

Articles of Incorporation Asahi Glass Foundation

Established December 2009
Revised November 2010
Revised November 2016
Revised March 2018
Revised November 2018

Asahi Glass Foundation

Chapter 1. General Provisions

Article 1. (Name)

The Foundation shall be referred to as the Asahi Glass Foundation (abbreviated as “af”).

Article 2. (Business Offices)

The Foundation shall have its principle place of business in Chiyoda-ku, Tokyo, Japan.

Chapter 2. Objective and Projects

Article 3. (Objectives)

The objective of the Foundation is to support research etc. in order to pave the way for future generations, to grant scholarships to talented human resources destined to lead the next generation and to engage in projects that recognize etc. contributions made to global issues with the aim of industrial, economic and social progress, improvement and nurturing talented human resources that will work to this end with a view to benefiting the creation of a new society and civilization where mankind can enjoy true wealth.

Article 4. (Projects)

1. In order to achieve the objectives stated in the previous article, the Foundation shall engage in the following projects.

- (1) Providing grants to researchers and research organizations, etc.
- (2) Hosting and providing grants to host international conferences and symposiums, etc.
- (3) Offering scholarships, guidance and advice to Japanese and international students
- (4) Recognizing individuals and organizations that have made outstanding contributions to scientific research or social activities, etc. concerning environmental issues that need to be addressed on a global level
- (5) Any other projects required to achieve the objectives of the Foundation in addition to those mentioned in the preceding items

2. Projects set forth in the preceding paragraphs shall be undertaken both within Japan and abroad.

Chapter 3. Assets and Accounting

Article 5. (Assets and Basic Assets)

1. Assets of the Foundation shall be divided into two categories; assets and basic assets.
2. Basic assets shall comprise the following.
 - (1) Assets determined by the Board of Trustees and Board of Councilors to be essential for implementing the projects which serve as the objectives of the Foundation
 - (2) Assets donated in the form of basic assets any time after being approved as a public interest corporation
3. All other assets shall form assets other than basic assets.

Article 6. (Maintenance and Disposal of Basic Assets)

Basic assets must be managed with the care of a diligent manager in order to achieve the objectives of the Foundation. Any move to dispose of any portion of the basic assets, remove any items from or otherwise transfer any items into the basic assets shall require a prior resolution of the Board of Trustees and Board of Councilors.

Article 7. (Fiscal Year)

The fiscal year of the Foundation shall commence on March 1 of each year and conclude on the last day of February the following year.

Article 8. (Project Plans and Budgets)

1. Project plans and budget statements of the Foundation must be prepared by the Chairman and following a resolution of the Board of Trustees, approved by the Board of Councilors no later than the day preceding the commencement of each fiscal year. The same shall apply to any changes to project plans and budget statements.
2. Any documents associated with the preceding paragraph shall be kept at the principal business office up until the end of the relevant fiscal year and shall be made available for general viewing.

Article 9. (Project Reports and Financial Statements)

1. The following project reports and financial statements of the Foundation must be prepared by the Chairman and submitted to the General Meeting of the Board of Councilors, having been audited by the auditors and approved by the Board of Trustees upon the close of each fiscal year. Details of documents (1) and (2) below must be reported to, and documents (3) through (6) must be approved by the General Meeting of the Board of Councilors.

- (1) Project reports
- (2) Detailed statements annexed to project reports
- (3) Balance sheet

- (4) Profit and loss statement (net assets variation statement)
- (5) Detailed statements annexed to the balance sheet and profit and loss statement (net assets variation statement)
- (6) Inventory of assets

2. In addition to documents set forth in the preceding paragraph, the following documents shall be kept at the principal business office for a period of five (5) years and made available for general viewing. Further, account ledgers/documentation set forth in these Article of Incorporation and relevant laws and regulations shall also be kept at the principal business office and made available for general viewing.

- (1) Audit reports
- (2) Register of trustees, auditors and councilors
- (3) Documentation stating standards for remuneration etc. paid to trustees, auditors and councilors
- (4) Documentation stating the status of managing bodies and project activities and important numerical data related to said activities.

Article 10. (Determination of the Balance of Assets Acquired for Public Interest Purposes)
 The Chairman shall calculate the balance of assets acquired for public interest purposes as of the last day of each fiscal year in accordance with the provisions of Article 48 of the Ordinance for Enforcement of the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations and shall list said balance in the document set forth in Paragraph 2, Item 4 of the preceding article.

Chapter 4. Councilors

Article 11. (Councilors)

The Foundation shall appoint a minimum of ten (10) and a maximum of twenty five (25) councilors.

Article 12. (Election and Dismissal of Councilors)

1. Councilors shall be elected and dismissed by the Board of Councilors in accordance with the provisions of Article 179 through 195 of the Act on General Incorporated Associations and General Incorporated Foundations.

2. All of the following conditions must be satisfied when electing a councilor.

- (1) The total number of councilors that fall under Items a. through f. below shall not exceed one third of the total number of councilors.
 - a. Any person within a third degree of kinship to a councilor or their spouse
 - b. Any person who has not registered notification of marriage, but is in a de facto or similar relationship with a councilor
 - c. Employees of a councilor

- d. Any person other than those stated in Item b. or c. and who is dependent on a councilor for financial support or other assets.
 - e. Any spouse of an individual stated in Item c. or d.
 - f. Any person within a third degree of kinship and living in the same household as individuals stated in Items b. through d.
- (2) The total number of councilors from a similar organization (excluding public interest corporations) that fall under Items a. through d. below shall not exceed one third of the total number of councilors.
- a. Trustee
 - b. Employee
 - c. Any executive officer other than a trustee (representative or manager in an organization that is not legally incorporated and has provisions for the position of representative or manager) or employee who holds an executive position in said similar organization
 - d. Any person who is an employee of any of the following organizations (excluding members of the Diet and elected members of the local government)
 - (i) Government institution
 - (ii) Local government body
 - (iii) Independent administrative agency as defined in Article 2, Paragraph 1 of the Act on General Rules for Incorporated Administrative Agencies
 - (iv) National university as defined in Article 2, Paragraph 1 of the National University Corporations Act or Inter-University Research Institutes defined in Paragraph 3 of the same article
 - (v) Local independent administrative agency as defined in Article 2, Paragraph 1 of the Regional Administrative Agency Act
 - (vi) Special corporation (corporations established under a special act of establishment and under a special law to which Article 4, Paragraph 1, Item 9 of the Act for Establishment of the Ministry of Internal Affairs and Communications applies) and government authorized corporations (corporations established under a special act and that require authorization from a government agency to be established)

Article 13. (Term of Office)

1. The term of office of a councilor shall expire at the close of the General Meeting of Councilors for the last fiscal year that ends within four (4) years of their appointment.
2. The term of office of a councilor appointed to replace a councilor who has retired from office prior to the expiration of their full term shall expire upon the full term of their predecessor.
3. In the event the number of councilors falls below the quorum stated in Article 11, elected councilors shall maintain their rights and obligations as a councilor up until such point a new councilor is appointed, even upon expiration of their full term of office or

after said councilor has retired from their post due to resignation.

Article 14. (Remuneration etc.)

Remuneration made to councilors shall constitute an amount that does not exceed five (5) million yen in any fiscal year in accordance with standards for the payment of remuneration etc. as determined separately by the Board of Councilors.

Chapter 5. Board of Councilors

Article 15. (Composition)

The Board of Councilors shall comprise of all councilors.

Article 16. (Authority)

The Board of Councilors shall preside over the following matters.

- (1) The election and dismissal of trustees and auditors
- (2) The amount of remuneration paid to trustees and auditors
- (3) Standards for the payment of remuneration to councilors
- (4) Approval of balance sheets, profit and loss statements (net assets variation statements) and any detailed statements annexed to the same
- (5) Revisions to the Articles of Incorporation
- (6) Disposal of residual assets
- (7) Approval for the disposal or removal of basic assets
- (8) Any other matters to be resolved by the Board of Councilors in accordance with relevant laws and regulations and these Articles of Incorporation

Article 17. (Meetings)

1. Meetings of the Board of Councilors shall be divided into the General Meeting of the Board of Councilors and the Extraordinary Meeting of the Board of Councilors.
2. The General Meeting of the Board of Councilors shall be held once a year within three (3) months of the end of each fiscal year.
3. The Extraordinary Meeting of the Board of Councilors may be held at any time deemed necessary.

Article 18. (Convening)

1. Unless otherwise provided for by the relevant laws and regulations, Meetings of the Board of Councilors shall be convened by the Chairman pursuant to a resolution of the Board of Trustees.
2. Councilors may request that the Chairman convene a Meeting of the Board of Councilors by indicating the purpose and reason for said meeting.

Article 19. (Chairperson)

The Chairperson of a Meeting of the Board of Councilors shall be appointed from councilors present at said Meeting.

Article 20. (Resolutions)

1. Resolutions of the Board of Councilors shall require attendance of the majority of councilors and be passed by majority vote, excluding councilors that hold a special interest in the resolution to be passed.
2. Notwithstanding the provisions of the preceding paragraph, the following resolutions shall be passed by majority vote consisting of no less than two thirds of the attending councilors, excluding councilors that hold a special interest in the resolution to be passed.
 - (1) Dismissal of auditors
 - (2) Standards for the payment of remuneration to councilors
 - (3) Revisions to the Articles of Incorporation
 - (4) Approval for the disposal or removal of basic assets
 - (5) Any other matters specified under the relevant laws and regulations
3. When voting on the appointment of a trustee or auditor, a resolution must be passed for each candidate pursuant to Paragraph 1 above. In the event the total number of candidates for the position of trustee or auditor exceeds the numbers set forth in Article 24, appointments shall be made to those candidates who receive a majority vote in the order of the number of votes won by each candidate until all positions are filled.

Article 21. (Omission of Resolutions)

In the event a trustee puts forward a proposal regarding a matter to be resolved by a Meeting of the Board of Councilors and the proposal is approved, either in writing or electromagnetic record by all councilors eligible to vote, said resolution will be deemed to have been passed by the Board of Councilors.

Article 22. (Omission of Reports)

In the event a trustee notifies all councilors of a matter that should be reported to the Board of Councilors and it is agreed in writing by all councilors that said matter need not be reported, said matter will be deemed to have been reported to the Board of Councilors.

Article 23. (Meeting Minutes)

1. Proceedings of a Meeting of the Board of Councilors shall be recorded into the meeting minutes as prescribed by the relevant laws and regulations.
2. The Chairperson and a signatory appointed from councilors attending the meeting shall sign or affix their names and seals to the meeting minutes.

Chapter 6. Executive Officers

Article 24. (Appointment of Executive Officers)

1. The Foundation shall appoint the following executive officers.
 - (1) Trustees: A minimum of ten (10) and a maximum of twenty five (25)
 - (2) Auditors: A maximum of three (3)
2. Of the trustees, two (2) shall be appointed as representative trustees.
3. The Foundation may appoint a maximum of two (2) trustees who are not representative trustees to serve as executive trustees.

Article 25. (Election of Executive Officers)

1. Trustees and auditors shall be elected by resolution of the Board of Councilors.
2. Representative trustees and executive trustees shall be elected from appointed trustees by resolution of the Board of Trustees.
3. Of the representative trustees, one shall be appointed as Chairman and one as Senior Executive Director.
4. Executive trustees other than those elected as representative trustees shall be appointed as Managing Directors.

Article 26. (Duties and Authority of Trustees)

1. Trustees shall constitute the Board of Trustees and perform their duties in accordance with the relevant laws and regulations and these Articles of Incorporation.
2. The representative trustees shall represent the Foundation and execute their duties in accordance with the relevant laws and regulations and these Articles of Incorporation. Executive trustees shall share and execute duties of the Foundation as determined separately by the Board of Trustees.
3. The Chairman shall preside over all business operations of the Foundation.
4. The Senior Executive Director shall assist the Chairman and manage the operations of the Foundation.
5. Managing Directors shall assist the Senior Executive Director and carry out business operations of the Foundation.
6. The representative trustees and executive trustees must report the status of executing their own duties to the Board of Trustees at least two (2) times each fiscal year at intervals of no less than four (4) months.

Article 27. (Duties and Authority of Auditors)

1. Auditors shall audit the execution of duties of the trustees and prepare audit reports in accordance with the relevant laws and regulations.
2. Auditors shall reserve the right to request project reports from trustees and employees at any time they deem fit in order to investigate the status of operations and assets of the

Foundation.

Article 28. (Term of Office)

1. The term of office of trustees shall expire at the close of the General Meeting of the Board of Councilors for the last fiscal year that ends within two (2) years of their appointment.
2. The term of office of auditors shall expire at the close of the General Meeting of the Board of Councilors for the last fiscal year that ends within two (2) years of their appointment.
3. The term of office of trustees and auditors appointed to fill a vacancy shall expire upon conclusion of the term of office of their predecessor.
4. In the event the number of trustees and auditors falls below the quorum stated in Article 24, elected trustees and auditors shall maintain their rights and obligations as a trustee or auditor up until such point a new trustee or auditor is appointed, even upon expiration of their full term of office or after said trustee or auditor has retired from their post due to resignation.

Article 29. (Dismissal of Executive Officers)

A Trustee or an Auditor may be dismissed by resolution of the Board of Councilors in the event of any of the following.

- (1) In the event they have violated their work obligations or failed to perform their duties.
- (2) In the event they have difficulty or are unable to perform their duties due to mental or physical disability.

Article 30. (Remuneration etc.)

Remuneration to trustees and auditors shall be made in accordance with standards for the payment of remuneration etc. as determined separately by the Board of Councilors.

Article 31. (Exemption from Liability)

The Foundation may, upon a resolution of the Board of Trustees, limit the liability for compensation of damages of trustees and auditors outlined in Article 111, Paragraph 1 as applied mutatis mutandis to Article 198 of the Act on General Incorporated Associations and General Incorporated Foundations to an amount arrived at by deducting the minimum liability amount as prescribed in the relevant law or regulation, if the payment of compensation is required by law, from the amount of compensation payable.

Chapter 7. Board of Trustees

Article 32. (Composition)

The Board of Trustees shall comprise of all trustees.

Article 33. (Authority)

The Board of Trustees shall perform the following.

- (1) Make decisions on the execution of projects of the Foundation
- (2) Monitor the execution of duties of the trustees
- (3) Appoint and dismiss representative and executive trustees
- (4) Any other matters to be resolved by the Board of Trustees in accordance with the relevant laws and regulations and these Articles of Incorporation

Article 34. (Meetings)

1. Meetings of the Board of Trustees shall be divided into the General Meeting of the Board of Trustees and the Extraordinary Meeting of the Board of Trustees.
2. The General Meeting of the Board of Trustees shall be held two (2) times each fiscal year.
3. The Extraordinary Meeting of the Board of Trustees may be held at any time deemed necessary.

Article 35. (Convening)

1. Meetings of the Board of Trustees shall be convened by the Chairman.
2. In the event the Chairman is absent or through incident is unable to do so, Meetings of the Board of Trustees shall be convened by the Senior Executive Director or a Managing Director.

Article 36. (Chairperson)

1. Meetings of the Board of Trustees shall be chaired by the Chairman.
2. In the event the Chairman is absent or through incident is unable to do so, Meetings of the Board of Trustees may be chaired by the Senior Executive Director or a Managing Director.

Article 37. (Resolutions)

Resolutions of the Board of Trustees shall require the attendance of the majority of trustees and be passed by majority vote, excluding trustees who hold a particular interest in the resolution to be passed.

Article 38. (Omission of Resolutions)

In the event a trustee puts forward a proposal regarding a matter to be resolved by a Meeting of the Board of Trustees and the proposal is approved, either in writing or

electromagnetic record by all trustees eligible to vote, said resolution will be deemed to have been passed by the Board of Trustees. However, this shall not apply to incidences where an auditor raises an objection to such proposal.

Article 39 (Omission of Reports)

1. In the event a trustee or auditor notifies all trustees and auditors of a matter that should be reported to the Board of Trustees, it shall not be necessary to report said matter to the Board of Trustees.
2. The provision of the preceding paragraph shall not apply to reports pursuant to the provisions of Article 26, Paragraph 6.

Article 40. (Meeting Minutes)

1. Proceedings of a Meeting of the Board of Trustees shall be recorded into the meeting minutes as prescribed by the relevant laws and regulations.
2. The Representative Trustee and an Auditor attending the meeting shall sign or affix their names and seals to the meeting minutes set forth in the preceding paragraph.

Chapter 8. Revision of the Articles and Dissolution

Article 41. (Revision of the Articles of Incorporation)

1. These Articles of Incorporation may be revised by resolution of the Board of Councilors.
2. The provisions of the preceding paragraph shall also apply to Article 3, Article 4 and Article 12 of these Articles of Incorporation.
3. In the event of revisions made pursuant to the provisions of Paragraph 1, the Foundation must notify the relative government authorities without delay.

Article 42. (Dissolution)

The Foundation shall be dissolved in the event the success of projects that form the objectives of the Foundation becomes impossible due to the loss of basic assets or for reasons provided for under the relevant laws and regulations.

Article 43. (Donations Due to Cancellation etc. of Public Interest Accreditation)

In the event the Foundation is subject to cancellation of its public interest accreditation or ceases to exist as a result of a merger (excluding incidences where the corporation succeeding the rights and obligations is also a public interest corporation), it must, upon resolution of the Board of Councilors, donate assets equivalent to the balance of assets acquired for public interest purposes to a corporation as defined in Article 5, Item 17 of the Act on the Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations, the national government or a local government body

within one (1) month of the date of cancellation of public interest accreditation or the date of said merger.

Article 44. (Ownership of Residual Assets)

In the event that the Foundation is to be liquidated, residual assets shall, upon resolution of the Board of Councilors, be donated to a corporation as defined in Article 5, Item 17 of the Act on the Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations, the national government or a local government body.

Chapter 9. Method of Public Notice

Article 45. (Method of Public Notice)

1. Public notices of the Foundation shall be made electronically.
2. In the event where, for reasons unavoidable, public notices cannot be made electronically, they shall be made in the official gazette.

Chapter 10. Committees

Article 46. (Committees)

1. The Foundation shall establish the following committees in order to ensure smooth operation of its projects.
 - (1) Grant Committee and Grant Selection Committee to perform projects set forth in Article 4, Paragraph 1, Item 1
 - (2) Scholarship Committee and Scholarship Selection Committee to perform projects set forth in Article 4, Paragraph 1, Item 3
 - (3) Commendation Committee and Commendation Selection Committee to perform projects set forth in Article 4, Paragraph 1, Item 4
2. Members of each committee set forth in the preceding paragraph shall be elected by the Board of Trustees and commissioned by the Chairman.
3. Necessary matters pertaining to the committees set forth in Paragraph 1 shall be determined separately by the Board of Trustees.

Chapter 11. Secretariat

Article 47. (Secretariat)

1. The Foundation shall establish a secretariat for the purpose of administrating its operations.
2. The secretariat shall appoint a secretary general and any other necessary personnel.

3. The secretary general shall be commissioned by the Chairman upon resolution of the Board of Trustees and personnel shall be appointed and dismissed by the Chairman.

Chapter 12. Supplementary Provisions

Article 48. (Exercise of Voting Rights of Shares)

With the exception of the following, the exercise of voting rights for shares that are incorporated into basic assets shall require a resolution of the Board of Trustees passed by a majority vote of no less than three quarters of the currently serving trustees.

- (1) Receiving dividends
- (2) Receiving new shares without contribution
- (3) Applying for an allotment of new shares
- (4) Receiving documents addressed to and distributed to shareholders

Supplementary Provisions

1. These Articles of Incorporation shall come into force on the date of registration as a public interest incorporated organization as defined in Article 106, Paragraph 1 of the Act on the Revision, etc. of Related Acts that Accompany the Enforcement of the Act on General Incorporate Associations and General Incorporated Foundations and the Act on Authorization of Public Interest Associations and Public Interest Incorporated Foundations.

2. Notwithstanding the provisions of Article 7, in the event of registration for the dissolution of a special civil law corporation and registration for the establishment of a public interest corporation in accordance with Article 106, Paragraph 1 of the Act on the Revision, etc. of Related Acts that Accompany the Enforcement of the Act on General Incorporate Associations and General Incorporated Foundations and the Act on the Authorization, etc. of Public-interest Incorporated Associations and Public Interest Incorporated Foundations, the day prior to the date of dissolution shall be the last day of the fiscal year and the date of registration for establishment shall be the first day of the fiscal year.

3. The first representative trustees of the Foundation shall be Hiromichi Seya and Shunichi Samejima.

4. The first councilors of the Foundation shall be as follows.

Masuo Aizawa	Kazuhiko Ishimura	Michiko Imai	Hitoshi Osaki
Katsuhisa Kato	Ryozo Kato	Yoichi Goshi	Hiroshi Komiyama
Yuichi Shionoya	Niro Shimada	Tsukasa Shimizu	Junjiro Takahashi
Keiko Nakamura	Minoru Makihara	Nobuo Matsunaga	Mamoru Mori

Supplementary Provision

Revisions to these Articles of Incorporation shall be enforced as of November 26, 2010.

Supplementary Provision

Revisions to these Articles of Incorporation shall be enforced as of November 28, 2016.

Supplementary Provision

Revisions to these Articles of Incorporation shall be enforced as of March 01, 2018 subject to authorization of the revisions.