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Articles of Association of the Embedded Multicore Consortium

Chapter 1: General provisions

Article 1 (Name)

This Juridical Person shall be known as *Ippan Shadan Hōjin Kumikomi Multicore Consortium* (in the Japanese language) and as the Embedded Multicore Consortium in the English language.

Article 2 (Main business office)

The main business office of this Juridical Person shall be situated in Chuo-ku, Tokyo.

Article 3 (Purposes)

The purposes of this Juridical Person shall be to endeavor to promote links among members regarding technologies relating to multicore processors (*2) in embedded systems (*1) and to contribute to the sound expansion of information industrial sectors that are centered on embedded systems by enabling (1) usage support, (2) the promotion of business, and (3) contributions to be made to market revitalization. The following businesses shall be engaged in to attain these purposes:

- (i) Investigations of, research into, and the development of technologies concerning embedded multicore systems;
- (ii) The formulation of standards concerning embedded multicore systems;
- (iii) Development of software and hardware concerning formulated standards and the provision of support for the provision of technological information;
- (iv) Distribution and propagation of and education concerning formulated standards and developed software and hardware;
- (v) Provision of technical information, education, and educational support through seminars, the issuance of books, and other means, and the provision otherwise of support for the use of formulated standards and developed software and hardware;
- (vi) Other businesses required for the attainment of the purposes of this Juridical Person.

(*1) Computer systems embedded in equipment to control such equipment;

(*2) Semiconductor integrated circuit, known as a chip, onto which multiple processing units, known as processors are mounted; provided, however, that multicore processors for this consortium include many-core that encompass multiple semiconductor integrated circuits and that feature large numbers of processors.

Article 4 (Public notice)

Public notices of this Juridical Person shall be made by way of electronic public notices; provided, however, that public notices shall be made by way of announcements published in the Official Gazette where public notices by way of electronic public notices are not possible due to an accident or other unavoidable circumstances.

Chapter 2: Members

Article 5 (Types and admission)

- (1) Members of this Juridical Person shall consist of the following three (3) types of members and regular members shall be deemed members under the Act on General Incorporated Association and General Incorporated Foundation (hereinafter referred to as "General Juridical Persons Act"):

- (i) Regular member: An individual or organization that agrees with the purposes of this Juridical Person (an individual who is a regular member shall be referred to as “regular individual member”, an organization that is a regular member shall be referred to as “regular organizational member,” and both shall be collectively referred to as “regular member”);
 - (ii) Associate member: An individual who joins in support of the businesses of this Juridical Person;
 - (iii) Special member: An educational institution, public institution, or non-profit organization or individual who agrees with the purposes of this Juridical Person and who is deemed necessary by the Executive Board.
- (2) A person who intends to join as a regular member or associate member shall apply to the President by submitting an admission application form as separately prescribed by the President.
- (3) A person who intends to join as a special member shall apply to the President by submitting an admission application form as separately prescribed by the President and the President may permit the admission thereof through the granting of approval by the Executive Board.

Article 6 (Admission fee and membership dues)

The member must pay an admission fee and membership dues as separately prescribed at a general meeting.

Article 7 (Disqualification as a member)

- (1) Where a regular member falls under any of the following items, the regular member shall be disqualified as a regular member:
- (i) A notice of withdrawal is submitted to the President;
 - (ii) The member dies or is subject to a judicial declaration of disappearance or the member, as an organization, ceases to exist;
 - (iii) The member has been in arrears in terms of the payment of membership dues for at least one (1) continuous year;
 - (iv) The member is expelled.
- (2) Any of the items of the preceding paragraph shall apply mutatis mutandis to associate members for the purpose of determining the disqualification thereof.
- (3) Where a special member falls under any of the items of paragraph (1) hereof or where the Executive Board deems that a special member does not need to constitute a special member, the special member shall be disqualified as a special member.

Article 8 (Withdrawal)

A member may withdraw at the member’s own discretion by submitting a notice of withdrawal as separately prescribed by the President to the President.

Article 9 (Expulsion)

Where a member falls under any of the following items, the member may be expelled through the adoption of a special resolution at a meeting of the Executive Board:

- (i) The member contravenes the Articles of Association of this Juridical Person;
- (ii) The member harms the reputation of this Juridical Person or has engaged in conduct that is inconsistent with the purposes of this Juridical Person;
- (iii) There is otherwise a valid reason for expulsion.

Article 10 (Rights and obligations associated with disqualification)

- (1) Where a member is disqualified pursuant to the provisions of the preceding three (3) articles, the member shall lose its rights vis-à-vis this Juridical Person as a member and shall be discharged of its obligations to this Juridical Person as a member. A regular member shall lose its status as a member under the General Juridical Persons Act. Provided, however, that any outstanding obligations may not be discharged.
- (2) Even where a member is disqualified, this Juridical Person shall not reimburse the admission fee or any membership dues that have already been paid or any other monetary amounts or goods that have already been contributed.

Article 11 (Membership list)

This Juridical Person shall prepare a membership list in which the names and addresses of members are stated.

Chapter 3: General meetings

Article 12 (General meetings)

The general meetings of this Juridical Person shall consist of ordinary general meetings and extraordinary general meetings and shall constitute a general meeting of members as specified in paragraph (2) of Article 49 of the General Juridical Persons Act.

Article 13 (Constitution)

A general meeting shall be constituted by regular members.

Article 14 (Authority)

Resolutions concerning the following matters shall be adopted at a general meeting:

- (i) Amendments to the Articles of Association;
- (ii) Dissolution or merger;
- (iii) Business plans and budgets and revisions thereto;
- (iv) Business reports and the settlement of accounts;
- (v) Appointment or dismissal of a board member and the duties and remuneration thereof;
- (vi) Amount of the admission fee and membership dues;
- (vii) Ownership of residual assets at the time of dissolution;
- (viii) Expulsion of a member;
- (ix) Other material matters concerning operations.

Article 15 (Holding meetings)

- (1) An ordinary general meeting shall be held at least once each fiscal year.
- (2) An extraordinary general meeting shall be held in a case as enumerated below:
 - (i) Where deemed necessary by the Executive Board and a request for convocation has been made thereby;
 - (ii) Where a written request for convocation stating the purpose of a meeting has been made by at least one-fifth of all regular members;
 - (iii) Where a meeting is convened by the Auditor pursuant to the provisions of paragraph (5)(iv) of Article 23 hereof.

Article 16 (Convocation)

- (1) A general meeting shall be convened by the President except in cases falling under paragraph (2)(iii) of the preceding article.

- (2) Where a request under paragraph (2)(i) or (ii) of the preceding article is made, the President must convene an extraordinary general meeting within thirty (30) days of the date thereof.
- (3) Where a general meeting is convened, the date and time, location, and purpose of and agenda items for the meeting must be notified by no later than one (1) week prior thereto in writing or by way of electromagnetic means.

Article 17 (Chairing general meetings)

A general meeting shall be chaired by the President. Where the President is unable to chair a meeting due to an accident, a person who shall chair the meeting shall be selected at the general meeting.

Article 18 (Method by which resolutions shall be adopted)

- (1) Unless special provisions are prescribed in the Articles of Association, a resolution at a general meeting shall be adopted by a majority of the voting rights of regular members in attendance provided that regular members possessing a majority of the voting rights of all regular members are in attendance.

Notwithstanding the provisions of the preceding paragraph, a resolution on any of the following matters shall be adopted as a special resolution by a two-thirds (2/3) majority of the voting rights of all regular members as possessed by at least half of all regular members:

- (i) Expulsion of a member;
- (ii) Dismissal of the Auditor;
- (iii) Amendments to the Articles of Association;
- (iv) Dissolution;
- (v) Merger;
- (vi) Other matters as specified by law.

Article 19 (Voting rights)

- (1) Each regular member shall possess one (1) voting right.
- (2) A regular member that cannot attend a general meeting for an unavoidable reason may vote on a prior notified matter in writing or by electromagnetic means or have another regular member vote on its behalf as a proxy.
- (3) A regular member that votes pursuant to the provisions of the preceding paragraph shall be deemed to have attended the general meeting for the purpose of the application of the preceding article.
- (4) A regular member with a particular conflict of interest concerning a resolution submitted to a general meeting may not vote on the given resolution.

Article 20 (Minutes)

- (1) The minutes of the proceedings of a general meeting shall be taken as specified by law and retained at the main business office for a period of ten (10) years from the date of the general meeting.
- (2) The minutes of a general meeting shall be sealed or signed by the person chairing the general meeting and two (2) signatories of the minutes as selected at the general meeting.

Chapter 4: Board members

Article 21 (Establishing board member positions)

- (1) The following board member positions shall be established at this Juridical Person:

Directors: Three (3) or more

Auditor: One (1) or more

- (2) One (1) of the Directors shall be appointed as the Representative Director.
- (3) The Representative Director shall serve as the President and, where necessary, Vice President and Senior Managing Director positions may be established.

Article 22 (Appointments)

- (1) Directors and the Auditor shall be appointed at a general meeting.
- (2) The Representative Director (President), Vice President, and Senior Managing Director shall be appointed by way of the adoption of resolutions at a meeting of the Executive Board.
- (3) The Auditor may not concurrently serve as a Director or employee of this Juridical Person.

Article 23 (Duties)

- (1) The President shall represent this Juridical Person and preside over its operations.
- (2) The Vice President shall assist the President.
- (3) The Senior Managing Director shall assist the President and Vice President and oversee the operations of this Juridical Person.
- (4) Directors shall constitute the Executive Board and execute the operations of this Juridical Person according to the provisions of these Articles of Association and the decisions made at general meetings and meetings of the Executive Board.
- (5) The Auditor shall engage in the duties enumerated below:
 - (i) Audit the execution of duties by Directors and audit the business reports and the detailed statements attached thereto of this Juridical Person and prepare audit reports as specified by law;
 - (ii) Audit the state of the assets of this Juridical Person and audit the balance sheets, income statements (net assets increase/decrease calculation sheet), and the detailed statements attached thereto of this Juridical Person and prepare accounting audit reports as specified by law;
 - (iii) Report any improper conduct in connection with the operations or assets of this Juridical Person or material facts in breach of the law or these Articles of Association revealed through an audit conducted under the preceding two (2) items at a general meeting;
 - (iv) Where necessary to make a report as provided for in the preceding item, convene a general meeting;
 - (v) State opinions on the state of the execution of duties by Directors or the state of the assets of this Juridical Person to the President or request the convocation of a meeting of the Executive Board in regard thereto.

Article 24 (Term of office)

- (1) The term of office of a board member shall expire on the day on which ends the last annual general meeting of members corresponding to the fiscal year concluding within two (2) years of the appointment thereof and shall be renewable.
- (2) The term of office of a board member who was appointed to fill a vacancy or increase the number of positions to be filled shall be the remaining term of office of the predecessor thereof or of the present holders of the same position.
- (3) Even after the term of office of a board member expires or after a board member resigns, the board member must perform his or her duties until a successor is appointed.

Article 25 (Dismissal)

Where a board member falls under either of the following items, he or she may be dismissed through the adoption of a resolution at a general meeting; provided, however, that a special resolution must be adopted at a general meeting where the Auditor is to be dismissed:

- (i) Where the board member is deemed incapable of performing his or her duties due to a mental or physical disorder;
- (ii) Where the board member breaches an occupational duty or otherwise engages in conduct that is inappropriate for a board member.

Article 26 (Remuneration)

- (1) A board member shall not receive any remuneration for the performance of his or her duties; provided, however, that he or she may accept money for the reimbursement of costs incurred for the performance of duties.
- (2) The amount of costs to be reimbursed and the method of the payment thereof shall be determined by the President through the adoption of a resolution at a meeting of the Executive Board.

Article 27 (Adviser)

- (1) The position of Adviser may be established at this Juridical Person.
- (2) An Adviser shall be appointed or dismissed by the President through the adoption of a resolution at a meeting of the Executive Board.
- (3) In connection with the operations of this Juridical Person, the Adviser shall respond to requests for advice by the President or express opinions to the President.

Chapter 5: Executive Board

Article 28 (Constitution)

- (1) The Executive Board shall be established at this Juridical Person.
- (2) The Executive Board shall be constituted by Directors.

Article 29 (Authority)

Resolutions concerning matters as separately prescribed in these Articles of Association as well as the following matters shall be adopted at meetings of the Executive Board:

- (i) Matters that should be submitted to a general meeting;
- (ii) Matters concerning the execution of matters as decided at a general meeting;
- (iii) Matters otherwise concerning the execution of operations for which no resolution needs to be adopted at a general meeting.

Article 30 (Holding meetings of the Executive Board)

Meetings of the Executive Board shall be held in cases as enumerated below:

- (i) Where deemed necessary by the President;
- (ii) Where a request for convocation is made by the Auditor pursuant to the provisions of paragraph (5)(v) of Article 23 hereof.

Article 31 (Convocation)

- (1) A meeting of the Executive Board shall be convened by the President.
- (2) Where a request under (ii) or (iii) of the preceding article is made, the President must convene a meeting of the Executive Board within fourteen (14) days of the receipt thereof;
- (3) Where a meeting of the Executive Board is convened, the date and time, location, and purpose of and agenda items for the meeting must be notified by no later than five (5) days prior thereto in writing or by way of electromagnetic means.

Article 32 (Chairing meetings of the Executive Board)

A meeting of the Executive Board shall be chaired by the President.

Article 33 (Resolutions)

- (1) For a resolution at a meeting of the Executive Board to be adopted, a majority of Directors without any special conflicts of interest concerning the resolution in question shall attend and a majority thereof shall accept the resolution in question.
- (2) Notwithstanding the provisions of the preceding paragraph, a resolution at a meeting of the Executive Board shall be deemed to have been adopted where the requirements as provided for in Article 96 of the General Juridical Persons Act have been satisfied.

Article 34 (Minutes)

- (1) The minutes of the proceedings of a meeting of the Executive Board shall be prepared as specified by law.
- (2) The minutes of a general meeting shall be sealed or signed by the person chairing the general meeting and two (2) signatories of the minutes as selected at the general meeting.

Chapter 6: Committee

Article 35 (Committee)

- (1) Where necessary for the operations of this Juridical Person, a Committee may be established through the adoption of a resolution at a meeting of the Executive Board.
- (2) Matters required in connection with the operations of the Committee shall be separately prescribed through the adoption of resolutions at meetings of the Executive Board.

Chapter 7: Calculations

Article 36 (Fiscal year)

The fiscal year of this Juridical Person shall be a year extending from April 1 of each year to March 31 of the following year.

Article 37 (Business plans and income and expenditure plans)

- (1) Business plans and income and expenditure plans of this juridical person shall be prepared by the President by the day prior to the first day of the given fiscal year and must be approved at a general meeting after they are subject to the adoption of a resolution at a meeting of the Executive Board. The same shall apply where any such plans are revised.
- (2) Notwithstanding the provisions of the preceding paragraph, where unavoidable circumstances prevent a budget from being approved, the President may, pursuant to a resolution as adopted at a general meeting, obtain income or make disbursements according to the budget for the preceding fiscal year until the date on which a budget is approved.
- (3) Income and disbursements as provided for in the preceding paragraph shall be deemed to constitute income and disbursements in a newly approved budget.

Article 38 (Business reports and settlement of accounts)

- (1) For the business report and settlement of accounts of this Juridical Person, the following documents shall be prepared by the President upon the conclusion of each fiscal year; upon being audited by the Auditor, documents as provided for in (i), (iii), and (iv) hereof

must be approved by the Executive Board and subject to the submission of a report at a general meeting:

- (i) Business report;
 - (ii) Detailed statements attached to the business report;
 - (iii) Balance sheet;
 - (iv) Income statement (net assets increase/decrease calculation sheet);
 - (v) Detailed statements attached to the balance sheet and income statement (net assets increase/decrease calculation sheet).
- (2) Where documents as provided for in (iii) and (iv) of the preceding paragraph do not satisfy the conditions as specified in Article 48 of the Enforcement Regulations of the General Juridical Persons Act, approval must be obtained at a general meeting in lieu of the submission of a report at a general meeting.
- (3) In addition to the documents as provided for in paragraph (1) hereof, the following documents shall be retained for a period of five (5) years at the main business office and the Articles of Association and the membership list shall be retained at the main business office:
- (i) Audit reports;
 - (ii) Accounting audit reports.

Article 39

This Juridical Person shall not distribute dividends.

Chapter 8: Amending these Articles of Association and the dissolution or merger of this Juridical Person

Article 40 (Amending these Articles of Association)

Any attempt to amend these Articles of Association as made by the Juridical Person must be carried out through the adoption of a special resolution at a general meeting.

Article 41 (Dissolution)

This Juridical Person shall be dissolved on grounds as enumerated below:

- (i) Adoption of a special resolution at a general meeting;
- (ii) Unavailability or death of regular members;
- (iii) Merger (limited to cases in which this Juridical Person is extinguished through a merger);
- (iv) Ruling for the commencement of bankruptcy proceedings;
- (v) Other grounds as specified by law.

Article 42 (Ownership of residual assets)

Residual assets on the dissolution of this Juridical Person (except where dissolution is due to a merger or a decision handed down for the commencement of bankruptcy proceedings) shall be presented, through the adoption of a resolution at a general meeting, to the national government or local governments, public interest incorporated associations or public interest incorporated foundations, or juridical persons as stated in Article 5(xvii) of the Act on the Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations.

Article 43 (Merger)

Any attempt to merge as made by this Juridical Person must be carried out through the adoption of a special resolution at a general meeting.

Chapter 9: Bureau

Article 44 (Establishing a Bureau)

- (1) A Bureau for processing the paperwork of this Juridical Person may be established at this Juridical Person.
- (2) A Bureau Chief and required staff member positions may be established for the Bureau.

Article 45 (Appointing and dismissing staff members)

The Bureau Chief and staff members shall be appointed and dismissed by the President.

Article 46 (Organization and operations)

Required matters in connection with the organization and operations of the Bureau shall be separately prescribed by the President through the adoption of a resolution at a meeting of the Executive Board.

Chapter 10: Supplementary provisions

Article 47 (First fiscal year)

The first fiscal year of this Juridical Person shall extend from the date on which this Juridical Person is formed to March 31, 2015.

Article 48 (Founding board members)

Board members at the time of the founding of this Juridical Person shall be as follows:

Founding Director: Masato Edahiro

Founding Director: Masaki Gondo

Founding Director: Masahiko Watanabe

Founding Auditor: Kiyoshi Yokota

Article 49 (Names and addresses of founding members)

The names and addresses of founding members shall be as follows:

Founding member 1 / Address

Name: Masato Edahiro

Founding member 2 / Address

Name: Masaki Gondo

Article 50 (Conformity with the law)

All matters not set forth in these Articles of Association shall be in accordance with the General Juridical Persons Act and other relevant laws and regulations.

In witness whereof, these Articles of Association are hereby prepared for the establishment of the Embedded Multicore Consortium on the date indicated hereunder and the members thereof shall affix their signatures and seals hereto.

October 3, 2014

Masato Edahiro, Founding Member

Masaki Gondo, Founding Member