

**ARTICLES OF INCORPORATION
OF
KYUDEN Holdings Inc.**

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Chapter I. General Provisions

Article 1. (Corporate Name)

The name of the Company shall be Kyuden Holdings Kabushiki Kaisha. It shall be expressed in English as KYUDEN Holdings Inc.

Article 2. (Objects)

1. The objects of the Company shall be to support and manage the business activities of other companies by holding shares in such companies engaged in the following businesses:

- (1) Electric power service;
- (2) Manufacture, sale, lease, installation, operation and maintenance of electrical machinery and appliances, as well as, heat storage air-conditioning system, heat storage hot water supply system and any other equipment for leveling of demand for electric power or for efficient use of electricity;
- (3) Heat supply service;
- (4) Telecommunication service;
- (5) Services of information processing and information supply, and development, sale, lease of software;
- (6) Investigation, design, execution and supervision of telecommunication construction, electric construction, engineering-works construction;
- (7) Development, mining, processing, purchase and sale, and transport of energy resources;
- (8) Gas supply service;
- (9) Nursing care service and management of home for the aged;
- (10) Disposition and reuse of wastes and industrial wastes, and sale of recycled articles made from them;
- (11) Housing performance evaluation and guarantee service;
- (12) Air transportation service;
- (13) Production and sale of concrete products;
- (14) Production, processing and sale of agricultural, forestry and fishery products;
- (15) Operations related to non-life insurance agencies and offering life insurance;
- (16) Urban development business, dealing, leasing and management of real estate, and real estate investment advisory service;
- (17) Engineering, consulting, and sale of technologies and know-how relating to any of the foregoing items;
- (18) Business incidental or relating to any of the foregoing items; and
- (19) Investment in other companies required in terms of management.

2. The Company may engage in the businesses set forth in each item of the preceding paragraph, as well as businesses incidental or related thereto.

Article 3. (Location of Principal Office)

The Company shall have its principal office in the City of Fukuoka.

Article 4. (Organizational Bodies)

In addition to the General Meeting of Shareholders and the Directors, the Company shall have the following organizational bodies:

- (1) Board of Directors;
- (2) Audit and Supervisory Committee; and
- (3) Accounting Auditor.

Article 5. (Method of Giving Public Notice)

The public notices by the Company shall be given electronically; provided, however that in the case that an electronic public notice is impracticable due to an accident or any other unavoidable reason, public notices by the Company shall be given in the daily newspaper Nishi-Nippon Shimbun, published in the City of Fukuoka.

Chapter II. Shares

Article 6. (Total Number of Shares Authorized to be Issued)

The total number of shares authorized to be issued by the Company shall be one billion (1,000,000,000), and the total number of shares for each class authorized to be issued shall be one billion (1,000,000,000) for Common Shares and two thousand (2,000) for Class B Preferred Shares.

Article 7. (Acquisition of Treasury Shares)

The Company may acquire its treasury shares through market transactions or otherwise by a resolution of the Board of Directors in accordance with the provision under Article 165, Paragraph 2 of the Companies Act.

Article 8. (Number of Shares Constituting One Unit)

The number of shares of the Company constituting one unit shall be one hundred (100) for Common Shares and one (1) for Class B Preferred Shares.

Article 9. (Rights to Shares Constituting less than One Unit)

The shareholders of the Company are not entitled to exercise any right other than those stipulated below regarding the shares constituting less than one unit:

- (1) Rights provided for in each Item of Article 189, Paragraph 2 of the Companies Act;

- (2) Rights to make a request under Article 166, Paragraph 1 of the Companies Act; and
- (3) Rights to receive allotment of shares for subscription and allotment of share options for subscription in proportion to the number of shares owned by the shareholder; and
- (4) Rights to make a request provided for in the following Article.

Article 10. (Purchase of Additional Shares less than One Unit)

The shareholders of the Company who hold shares constituting less than one unit of the Company may, in accordance with the Share Handling Regulations, request the Company to sell to them Such number of its shares as, when added to the number of shares of less than one unit held by such shareholders, constitute one unit.

Article 11. (Administrator of Register of Shareholders)

1. The Company shall have an administrator of register of shareholders.
2. The administrator of register of shareholders and its place of business shall be determined by a resolution of the Board of Directors or a decision by Directors delegated to do so by a resolution by the Board of Directors and be announced in the form of public notice.
3. The preparation and retention of the register of shareholders and the register of share options of the Company and other businesses relating to the register of shareholders, the register of share options shall be handled by the administrator of register of shareholders.

Article 12. (Share Handling Regulations)

In addition to what is provided in laws and regulations or these Articles of Incorporation, handling of the matters relating to the shares of the Company shall be governed by the Share Handling Regulations to be established by a resolution of the Board of Directors or a decision by Directors delegated to do so by a resolution by the Board of Directors.

Chapter II-2. Class B Preferred Shares

Article 13. (Preferred Dividends)

1. When the Company intends to pay dividends of surplus (excluding the Class B Preferred Interim Dividends (as defined in Paragraph 5 of this Article, and the same shall apply hereinafter)), it shall pay dividends of surplus equal to the amount as provided in Paragraph 2 of this Article per Class B Preferred Share (hereinafter referred to as the “Class B Preferred Dividends”) to the shareholders who own the Class B Preferred Shares (hereinafter referred to as the “Class B Preferred Shareholders”) or the registered pledgees of the Class B Preferred Shares (hereinafter referred to as the “Registered Pledgees of the Class B Preferred Shares”) listed or recorded in the latest register of shareholders as of the record date for such dividends prior to payment of dividends to the shareholders who own the Common Shares (hereinafter referred to as the “Common Shareholders”) or the

registered pledgees of the Common Shares (hereinafter referred to as the “Registered Pledgees of the Common Shares”); provided, however, that if the Class B Preferred Dividends have been paid in whole or in part (excluding payments of the Accumulated and Unpaid Class B Preferred Dividends as provided in Paragraph 3 of this Article, and including the Class B Preferred Interim Dividends) with any date(s) in the relevant business year being the record date(s) the accumulated amount of the dividends so already paid shall be deducted from the amount of the Class B Preferred Dividends to be paid with the record date being any later date in the same business year. If the Company has distributed residual assets pursuant to Article 14 or has acquired Class B Preferred Shares pursuant to Article 18 or Article 19 during the period from a certain record date of Class B Preferred Dividends until the payment date of Class B Preferred Dividends, the Company is not required to pay dividends of surplus pertaining to such record date for the relevant Class B Preferred Shares.

2. The amount of the Class B Preferred Dividends shall be two million nine hundred thousand (2,900,000) yen per share.
3. If the aggregate amount of dividends of surplus per share (excluding payments of the Accumulated and Unpaid Class B Preferred Dividends as provided below, and including the Class B Preferred Interim Dividends) to be paid to the Class B Preferred Shareholders or the Registered Pledgees of the Class B Preferred Shares with any date in a certain business year being the record date is less than the amount of the Class B Preferred Dividends as provided in Paragraph 2 of this Article, the shortfall thereof shall be accumulated by compounding yearly two point nine (2.9) % per annum on the paid-in amount (hereinafter referred to as the “Class B Preferred Dividend Rate”) from the first day of the business year following the relevant business year (including such first day) until the day on which such shortfall is actually paid (including such day). In addition, such calculation shall be prorated on the basis of a 365-day year (a 366-day year in the case of a fiscal year that includes February 29), and the division shall be made at the end of such calculation process, by calculating to the first decimal place and rounding the calculated amount to the nearest whole number. The accumulated shortfall (hereinafter referred to as the “Accumulated and Unpaid Class B Preferred Dividends”) shall be paid to the Class B Preferred Shareholders or the Registered Pledgees of the Class B Preferred Shares prior to payment of the Class B Preferred Dividends and the Class B Preferred Interim Dividends, and dividends to the Common Shareholders or the Registered Pledgees of the Common Shares.
4. Any payments of dividends of surplus to the Class B Preferred Shareholders or the Registered Pledgees of the Class B Preferred Shares shall not be made in excess of the amount of the Class B Preferred Dividends and the amount of Accumulated and Unpaid Class B Preferred Dividends as provided in Paragraph 2 of this Article in the same business year; provided, however, that the foregoing restriction under this Paragraph 4 shall not apply to payments of dividends of surplus as provided in Article 758, Item 8 (b) or Article 760, Item 7 (b) of the Companies Act to be made in the course of procedures for an absorption-type company split by the Company or payments of dividends of surplus as provided in Article 763, Paragraph 1, Item 12 (b) or Article 765, Paragraph 1, Item 8 (b) of the Companies Act to be made in the course of procedures for an incorporation-type company split by the Company.

5. When the Company intends to pay dividends of surplus with September 30 of any year being the record date, it shall pay the dividends of surplus equal to one-half (1/2) of the amount of the Class B Preferred Dividends as provided in Paragraph 2 of this Article (rounding up the first decimal place to the nearest whole number) per Class B Preferred Share for a business year including such record date to the Class B Preferred Shareholders or the Registered Pledgees of the Class B Preferred Shares listed or recorded in the latest register of shareholders as of September 30 of the same business year (hereinafter referred to as the “Class B Preferred Interim Dividends”) prior to payment to the Common Shareholders or the Registered Pledgees of the Common Shares.

Article 14. (Distribution of Residual Assets)

When the Company intends to distribute residual assets, it shall pay the amount to be calculated based on the following formula as distribution value of residual assets per Class B Preferred Share (hereinafter referred to as the “Base Value (Class B Preferred Share)”) to the Class B Preferred Shareholders or the Registered Pledgees of the Class B Preferred Shares prior to distribution to the Common Shareholders or the Registered Pledgees of the Common Shares.

(Formula for Base Value (Class B Preferred Share))

Distribution value of residual assets per share = one hundred million (100,000,000) yen + Accumulated and Unpaid Class B Preferred Dividends + Class B Preferred Dividends Unpaid in the Previous Business Year + Class B Preferred Dividends Unpaid in the Current Business Year.

In the foregoing formula, the “Accumulated and Unpaid Class B Preferred Dividends” shall be the amount not actually paid until the day on which distribution of residual assets is made (hereinafter referred to as the “Distribution Date of Residual Assets”) of the total amount calculated pursuant to Article 13, Paragraph 3 by deeming such Distribution Date of Residual Assets as the date of actual payment and the “Class B Preferred Dividends Unpaid in the Previous Business Year” shall be, of the total amount of the Class B Preferred Dividends for the business year immediately before the relevant business year including the Distribution Date of Residual Assets (referred to as the “Previous Business Year” in this Article) regardless of the record date, a shortfall of the Class B Preferred Dividends for such Previous Business Year in the event that any part of such Class B Preferred Dividends is not actually paid until the Distribution Date of Residual Assets (except where such shortfall is included in the Accumulated and Unpaid Class B Preferred Dividends), and the “Class B Preferred Dividends Unpaid in the Current Business Year” shall be (i) the amount obtained by multiplying one hundred million (100,000,000) yen by the Class B Preferred Dividend Rate, prorated according to the actual number of days from the first day of a business year (including such first day) including the relevant Distribution Date of Residual Assets until such Distribution Date of Residual Assets (including such date), less (ii) the accumulated amount of dividends paid (excluding the Accumulated and Unpaid Class B Preferred Dividends and the Class B Preferred Dividends Unpaid in the Previous Business Year, and including the Class B Preferred Interim Dividends), if any, with a certain date(s) in the business year including the Distribution Date of Residual Assets after the first day of the same (including such first day) being the record date(s). In addition, such calculation shall be prorated on the basis of a 365-day year (a 366-day year in the case of a fiscal year that includes February 29), and the division shall be made at the end of such calculation process, by calculating to the first decimal place and rounding the calculated amount to the nearest whole number.

Any distribution of residual assets to the Class B Preferred Shareholders or the Registered Pledgees of the Class B Preferred Shares shall not be made in excess of the Base Value (Class B Preferred Share).

Article 15. (Voting Rights)

The Class B Preferred Shareholders shall not have the right to vote at a General Meeting of Shareholders.

Article 16. (Resolutions of the Class General Meeting)

For the Company to carry out any of the acts listed in the items of Article 322, Paragraph 1 of the Companies Act, no resolution of the Class General Meeting consisting of Class B Preferred Shareholders is required except as otherwise provided in laws and regulations.

Article 17. (Consolidation or Split of Shares; Allotment of Shares for Subscription)

Except as otherwise provided in laws and regulations, the Company shall not split or consolidate the Class B Preferred Shares. The Company shall not entitle the Class B Preferred Shareholders to be allotted shares for subscription or share options for subscription, and shall not allot shares or share options without contribution to the Class B Preferred Shareholders.

Article 18. (Put Option in Exchange for Money)

The Class B Preferred Shareholders may demand that the Company acquires in whole or in part the Class B Preferred Shares in exchange for money at any time (the day on which such demand is made, hereinafter referred to as the “Acquisition Date of Put Option in Exchange for Money (Class B Preferred Share)”). If so demanded, the Company shall, to the extent permitted by laws and ordinances and on the Acquisition Date of Put Option in Exchange for Money (Class B Preferred Share), deliver to the Class B Preferred Shareholders money equal to the acquisition value as provided below up to the distributable amount as of the Acquisition Date of Put Option in Exchange for Money (Class B Preferred Share) as provided in Article 461, Paragraph 2 of the Companies Act, in exchange for acquiring in whole or in part the Class B Preferred Shares; provided, however, that if the Class B Preferred Shareholders demand that the Company acquires in excess of the distributable amount, the part of the Class B Preferred Shares to be acquired shall be determined on a pro-rata basis corresponding to the number of shares demanded to be acquired.

The acquisition value per Class B Preferred Share shall be calculated pursuant to the formula for Base Value (Class B Preferred Share) as provided in Article 14; provided that in calculating the acquisition value, each references to “Distribution Date of Residual Assets” in the formula for Base Value (Class B Preferred Share) as provided in Article 14 will be deemed to be a reference to “Acquisition Date of Put Option in Exchange for Money (Class B Preferred Share).”

Article 19. (Acquisition Clause in Exchange for Money)

When a certain date to be separately specified by the Board of Directors of the Company arrives, the Company may, regardless of the intent of the Class B Preferred Shareholders or the Registered Pledgees of the Class B Preferred Shares and to the extent permitted by laws and ordinances, acquire in whole or in part the Class B Preferred Shares on such date, in exchange for delivering money equal to the acquisition value as provided below (the date on which such acquisition is made, hereinafter referred to as the “Acquisition Date under Acquisition Clause in Exchange for Money (Class B Preferred Share)”). In addition, when the Company acquires a part of the Class B Preferred Shares, such part of the Class B Preferred Shares to be acquired shall be determined on a pro-rata basis or by other reasonable means specified by the Board of Directors of the Company.

The acquisition value per Class B Preferred Share shall be calculated pursuant to the formula for Base Value (Class B Preferred Share) as provided in Article 14; provided that in calculating the acquisition value, each reference to “Distribution Date of Residual Assets” in the formula for Base Value (Class B Preferred Share) as provided in Article 14 will be deemed to be a reference to “Acquisition Date under Acquisition Clause in Exchange for Money (Class B Preferred Share).”

Chapter III. General Meeting of Shareholders

Article 20. (Convocation of General Meeting of Shareholders)

The ordinary General Meeting of Shareholders of the Company shall be convened in June of each year and an extraordinary General Meeting of Shareholders shall be convened whenever necessary by a Director who chairs the General Meeting of Shareholders, following a resolution of the Board of Directors.

Article 21. (Record Date for Ordinary General Meeting of Shareholders)

The record date of the Company for the voting rights for an ordinary General Meeting of Shareholders shall be March 31 of each year.

Article 22. (Chairmanship)

1. A Representative Director designated by a resolution by the Board of Directors shall assume chairmanship of a General Meeting of Shareholders.
2. If the Representative Director referred to in the preceding paragraph is unable to act as chair, such chairmanship shall be assumed by one of other Directors in order previously fixed by a resolution of the Board of Directors.

Article 23. (Electronic Provision Measures, etc.)

1. When the Company convenes a General Meeting of Shareholders, it shall take measures for providing information that constitutes the content of reference documents, etc. for the General Meeting of Shareholders 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.

Article 24. (Method of Resolutions)

1. Except as otherwise provided in laws, ordinances or these Articles of Incorporation, resolutions of a General Meeting of Shareholders shall be adopted by the majority vote of the shareholders present at the General Meeting of Shareholders who are entitled to vote.
2. Resolutions of a General Meeting of Shareholders to be adopted pursuant to Article 309, Paragraph 2 of the Companies Act shall be adopted by two-thirds or more of the votes of the shareholders present at the General Meeting of Shareholders who hold one-third or more of the votes of all shareholders who are entitled to vote.

Article 25. (Exercise of Voting Rights by Proxy)

A shareholder may exercise his/her voting right by entrusting his/her power to one shareholder of the Company entitled to vote. In such case, a power of attorney shall be presented to the Company.

Article 26. (Class Meeting)

1. The provision of Article 21 shall apply mutatis mutandis to the Class Meeting to be held on the same date as the ordinary General Meeting of Shareholders.
2. The provisions of Article 22, 23 and 25 shall apply mutatis mutandis to the Class Meeting.
3. The provision of Article 24, Paragraph 1 shall apply mutatis mutandis to the resolutions of the Class Meeting pursuant to Article 324, Paragraph 1 of the Companies Act.
4. The provision of Article 24, Paragraph 2 shall apply mutatis mutandis to the resolutions of the Class Meeting pursuant to Article 324, Paragraph 2 of the Companies Act.

Chapter IV. Directors and the Board of Directors

Article 27. (Number of Directors)

1. The number of Directors of the Company shall not exceed thirteen (13).
2. The number of Directors who are Audit and Supervisory Committee Members out of the Directors referred to in the preceding paragraph shall not exceed five (5).

Article 28. (Election of Directors)

1. Directors shall be elected at a General Meeting of Shareholders, while making a distinction between Directors who are Audit and Supervisory Committee Members and other Directors.
2. Resolutions of a General Meeting of Shareholders for electing Directors shall be adopted by the majority vote of the shareholders present at the General Meeting of Shareholders who hold one-third or more of the votes of all shareholders who are entitled to vote.
3. Cumulative voting shall not be employed in electing Directors.

Article 29. (Terms of Office of Directors)

1. The term of office of Directors (excluding Directors who are Audit and Supervisory Committee Members) shall expire at the conclusion of the ordinary General Meeting of Shareholders to be held for the last business year of the Company ending within one (1) year after their election.
2. The term of office of Directors who are Audit and Supervisory Committee Members shall expire at the conclusion of the ordinary General Meeting of Shareholders to be held for the last business year of the Company ending within two (2) years after their election.
3. The term of office of a Director who is an Audit and Supervisory Committee Member elected as a substitute for a Director who is an Audit and Supervisory Committee Member who has resigned before the expiry of his/her term of office shall be until the expiry of the term of office of the resigning Director.

Article 30. (Effectiveness of Election of Substitute Directors Who Are Audit and Supervisory Committee Member)

The period during which the resolution for electing a substitute Director who is an Audit and Supervisory Committee Member remains effective shall expire at the opening of the ordinary General Meeting of Shareholders to be held for the last business year of the Company ending within two (2) years after his/her election.

Article 31. (Senior Directors and Representative Directors)

1. The Board of Directors may appoint one (1) Chairman of the Board of Directors as a senior Director by its resolution.
2. The Board of Directors shall, by its resolution, appoint Representative Director(s) from among Directors (excluding Directors who are Audit and Supervisory Committee Members).

Article 32. (Discharge of Duties by Others)

If the Chairman of the Board of Directors is unable to act, one of other Directors shall act in his/her place in order previously fixed by a resolution of the Board of Directors.

Article 33. (Convocation of Meetings of the Board of Directors)

1. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors.
2. Notice of a meeting of the Board of Directors shall be dispatched to each Director two (2) days prior to the date of the meeting; provided, however, that this period may be shortened in urgent cases.

Article 34. (Chairman of Meetings of the Board of Directors)

The Chairman of the Board of Directors shall assume chairmanship of the meeting of the Board of Directors.

Article 35. (Powers of the Board of Directors)

The Board of Directors shall, in addition to the matters provided in laws, ordinances or these Articles of Incorporation, make decisions on the management of the business of the Company.

Article 36. (Delegation of Decisions on Execution of Operations)

Pursuant to the provisions of Article 399-13, Paragraph 6 of the Companies Act, the Company may delegate to Directors the whole or a part of decisions on the execution of important operations (excluding matters set forth in the items of Paragraph 5 of the same Article) by a resolution of the Board of Directors.

Article 37. (Resolutions of the Board of Directors without Meeting)

If the requirements under Article 370 of the Companies Act are fulfilled, the Company shall deem a resolution of the Board of Directors to have been effectively adopted.

Article 38. (Release from Directors' Liability)

1. The Company may, by a resolution of the Board of Directors, release Directors (including those who were Directors) from their respective liability as provided in Article 423, Paragraph 1 of the Companies Act to the extent as provided in laws and ordinances when such Directors acted in good faith and in the absence of gross negligence.
2. The Company may execute contracts with Directors (excluding Directors who are delegated to execute operations, etc.) providing that their respective liability as provided in Article 423, Paragraph 1 of the Companies Act is limited to the extent as provided in laws

and regulations when such Directors acted in good faith and in the absence of gross negligence.

Chapter V. Audit and Supervisory Committee

Article 39. (Full-time Audit and Supervisory Committee Members)

The Audit and Supervisory Committee may, by its resolution, appoint full-time Audit and Supervisory Committee Members.

Article 40. (Notice of Meetings of the Audit and Supervisory Committee)

Notice of a meeting of the Board of the Audit and Supervisory Committee shall be dispatched to each Audit and Supervisory Committee Member two (2) days prior to the date of the meeting, provided, however, that this period may be further shortened in urgent cases.

Chapter VI. Executive Officers

Article 41. (Election of Executive Officers and Senior Executive Officers)

1. The Company shall elect senior Executive Officer(s) and Executive Officers by a resolution of the Board of Directors.
2. Senior Executive Officers referred to in the preceding paragraph shall include one (1) President and may include Executive Vice President(s), Senior Managing Executive Officer(s), Managing Executive Officer(s), and other Executive Officers.

Article 42. (Duties of Executive Officers)

1. In accordance with resolutions by the Board of Directors, the President shall supervise the execution of the Company's operations, and other Executive Officers shall execute the Company's operations, according to division of duties, under the President's supervision.
2. If the President is unable to act, one of other Executive Officers shall act in his/her place in order previously fixed by a resolution of the Board of Directors.

Chapter VII. Accounts

Article 43. (Business Year)

The business year of the Company shall be from April 1 of each year to March 31 of the following year.

Article 44. (Record Date for Business-year-end Dividends)

The record date for the business-year-end dividends shall be March 31 of each year.

Article 45. (Interim Dividends)

The Company may pay interim dividends by a resolution of the Board of Directors with September 30 of each year being the record date.

Article 46. (Exclusion Period)

If any business-year-end dividend or interim dividend is not received by the shareholder within three (3) years from the day on which such dividend became due and payable, the Company shall be released from its obligation to pay such dividend.

Article 47. (Exclusion Period for Class B Preferred Shares)

The provision of Article 46 shall apply mutatis mutandis to payments of the Class B Preferred Dividends and the Class B Preferred Interim Dividends.

Supplementary Provisions

Article 1. (First Business Year)

Notwithstanding the provision of Article 43, the first business year of the Company shall be from the date of the Company's incorporation to March 31, 2027.

Article 2. (Remuneration, Etc. of the Inaugural Directors (Excluding Directors Who Are Audit and Supervisory Committee Members))

1. The aggregate amount of remuneration, etc. for the Company's Directors (excluding Directors who are Audit and Supervisory Committee Members) for the period from the date of the Company's incorporation until the conclusion of the first Ordinary General Meeting of Shareholders shall be limited to 350 million yen per annum (of which the monthly remuneration for External Directors alone shall be limited to 40 million yen).
2. With respect to the remuneration, etc. of Directors (excluding Directors who are Audit and Supervisory Committee Members; hereinafter referred to in this paragraph as "Directors") for the period from the date of the Company's incorporation until the conclusion of the first Ordinary General Meeting of Shareholders, the specific method of calculation and the specific details of the remuneration, etc., pertaining to the share remuneration system (the "System") shall be as follows. Note that remuneration, etc. under the System shall be separate from and in addition to the remuneration, etc. stipulated in the preceding paragraph.

(1) Overview of the System

The System is a performance-linked share remuneration system of the same type as the performance-linked share remuneration system approved at the 94th and 97th Ordinary General Meetings of Shareholders of Kyushu Electric Power Company, Incorporated ("Kyushu Electric Power Company"). The Company shall succeed to Kyushu Electric Power Company's contractual position and rights and obligations under the Board Benefit Trust agreement dated August 22, 2018 between Kyushu Electric Power Company and Mizuho Trust & Banking Co., Ltd., effective as of October 1, 2026. Specifically, the System is a share remuneration system under which shares of the Company are acquired through a trust (hereinafter, the trust established pursuant to the System is referred to as the "Trust"), using as funding source monies contributed by Kyushu Electric Power Company on or before September 30, 2026, and monies contributed by the Company as necessary on or after October 1, 2026, and under which shares of the Company and cash equivalents of shares of the Company converted at market value (hereinafter collectively referred to as "Company Shares, Etc.") are granted to Directors through the Trust in accordance with the Company's Stock Grant Regulations for Officers. Note that Directors shall, as a general rule, receive Company Shares, Etc. upon retirement.

(2) Eligible Persons for the System

External Directors and non-part-time Directors (Directors who are Audit and Supervisory Committee Members shall be excluded from the System).

(3) Trust Amount (Amount of Remuneration, Etc.)

Kyushu Electric Power Company established the Trust and contributed funds, as

follows, necessary to enable the Trust to acquire shares in advance, for a specified period, in a number reasonably expected to be required for the delivery of benefits under the System.

The Trust shall acquire shares of the Company, as set forth in (4) below, using as funding source monies contributed by Kyushu Electric Power Company on or before September 30, 2026, or monies contributed by the Company as necessary on or after October 1, 2026.

Kyushu Electric Power Company has contributed monies as the necessary funding corresponding to the three business years from the business year ended March 31, 2019 through the business year ended March 31, 2021 (the period of such three business years hereinafter referred to as the “Initial Target Period,” and the Initial Target Period and each subsequent period of three business years commencing after the expiration of the Initial Target Period hereinafter individually referred to as a “Target Period”), the three business years from the business year ended March 31, 2022 through the business year ended March 31, 2024, and the three business years from the business year ended March 31, 2025 through the business year ended March 31, 2027, respectively, and on and after October 1, 2026, the Company shall, as necessary, contribute funds necessary to enable the Trust to acquire shares in advance, for a specified period, in a number reasonably expected to be required for the delivery of benefits under the System through the conclusion of the first Ordinary General Meeting of Shareholders, and shall provide benefits under the System as consideration for the execution of duties by Directors during the prescribed period through the conclusion of the first Ordinary General Meeting of Shareholders of the Company, in accordance with the Stock Grant Regulations for Officers. In the event of additional contributions of such funds, if there are shares of the Company (excluding shares of the Company equivalent to the number of points granted to Directors in respect of each Target Period up to and including the immediately preceding Target Period for which delivery of benefits to Directors has not yet been completed) and cash remaining in the trust assets (hereinafter collectively referred to as “Remaining Shares, Etc.”), the Remaining Shares, Etc. shall be applied as the funding source for delivery of benefits under the System in subsequent Target Periods, and the amount of the additional contribution shall be calculated taking into account the Remaining Shares, Etc.

(4) Method of Acquiring Shares of the Company

In the event that the Trust acquires shares of the Company, such acquisition shall be made using the funds contributed pursuant to (3) above as the funding source, through market transactions or by subscribing to a disposal of treasury shares of the Company.

(5) Method for Calculating the Number of Company Shares, Etc. to Be Granted to Directors and the Upper Limit Thereof

Directors are awarded points corresponding to their executive positions for each business year. In addition, points are awarded based on the degree of achievement of performance targets, with the end date of each Target Period serving as the reference date. The maximum number of points that can be awarded to Directors for each Target Period shall be 270,000 points.

The points awarded to Directors shall, upon the delivery of Company Shares, Etc. as set forth in (6) below, be converted at a rate of one share of the Company’s common shares per point (provided, however, that in the event that a share split, gratis allotment of shares, share consolidation, or similar action with respect to shares of the Company is effected on or after the date of the Company’s incorporation, reasonable adjustments

shall be made to the maximum number of points, the number of points already awarded, or the conversion ratio, in accordance with the applicable ratio or other relevant factors). The number of points for a Director that serve as the basis for delivery of Company Shares, Etc. pursuant to (6) below shall, as a general rule, be the number of points awarded to such Director by the time they retire from office (the number of points calculated in this way hereinafter referred to as the “Vested Points”).

(6) Specific Method of Calculating the Amount of Delivery of Company Shares, Etc. and Remuneration, Etc.

Where a Director retires from office and satisfies the beneficiary requirements set forth in the Stock Grant Regulations for Officers, such Director shall, as a general rule, upon completion of the prescribed beneficiary determination procedures, receive delivery from the Trust, after retirement, of shares of the Company in a number corresponding to the “Vested Points” determined in accordance with (5) above.

Provided, however, that where the requirements set forth in the Stock Grant Regulations for Officers are satisfied, a certain proportion may be received as a cash delivery equivalent to the market value of shares of the Company, in lieu of delivery of shares of the Company. Note that shares of the Company may be sold by the Trust in order to make cash deliveries.

Notwithstanding the foregoing, a Director who has been awarded points may not be entitled to receive delivery where such Director retires from office due to certain misconduct during his or her term of office, or where there has been inappropriate conduct or similar actions during his or her term of office that causes or is likely to cause damage to the Company.

The amount of remuneration, etc. received by Directors shall, at the time of point award, be based on the amount calculated by multiplying the total number of points awarded to Directors by the book value per share of common shares of the Company held by the Trust (provided, however, that in the event that a share split, gratis allotment of shares, share consolidation, or similar action with respect to shares of the Company is effected on or after the date of the Company’s incorporation, reasonable adjustments shall be made to the maximum number of points, the number of points already awarded, or the conversion ratio, in accordance with the applicable ratio or other relevant factors). In addition, where a cash delivery is made on an exceptional basis in accordance with the Stock Grant Regulations for Officers and it is deemed appropriate, the amount shall be the amount calculated above plus such additional amount.

(7) Treatment of Dividends

Dividends attributable to shares of the Company held in the Trust account shall be received by the Trust and applied toward the acquisition cost of shares of the Company and the trustee’s trust fees, etc. associated with the Trust. Note that upon termination of the Trust, any dividends, etc. remaining in the Trust shall, in accordance with the Stock Grant Regulations for Officers, be distributed on a pro rata basis to Directors in office at that time (including, where officers and employees other than Directors of the Company, and officers and employees of subsidiaries of the Company, are eligible participants under a system similar to the System, such persons) in proportion to the number of points held by each.

Article 3. (Remuneration, Etc. of the Inaugural Directors Who Are Audit and Supervisory Committee Members)

The aggregate remuneration, etc. of the Directors of the Company who are Audit and Supervisory Committee Members for the period from the date of the Company's incorporation until the conclusion of the first Ordinary General Meeting of Shareholders shall be limited to 80 million yen per annum.

Article 4. (Deletion of Supplementary Provisions)

These Supplementary Provisions shall be deleted upon the conclusion of the first Ordinary General Meeting of Shareholders of the Company.

The articles above are the present Articles of Incorporation of the Company.

Masaru Nishiyama
President & Chief Executive Officer of KYUDEN Holdings Inc.