

Articles of Incorporation of Tokyo Metro Co., Ltd.

Established March 17, 2004 - Approved by the Minister of Land, Infrastructure and Transport

Revised June 27, 2023 - Approved by the Minister of Land, Infrastructure, Transport and Tourism

Chapter 1. General Provisions

Article 1. Trade Name

1. The Company is incorporated under the Act on Tokyo Metro Co., Ltd. and shall be called *Tokyo Chikatetsu Kabushiki Kaisha* in Japanese.
2. The Japanese trade name referred to above shall be Tokyo Metro Co., Ltd. in English.

Article 2. Purposes

The Company is organized for the purpose of engaging in the following business activities:

- (i) Passenger railway business
- (ii) Design, repair, remodeling, and inspection of railway vehicles and related consulting services
- (iii) Design, construction supervision, and construction business pertaining to general civil engineering and construction work, civil engineering work, construction work, and equipment installation, and related consulting services
- (iv) Sales of railway vehicles and parts thereof, electric machines and appliances for railway facilities, and materials and equipment for civil engineering and construction work
- (v) Cleaning and maintenance of buildings, railway facilities, etc.
- (vi) Advertising
- (vii) Buying, selling, brokerage, lease, and management of real estate
- (viii) Warehousing business and automobile parking business
- (ix) Operation of restaurants, hotels, and Japanese inns and travel business
- (x) Lease of fiber-optic cables
- (xi) Information processing and provision service business
- (xii) Sales of food, drinking water, alcoholic beverages, tobacco, apparel and accessories, books and magazines, medicine, cosmetics, toys, photography materials, watches, and other items
- (xiii) Operation of sports facilities, amusement facilities, rental studios, ticket agencies, etc.
- (xiv) Dry cleaning, barber, beauty salon, public baths and spa therapy services
- (xv) Operation of daycares and nursery schools
- (xvi) Luggage and parcel keeping service, footwear repair service, and gardening service, and operation of animal grooming salons, fortune-teller booths, etc.
- (xvii) Worker dispatch
- (xviii) Contracted management and operation of meal provision service and welfare facilities such as company dormitories

- (xix) Contracted services relating to accounting and employment, salary calculation, and personnel affairs such as training
- (xx) Purchase, sale, holding, management, and investment of securities
- (xxi) Financial instruments business
- (xxii) Other businesses incidental or relating to each of the preceding items

Article 3. Location of Head Office

The head office of the Company shall be located in Taito-ku, Tokyo.

Article 4. Organization

The Company shall have shareholders meetings, Directors, and the following bodies in place.

- (i) Board of Directors
- (ii) Corporate Auditors
- (iii) Board of Corporate Auditors
- (iv) Accounting Auditor

Article 5. Method of Public Notice

Public notices of the Company shall be given by electronic means; provided, however, that if the Company is unable to provide an electronic public notice due to accidents or other unavoidable circumstances, public notices of the Company shall be provided in the Nihon Keizai Shimbun.

Chapter 2. Shares

Article 6. Total Number of Authorized Shares

The total number of authorized shares of the Company shall be two billion three hundred twenty-four million (2,324,000,000) shares.

Article 7. Acquisition of Treasury Stock

The Company may acquire treasury stock through market transactions or other means by a resolution of the Board of Directors under Article 165, Paragraph 2 of the Companies Act of Japan.

Article 8. Share Unit

The number of shares constituting one share unit (*tangen*) of the Company shall be one hundred (100).

Article 9. Rights Pertaining to Fractional Unit Shares

Shareholders of the Company may not exercise any rights with respect to fractional unit shares held by such shareholders, except for the following:

- (i) The rights provided for in each item of Article 189, Paragraph 2 of the Companies Act
- (ii) The right to make a request pursuant to the provisions of Article 166, Paragraph 1 of the Companies Act.
- (iii) The right to receive an allotment of offered shares and offered stock acquisition rights in proportion to the number of shares held by such shareholders.
- (iv) The right to make a request provided for in the following Article.

Article 10. Additional Purchase of Fractional Unit Shares

Shareholders of the Company may request the Company to sell to the shareholders a certain number of shares such that it will constitute one (1) full unit of shares when combined with the number of fractional unit shares already held by such shareholders, pursuant to the Share Handling Regulations.

Article 11. Shareholder Register Administrator

1. The Company shall have a shareholder register administrator.
2. The Board of Directors shall decide, by its resolution, and give public notice on the Shareholder Register Administrator and the handling office thereof.

Article 12. Share Handling Regulations

The handling of shares of the Company and fees thereof shall be governed by applicable laws and regulations, these Articles of Incorporation, and the Share Handling Regulations established by the Board of Directors.

Chapter 3. Shareholders Meetings

Article 13. Convocation of Shareholders Meeting

1. The President shall convene an annual shareholders meeting of the Company in June of each year and convene an extraordinary shareholders meeting whenever necessary in accordance with the resolution of the Board of Directors.
2. In the case where the President is unable to attend to his/her duties, one of the Directors shall convene a shareholders meeting in the order prescribed in advance by the Board of Directors.

Article 14. Record Date for Annual Shareholders Meeting

The record date of the annual shareholders meeting of the Company shall be March 31 of each year.

Article 15. Chairperson of Shareholders Meetings

1. The President shall chair shareholders meetings.

2. In the case where the President is unable to attend to his/her duties, one of the Directors shall chair shareholders meetings in the order prescribed in advance by the Board of Directors.

Article 16 Measures for Electronic Provision, etc.

1. The Company shall, when convening a general meeting of shareholders, provide information contained in the reference materials for the general meeting of shareholders, etc. electronically.
2. Among the matters to be provided electronically, the Company may choose not to include all or a part of the matters stipulated in the Ordinance of the Ministry of Justice in the paper copy to be sent to shareholders who have requested it by the record date for voting rights.

Article 17. Method of Resolution

1. Resolutions at a shareholders meeting shall be passed by a majority vote by the shareholders who are present at the meeting and are entitled to exercise their voting rights, unless otherwise provided for in applicable laws and regulations or in these Articles of Incorporation.
2. Resolutions provided for in Paragraph 2 of Article 309 of the Companies Act shall be made by a vote of two thirds or more of the shareholders present at the meeting where the shareholders holding one third or more of the voting rights of shareholders entitled to exercise their voting rights are present.

Article 18. Proxy Voting

1. Shareholders or their statutory agents may appoint another one (1) shareholder of the Company having voting rights as their proxy and exercise their voting rights through the proxy.
2. A shareholder or his or her statutory agent shall, when delegating the exercise of their voting rights, submit to the Company a written document evidencing the authority of such proxy in advance at each shareholders meeting.

Chapter 4. Directors and Board of Directors

Article 19. Number of Directors

The number of Directors of the Company shall be no more than fifteen (15).

Article 20. Resolution to Elect Directors

1. Directors shall be elected at a shareholders meeting.
2. The resolution to elect Directors shall be made by a majority of voting shareholders present at the meeting where the shareholders holding one third or more of the voting rights of shareholders entitled to exercise their voting rights are present.

3. The resolution to elect Directors referred to in the preceding paragraph shall not be adopted by cumulative vote.

Article 21. Directors' Terms of Office

1. Directors' terms of office shall continue until the conclusion of the annual shareholders meeting for the last business year which ends within two (2) years from the time of their election.
2. The term of office of any Director who is elected to fill a vacancy or fill a newly created office shall continue until the expiration of the terms of office of other Directors currently in office.

Article 22. Representative Directors and Executive Directors

1. The Company shall have one (1) President and appoint him/her from among the Directors by resolution of the Board of Directors.
2. The Company may have one (1) Chairperson (*Kaicho*) and some Vice-Chairpersons (*Fuku Kaicho*), Vice-Presidents (*Fuku Shacho*), Executive Directors (*Senmu Torishimariyaku*), and Senior Directors (*Jomu Torishimariyaku*).
3. The provisions of Paragraph 1 above shall apply *mutatis mutandis* to the election of the Chairperson, Vice-Chairperson, Vice-Presidents, Executive Directors, and Senior Directors referred to in the preceding paragraph.
4. The President shall represent the Company.
5. The Company may, by the resolution of the Board of Directors, elect some Directors who represent the Company in addition to the President.
6. The President shall oversee the operations of the Company based on the resolution of the Board of Directors.
7. In the case where the President is unable to attend to his/her duties, one of the Directors shall carry out the duties of the President in the order prescribed in advance by the Board of Directors.

Article 23. Convenor and Chairperson of Board of Directors Meeting

1. The President shall convene and chair Board of Directors Meetings.
2. In the case where the President is unable to attend to his/her duties, one of the Directors shall convene and chair the Board of Directors Meeting in the order prescribed in advance by the Board of Directors.

Article 24. Notice of Convocation of Board of Directors Meeting

1. Any person who convenes a Board of Directors Meeting shall send notice thereof to each Director and each Corporate Auditor not later than three (3) days prior to the date of the Board of Directors Meeting. In the case of urgent necessity, this period may be shortened.
2. A Board of Directors Meeting may be held without the procedures of convening a meeting if the

consent of all Directors and Corporate Auditors is obtained.

Article 25. Method of Adopting Resolutions by the Board of Directors

1. Resolution of Board of Directors Meetings shall be made by a majority of the Directors present at the meeting where a majority of the Directors entitled to participate in the vote are present.
2. In the case where all Directors (limited to those who may participate in the vote on a matter to be resolved) manifest their intention to agree to a matter to be resolved by a Board of Directors Meeting in writing or by means of electromagnetic records, the Company shall deem that a resolution has been made by the Board of Directors to approve said matter, except where any Corporate Auditor raises objections to said matter being resolved.

Article 26. Minutes of Board of Directors Meeting

The summary of the proceedings and results of a Board of Directors Meeting and other matters specified in applicable laws and regulations shall be stated or recorded in the minutes thereof and the Directors and Corporate Auditors present shall affix their names and seals or electronic signatures thereto.

Article 27. Regulations for Board of Directors

Any other matter relating to the Board of Directors shall be subject to the Regulations for the Board of Directors as established by the Board of Directors unless otherwise provided for in applicable laws and regulations or these Articles of Incorporation.

Article 28. Consultants and Advisers

The Company may have some consultants and advisers by the resolution of the Board of Directors.

Article 29. Liability Limitation Agreements with Directors

The Company may, pursuant to the provisions of Article 427, Paragraph (1) of the Companies Act, enter into agreements with Directors (excluding those who are Executive Directors, etc.) to limit their liability for damages under Article 423, Paragraph (1) of the Companies Act; provided, however, that the maximum amount of liability for damages under such agreement shall be the amount stipulated by applicable laws and regulations.

Chapter 5. Corporate Auditors and Board of Corporate Auditors

Article 30. Number of Corporate Auditors

The number of Corporate Auditors of the Company shall be no more than four (4).

Article 31. Resolution to Elect Corporate Auditors.

The provisions of Paragraph 1 and Paragraph 2 of Article 20 hereof shall apply *mutatis mutandis* to

the Corporate Auditors.

Article 32. Corporate Auditors' Terms of Office

1. Corporate Auditors' terms of office shall continue until the conclusion of the annual shareholders meeting for the last business year which ends within four (4) years from the time of their election.
2. The terms of office of Corporate Auditors who are elected to fill a vacancy shall continue until the expiration of the terms of office of their predecessors.

Article 33. Standing Corporate Auditors

The Board of Corporate Auditors shall elect standing Corporate Auditor(s) by its resolution.

Article 34. Notice of Convocation of Board of Corporate Auditors Meeting

1. Any person who convenes a Board of Corporate Auditors Meeting shall send notice thereof to each Corporate Auditor not later than three (3) days prior to the date of the Board of Corporate Auditors Meeting; provided, however, that in the case of urgent necessity, this period may be shortened.
2. A Board of Corporate Auditors Meeting may be held without the procedures of convocation if the consent of all Corporate Auditors is obtained.

Article 35. Method of Adopting Resolutions by the Board of Corporate Auditors

Resolutions of Board of Corporate Auditors Meetings shall be made by a majority of the Corporate Auditors unless otherwise provided for in applicable laws and regulations.

Article 36. Minutes of Board of Corporate Auditors Meeting

The summary of the proceedings and results of a Board of Corporate Auditors Meeting and other matters specified in laws and regulations shall be stated or recorded in minutes thereof and the Corporate Auditors present shall affix their names and seals or electronic signatures thereto.

Article 37. Regulations for Board of Corporate Auditors

Any other matter relating to the Board of Corporate Auditors shall be subject to the Regulations for Board of Corporate Auditors as established by the Board of Corporate Auditors unless otherwise provided for in applicable laws and regulations or these Articles of Incorporation.

Article 38. Liability Limitation Agreements with Corporate Auditors

The Company may, pursuant to the provisions of Article 427, Paragraph (1) of the Companies Act, enter into agreements with Corporate Auditors to limit their liability for damages under Article 423,

Paragraph (1) of the Companies Act; provided, however, that the maximum amount of liability for damages under such agreement shall be the amount stipulated by applicable laws and regulations.

Chapter 6. Accounting Auditor

Article 39. Resolution to Elect Accounting Auditor

Accounting Auditor shall be elected at a shareholders meeting.

Article 40. Accounting Auditor's Terms of Office

1. Accounting Auditor's terms of office shall continue until the conclusion of the annual shareholders meeting for the last business year which ends within one (1) year from the time of their election.
2. Unless otherwise resolved at the annual shareholders meeting referred to in the preceding paragraph, Accounting Auditor shall be deemed to have been re-elected at such annual shareholders meeting.

Chapter 7. Accounts

Article 41. Business Year

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

Article 42. Dividends of Surplus

1. Dividends of surplus shall be distributed to the shareholders or registered pledgees of shares who are entered or recorded in the shareholder registry as of the close of business on March 31 of each year.
2. In the case where the dividend property is money, if it is not received within three (3) years from the commencement date of payment thereof, the Company shall be exempted from the obligation for such payment.
3. The unpaid dividend referred to in the preceding paragraph shall bear no interest.

Article 43. Interim Dividend

1. The Company may, by a resolution of the Board of Directors, distribute a dividend of surplus (hereinafter referred to as the "Interim Dividend") stipulated in Paragraph 5 of Article 454 of the Companies Act to the shareholders or registered pledgees of shares who are entered or recorded in the shareholder registry as of the close of business on September 30 of each year.
2. The provisions of Paragraph 2 and Paragraph 3 of the preceding article shall apply *mutatis mutandis* to the Interim Dividend.

Supplementary Provisions

Article 1. Shares Issued at Incorporation

The total number of shares issued at incorporation of the Company shall be five hundred eighty-one million (581,000,000) shares, the issue price per share shall be two hundred seven yen (¥207), and the amount included in the issue price per share which is not incorporated in the capital shall be one hundred seven yen (¥107).

Article 2. Contribution at Incorporation

Teito Rapid Transit Authority shall contribute all its assets at incorporation of the Company pursuant to the provisions of Article 7 of the supplementary provisions of the Act on Tokyo Metro Co., Ltd. The amount of the contribution shall be one hundred twenty billion two hundred sixty-seven million yen (¥120,267,000,000), to which five hundred eighty-one million (581,000,000) shares shall be allotted.

Article 3. Terms of Office of the First Directors and Corporate Auditors

1. The terms of office of the first Directors and Corporate Auditors of the Company shall continue until the conclusion of the annual shareholders meeting for the last accounting period within one (1) year from their assumption of office.

Article 4. Incorporation Expense

The incorporation expense to be borne by the Company shall not exceed ten million yen (¥10,000,000).