

Articles of Incorporation

**Weathernews Inc.
Makuhari Techno Garden,
1-3 Nakase, Mihama-ku,
Chiba-shi, 261-0023, Japan**

**Signature
Tomohiro ISHIBASHI
Chief Executive Officer**

Articles of Incorporation

Chapter 1: General Provisions

Name of the Company

Article 1 The Company shall be called WEATHERNEWS INC.

Objectives of the Company

Article 2 The Objectives of the Company shall be to carry on the following businesses:

- (1) Observation and collection of data concerning global weather conditions, oceanographic conditions, hydrographic and terrestrial phenomena, the analysis, forecasting and related provision of this information, and the planning, production and sales activities for risk communication content using these data as base materials;
- (2) Planning, production and sales activities for risk communication content for the safe, efficient and systematic performance of marine operations such as vessel arrangements and operations, well drilling, oil extraction, offshore engineering, marine transport of structures and fishing based on the observation and collection of data concerning weather conditions, oceanographic conditions, hydrographic and terrestrial phenomena and forecasting;
- (3) Planning, production and sales activities for risk communication content for the safe, efficient and systematic performance of aviation activities such as aircraft operations based on observation and collection of data concerning weather conditions, oceanographic conditions, hydrographic and terrestrial phenomena and forecasting;
- (4) Planning, production and sales activities for risk communication content for the safe, efficient, and systematic performance of terrestrial activities such as road, railway, electricity, gas, communications and other infrastructure operation, management and maintenance, dam and river management, disaster mitigation activities by national and local government, cargo vehicle operations, plant operation, construction and civil engineering operations, agriculture, building maintenance, theme park operation and event operation based on observation and collection of data concerning weather conditions, oceanographic conditions, hydrographic and terrestrial phenomena and forecasting;
- (5) Planning, production and sales activities for risk communication content to support decision making relating to product planning, purchase, sales and inventory control using weather observation, data collection and forecasting;
- (6) Distribution and sales activities of content such as long-term accumulated observational data concerning weather conditions, oceanographic conditions, hydrographic and terrestrial phenomena and various outlooks on long-term weather forecasting obtained from meteorological experts;
- (7) Planning, production and sales activities for risk communication content for individuals based on weather conditions, oceanographic conditions, hydrographic and terrestrial phenomena and distribution of such content to broadcasters, newspaper companies and publisher, etc. and advertising service for individuals;
- (8) Operation of information sharing systems for interactive content based on weather conditions, oceanographic conditions, hydrographic and terrestrial phenomena intended for paying members, provision of opportunities for content to be released by members, provision of opportunities for members to participate in content production, usage of facilities, and participation in seminars and lectures;
- (9) General broadcasting services abiding by broadcasting laws;
- (10) Electrical works and telecommunications works;

- (11) Investigation, research, consulting, worker dispatching, advertising, general insurance agency, small amount short-term insurance agency, general insurance and small amount short-term insurance services with respect to the activities described in (1) through (10);
- (12) Development, manufacture, sales and lease of computer hardware, computer peripheral devices, electronic broadcasting equipment, weather observation instruments and development, and sales of computer software and related educational and training activities;
- (13) Lease of real estate;
- (14) All of the operations and tasks incidental to the above items

Location of Head Office

Article 3 The head office of the Company shall be situated at Mihama-ku, Chiba.

Organizational Bodies

Article 4 In addition to the general meeting of shareholders and directors, the Company shall have the following organizational bodies:

- (1) Board of Directors;
- (2) Corporate Auditors;
- (3) Board of Corporate Auditors;
- (4) Accounting Auditors.

Method of Public Notices

Article 5 The public notices of the Company shall be made by electronic notification. If electronic notification cannot be implemented due to accidents or other unavoidable causes, public notices shall be placed in the Nihon Keizai Shimbun.

Chapter 2: Corporate Shares

Total Number of Shares Authorized

Article 6 The total number of shares authorized to be issued by the Company shall be ninety-four (94) million shares.

Number of shares per unit

Article 7 The number of shares constituting One (1) Unit of the shares of the Company shall be one hundred (100) shares.

Repurchasing of Treasury Shares

Article 8 The Company may, by resolution of the Board of Directors, repurchase its shares through market transactions.

Rights concerning Fractional Share less than One (1) Unit

Article 9 Shareholders of the Company (as used herein, this term includes beneficial shareholders) cannot exercise any rights other than those shown hereunder for his or her fractions of shares of less than One (1) Unit of Shares.

- (1) Rights specified in the Corporate Law, Article 189, Paragraph 2, items thereof.
- (2) The right to receive allotment of owner-invited shares or owner-invited share acquisition rights in proportion to the number of shares owned by the shareholder; and
- (3) The right to make requests for shares as specified in the following article.

Additional Purchase of fractional Shares less than One (1) Unit

Article 10 Shareholders (as used herein, this term includes beneficial shareholders) who own shares constituting less than One (1) Unit may, in accordance with the Company's regulations concerning the handling of shares, request the Company to sell them a number of shares which, in combination with the number of shares constituting less than one unit already held by them, will constitute a number of shares constituting one (1) full unit (hereinafter referred to as "Additional Purchase of Shares")

Registrar of Shareholders

Article 11 The Company shall have a Registrar of Shareholders. The Registrar of Shareholders and its place of business shall be decided by resolutions of the Board of Directors, and shall be made public.

2. The Registrar of Shareholders shall be entrusted with the preparation and maintenance of the Company's register of shareholders (as used herein, refers to the register of shareholders including the list of beneficial shareholders), the register of share acquisition rights and the register of lost share certificates, as well as other duties relating to the register of shareholders, the register of share acquisition rights and the register of lost share certificates. The Company shall not handle such matters at its place of business.

Rules on the Handling of Shares

Article 12 The Company's Shares and its related matters shall be handled in compliance with the Articles of Incorporation as well as the Regulations concerning the handling of shares established by the Board of Directors.

Chapter 3: General Meeting of Shareholders

Convocation

Article 13 An ordinary general meeting of shareholders shall be convened in August of each year and extraordinary general meetings of shareholders shall be convened as needed.

Day of Record for the Ordinary General Shareholders Meeting

Article 14 Shareholders entitled to exercise rights at the ordinary general meetings of shareholders as specified in the preceding article shall be those shareholders recorded as having voting rights in the latest Register of Shareholders of May 31 each year.

Convening and Presiding over General Meetings of Shareholders

Article 15 Either the Chairman of the Board of Directors or the President shall convene general meetings of shareholders, and either the Chairman of the Board of Directors or the President shall assume its chairmanship. When an unforeseen event renders both the Chairman of the Board of Directors and the President unable to convene and/or preside over the general meeting of shareholders, the established order among the Board of Directors shall be followed in appointing the next Director in line to convene and/or preside over the general meeting of shareholders.

Measures, etc. for Providing Information in Electronic Format

Article 16 When the Company convenes a general meeting of shareholders, it shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.

2. Among items for which the measures for providing information in electronic format will be taken, the Company may exclude all or some of those items designated by the Ministry of Justice Order from statements in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents by the record date of voting rights.

Voting Method

Article 17 Unless otherwise provided by laws or by the Articles of Incorporation, resolutions of the general meeting of shareholders shall be adopted by a majority vote of the shareholders present who may exercise voting rights. 2. Any resolutions specified in Article 309, Paragraph 2 of the Company Law shall be adopted by a two-third vote of the shareholders present at a meeting attended by shareholders holding at least one-third of the voting rights of the shareholders eligible to exercise their voting rights.

Exercise of Voting Rights by Proxy

Article 18 A shareholder may appoint one other shareholder having voting rights to be his or her proxy for the exercise of voting rights.

2. In the case of the foregoing, documentation proving the shareholder's right to be a proxy must be submitted to the Company for each general meeting of shareholders.

Minutes of General Meetings of Shareholders

Article 19 The minutes of general meetings of shareholders shall provide an outline of meeting proceedings and record their results. The original text of the minutes shall be kept at the head office of the Company for ten (10) years and duplicate copies shall be kept at branch offices for five (5) years.

Chapter 4: Directors and the Board of Directors

Board of Directors and Number of Directors

Article 20 The Company shall have no more than fifteen (15) directors and shall establish a Board of Directors.

Election of Directors

Article 21 Resolutions of general shareholders meetings electing Directors of the Company shall be adopted by a majority vote of the shareholders present at general meetings of shareholders attended by shareholders representing at least one-third of the voting rights of the shareholders eligible to exercise their voting rights. 2. Election of Directors shall not be conducted by cumulative voting.

Term of Office of Directors

Article 22 The term of office for each of the Directors shall expire at the close of the ordinary general meeting of shareholders held for the latest settlement of accounts within one year of their assuming office.

Convening and Presiding over Meetings of the Board of Directors

Article 23 Unless otherwise stipulated by laws and regulations, meetings of the Board of Directors shall be convened by the President and presided over by a Director who has been appointed by the Board of Directors. 2. When an unforeseen event renders the President unable to convene meetings of the Board of Directors, the next Director in line in accordance with the established order by the Board of Directors shall convene meetings of the Board of Directors.

3. When an unforeseen event renders a Director appointed by the Board of Directors as described in Paragraph 1 unable to preside over its meetings, the next Director in line in accordance with the established order by the Board of Directors shall preside over meetings of the Board of Directors.

Notice of Meetings of the Board of Directors

Article 24 Notice of meetings of the Board of Directors shall be provided to each Director and each Corporate Auditor at least three days in advance. In the case of an emergency, however, this period may be shortened.

Representative Director and Director in Title

Article 25 The Board of Directors of the Company shall appoint from among themselves one (1) Director to serve as Company President. When necessary they shall also appoint one (1) Director as Chairman and a few Directors as Vice President, Senior Managing Director and Managing Director.

2. The Company shall elect representative directors by resolution of the Board of Directors.

Voting Method for the Board of Directors

Article 26 Resolutions of the Board of Directors shall be adopted with a quorum of a majority of Directors when a majority of those present approve the resolution.

Omission of Board of Directors Resolutions

Article 27 When all directors entitled to vote on proposals consent in writing or by electronic record to a resolution of the Board of Directors, the Company shall deem such proposals as having been approved by the Board of Directors. This shall not apply, however, when a Corporate Auditor opposes such proposals.

Minutes of Meetings of the Board of Directors

Article 28 The minutes of meetings of the Board of Directors shall provide an outline of meeting proceedings and record their results. The Directors and Corporate Auditors who were in attendance shall either sign and affix their seals physically to the minutes or sign them electronically. The original text of the minutes shall be kept at the head office of the Company for ten (10) years.

Remuneration

Article 29 Directors' compensation, bonuses, and other financial benefits received by Directors from the Company in consideration of duties rendered to the Company (hereinafter collectively referred to as "remuneration") shall be determined by resolution of the general meeting of shareholders.

Reduction in Liability of Directors

Article 30 The Company may, by resolution of the Board of Directors, exempt Directors (including former Directors) from liability for damages to the extent permitted by laws and regulations.

The Company may enter into an agreement with each of the Directors (excluding executive Directors, etc.) to limit the liability for damages of such Director to an amount specified by laws and regulations.

Advisors

Article 31 The Board of Directors may appoint a certain number of Advisors by the resolution of the Board of Directors. Advisors shall advise the President concerning the carry out of the business of the Company.

Regulations concerning the Board of Directors

Article 32 Any matters relating to the Board of Directors not provided for in the provisions of applicable law and in the Article of Incorporation shall be governed by the regulations concerning the Board of Directors to be adopted by the Board of Directors.

Chapter 5: Corporate Auditors and the Board of Corporate Auditors

Board of Corporate Auditors and Number of Corporate Auditors

Article 33 The Company shall have no more than four (4) Corporate Auditors and shall have a Board of Corporate Auditors.

Election of Corporate Auditors

Article 34 Resolutions of general shareholders meetings electing Corporate Auditors of the Company shall be adopted by a majority vote of the shareholders present at a general meeting of shareholders attended by shareholders representing at least one-third of the voting rights of the shareholders eligible to exercise their voting rights.

2. The Company may elect an alternate Audit & Supervisory Board Member at the general meeting of shareholders in order to prepare for a case in which the number of Audit & Supervisory Board Members falls short of the number stipulated by laws and regulations under the provisions of Article 329, Paragraph 3 of the Companies Act.

3. The effective term of a resolution for the election of an alternate Audit & Supervisory Board Member described in the preceding paragraph shall expire at the beginning of the annual general meeting of shareholders held for the latest settlement of accounts within four (4) years of such resolution.

Term of Office of Corporate Auditors

Article 35 The term of office of each of the Corporate Auditors shall expire at the close of the ordinary general meeting of shareholders held for the latest settlement of accounts within four (4) years of their assuming office. 2. Alternate Corporate Auditors elected to replace Corporate Auditors who resign prior to the end of their term shall remain in office for the remaining term of such retired Corporate Auditors. However, in cases where an alternate Audit & Supervisory Board Member elected pursuant to Paragraph 2 of the preceding article assumes the office of Audit & Supervisory Board Member, such alternate Audit & Supervisory Board Member may not serve beyond the close of the annual general meeting of shareholders held for the latest settlement of accounts within four (4) years of their assuming office in that capacity.

Full-time Corporate Auditors

Article 36 The Board of Corporate Auditors shall appoint full-time Corporate Auditors by resolution.

Notice of Meetings of the Board of Corporate Auditors

Article 37 Notice of meetings of the Board of Corporate Auditors shall be provided to each Corporate Auditor at least three days in advance. In the case of emergency, however, this period may be shortened.

Voting Method for the Board of Auditors

Article 38 Unless otherwise stipulated by law, resolutions of the Board of Corporate Auditors shall be adopted when they are approved by more than half of the Corporate Auditors.

Minutes of Meetings of the Corporate Auditors

Article 39 The minutes of meetings of the Corporate Auditors shall provide an outline of meeting proceedings and record their results. The Corporate Auditors who were in attendance shall either sign and affix their seals physically to the minutes or sign them electronically. The original text of the minutes shall be kept at the head office of the Company for ten (10) years.

Remuneration

Article 40 Remuneration for Corporate Auditors shall be determined by the resolution of the general meeting of shareholders.

Reduction in Liability of Corporate Auditors

Article 41 The Company may, by resolution of the Board of Directors, exempt Corporate Auditors (including former Corporate Auditors) from liability for damages to the extent permitted by laws and regulations. The

Company may enter into an agreement with each of the Corporate Auditors to limit the liability for damages of such Corporate Auditors to an amount specified by laws and regulations.

Regulations concerning the Board of Corporate Auditors

Article 42 Any matters relating to the Board of Corporate Auditors not provided for in the provisions of applicable law and in the Article of Incorporation shall be governed by the regulations concerning the Board of Corporate Auditors to be adopted by the Board of Corporate Auditors.

Chapter 6. Financial Auditor

Appointment of Accounting Auditors

Article 43 The Company shall appoint accounting auditors.

Chapter 7: Accounts

Business Year

Article 44 The business year of the Company shall begin on June 1 of each year and end on May 31 of the following year.

Record Date for Dividends of Surplus

Article 45 The Company may, by resolution of a general meeting of shareholders, distribute any surplus to those shareholders or pledgees who are entered or recorded in the register of shareholders on May 31 of each year.

Interim Dividends

Article 46 Upon a resolution by the Board of Directors, the Company may distribute its surplus, specified in Article 454, Paragraph 5 in the Articles of Incorporation, to those Shareholders or registered pledgees entered or recorded in the final Register of Shareholders on November 30 of each year.

Period of exclusion of Payment of Dividends and Interim Dividends

Article 47 If dividends are distributed in cash and are not received within three (3) full years from the date of commencement of payment thereof, Company shall be relieved of the obligation to pay such dividends.

Enforced June 10, 1986

Revised August 1, 1986 September 3, 1986

December 15, 1987

February 1, 1988

July 28, 1992

July 28, 1994

August 29, 1995

August 29, 1996

August 28, 1997

August 28, 1998

December 22, 1999

August 25, 2000

August 29, 2001

August 25, 2002

August 24, 2003

August 21, 2004
August 21, 2005
August 20, 2006
August 16, 2009
August 15, 2010
August 7, 2011
August 11, 2013
August 8, 2015
August 11, 2017
August 11, 2018
August 15, 2020
August 11, 2022
December 1, 2024