continue until the closing of the annual meeting of Board of Trustees for the final business year out of the business years that end within four years of his/her appointment.

3 The term of office of Executive Director or Auditor elected as an alternate shall continue until the end of the term of office of his/her predecessor.

4 In case where the number of Executive Directors or Auditors falls below the quorum stipulated in Article 21, an Executive Director or Auditor shall continue to have his/her rights and obligations as Executive Director or Auditor even after his/her resignation or expiration of his/her term of office until his/her successor assumes office.

5 The term of office of Accounting Auditor shall continue until the closing of the annual meeting of Board of Trustees for the final business year that ends within one year of his/her appointment; provided, however, that such Accounting Auditor shall be deemed re-elected if the resolution which decides otherwise is not adopted at such annual meeting of Board of Trustees.

Article 27 (Dismissal of Directors and Accounting Auditor)

1 If any of the following applies to a Director, such Director may be dismissed by a resolution of the Board of Trustees:

- (1) Breach of his/her duties or failure to conduct his/her duties
- (2) Difficulty in, or inability to cope with, the performance of his/her duties due to mental or physical disability

2 If any of the following applies to an Accounting Auditor, such Accounting Auditor may be dismissed by a resolution of the Board of Trustees:

- (1) Breach of his/her duties or failure to conduct his/her duties
- (2) Misconduct which is inappropriate for Accounting Auditor
- (3) Difficulty in, or inability to cope with, the execution of his/her duties due to mental or physical disability

3 With the approval of majority of Auditors, the Auditors shall determine the contents of proposals to be submitted to the Board of Trustees regarding the election and dismissal of Accounting Auditor, and the non-reappointment of Accounting Auditor.

4 The Auditor may dismiss the Accounting Auditor with the approval of all Auditors in case any of the items under Items (1) to (3) of Paragraph 2 of this Article applies. In case of dismissal, the Auditor shall report such fact and reason for dismissal to the first Board of Trustees meeting held after the dismissal.

Article 28 (Remuneration, etc. to Directors and Accounting Auditor)

1 Remuneration, etc. may be paid to Directors and Auditors in the amount calculated pursuant to the standards for payment of remuneration, etc. to be separately decided by the Board of Trustees within the total amount to be separately decided by the

Board of Trustees.

2 Remuneration, etc. to Accounting Auditor shall be decided by the Board of Directors by a majority of votes of Auditors.

Article 29 (Exemption from Liability or Limitation of Liability)

1 The Foundation may exempt the liability of Directors and Accounting Auditors under Paragraph 1 of Article 111 of the Act on General Incorporated Associations and General Incorporated Foundations as applied mutatis mutandis pursuant to Paragraph 1 of Article 198 of such Act with the resolution of the Board of Directors pursuant to Paragraph 1 of Article 114 of such Act as applied mutatis mutandis pursuant to Article 198 of such Act up to the amount obtained by subtracting the minimum liability amount prescribed in the law from the amount of liability of such Executive Directors and Accounting Auditors.

2 The Foundation may enter into contracts with Outside Executive Directors etc. (which have the meaning defined under Paragraph 1 of Article 115 of the Act on General Incorporated Associations and General Incorporated Foundations as applied mutatis mutandis pursuant to Article 198 of such Act and include Auditors and Accounting Auditor) which limit the liability of the Outside Executive Directors etc. under Paragraph 1 of Article 111 of such Act as applied mutatis mutandis pursuant to Article 198 of such Act with the resolution of Board of Directors pursuant to Paragraph 1 of Article 115 of such Act as applied mutatis mutandis pursuant to Article 198 of such Act; provided, however, that the limitation of liability based on the contracts shall be the

minimum liability amount prescribed in the law.

Chapter 7. Board of Directors

Article 30 (Structure, etc.)

The Board of Directors shall consist of all of the Executive Directors.

Article 31 (Authority)

The Board of Directors shall perform the following duties:

- (1) Decision on the performance of work of the Foundation
- (2) Supervision over the Executive Directors' performance of their duties
- (3) Selection and dismissal of the President and Vice Presidents

Article 32 (Convocation)

1 The Board of Directors shall be convened by the President.

2 If the post of President is vacant or the President is involved in an accident, each of the Directors shall convene the meeting on behalf of the President.

Article 33 (Resolution)

1 Resolution of the Board of Directors shall be adopted with the attendance of majority of Executive Directors and with the votes of majority of Executive Directors present excluding those having a special interest in the resolution.

2 Notwithstanding the preceding paragraph, the resolution of the Board of Directors shall be deemed to have been adopted if the

requirements as stipulated in Article 96 of the Act on General Incorporated Associations and General Incorporated Foundations as applied mutatis mutandis pursuant to Article 197 of such Act have been fulfilled.

Article 34 (Minutes)

1 Minutes of the Board of Directors shall be made as stipulated in the law.

2 The President and the Auditors present at the Board of Directors meeting shall sign their names and affix their seals on such minutes.

Chapter 8. Advisor

Article 35 (Advisor)

1 The Foundation may have Advisors not exceeding five persons.

2 The Board of Directors shall appoint the Advisors from among academic experts, etc. after deciding on their term of office.

3 The Advisors shall work without any remuneration; provided, however, that Advisors are entitled to receive any expenses which are necessary to perform their duties.

4 The Advisors may provide advices and comments in response to requests from the President.

**Chapter 9. Amendment to Articles of Incorporation
and Dissolution of the Foundation**

Article 36 (Amendment to Articles of Incorporation)

1 Amendment to these Articles of Incorporation may be made with

the approval of Board of Trustees.

2 The preceding paragraph shall also apply to Articles 3, 4 and 12 of these Articles of Incorporation.

Article 37 (Dissolution)

The Foundation shall be dissolved if the Foundation is unable to achieve its purposes due to loss of endowment or for other reasons prescribed in the law.

Article 38 (Disposal of Residual Assets)

The residual assets of the Foundation in case of liquidation of the Foundation shall be donated to the juridical person provided in Item 17 of Article 5 of the Act on General Incorporated Associations and General Incorporated Foundations, national government or local authority.

Chapter 10. Method of Public Notice

Article 39 (Method of Public Notice)

1 Public notices by the Foundation shall be made through electronic public notice.

2 In case that public notice cannot be made electronically due to accidents and other unavoidable reasons, public notice shall be made by placing such notice in the official gazette.

Supplementary Provisions

1 These Articles of Incorporation shall come into force on the date of registration of establishment of a public incorporated organization as defined in Paragraph 1 of Article 106 of the Act on Arrangements of Relevant Acts Accompanying the Enforcement of the Act on General Incorporated Associations and General Incorporated Foundations and the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations as applied mutatis mutandis pursuant to Paragraph 1 of Article 121 of such Act.

2 Notwithstanding the provisions of Article 7 of the Act on Arrangements of Relevant Acts Accompanying the Enforcement of the Act on General Incorporated Associations and General Incorporated Foundations and the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations, in the event that the registration for the dissolution of special civil law corporation and the establishment of general incorporated association or general incorporated foundation take place as provided in Paragraph 1 of Article 106 of such Act as applied mutatis mutandis pursuant to Paragraph 1 of Article 121 of such Act, the date immediately preceding the date of registration for dissolution shall be the final date of the business year and the date of registration for establishment shall be the starting date of the business year.

3 The first President of the Foundation shall be Toru Nakatani,

the first Vice President shall be Toshiyuki Ezuka and the first Accounting Auditor shall be Kiyoshi Toi.

4 The first Trustees shall be the following:

Michiyo Arita, Hajime Suzuki, Masaoki Takeuchi, Makoto Tochigi
Tetsuya Nakao, Shunichi Hiraki, Kenichi Yanagisawa and Sachiko
Yamano

5 The Executive Directors and Auditors who come into office on the date of registration shall be the following:

Executive Director: Toru Nakatani, Toshiyuki Ezuka, Yutaka Kitani,
Minoru Ijima and Sumiko Yazawa

Auditor: Tsuyoshi Hinokuchi and Michio Masaki