

Articles of Incorporation of Japan Alternative Data Accelerator Association

Chapter 1

General Provisions

(Name)

Article 1 The name of this corporation shall be "一般社団法人オルタナティブデータ推進協議会".

2 In English, the name "Japan Alternative Data Accelerator Association" should be used.

(Main office)

Article 2 The principal office of this corporation shall be located in Chuo Ward, Tokyo.

(Purpose)

Article 3 The purpose of this corporation is to realize issues that cannot be tackled by individual companies for the development of the alternative data market through the cooperation of related parties, and to contribute to this purpose, this corporation shall conduct the following business.

- (1) Various studies, surveys, and provision of information on the utilization of alternative data
- (2) Fostering a common understanding of regulations and legal interpretations
- (3) Coordination with government and related organizations on alternative data utilization
- (4) Creating and organizing opportunities for events such as study groups, seminars and exchange opportunities
- (5) Development and operation of human resources development programs
- (6) Business incidental and related to each of the above businesses

(Public Notice)

Article 4 Public notices of this corporation shall be made by electronic public notice. However, in the event that this corporation is unable to give public notice electronically due to an accident or other unavoidable reason, public notice shall be given by publication in the official gazette.

Chapter 2

Membership

(Admission)

Article 5 The Association shall have the following three types of members, and regular members and regular start-up members shall be considered members under the Law Concerning General Incorporated Associations and General Incorporated Foundations.

- (1) Regular Membership: Corporations and organizations that agree with the objectives of the Association.
- (2) Regular Membership (Start-up): Corporations and organizations with 49 or fewer employees that agree with the objectives of the Association.
- (3) Supporting Membership: Non-profit organizations, research institutions, educational institutions, and local governments that agree with the objectives of the Association.

2 To become a member, an application must be made in the form prescribed by this corporation and approved by the Board of Directors.

(Admission fee and membership fee)

Article 6 Regular Members and Regular Start-up Members shall pay the admission fee and membership fee separately determined at the general meeting of members.

- 2 Participation fees for individual matters may be collected in cases where the project falls under the scope of Article 3.
- 3 Supporting members shall be exempt from admission fees and membership fees.
- 4 The admission fee shall be paid upon approval of the admission by the Board of Directors of this corporation.
- 5 In the case of admission in the middle of the term, the full amount of the annual membership fee shall be paid if the application for admission is accepted between April 1st and August 31st, and half of the annual membership fee shall be paid if the application for admission is accepted between September 1st and March 31st.

(Loss of Membership)

Article 7 If a member falls under any of the following items, the member shall forfeit its membership.

- (1) When a member withdraws from its membership.
- (2) When a member is dissolved.
- (3) When the membership fee is overdue for more than one year.
- (4) When you are expelled.
- (5) When the consent of all members has been obtained.

(Resignation)

Article 8 A member may withdraw from its membership at any time. However, they must give the Board of Directors at least one month's notice.

(Expulsion)

Article 9 If a member of this corporation has justifiable grounds for expulsion, such as defamation of the reputation of this corporation, acts contrary to the purposes of this corporation, or violates its obligations as a member, the member may be expelled by a special resolution of the general meeting of members. However, the member concerned must be given an opportunity to explain itself.

(Membership Directory)

Article 10 This corporation shall prepare a list of members, which shall contain the names and addresses of the members.

(Non-refund of membership fees, etc.)

Article 11 The admission fee, membership fee and other contributions already paid by members shall not be refunded.

Chapter 3

General Meeting of Members

(General Meeting of Members)

Article 12 The general meeting of members of this corporation shall consist of an ordinary general meeting of members and an extraordinary general meeting of members. The ordinary general meeting of members shall be held within three months after the end of each fiscal year, and the extraordinary general meeting of members shall be held as necessary.

(Convocation)

Article 13 The Board of Directors shall determine the convocation of the general meeting of members, and the President shall convene the meeting.

2 Notice of a general meeting of members shall be given to each member at least one week prior to the date of the meeting.

(Method of resolution)

Article 14 Unless otherwise provided for in the Act on General Incorporated Associations and General Incorporated Foundations and other laws and regulations (hereinafter referred to as "laws and regulations"), resolutions of the general meeting of members shall be adopted by a majority of the voting rights of the members present at the meeting where the members holding a majority of the voting rights of all members are present.

(Voting rights)

Article 15 Each member shall have one voting right.

(Written resolutions, etc.)

Article 16 A member who is unable to attend the general meeting for unavoidable reasons may exercise its voting rights in writing or by proxy with another member with respect to the matters notified in advance.

2 The proxy set forth in the preceding paragraph shall submit to the chairman of each general meeting a document certifying the proxy's authority of representation.

3 Members who exercise their voting rights in accordance with the provisions of Paragraph 2 of this Article shall be deemed to have attended the meeting for the purpose of applying the provisions of Article 14 and the preceding Article.

(Chairman)

Article 17 The Chairman of the general meeting of members shall be the President. In the event that the President is unable to act, the Chairman shall be elected at the general meeting of members.

(Minutes)

Article 18 The minutes of the proceedings of the general meeting of members shall be prepared in accordance with laws and regulations, and shall be kept at the principal office for 10 years from the date of the general meeting of members.

2 The minutes must be signed by the chairman and two or more signers of the minutes appointed at the general meeting of members.

Chapter 4

Officers, etc.

(Installation of Officers, etc.)

Article 19 This corporation shall have the following officers.

Directors: 3 to 25 persons

Auditors: 1 to 3 persons

2 One of the Directors shall be the Representative Director.

3 The Representative Director shall be the President, and one or more of the directors may be the Vice President.

(Appointment, etc.)

Article 20 Directors and Auditors shall be elected at the general meeting of members from among those who belong to Regular Members and Regular Start-up Members. In principle, only one person shall be elected from the same Regular Member and Regular Start-up Member. However, this shall not preclude the appointment of persons other than Regular Members and Regular Start-up Members as Directors or Auditors when deemed particularly necessary.

2 The President and Vice President shall be determined from among the Directors by a resolution of the Board of Directors.

3 The total number of directors and their spouses, relatives within the third degree of kinship, or other persons in a special relationship with any one of the directors shall not exceed one-third of the total number of directors.

4 If a director or auditor resigns or withdraws from a regular member or a start-up company or organization in the middle of the term of office, the position of director or auditor can be continued with the approval of the Board of Directors until the general meeting of members where the term of office expires.

(Director's authority to act)

Article 21 The President shall represent this corporation and shall execute its business.

2 The Vice President shall assist the President.

3 The President shall report the status of the execution of its duties to the Board of Directors twice or more at intervals exceeding four months in each fiscal year.

(Auditor's authority to act)

Article 22 The Auditors shall audit the execution of the duties of the Directors and prepare an audit report as prescribed by laws and regulations.

2 The auditors may, at any time, request the directors and employees to report on the business and may investigate the state of the business and property of this corporation.

(Term of office)

Article 23 The term of office of the Directors shall expire at the conclusion of the ordinary general meeting of members relating to the last fiscal year ending within two years after their election, and shall not preclude their reappointment.

2 The term of office of the auditors shall expire at the conclusion of the ordinary

general meeting of members relating to the last fiscal year ending within two years after their election, and shall not preclude their reappointment.

3 The term of office of a Director or Auditor elected to fill a vacancy shall expire at the end of the term of office of their predecessor.

4 In the event that its resignation or expiration of its term of office results in a shortfall in the number of officers prescribed in laws and regulations, the Director or Auditor shall have the right and obligation to perform its duties until a newly elected person takes office.

5 The term of office of Directors or Auditors who are additionally elected at an ordinary general meeting of members or an extraordinary general meeting of members shall be until the conclusion of the next ordinary general meeting of members for re-election, and re-election shall not be precluded.

(Dismissal)

Article 24 Officers may be dismissed by a resolution of a general meeting of members. However, in the case of dismissal of an auditor, the resolution must be adopted by a majority of not less than half of the total number of members and not less than two-thirds of the total number of voting rights of all members.

(Remuneration, etc.)

Article 25 Officers shall receive no remuneration. However, full-time officers may, by a resolution of the general meeting of members, receive remuneration, bonuses and other financial benefits from this corporation in consideration for the performance of their duties.

(Restrictions on transactions)

Article 26 In the event that a Director or a Regular Member or a Regular Start-up Member to which the Director belongs intends to engage in any of the following transactions, the Director shall disclose material facts about the transaction at a meeting of the Board of Directors and obtain the approval of the Board of Directors.

(1) Transactions with this corporation conducted on behalf of this corporation or a third party

(2) Transactions in which this corporation guarantees the debts of the Director or other transactions with persons other than the Director that conflict with the interests of this corporation and the Director.

(Partial exemption or limitation of liability)

Article 27 This corporation may, by a resolution of the Board of Directors, exempt an officer from liability for damages under Article 111, Paragraph 1 of the General Corporation Law to the extent of the amount obtained by deducting the minimum liability amount stipulated in laws and regulations from the amount of liability for damages, if the requirements stipulated in laws and regulations are met.

Chapter 5

Board of Directors

(Composition)

Article 28 This corporation shall have a Board of Directors.

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

(Authorization)

Article 29 The Board of Directors shall perform the following duties.

- (1) Decisions on the execution of the business of this corporation
- (2) Supervision of the execution of duties by directors
- (3) Selection and dismissal of the President and Vice Presidents

(Convocation)

Article 30 The Board of Directors shall be convened by the President.

2 In the absence or disability of the President, each Director shall convene a meeting of the Board of Directors.

(Resolution)

Article 31 Resolutions of the Board of Directors shall be adopted by a majority of the Directors present at a meeting of the Board of Directors, excluding Directors who have a special interest in the resolution.

2 Notwithstanding the provisions of the preceding paragraph, when the requirements of Article 96 of the General Corporation Law are met, a resolution of the Board of Directors shall be deemed to have been passed.

3 Under the preceding paragraph, when a resolution of the Board of Directors is adopted by e-mail, the contents of the agenda shall be communicated to all the Directors and Auditors in the e-mail, and if an e-mail is received from all the Directors stating that they agree with the agenda and the Auditors have no objection, the resolution of the Board of Directors shall be deemed to have been adopted and the minutes of the Board of Directors' resolution shall be prepared.

(Minutes)

Article 32 The minutes of the proceedings of the Board of Directors shall be prepared, stating the following matters.

- (1) Date, time and place
- (2) The total number of Directors and the number of attendees (if there are any persons who voted in writing or by proxy, the number of such persons shall be indicated)
- (3) Matters to be discussed

(4) Summary of the proceedings and results of the resolutions

(5) Matters concerning the appointment of signatories to the minutes

2 The chairman and the auditor shall sign or affix their names and seals to the minutes.

(Operating Rules)

Article 33 Matters concerning the Board of Directors shall be governed by the administrative rules established by the Board of Directors, in addition to those provided for in laws and regulations or these Articles of Incorporation.

Chapter 6

Committees

(Establishment of the Committee)

Article 34 This corporation may establish various committees to carry out the business set forth in Article 3.

2 Matters concerning the organization and activities of the Committee shall be determined separately through a resolution of the Board of Directors.

3 The chairperson of each committee shall be appointed by a resolution of the Board of Directors.

(Waiver of copyright on the products of the committee's activities)

Article 35 The copyright of any work produced by the activities of the Committee shall belong to this corporation.

2 Members agree to use the results published by this corporation free of charge, regardless of whether the user is a member of this corporation or not.

3 In the event of the dissolution of this corporation, the copyright of the deliverables created by this corporation shall belong to the members at the time of the dissolution of this corporation, provided that the deliverables continue to be made available for use without charge.

Chapter 7

Fund

(Contribution to the fund)

Article 36 This corporation may solicit subscribers to the fund.

2 The contributed funds will not be returned until the dissolution of this corporation.

3 With respect to the procedures for the return of the fund, the place and method for the return of the fund and other necessary matters shall be determined separately by the liquidator.

Chapter 8

Assets and Accounting

(Composition of assets)

Article 37 The assets of this corporation shall consist of the following items.

- (1) Cash and deposits from membership fee income
- (2) Donated goods
- (3) Income from assets
- (4) Income from operations
- (5) Others

(Asset Management)

Article 38 The assets of this corporation shall be managed by the President in accordance with the resolution of the general meeting of members.

(Reimbursement of expenses)

Article 39 The expenses of this corporation shall be paid from its assets.

Chapter 9

Calculation

(Fiscal year)

Article 40 The fiscal year of this corporation shall be one fiscal year, from April 1st of each year to March 31st of the following year.

(Business plan and budget)

Article 41 The business plan and budget of this corporation shall be prepared by the President and approved by the Board of Directors by the day before the start of each fiscal year. The same shall apply to any changes to this.

2 Notwithstanding the provision of the preceding paragraph, if the budget cannot be established for unavoidable reasons, the President may, based on a resolution of the Board of Directors, receive income or make expenditures in accordance with the budget of the previous year until the date of establishment of the budget.

3 The income and expenditure set forth in the preceding paragraph shall be deemed to be the income and expenditure of the newly established budget.

(Business report and financial statements)

Article 42 With regard to the business report and the settlement of accounts of this corporation, after the end of each fiscal year, the President shall prepare the following documents, have them audited by the Auditors, and report the first document to the general meeting of members with the approval of the Board of Directors.

- (1) Business Report

(2) Annexed Statements of Business Report

(3) Balance Sheet

(4) Income Statement (Statement of Changes in Net Assets)

(5) Annexed Statements to the Balance Sheet and the Income Statement (Statement of Changes in Net Assets)

2 The documents set forth in items 3 and 4 of the preceding paragraph shall be subject to approval by the ordinary general meeting of members.

3 In addition to the documents set forth in paragraph 1, the documents of the audit report shall be kept at the principal office for five years, and the articles of incorporation and the list of members shall be kept at the principal office.

(Prohibition of distribution of surplus)

Article 43 This corporation shall not be entitled to make distribution of surplus.

Chapter 10

Amendment of the Articles of Incorporation and Dissolution

(Amendment of the Articles of Incorporation)

Article 44 These Articles of Incorporation may be amended by a resolution of the general meeting of members.

(Dissolution)

Article 45 This corporation shall be dissolved for the following reasons.

- (1) Special resolution of the general meeting of members
- (2) Other reasons specified by laws and regulations

(Residual assets)

Article 46 In the event of liquidation of this corporation, the residual assets held by this corporation shall be donated to a public interest incorporated association, a public interest incorporated foundation or a specified non-profit corporation (limited to those certified under Article 66-11-2, paragraph 3 of the Act on Special Measures Concerning Taxation) through a resolution of the general meeting of members.

Chapter 11

Supplementary Provisions

(First fiscal year)

Article 47 The first fiscal year of this corporation shall be from the date of its incorporation to March 31st, 2021.

(Name and address of the members at the time of incorporation)

Article 48 The names and addresses of the members at the time of incorporation shall be as follows.

| Number | Name | Address |
|--------|----------------|--|
| 1 | Masayori Shoji | 4-19-15, Shakujii-cho, Nerima-ku, Tokyo |
| 2 | Daisuke Ikadai | 1-19-11-504 Monzennakacho, Koto-ku, Tokyo |
| 3 | Yuki Kubo | 664-6-202 Shimokurata-cho, Totsuka-ku, Yokohama City, Kanagawa |
| 4 | Yuki Hirata | 5-19-17-1101 Hiroo, Shibuya-ku, Tokyo |

(Compliance with laws and regulations)

All matters not provided for in these Articles of Incorporation shall be governed by the General Corporation Law and other laws and regulations.

Created on January 18th, 2021
Revised on September 22nd, 2021