

ARTICLES OF INCORPORATION

CHAPTER I GENERAL PROVISION

ARTICLE 1 (TRADE NAME)

The name of the Company shall be Kabushiki Gaisha MonotaRO in Japanese and MonotaRO Co., Ltd. in English.

ARTICLE 2 (PURPOSE)

The purpose of the Company shall be to carry out the following businesses:

- i) Planning, development and sales of secondary materials for factory use;
- ii) Development and marketing of software and technologies concerning business on internet;
- iii) Planning and implementation of marketing of secondary materials for factory use; and
- iv) All lines of business incidental or relating to any of the foregoing.

ARTICLE 3 (HEAD OFFICE)

The Company shall have its head office at Osaka City, Japan.

ARTICLE 4 (ORGANIZATIONS)

The following organizations shall be established other than Shareholders' Meeting and Directors.

- i) Board of Directors
- ii) Committees
- iii) Accounting Auditor

ARTICLE 5 (PUBLIC NOTICE)

Public notice to be issued by the Company shall be made by electronically. In case, however, notice by electronic method is not available due to an accident etc., it shall be made by the publication in the Nihon Keizai Shinbun.

CHAPTER II SHARES

ARTICLE 6 (TOTAL NUMBER OF SHARES)

The total number of shares authorized to be issued by the Company shall be Six Hundred Seventy Five Million Eight Hundred Forty Thousand (675,840,000) shares.

ARTICLE 6-2 (NUMBER OF SHARES PER UNIT)

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

ARTICLE 7 (ACQUISITION OF TREASURY STOCK)

Under the provisions of Article 165, Paragraph 2 of the Companies Act, the Company may acquire treasury stock through market transactions, etc. by resolution of the Board of Directors.

ARTICLE 8 (TRANSFER AGENT)

- 8.1 The Company shall appoint a transfer agent for handling shares.
- 8.2 The transfer agent and the office for carrying out the business shall be selected by the Representative Shikkoyaku and to be noticed to the public.

ARTICLE 9 (RULES FOR HANDLING SHARES)

The stocks of the Company, transfer of shares, issue of shares, certificate of stock loss register and other requests concerning shares, procedures of registration and handling charges shall be subject to the Rules for Handling Shares established by the Board of Directors.

CHAPTER III SHAREHOLDERS' MEETING ARTICLE

ARTICLE 10 (NOTIFICATION OF CALL)

- 10.1 An ordinary shareholders' meeting of the Company shall be convened within three (3) months of the next day after the day of closing of each fiscal year, and an extraordinary general meeting of shareholders shall be held whenever necessary.
- 10.2 The Company may hold its general meeting of shareholders without a specified venue.

ARTICLE 11 (RECORD DATE OF ORDINARY SHAREHOLDERS' MEETING)

The record date of voting rights of the ordinary shareholders' meeting shall be December 31 every year.

ARTICLE 12 (CONVENER AND CHAIRMAN)

- 12.1 Unless otherwise provided for in the laws and regulations of these Articles of Incorporation, general meetings of shareholders shall be convened by the Representative Shikkoyaku in accordance with a resolution of the Board of Directors, and the chairmanship of the meeting shall be assumed by him.
- 12.2 If the Representative Shikkoyaku is unable to preside, another Shikkoyaku shall preside in accordance with an order predetermined by a resolution of the Board of Directors.

ARTICLE 13 (ELECTRONIC PROVISION MEASURE)

- 13.1 The Company shall take a measure for providing information contained in reference documents and such like for the general meeting of shareholders in electronic format.
- 13.2 In paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents no later than the record date for voting rights, the Company is not required to state all or some of the matters stipulated in Ministry of Justice ordinances, among matters for which the measures for providing information in electronic format will be taken.

ARTICLE 14 (RESOLUTION)

- 14.1 Resolutions of a general shareholders' shall, unless otherwise provided for in the laws and regulations or the Articles of Incorporation, be adopted by a majority of the votes represented by the shareholders present.
- 14.2 The resolution according to Article 309-2 of the Company Act shall be made by the vote of two-third (2/3) or more of simple majority of shares.

ARTICLE 15 (VOTE BY PROXY)

- 15.1 Shareholders may exercise their votes by proxy who has voting right.
- 15.2 In the case prescribed in the preceding paragraph, the shareholder or proxy must file with the Company a document evidencing her or his authority each time shareholders' meeting is held.

ARTICLE 16 (MINUTES OF SHAREHOLDERS' MEETING)

The proceedings of the shareholders' meeting, the results including exact resolutions with attached documents thereof and any other issues provided by the other laws shall be recorded in the minutes of the meeting.

CHAPTER IV DIRECTORS AND BOARD OF DIRECTORS

ARTICLE 17 (ESTABLISHMENT OF BOARD OF DIRECTORS)

The Company shall establish the Board of Directors.

ARTICLE 18 (NUMBER OF DIRECTORS)

- 18.1 The number of directors of the Company shall be not more than ten (10).
- 18.2 Thereof the directors of the paragraph 1, two (2) or more directors shall be external director (provided in the Article 2-15 of the Companies Act).

ARTICLE 19 (ELECTION OF DIRECTORS)

- 19.1 The directors shall be elected by the general meeting of shareholders. Cumulative voting shall not be used for the election of directors.
- 19.2 The directors shall be elected by the resolution with a vote exceeding one-half (1/2) present at the Shareholders' meeting where a majority of all of the shareholder are present at the Shareholders' Meeting.

ARTICLE 20 (TERM OF OFFICE OF DIRECTOR)

The term of office of each director shall terminate with the close of the last ordinary general meeting of shareholders relating to the last fiscal year to close within one (1) year after assumption of office.

ARTICLE 21 (CHAIRMAN OF THE BOARD)

By the resolution of the board of directors, the chairman of the Board of Directors can be selected from among the directors.

ARTICLE 22 (CONVENING AND CHAIRING MEETINGS OF THE BOARD OF DIRECTORS)

- 22.1 The Board of Directors shall elect the Chairman of the Board and, unless otherwise provided for in the laws and regulations of the Articles of Incorporation, meetings of the Board of Directors shall be convened by the Chairman of the Board.
- 22.2 If the Chairman of the Board is unable to preside, another director shall preside in accordance with an order predetermined by a resolution of the Board of Directors.

ARTICLE 23 (NOTICE OF MEETING OF BOARD OF DIRECTORS)

The notice of a meeting of the Board of Directors shall be sent to each director and auditor at least fourteen (14) days prior to the date of meeting. The period may be shortened in the case of emergency.

ARTICLE 24 (RESOLUTION)

The meetings of the Board of Directors shall require as a quorum the presence of a majority of the directors, and the resolutions thereafter shall be adopted by a majority or more votes of all directors present at the meeting.

Provided, however, that the Rules for the Board of Directors may provide that the resolution for a certain issue shall require two-thirds (2/3) or more of votes of all directors present at the meeting of the Board of Directors.

ARTICLE 25 (OMISSION OF BOARD OF DIRECTORS RESOLUTION)

In case all directors agree to the resolutions of Board of Directors in writing or by the electromagnetic record, it shall be deemed that the resolution of Board of Directors was made on such issue.

ARTICLE 26 (MINUTES OF MEETING OF BOARD OF DIRECTORS)

The proceedings of the meeting of the Board of Directors, the results including exact resolutions with attached documents thereof and any other issues provided by the other laws shall be recorded in the minutes of the meeting, which shall bear the signatures of the names and seals of the Chairman, the directors present at the meeting.

ARTICLE 27 (REMUNERATION AND RETIREMENT ALLOWANCE OF DIRECTORS)

The remuneration and retirement allowance of directors shall each be determined by a resolution of compensation committee.

ARTICLE 28 (EXEMPTION OF LIABILITY OF DIRECTORS)

- 28.1 By the resolution at the Board of Directors, the liability of external directors (including those who resigned), provided in Article 423-1 of the Company Act, shall be exempted to the extent of the amount available by subtracting minimum liability amount from the amount of liability when applicable to the requirement designated by the laws.
- 28.2 The Company may conclude the contract with the external directors, according to Article 427-1 of the Company Act, on the limitation of liability for the damages caused by the delinquency provided in Article 423-1 of the said law to the extent of the amount obtained by totaling each amount provided in the paragraphs of Article 425-1 of the said law.

ARTICLE 29 (THE RULE OF BOARD OF DIRECTORS' MEETING)

Unless otherwise provided for in the laws and regulations, and the Articles of Incorporation, the issues relating to the Board of Directors' Meeting shall be determined in the rule of Board of Directors' Meeting.

CHAPTER V COMMITTEE

ARTICLE 30 (ESTABLISHMENT OF COMMITTEE)

Nomination Committee, Compensation Committee, and Audit Committee shall be established in the Company.

ARTICLE 31 (ELECTION)

- 31.1 Directors comprising each committee shall be elected by the Board of Directors' Meeting.
- 31.2 Each committee shall be comprised at least three (3) directors and more than half shall be external directors and not Shikkoyaku of the Company.

ARTICLE 32 (COMMITTEE RULES)

Unless otherwise provided for in the laws and regulations, the Articles of Incorporation, the Rule of Board of Directors' Meeting and the Rule of the Committee, the issues relating to the each committee shall be determined in the each committee.

CHAPTER VI SHIKKOYAKU

ARTICLE 33 (NUMBER OF SHIKKOYAKU)

The number of Shikkoyaku of the Company shall not exceed seven (7).

ARTICLE 34 (ELECTION OF SHIKKOYAKU)

The Shikkoyaku shall be elected by the Board of Directors Meeting.

ARTICLE 35 (TERM OF OFFICE OF SHIKKOYAKU)

- 35.1 The term of office of each Shikkoyaku shall terminate with the close of the first Board of Directors Meeting held after ordinary share-holders' meeting relating to the last fiscal year within one (1) year after assumption period.
- 35.2 Each Shikkoyaku shall sign the contract stipulating terms and conditions during terms of office consistent with the Rule of Shikkoyaku.

ARTICLE 36 (REPRESENTATIVE SHIKKOYAKU AND YAKUTSUKI SHIKKOYAKU)

- 36.1 Representative Shikkoyaku shall be elected by the resolution of Board of Directors.
- 36.2 By the resolution of the Board of Directors' Meeting, the Representative Shikkoyaku shall be appointed from amongst Shikkoyaku, and, if necessary, the Shikkoyaku Chairman, the Shikkoyaku Vice President, Senior Managing Shikkoyaku and a few Managing Shikkoyaku shall be appointed.

ARTICLE 37 (RULES FOR SHIKKOYAKU)

Unless otherwise provided for in the laws and regulations, and the Articles of Incorporation, the issues relating to Shikkoyaku shall be determined in Rules for Shikkoyaku determined by the Board of Directors.

CHAPTER VII ACCOUNTING AUDITOR

ARTICLE 38 (ESTABLISHMENT OF ACCOUNTING AUDITOR)

The Company shall establish the accounting auditor.

ARTICLE 39 (APPOINTMENT OF ACCOUNTING AUDITOR)

The accounting auditor shall be appointed by the resolution of shareholders' meeting.

ARTICLE 40 (TERM OF OFFICE OF ACCOUNTING AUDITOR)

- 40.1 The term of office of accounting auditor shall terminate with the close of ordinary shareholders' meeting relating to the last fiscal year within one (1) year after assumption period.
- 40.2 The accounting auditor shall be deemed to be reappointed if no resolution is made at the general shareholders' meeting in the preceding paragraph.

ARTICLE 41 (REMUNERATION OF ACCOUNTING AUDITOR)

The remuneration of accounting auditor shall be determined by the Representative Shikkoyaku with the approval of Audit Committee.

CHAPTER VIII ACCOUNTS

ARTICLE 42 (FISCAL YEAR)

The fiscal year of the Company shall follow a calendar year from January 1st to December 31st each year.

ARTICLE 43 (DIVIDEND OF SURPLUS ETC.)

- 43.1 The Company may, with a resolution of the Shareholders' Meeting, pay cash dividends (hereinafter referred to as dividends) to the shareholders and pledges registered or recorded in the register of the Company as of December 31 each year.

43.2 The Company may, with a resolution of the Board of Directors, pay dividends to the shareholders and pledges registered or recorded in the register of the Company as of June 30 each year.

ARTICLE 44 (PERIOD FOR EXEMPTION FROM DIVIDEND PAYMENT)

44.1 If dividends made in money are not received for at least three (3) years after the payment date, the Company shall be exempt from the payment obligation

44.2 The interest shall not be accrued to the dividends payable

Revised on November 20, 2023

MonotaRO Co., Ltd.