

Basic-0001-19

Articles of Incorporation

OUTSOURCING Inc.

Chapter 1 General Provisions

Article 1 Corporate name

This company shall be named OUTSOURCING Inc.

Article 2 Purpose

The purpose of this company shall be to conduct the following businesses:

1. Dispatch of general and specified workers in accordance with the Worker Dispatch Law
2. Charged job placement in accordance with the Employment Security Act
3. Undertaking of cleaning, chores, and conveyance inside premises
4. Maintenance of factories and buildings, etc.
5. Undertaking of the traffic control for pedestrians and vehicles, and hotel reception services
6. Undertaking of chauffeur services
7. Undertaking of the manufacturing and processing of ferrous and non-ferrous metals and glasses, and surface treatment
8. Undertaking of the polishing and processing of metal parts
9. Undertaking of the manufacturing and processing of synthetic resin and pulp, processing of lumber, production of paper, manufacturing and assembly of wooden furniture
10. Undertaking of the manufacturing and assembly of industrial machines, including transportation machines, such as automobiles and motorbikes, and the machinery for construction and agriculture, and the parts thereof
11. Undertaking of the production, processing, and packaging of food products, including frozen, convenience, retort, and canned foods, milk, and soft drinks
12. Undertaking of the manufacturing, processing, and assembly of electric and electronic communication devices, home appliances, optical apparatus, integrated circuits, and the parts thereof
13. Undertaking of the sale of products related to the above clauses 7 to 12
14. Undertaking of secretarial services, interpretation, accounting, computer system operation, technical and clerical processing, and vocational training; and the consulting for said services
15. Undertaking of marketing; event planning, operation, and management; product planning and development
16. Undertaking of the sale, planning, development, and operation of computer

software, information and communication systems.

17. Nursing care services for supporting the daily living of elderly people who need nursing care, such as taking a bath
18. Undertaking of the operation of welfare facilities
19. Operation of nurseries
20. Comprehensive lease businesses
21. Sale, purchase, borrowing, lending, management, and brokerage of real estate
22. Non-life insurance agency businesses
23. Promotion of life insurance
24. Management consulting
25. All kinds of businesses related to the above clauses

Article 3 Location of the principal office

This company shall be headquartered in Chiyoda-ku, Tokyo.

Article 4 Announcement method

Electric public notices shall be adopted as an announcement method of this company. If an electric public notice is not available due to an accident or other compelling reasons, the announcement shall be placed in Nihon Keizai Shimbun.

Chapter 2 Shares

Article 5 Total number of authorized shares

The total number of authorized shares of this company shall be 160,000,000.

Article 6 Number of shares per unit

The number of shares per unit of this company shall be 100.

Article 7 Acquisition of treasury shares

This company may acquire treasury shares through market transactions based on a resolution of the board of directors, in accordance with Article 165, Section 2 of the Companies Act.

Article 8 Restrictions on the rights of broken lot shareholders

The shareholders who own less than 100 shares of this company shall not exercise any rights other than the following ones:

- (1) The right described in Article 189, Section 2 of the Companies Act
- (2) The right to claim the acquisition of shares with put option
- (3) The right to receive shares for subscription or share acquisition rights through allotment

Article 9 Shareholder registry administrator

1. This company shall employ a shareholder registry administrator(s).
2. Each shareholder registry administrator and the office thereof shall be determined based on a resolution of the board of directors, and announced.

Article 10 Regulations for handling shares

The procedures and commission fees, etc. for the inclusion or recording in the registries of shareholders and share acquisition rights, and exercising the rights of shareholders, etc. follow laws, these articles of incorporation, and the regulations for handling shares specified by the board of directors.

Chapter 3 General Meetings of Shareholders

Article 11 Convocation of general meetings of shareholders

An ordinary general meeting of shareholders of this company shall be convened in March every year, and an extraordinary general meeting of shareholders shall be convened when necessary.

Article 12 Reference date of ordinary general meetings of shareholders

The reference date of voting rights for ordinary general meetings of shareholders of this company shall be December 31.

Article 13 Convener and chairperson

1. Each general meeting of shareholders shall be convened and chaired by the director and president based on a resolution of the board of directors, unless otherwise specified by law.
2. If an accident happens to the director and president, another director shall convene and chair a general meeting of shareholders, in accordance with the order of priority predetermined by the board of directors.

Article 14 Disclosure of reference documents, etc. for general meetings of

shareholders through the Internet and deemed information provision

This company may be deemed to have provided shareholders with the information that should be written or indicated in the reference documents for general meetings of shareholders, business reports, financial reports, and consolidated financial statements, by disclosing said information through the Internet in accordance with the ordinance of the Ministry of Justice when convening a general meeting of shareholders.

Article 15 Method for making a resolution

1. A resolution at a general meeting of shareholders shall be made by a majority of voting rights of attending shareholders who can exercise voting rights, unless otherwise specified by law or these articles of incorporation.
2. A resolution at a general meeting of shareholders specified by Article 309, Section 2 of the Companies Act shall be made by over two thirds of the voting rights of attending shareholders, when said meeting is attended by shareholders holding over one third of all voting rights, unless otherwise specified by these articles of incorporation.

Article 16 Voting by proxy

1. Each shareholder may exercise voting rights on behalf of another shareholder who holds a voting right of this company.
2. Shareholders or proxy voters shall submit proxy certificates to this company for each general meeting of shareholders.

Article 17 Minutes

As for the proceedings of general meetings of shareholders, minutes shall be produced in accordance with law.

Chapter 4 Directors and the Board of Directors

Article 18 Establishment of a board of directors

This company shall have a board of directors.

Article 19 Number of directors

1. This company shall have not more than ten (10) directors (other than directors who are Audit and Supervisory Committee Members).
2. This company shall have not more than five (5) directors who are Audit and

Supervisory Committee Members.

Article 20 Method for selecting directors

1. Directors who are not Audit and Supervisory Committee Members and directors who are Audit and Supervisory Committee Members shall be selected by separate resolutions at a general meeting of shareholders.
2. A resolution for selecting a director shall be made by a majority of the voting rights of attending shareholders, when said meeting is attended by shareholders who hold over one third of all voting rights.
3. Cumulative voting shall not be adopted for a resolution for selecting a director.

Article 21 Term of director

1. The term of directors (other than directors who are Audit and Supervisory Committee Members) shall terminate at the end of the ordinary general meeting of shareholders for the last fiscal year that ends within one (1) year after the appointments of the said directors.
2. The term of directors who are Audit and Supervisory Committee Members shall terminate at the end of the ordinary general meeting of shareholders for the last fiscal year that ends within two (2) years after the appointment of the said directors.
3. The term of directors who are Audit and Supervisory Committee Members and who have been selected to fill vacancies shall terminate when the term of the retired directors who are Audit and Supervisory Committee Members expires.

Article 22 Representative director and executive directors

1. This company shall select representative directors from among the directors (other than directors who are Audit and Supervisory Committee Members) by a resolution of the board of directors.
2. This company may, by a resolution of the board of directors, select one director and chairperson, one director and president, one or more directors and vice presidents, senior managing directors, and managing directors from among the directors (other than directors who are Audit and Supervisory Committee Members).

Article 23 Convener and chairperson of a meeting of the board of directors

1. Each meeting of the board of directors shall be convened and chaired by the director and president, unless otherwise specified by law.
2. If an accident happens to the director and president, another director shall convene

and chair the meeting of the board of directors in the order of priority predetermined by the board of directors.

Article 24 Procedures for convening a meeting of the board of directors

1. The convocation notices for a meeting of the board of directors shall be sent to all directors at least three (3) days prior to the date set for the meeting. In the case of emergency, the said notices may be sent less than three (3) days prior to the date set for the meeting.
2. If there is a consensus among all directors, a meeting of the board of directors may be held without completing the convocation procedures.

Article 25 Delegation of decisions on execution of important operations to directors

Pursuant to the provisions of Article 399-13, Paragraph 6 of the Companies Act, this company may delegate to directors all or part of decisions on execution of important operations, other than matters provided in the items of Article 399- 13, Paragraph 5 of the Companies Act, by a resolution of the board of directors.

Article 26 Omission of a resolution of the board of directors

When the requirements mentioned in Article 370 of the Companies Act are satisfied, this company shall be deemed to have made a resolution of the board of directors.

Article 27 Regulations for the board of directors

The items regarding the board of directors shall follow law, these articles of incorporation, and the regulations for the board of directors specified by the board of directors.

Article 28 Remunerations, etc. of directors

Remuneration and other benefits received from this company by directors who are not Audit and Supervisory Committee Members and directors who are Audit and Supervisory Committee Members for the performance of the said directors (hereinafter referred to as “remuneration, etc.”) shall be determined by separate resolutions at a general meeting of shareholders.

Article 29 Exemption from liabilities for directors

1. With regard to the liabilities of directors (including former directors) mentioned in Article 423, Paragraph 1 of the Companies Act, if the requirements provided by law

are fulfilled, this company may exempt the said directors from the liabilities for up to the amount obtained by subtracting the minimum liability amount provided by law from the total liability amount, by a resolution of the board of directors.

2. This company may enter into agreements with directors (other than executive directors, etc.) that limit liabilities provided in Article 423, Paragraph 1 of the Companies Act, provided, however, that the limit of the liabilities under such agreements shall be the total of the amounts provided in the items of Article 425, Paragraph 1 of the Companies Act.

Chapter 5 Audit and Supervisory Committee

Article 30 Establishment of an Audit and Supervisory Committee

This company shall have an Audit and Supervisory Committee.

Article 31 Procedures for convening a meeting of the Audit and Supervisory Committee

1. The convocation notices for a meeting of the Audit and Supervisory Committee shall be sent to all members of the committee at least three (3) days prior to the date set for the said meeting. In the case of emergency, the said notices may be sent less than three (3) days prior to the date set for the said meeting.
2. If there is a consensus among all Audit and Supervisory Committee members, a meeting of the committee may be held without completing the convocation procedures.

Article 32 Full-time Audit and Supervisory Committee members

The Audit and Supervisory Committee may select full-time Audit and Supervisory Committee members by a resolution.

Article 33 Regulations for the Audit and Supervisory Committee

The items regarding the Audit and Supervisory Committee shall be governed by law, these articles of incorporation, and the regulations for the Audit and Supervisory Committee provided by the Audit and Supervisory Committee.

Chapter 6 Accounting Auditors

Article 34 Employment of an accounting auditor

This company shall employ an accounting auditor.

Article 35 Number of accounting auditors

The number of accounting auditors of this company shall be one.

Article 36 Selection of an accounting auditor

An accounting auditor shall be selected through a resolution at a general meeting of shareholders.

Article 37 Term of each accounting auditor

1. The term of an accounting auditor shall terminate at the end of the ordinary general meeting of shareholders for the last fiscal year ending within one year after the appointment of said accounting auditor.
2. Unless otherwise resolved at the ordinary general meeting of shareholders mentioned in the previous clause, said accounting auditor shall be deemed to have been reappointed at said ordinary general meeting of shareholders.

Article 38 Remunerations, etc. of accounting auditors

Remuneration, etc. of each accounting auditor shall be determined by a representative director after obtaining consent of the Audit and Supervisory Committee.

Article 39 Accounting auditors' exemption from liabilities

With regard to the liabilities of accounting auditors (including former accounting auditors) mentioned in Article 423, Section 1 of the Companies Act, if the requirements specified by law are satisfied, this company may exempt said accounting auditors from the liabilities for up to the minimum liability amount specified by law from the liability amount, through a resolution of the board of directors.

Chapter 7 Calculation

Article 40 Fiscal year

Each fiscal year of this company shall be one year from January 1 to December 31 each year, and each accounting period shall end on the last day of each fiscal year.

Article 41 Reference date for term-end dividends

1. Through a resolution at a general meeting of shareholders, term-end dividends may

be paid to the shareholders written or recorded in the last registry of shareholders as of the last date of each fiscal year or registered pledgees of shares.

2. In addition, based a resolution of the board of directors, midterm dividends may be paid to the shareholders written or recorded in the last registry of shareholders as of June 30 each year or registered pledgees of shares.

Article 42 Period of exclusion, etc. of dividends

1. If term-end or midterm dividends are not received for three years after the start of the payment thereof, this company shall be exempted from the obligation to pay said dividends.
2. Unpaid term-end or midterm dividends shall not bear any interests.

Supplementary Provision

Transitional measure regarding exemption from liabilities of auditors

With regard to liabilities of auditors (including former auditors) mentioned in Article 423, Paragraph 1 of the Companies Act, if the requirements provided by law are fulfilled, this company may exempt the said auditors from the liabilities for this company associated with their acts prior to the end of the 19th Ordinary General Meeting of Shareholders for up to the amount obtained by subtracting the minimum liability amount provided by law from the total liability amount, by a resolution of the board of directors.

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