

Articles of Association of Carbon Recycle Fund Institute

Chapter 1. General Provisions

Article 1 (Name)

The name of this association (“the Association”) shall be Carbon Recycling Fund Institute.

Article 2 (Office)

The principal office of the Association shall be located in Minato-ku, Tokyo.

Article 3 (Objectives)

The objectives of the Association shall be to contribute to the promotion of carbon recycling by giving grants to studies and researches on carbon recycling and making public relations, etc. thereof, with the aim of simultaneously solving the global warming problem and improvement of energy access, etc.

Article 4 (Activities)

In order to achieve the objectives set forth in Article 3, the Association shall engage in the following activities:

- (1) Giving grants to studies and researches on carbon recycling;
- (2) Publicity on carbon recycling;
- (3) Granting awards and prize money to researchers, etc. recognized for their outstanding achievements in carbon recycling;
- (4) Promotion of information sharing among activities regarding carbon recycling;
- (5) Various domestic and international studies on carbon recycling;
- (6) Policy recommendations to the government for carbon recycling;
- (7) In addition to those listed in each of the preceding items, other Activities necessary to achieve the objectives of the Association.

Article 5 (Public notice)

Public notices of the Association shall be provided by posting a notice in a conspicuous place at the principal office.

Chapter 2. Members and Members under General Incorporated Association Act

Article 6 (Admission and Membership Categories)

1. The membership ("Membership") of the Association shall consist of Regular Members and Supporting Members, and Regular Members shall be treated as members under the Act on General Incorporated Associations and General Incorporated Foundations (hereinafter referred to as the "General Incorporated Association Act").
2. Regular Members shall be corporations and individuals that agree with the objectives of the Association.
3. Supporting Members shall be local governments, public research institutions, academic experts, etc. that agree with the objectives of the Association and wish to cooperate with the Association's activities, other than Regular Members.
4. To become a member, an application shall be made using the form prescribed by the Association for approval by the representative director.

Article 7 (Burden of Costs, etc.)

1. Members shall be required to pay costs necessary for the accomplishment of the objectives of the Association.
2. Members must pay a membership fee as separately determined by the general assembly.

Article 8 (Removal from Membership)

1. The membership status of a Member of the Association shall be removed in any of the following cases:
 - (1) the Member withdraws from the Association;
 - (2) the Member becomes an adult ward or a person under curatorship;
 - (3) the Member dies, is declared missing, or is dissolved;
 - (4) the Member has failed to pay the membership fee for two years or more;
 - (5) the Member is dismissed from the Association;
 - (6) all Regular Members of the Association unanimously agree to remove the membership of the Member.

Article 9 (Withdrawal from the Association)

A Member may voluntarily withdraw from the Association at any time; provided, however, that at least one month's prior notice shall be given to the Association.

Article 10 (Expulsion)

When any Member of the Association has defamed the reputation of the Association or acted contrary to the objectives of the Association, the Association may dismiss the Member by a special resolution of the general assembly as provided in Article 49, Paragraph 2 of the General Incorporated Association Act.

Article 11 (Registry of Members)

The Association shall prepare a registry of members, which shall include the names and addresses of the members under the General Incorporated Association Act.

Chapter 3. General Assembly

Article 12 (General Assembly, Composition)

1. A general assembly of the Association may occur as either an ordinary general assembly or an extraordinary general assembly. An ordinary general assembly shall be held within three months after the conclusion of each fiscal year end, and an extraordinary general assembly shall be held anytime as necessary.
2. A general assembly shall consist of the members under the General Incorporated Association Act.

Article 13 (Convocation)

1. A general assembly shall be convened by the representative director upon a determination by a majority of the directors.
2. Notification of convocation of the general assembly must be given in writing to the members at least five (5) days prior to the date of the meeting, stating the date, time, place and purpose of the meeting.

Article 14 (Method of Resolution)

A resolution of the general assembly shall be made by a majority of votes of the members present at the meeting where the members holding a majority of the voting rights of all the members are present, except as otherwise provided by laws and regulations.

Article 15 (Omission of Resolution)

If the representative director proposes a matter that is the purpose of the general assembly and all the members who are eligible to vote on the proposal indicate their consent to the proposal in writing or by electromagnetic record, the proposal shall be deemed to have been approved by a resolution of the general assembly.

Article 16 (Voting rights)

Each member shall have one (1) voting right.

Article 17 (Chairperson)

The representative director shall serve as the chairperson at the general assembly. If the representative director is unable to act, the Vice Chairperson shall act as a substitution, and if the Vice Chairperson is also unable to act, a substitute chairperson shall be elected at such general assembly.

Article 18 (Minutes)

Minutes of the proceedings of the general assembly must be taken as provided by laws and regulations.

Chapter 4. Officers, etc.

Article 19 (Number of Officers)

1. The Association shall have the following officers:
 - (1) Directors: Not less than three (3) and not more than fifteen (15);
 - (2) Auditor: One (1).
2. Two of the directors shall be designated as the representative directors, who shall be appointed from among the directors.
3. The representative director in Paragraph 2 shall be treated as the representative director under the General Incorporated Association Act.

Article 20 (Appointment, etc.)

1. The Association shall appoint the directors and the auditor from among the members under the General Incorporated Association Act by a resolution of the general assembly; provided, however, that this shall not preclude, when necessary, the appointment of the directors and the auditor from among

employees of a corporation that is a member, or other person other than a member.

2. The representative directors as stipulated in Article 19, Paragraph 2 and the selection as stipulated in Article 22 shall be elected and selected by the directors from among themselves.

Article 21 (Term of Office)

1. The term of office of each director shall continue until the conclusion of the ordinary general assembly with respect to the last fiscal year which ends within two (2) years from the time of their appointment, and shall not preclude their reappointment.

2. The term of office of auditor shall continue until the conclusion of the ordinary general assembly with respect to the last fiscal year which ends within four (4) years from the time of their appointment, and shall not preclude their reappointment.

3. The term of office of each director or auditor appointed to fill a vacancy shall expire when the term of office of their predecessor expires.

4. In the event of resignation or expiration of the term of office of a director or auditor, but a vacancy occurs, the director or auditor shall have the right and duty to perform their duties until a newly elected person assumes office.

Article 22 (Selection and Mandate of Chairperson, Vice Chairperson, Senior Executive Director, etc.)

1. The Association shall have one (1) Chairperson, the post of which shall be assumed by the representative director.

2. The Chairperson shall represent the Association and oversee the activities Activities of the Association.

3. The Association shall have one or more Vice Chairperson, the post of which shall be assumed by the director.

4 The Vice Chairperson shall assist the Chairperson.

5 The Association shall have one Senior Executive Director, the post of which shall be assumed by the director.

6 The Senior Executive Director shall assist the Chairperson and Vice Chairperson in the execution of their duties.

7 The directors shall perform their duties as provided by laws and regulations, and these Articles of Association.

Article 23 (Auditor's Mandate)

The auditor shall audit the execution of the duties of the directors and prepare an audit report as provided by laws and regulations.

Article 24 (Remuneration, etc. of Officers)

The directors and Auditor shall receive no remuneration; provided, however, that the remuneration, bonuses and other property benefits to be received from the Association as compensation for the execution of duties by full-time officers shall be determined by a resolution of the general assembly.

Article 25 (Restriction on Transactions)

Any director intending to engage in any of the following transactions must disclose the material facts concerning the transaction at the general assembly and obtain its approval.

- (1) Transactions falling under the category of the Activities of the Association that are conducted on behalf of himself/herself or a third party.
- (2) Transactions with the Association conducted on behalf of himself/herself or a third party.
- (3) Any transaction pursuant to which the Association will guarantee the debt of that director or any other transaction with a person other than the director which results in a conflict of interest between the Association and that director.

Article 26 (Partial Waiver of Liability)

The Association may, by a special resolution of the general assembly, exempt the liability of its officers under Article 111, Paragraph 1 of the General Incorporated Association Act up to the amount obtained by deducting the minimum liability limit stipulated by laws and regulations from the actual amount of liability sustained by the Association, if the requirements stipulated by laws and regulations are fulfilled.

Chapter 5. Secretariat and Committees

Article 27 (Secretariat)

1. A secretariat shall be established to handle the affairs of the Association.
2. The secretariat may have a Secretary-General and other staff members.

3. The Secretary-General shall be appointed and dismissed by the representative director.

4 Other staff members shall be appointed and dismissed by the Secretary-General.

5. Matters concerning the organization and operation of the secretariat shall be determined separately by the representative director.

Article 28 (Committees)

1. The Association may establish committees for the smooth execution of its Activities.

2. Committees shall deliberate on the matters they are intended to address.

3, Matters necessary for the duties, composition and operation of the Committees shall be determined separately by the representative director.

Chapter 6. Funds

Article 29 (Contributions of Funds)

The Association may solicit its members or any third parties for contributions of the funds.

Article 30 (Solicitation of Funds)

The procedures for solicitation, allocation, and payment of the funds shall be determined by the Secretary-General.

Article 31 (Rights of Fund Contributors)

Contributed funds shall not be reimbursed until the date agreed with the fund contributor.

Article 32 (Procedures for Reimbursement of Funds)

Reimbursement of the funds to the contributor shall be made upon a determination by the Secretary-General after a resolution at the ordinary general assembly regarding the total amount of funds to be reimbursed.

Chapter 7. Calculation

Article 33 (Fiscal year)

The fiscal year of the Association shall commence on April 1 and end on March 31 of the following year.

Article 34 (Activities Report and Settlements of Accounts)

1. With respect to the Activities report and settlement of accounts of the Association, the following documents shall be prepared by the representative director after the end of each fiscal year, audited by the auditor, and submitted to the ordinary general assembly, where the contents of the documents under Item 1 shall be reported and approval must be obtained for documents under Items 2 and 3.

(1) Activities Report

(2) Balance Sheet

(3) Statements of Income (Statements of Changes in Net Assets)

2. An audit report, in addition to the documents reported or approved pursuant to the provisions in the preceding paragraph, shall be kept at the principal office for five years.

Article 35 (Non-distribution of Surplus)

The Association shall not make any distribution of surplus.

Article 36 (Disposition of Residual Assets)

If the Association has any remaining assets at the time of dissolution, the entire amount shall be donated to the government.

Chapter 8. Supplementary Provisions

Article 37 (Initial Fiscal Year)

The initial fiscal year of the Association shall be from the date of incorporation of the Association to March 31, 2020.

Article 38 (Membership Fee at Incorporation, Location of Office, etc.)

1. Notwithstanding the provisions of Article 7, the initial membership fee at incorporation shall be as follows:

Annual membership fee	Corporation	200,000 yen
	Individual	10,000 yen

2. The location of the initial office at incorporation shall be 3-2-1, Nishi-Shimbashi, Minato-ku, Tokyo.

Article 39 (Name and Address of the Members of the Association at Incorporation)

The names and addresses of the members of the Association at incorporation are as follows:

Mitsubishi Chemical Corporation
1-1-1 Marunouchi, Chiyoda-ku, Tokyo

Electric Power Development Co., Ltd.
6-15-1 Ginza, Chuo-ku, Tokyo

Mitsubishi Hitachi Power Systems, Ltd.
3-3-1 Minatomirai, Nishi-ku, Yokohama City

Japan Coal Energy Center
3-2-1 Nishi-Shimbashi, Minato-ku, Tokyo

Article 40 (Director, Representative Director and Auditor at Incorporation)

The directors at incorporation, the auditor at incorporation, and the representative directors at incorporation of the Association are as follows:

Director at Incorporation:	Yoshimitsu Kobayashi
Director at Incorporation (Vice Chairperson):	Masayoshi Kitamura
Director at Incorporation:	Masamichi Hashiguchi
Representative director at Incorporation (Chairperson):	Yoshimitsu Kobayashi
Representative director at Incorporation (Managing Director):	Masamichi Hashiguchi
Auditor at Incorporation	Taiji Yoshida

Article 41 (Compliance with Laws and Regulations)

All matters not provided in these Articles of Association shall be governed by the General Incorporated Association Act and other laws and regulations.

In order to incorporate Carbon Recycle Fund Institute, Isao Toma, a member of TOMA Judicial scrivener office, who is the agent for the members at incorporation for establishing the articles of association, prepares these Articles of Association

as an electromagnetic record and signs the same electronically.

August 21, 2019

Member at incorporation: Mitsubishi Chemical Corporation
Masayuki Waga, President and Chief Executive Officer

Member at incorporation: Electric Power Development Co., Ltd.
Toshifumi Watanabe, Representative Director President

Member at incorporation: Mitsubishi Hitachi Power Systems, Ltd.
Ken Kawai, Representative Director

Member at incorporation: Japan Coal Frontier Center
Masayoshi Kitamura, Representative Director, Chairperson

Isao Toma, the agent for the above-mentioned members at incorporation for establishing the articles of incorporation: Isao Toma, member of TOMA Judicial scrivener office.

Articles 1, 20 and 34 of these Articles of Association were amended on December 6, 2019.

Articles 6, 7, 8, 9, 10, 11, 12, 20, and 29 of these Articles of Association were amended on December 16, 2021.

Article 22 of these Articles of Association was amended on June 2, 2023.