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Articles of Incorporation of the Green Ammonia Consortium,
General Incorporated Association

Prepared on March 1, 2019

Articles of Incorporation of The Green Ammonia

Consortium, General Incorporated Association

Chapter 1 General Rules

(Name)

Article 1

The name of the Corporation is the Green Ammonia Consortium, General Incorporated Association, and its English name is The Green Ammonia Consortium with its abbreviation being “GAC.”

(Purpose)

Article 2

The Corporation shall aim to establish value chains that focus on using CO₂-free ammonia fuels and raw materials, and by promoting the efforts for the formulation of strategies, related technological development and the implementation thereof in the society, aim to contribute to the achievement of a low-carbon society and to serve said objectives, carry out the following businesses:

1. Business concerning the investigation, research, dissemination and enlightenment in terms of effective utilization of CO₂-free ammonia;
2. Business concerning the formulation of technical standards and the standardization activities in terms of effective utilization of CO₂-free ammonia;
3. Business concerning communication, cooperation, coordination, coalition, interaction with and offering opinions to and support for the national government, government agencies, local public bodies, related organizations, individuals, etc.;
4. Business concerning the provision of various information;
5. Business concerning the promotion of international cooperation and international exchange;
6. Any other business incidental or related to any of the preceding items.

(Location of its Principal Office)

Article 3

1. The Corporation shall have its principal office in Chiyoda-ku, Tokyo.
2. The Corporation may, by obtaining a resolution of the Board of Directors, open branches at any required places.

(Method of Official Announcement)

Article 4

The official announcement of the Corporation shall be made by electronic public notice. When unable to give an official announcement by electronic public notice due to an accident or any other unavoidable circumstances, such official announcement shall be published in an official gazette.

Chapter 2 Members

(Admission and Classification of Members)

Article 5

1. The members of the Corporation shall be classified into three types and the regular members shall be the members set out in the Act on General Incorporated Association and General Incorporated Foundation (hereinafter referred to as the “Act concerning General Corporations”).
 - (1) Regular member: Regular members shall be the Japanese corporations that have agreed to the purpose of the Corporation and became a member and shall consist of board members and general members.
 - 1 Board member: Out of regular members, the members, the representative of whom can be a director of the Corporation, that engage in the business activities, such as the Board of Directors and the Committee etc. of Article 46.
 - 2 General member: Out of regular members, the members, other than board members, that engage in the business activities, such as the Committee etc. of Article 46 (excluding the Planning/Steering Committee).
 - (2) Associate member: Foreign corporations and individuals that have agreed to the purpose of the Corporation and wish to provide cooperation to such business.
 - (3) Advisory member: Public research organizations, persons with relevant knowledge and experience, etc. within the range admitted by the Board of Directors that participate as observers in the business activities of the Committee of Article 46 (excluding the Planning/Steering Committee).
2. To become a member of the Corporation, application shall be made to the President of the Corporation pursuant to the provisions established separately by the Corporation and the approval thereof shall be obtained.
3. A member that is a corporation or an organization shall designate one person who should exercise his/her right against the Corporation as the representative of said corporation or organization (hereinafter referred to as the “representative of the member”) and submit notification thereof to the President
4. In the case of a change to the representative of the member, the prescribed notification of change shall be promptly submitted to the President.

(Admission Fees and Membership Fees)

Article 6

1. Members shall, pursuant to the provisions of the general meeting, pay admission fees and membership fees.
2. The amount of admission fees and membership fees shall be determined at the general meeting.
3. The admission fees and membership fees already paid up shall not be returned regardless of the reasons.

(Voluntary Withdrawal)

Article 7

Members may withdraw from the Corporation at any time. In this case, each member shall give prior notice of withdrawal to the Corporation not later than one month in advance. Provided, however, that this shall not apply when there are unavoidable circumstances.

(Loss of Membership)

Article 8

When a member falls under any of the following items, such member shall lose his/her membership:

- (1) When having withdrawn from the Corporation;
- (2) When having been subject to a ruling for commencement of guardianship or curatorship and having become an adult ward or person under curatorship;
- (3) When having died, having been declared as missing or having been dissolved;
- (4) When the membership fees have not been paid continuously for one year or longer;
- (5) When expelled from the Corporation;
- (6) When unanimously agreed by all regular members.

(Expulsion)

Article 9

When a member falls under any of the following items, such member may be expelled based on a resolution to be adopted at the general meeting by the number that is half the number of regular members or more and two thirds or more of the regular members with voting rights. In this case, not only prior notice shall be given to such member but also an opportunity to defend himself/herself before the resolution.

- (1) When having violated the Articles of Incorporation or the rules of the Corporation or a resolution of the general meeting;
- (2) When having committed an act of ruining the reputation or contradicting the purpose of the Corporation;
- (3) When there are any other justifiable grounds.

(Rights and Obligations Incidental to Loss of Membership)

Article 10

1. When a member has lost its membership pursuant to the provisions of the preceding three articles, such member shall lose the right to the Corporation and be exempted from obligation as a member. Such member shall lose its position as a member as set out in the Act concerning General Corporations. Provided, however, that such member may not be exempted from his/her unperformed obligations.
2. Even when a member has lost its membership, the Corporations shall not return to the member any admission fees, membership fees, other contributions or goods already paid or submitted.

Chapter 3 General Meeting of Members

(Composition)

Article 11

1. The general meeting of members shall consist of regular members.
2. The general meeting of members of the preceding paragraph shall be the general meeting of members as set out in the Act concerning General Corporations.

(Authority)

Article 12

The general meeting of members shall resolve the following matters:

- (1) Approval of the Balance Sheet, Profit and Loss Statement and the Supplementary Statements thereof;
- (2) A change to the Articles of Incorporation;

- (3) Election or dismissal of a director and/or an auditor;
- (4) Amount of remuneration of directors and auditors;
- (5) Expulsion of a member;
- (6) Dissolution and disposal of residual assets;
- (7) Other matters set out by laws and regulations or these Articles of Incorporation to the effect that such matters are to be resolved at the general meeting of members.

(Holding)

Article 13

The general meeting of members shall consist of the regular general meeting of members and the extraordinary general meeting of members, and the regular general meeting of members shall be convened within three months after the end of every business year. The extraordinary general meeting of members shall be held as may be necessary.

(Convocation)

Article 14

1. Unless otherwise provided for in laws and regulations, the general meeting of members shall be convened by the President.
2. Regular members that have one fifth or more of the voting rights of all members may request the President to convene a general meeting of members by showing the matters that are the purpose of the general meeting of members and the reason for its convocation.
3. When convening a general meeting of members, the President shall send notice to regular members in terms of the date and time, place, matters that are the purpose of the meeting, the contents thereof and, when enabling the regular members not attending the general meeting of members to exercise their voting rights in writing or by electromagnetic means, the fact to that effect in writing or by electromagnetic means as prescribed in Article 39, Paragraph 3 of the Act concerning General Corporations, not later than two weeks prior to the date of the general meeting of members.
4. When enabling the regular members not attending the general meeting of members to exercise their voting rights in writing, the following documents shall be attached to the notice of the preceding paragraph:
 - (1) Reference documents for the general meeting of members;
 - (2) Voting forms.
5. When regular members not attending the general meeting of members exercise their voting rights by electromagnetic means, such regular members shall, when the notice of Paragraph 3 is received, deliver the documents of Item 1 of the preceding paragraph (including the provision by electromagnetic means).

(Chairperson)

Article 15

1. The President shall act as the Chairperson of the general meeting of members
2. In the event of an accident to the President, the Chairperson shall be elected from among the regular members present.

(Voting Right)

Article 16

Regular members shall have one voting right respectively.

(Resolution of the General Meeting of Members)

Article 17

1. A resolution of the general meeting of members shall, unless otherwise provided for in laws and regulations or the Articles of Incorporation, be adopted on the condition that the regular members who have a majority of the voting rights of all the regular members be present and by a majority of the voting rights of the regular members thus present.
2. Notwithstanding the provisions of the preceding paragraph, the following resolutions shall be adopted by a majority of all the regular members present and by two thirds of the voting rights of all the regular members
 - (1) Expulsion of a member;
 - (2) Dismissal of an auditor;
 - (3) A change to the Articles of Incorporation;
 - (4) Dissolution;
 - (5) Other matters provided for in laws and regulations.

(Voting by Proxy)

Article 18

1. Regular members may exercise their voting rights by proxy. In this case, the relevant regular member or proxy shall submit a document proving the authority of proxy to the Corporation.
2. The grant of the authority of proxy of the preceding paragraph shall be made for each general meeting of members.
3. A proxy shall be a regular member of the Corporation.
4. The regular member or proxy of Paragraph 1 may, instead of submitting a document proving the authority of proxy, pursuant to the provisions of a cabinet order by obtaining the approval of the General Incorporated Association, provide the matters to be stated in the relevant document by electromagnetic means. In this case, said regular member or proxy shall be deemed to have submitted the relevant document.

(Minutes)

Article 19

1. Minutes shall be prepared with respect to the business of the general meeting of members pursuant to the provisions of laws and regulations.
2. The Chairperson and two or more witnesses to the minutes elected from among the regular members present shall sign or affix their names and seals to the minutes of the preceding paragraph.

Chapter 4 Officers etc.

(Number of Officers and So Forth)

Article 20

1. The Corporation shall have the following officers:
 - (1) Director: Three or more but no more than twenty;
 - (2) Auditor: One or more but no more than three.
2. From among the directors, one director may be appointed as the President, and one or more but no more than five directors as the Executive Vice President and one director as the Executive Managing Director, respectively.
3. The President and the Executive Vice President, out of the directors of the preceding paragraph, shall be the representative directors under the Act concerning General Corporations.

(Election etc.)

Article 21

1. Directors and auditors shall be elected by a resolution of the general meeting.
2. Directors shall be elected from among board member representatives and auditors shall be elected from among regular member representatives. Provided, however, that when deemed particularly necessary, this shall not preclude, for directors, persons other than the director member representatives from being elected, up to a maximum of three persons and, for auditors, persons other than regular member representative from being elected, up to a maximum of one person.
3. The President, Executive Vice President and Executive Managing Director shall be elected from among the directors by a resolution of the Board of Directors.
4. Auditors may not concurrently serve as the director or employee of the Corporation or a subsidiary corporation thereof.

(Restrictions on Officers)

Article 22

With regard to directors, the total number of each director and the directors who have a special relationship with said director that are provided for in each of the following items may not exceed one third of the total number of directors. The same shall also apply to auditors.

- (1) The spouse of the relevant director;
- (2) A relative within the third degree of kinship to the relevant director;
- (3) A person in a relationship with the relevant director where a marital relationship is de facto, though a marriage has not been registered;
- (4) An employee of the relevant director;
- (5) A person other than those listed in any of the preceding items who maintains his/her living by receiving money or any other assets from the relevant director;
- (6) The spouse or a relative within the third degree of kinship of any of the persons listed in the preceding item (3) who depends on such a person for his/her livelihood.

(Official Authority of Directors)

Article 23

1. Directors shall compose the Board of Directors and execute their duties pursuant to the provisions of laws and regulations and these Articles of Incorporation.
2. The President shall represent the Corporation and supervise the business thereof;
3. The Executive Vice President shall assist the President and dispose of the business of the Corporation;
4. The Executive Managing Director shall assist the President and the Executive Vice President and oversee the business of the Corporation;
5. The President, Executive Vice President and Executive Managing Director shall report the execution status of their duties to the Board of Directors two times or more in every business year at an interval exceeding four months.

(Official Authority of Auditors)

Article 24

1. Auditors shall audit the execution of the duties of directors and submit an audit report pursuant to the provisions of laws and regulations.
2. Auditors may, at any time, request the directors and/or the staff of the Secretariat to submit a report on the business and conduct an investigation into the status of the business and assets of the Corporation.
3. Auditors may attend the general meeting of members and the Board of Directors and express their opinions when deemed necessary.

(Term of Office of Officers)

Article 25

1. Directors' terms of office shall continue until the conclusion of the regular general meeting of members for the last business year which ends within two years from the time of their election; provided, however, that this shall not preclude their reappointment.
2. Auditors' terms of office shall continue until the conclusion of the regular general meeting of members for the last business year which ends within two years from the time of their election; provided, however, that this shall not preclude their reappointment .
3. The term of office of a director, who is elected as a substitute for a director who retired from office before the expiration of their term of office or as an addition, shall be the remaining term of the predecessor or the present holder of the office.
4. The term of office of an auditor, who is elected as a substitute for an auditor who retired from office before the expiration of the term of office, shall be the remaining term of the predecessor.
5. Directors and auditors shall, when a quorum set out in Article 20 is not satisfied, still have the rights and obligations of directors and auditors even after expiration of the term of office or after retirement from office due to resignation until a newly-elected person takes office.

(Dismissal of Officers)

Article 26

Directors and auditors may be dismissed by a resolution of the general meeting of members.

(Remuneration etc.)

Article 27

1. Directors and auditors shall be unpaid.
2. Notwithstanding the provisions of the preceding paragraph, the amount calculated according to the standards for the payment of remuneration etc. provided for separately at the general meeting of members may be paid as remuneration etc. to full-time directors and auditors up to the limit of the total amount provided for at the general meeting of members.
3. Necessary matters relating to the preceding paragraph shall be subject to the regulations concerning the remuneration etc. of directors and auditors that are provided for separately, within the range of the total amount set forth at the general meeting.

(Exemption from Liability)

Article 28

With regard to liability for damages of officers as specified in Article 111, Paragraph 1 of the Act concerning General Corporations, when falling under the requirements specified by laws and regulations, the Corporation may, by a resolution of the Board of Directors, exempt up to the limit of the amount obtained by deducting the minimum liability amount specified by laws and regulations from the amount of the liability for damages.

(Contract for Limitation of Liability)

Article 29

Pursuant to the provisions of Paragraph 1 of Article 115 of the Act concerning General Corporations, the Corporation may conclude with directors (limited to Executive Managing Director or those who are not the employees of the Corporation) and auditors a contract for limitation of liability for failure to perform their duties. Provided, however, that the limit of such liability shall be the minimum liability amount specified by laws and regulations.

Chapter 5 Board of Directors

(Composition)

Article 30

1. The Corporations shall have a Board of Directors.
2. The Board of Directors shall consist of all directors.

(Authority)

Article 31

The Board of Directors shall, in addition to what is provided for separately in these Articles of Incorporation, perform the following duties:

- (1) Decision on the business execution of the Corporation;
- (2) Supervision of the execution of the duties of directors;
- (3) Election, appointment and dismissal of the President, Vice-Chairperson and Managing Director;
- (4) Exemption from the liability of Article 29.

(Types and Holding)

Article 32

1. The Board of Directors shall consist of an Ordinary Board of Directors and an Extraordinary Board of Directors.
2. The meeting of the Ordinary Board of Directors shall be held two times or more in every business year with an interval exceeding four months.
3. An Extraordinary Board of Directors meeting shall be held when falling under any of the following items:
 - (1) When deemed necessary by the President;
 - (2) When a director other than the President has requested, with a document containing the matters of the purpose of the meeting, the President to convene the Board of Directors;
 - (3) In the event that, within five days after the request of the preceding item, a notice of convocation of the Board of Directors, the date of which is a day within two weeks after the date of said request, has not been sent out, provided that the director who made said request has convened the Board of Directors;
 - (4) Based on the provisions of the Act concerning General Corporations, an auditor has requested the President to convene the Board of Directors.

(Convocation)

Article 33

1. The Board of Directors shall, unless otherwise provided for in laws and regulations, be convened by the President.
2. In the event of an accident to the President, one of the directors shall convene the Board of Directors.

(Chairperson of the Board of Directors)

Article 34

The President shall act as the President of Directors.

(Resolution of the Board of Directors)

Article 35

A resolution of the Board of Directors shall be made, when a majority of the directors other than the directors who have a special interest in the resolution are present, by a majority of the votes of such directors thus present.

(Omission of Resolution)

Article 36

Notwithstanding the provisions of the preceding article, when the requirements of Article 96 of the Act concerning General Corporations are met, a resolution of the Board of Directors shall be deemed to have been made. Provided, however, that this shall not apply when an auditor has filed an objection.

(Minutes)

Article 37

1. Minutes shall be prepared with respect to the business of the Board of Directors pursuant to the provisions of laws and regulations.
2. The President and the auditor who attended the relevant Board of Directors shall sign or affix their names and seals to the minutes of the preceding paragraph. Provided, however, that when the President did not attend the Board of Directors, the director and the auditor who attended the Board of Directors shall affix their names and seals.

Chapter 6 Assets and Accounting

(Business Year)

Article 38

The business year of the Corporation shall be one-year term from April 1 every year to March 31 the next year.

(Assets)

Article 39

The assets of the Corporation shall consist of the following items:

- (1) Assets stated in the inventory of property at the time of incorporation;
- (2) Admission fees and membership fees;
- (3) Donated money and goods;
- (4) Revenues incidental to the business;
- (5) Revenues arising from assets;
- (6) Other revenues.

(Prohibition of Distribution of Surplus)

Article 40

Surplus of the Corporation may not be distributed by any means.

(Business Plan and Income and Expenditure Budget)

Article 41

1. The business plan and the income and expenditure budget of the Corporation shall be prepared by the President by the day preceding the date of commencement of each business year, and the approval of the general meeting of members shall be obtained. The same shall apply to cases of

changing such matters.

2. Notwithstanding the provisions of the preceding paragraph, when the budget has not been adopted for unavoidable reasons, the President may earn revenues or make expenditures based on the budget of the previous business year until the date of the budget approval.
3. The revenues and expenditures of the preceding paragraph shall be deemed to be the revenues and expenditures of the newly-adopted budget.

(Business Report and Settlement of Accounts)

Article 42

1. With regard to the business report and the settlement of accounts of the Corporation, the President shall, after the end of every business year, prepare the following documents and report to the regular general meeting of members:
 - (1) Business Report;
 - (2) Supplementary Statements of the Business Report;
 - (3) Balance Sheet;
 - (4) Profit and Loss Statement (Statement of Changes in Net Worth);
 - (5) Supplementary Statements of the Balance Sheet and the Profit and Loss Statement (Statement of Changes in Net Worth).
2. With regard to the documents in Item 3 and Item 4 of the preceding paragraph, approval shall be obtained from the regular general meeting of members.
3. The documents of Paragraph 1 shall be kept at the principal office for five years and the Articles of Incorporation and the list of members shall also be kept at the principal office.

Chapter 7 Change to the Articles of Incorporation, Dissolution and Liquidation

(Change to the Articles of Incorporation)

Article 43

These Articles of Incorporation may be revised by a resolution of the general meeting of members.

(Dissolution)

Article 44

The Corporation shall be dissolved by a resolution of the general meeting of members or for any other reasons specified by laws and regulations.

(Assignment of Residual Assets)

Article 45

The Residual assets held by the Corporation at the time of liquidation shall be donated, after adopting a resolution at the general meeting of members, to the corporations listed in Item 17 of Article 5 of the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations or the national government or local public bodies.

Chapter 8 Committee and Study Group

(Committee and Study Group)

Article 46

1. To achieve smooth operation of its business, the Corporation may, by a resolution of the Board of Directors, establish committees and study groups.
2. Matters necessary for the duties, composition, operation, etc. of committees and study groups shall,

after adopting a resolution of the Board of Directors, be provided for separately by the President.

Chapter 9 Secretariat

(Secretariat)

Article 47

1. To deal with clerical work of the Corporation, the Secretariat shall be established.
2. The Secretariat shall have the Secretary-General and the officials required.
3. The Secretary-General and other important officials shall be appointed and/or dismissed by the President.
4. Matters necessary for the organization and operation of the Secretariat shall be provided for separately by the President.

Chapter 10 Supplementary Provisions

(First Business Year)

Article 48

The first business year of the Corporation shall be from the date of incorporation of the Corporation to March 31, 2020.

(Officers at Incorporation)

Article 49

Directors at incorporation, representative directors at incorporation and auditors at incorporation shall be as follows:

Director at incorporation:	Shigeru Muraki
Director at incorporation:	Yutaka Yamazaki
Director at incorporation:	Susumu Miyazaki
Representative director at incorporation:	Shigeru Muraki
Auditor at incorporation:	Tetsuro Hitoshi

(Regular Members at Incorporation)

Article 50

The names and addresses of the regular members at incorporation of the Corporation are as follows:

5-20, Kaigan 1-chome, Minato-ku, Tokyo

Regular Members at incorporation: Tokyo Gas Co., Ltd.

3-1, Minatomirai 2-chome, Nishi-ku, Yokohama City, Kanagawa Prefecture

Regular Members at incorporation: JGC Corporation

Chapter 11 Supplementary Rules

(Administrative Instructions)

Article 51

Matters necessary for the implementation of these Articles of Incorporation shall, after adopting a resolution of the Board of Directors, be provided for separately by the President.

(Compliance with Laws and Regulations)

Article 52

Matters not covered by these Articles of Incorporation shall be fully subject to the Act concerning General Corporations and other laws and regulations.