

**ARTICLES OF INCORPORATION
OF
KYUSHU ELECTRIC POWER COMPANY, INCORPORATED**

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Chapter I . General Provisions

Article 1. (Corporate Name)

The name of the Company shall be Kyushu Denryoku Kabushiki Kaisha. It shall be expressed in English as Kyushu Electric Power Company, Incorporated.

Article 2. (Objects)

The objectives of the Company shall be to engage 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) Sale and rental of books, audio and visual software;
- (14) Production and sale of concrete products;
- (15) Production, processing and sale of agricultural, forestry and fishery products;
- (16) Operations related to non-life insurance agencies and offering life insurance;
- (17) Dealing, leasing and management of real estate, and real estate investment advisory service;
- (18) Engineering, consulting, and sale of technologies and know-how relating to any of the foregoing items;
- (19) Business incidental or relating to any of the foregoing items; and
- (20) Investment in other companies required in terms of management.

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 one thousand (1,000) for Class A Preferred 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, one (1) for Class A Preferred 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 A Preferred Shares

Article 12-2. (Preferred Dividends)

1. When the Company intends to pay dividends of surplus (excluding the Class A 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 A Preferred Share (hereinafter referred to as the “Class A Preferred Dividends”) to the shareholders who own the Class A Preferred Shares (hereinafter referred to as the “Class A Preferred Shareholders”) or the registered pledgees of the Class A Preferred Shares (hereinafter referred to as the “Registered Pledgees of the Class A 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 A Preferred Dividends have been paid in whole or in part (excluding payments of the Accumulated and Unpaid Class A Preferred Dividends as provided in Paragraph 3 of this Article, and including the Class A 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 A 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 12-3 or has acquired Class A Preferred Shares pursuant to Article 12-7 or Article 12-8 during the period from a certain record date of Class A Preferred Dividends until the payment date of Class A Preferred Dividends, the Company is not required to pay dividends of surplus pertaining to such record date for the relevant Class A Preferred Shares.

2. The amount of the Class A Preferred Dividends shall be two million one hundred thousand (2,100,000) yen per share. (Provided, however, the amount of dividends of surplus whose record date is March 31, 2020 shall be one million five hundred and ninety nine thousand four hundred and fifty two (1,599,452) yen.)
3. If the aggregate amount of dividends of surplus per share (excluding payments of the Accumulated and Unpaid Class A Preferred Dividends as provided below, and including the Class A Preferred Interim Dividends) to be paid to the Class A Preferred Shareholders or the Registered Pledgees of the Class A Preferred Shares with any date in a certain business year being the record date is less than the amount of the Class A Preferred Dividends as provided in Paragraph 2 of this Article, the shortfall thereof shall be accumulated by compounding yearly two point one (2.1) % per annum on the paid-in amount (hereinafter referred to as the “Class A 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, 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 A Preferred Dividends”) shall be paid to the Class A Preferred Shareholders or the Registered Pledgees of the Class A Preferred Shares prior to payment of the Class A Preferred Dividends and the Class A 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 A Preferred Shareholders or the Registered Pledgees of the Class A Preferred Shares shall not be made in excess of the amount of the Class A Preferred Dividends and the amount of Accumulated and Unpaid Class A 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 A Preferred Dividends as provided in Paragraph 2 of this Article (rounding up the first decimal place to the nearest whole number) per Class A Preferred Share for a business year including such record date to the Class A Preferred Shareholders or the Registered Pledgees of the Class A 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 “the Class A Preferred Interim Dividends”) prior to payment to the Common Shareholders or the Registered Pledgees of the Common Shares. (Provided, however, that the amount of dividends of surplus whose record date is September 30, 2019 shall be five hundred and forty six thousand five hundred and seventy five (546,575) yen.)

Article 12-3. (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 A Preferred Share (hereinafter referred to as the “Base Value”) to the Class A Preferred Shareholders or the Registered Pledgees of the Class A Preferred Shares prior to distribution to the Common Shareholders or the Registered Pledgees of the Common Shares.

(Formula for Base Value)

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

In the foregoing formula, the “Accumulated and Unpaid Class A 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 12-2, Paragraph 3 by deeming such Distribution Date of Residual Assets as the date of actual payment and the “Class A Preferred Dividends Unpaid in the Previous Business Year” shall be, of the total amount of the Class A 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 A Preferred Dividends for such Previous Business Year in the event that any part of such Class A 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 A Preferred Dividends), and the “Class A 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 A 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 A Preferred Dividends and the Class A Preferred Dividends Unpaid in the Previous Business Year, and including the Class A 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, 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 A Preferred Shareholders or the Registered Pledgees of the Class A Preferred Shares shall not be made in excess of the Base Value.

Article 12-4. (Voting Rights)

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

Article 12-5. (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 A Preferred Shareholders is required except as otherwise provided in laws and regulations.

Article 12-6. (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 A Preferred Shares. The Company shall not entitle the Class A 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 A Preferred Shareholders.

Article 12-7. (Put Option in Exchange for Money)

The Class A Preferred Shareholders may demand that the Company acquires in whole or in part the Class A Preferred Shares in exchange for money at any time after June 29, 2019 (the day on which such demand is made, hereinafter referred to as the “Acquisition Date of Put Option in Exchange for Money”). 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, deliver to the Class A 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 as provided in Article 461, Paragraph 2 of the Companies Act, in exchange for acquiring in whole or in part the Class A Preferred Shares; provided, however, that if the Class A Preferred Shareholders demand that the Company acquires in excess of the distributable amount, the part of the Class A 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 A Preferred Share shall be calculated pursuant to the formula for Base Value as provided in Article 12-3; provided that in calculating the acquisition value, each references to “Distribution Date of Residual Assets” in the formula for Base Value as provided in Article 12-3 will be deemed to be a reference to “Acquisition Date of Put Option in Exchange for Money.”

Article 12-8. (Acquisition Clause in Exchange for Money)

When a certain date after June 29, 2019 to be separately specified by the Board of Directors of the Company arrives, the Company may, regardless of the intent of the Class A Preferred Shareholders or the Registered Pledges of the Class A Preferred Shares and to the extent permitted by laws and ordinances, acquire in whole or in part the Class A 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”). In addition, when the Company acquires a part of the Class A Preferred Shares, such part of the Class A 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 A Preferred Share shall be calculated pursuant to the formula for Base Value as provided in Article 12-3; provided that in calculating the acquisition value, each reference to “Distribution Date of Residual Assets” in the formula for Base Value as provided in Article 12-3 will be deemed to be a reference to “Acquisition Date under Acquisition Clause in Exchange for Money.”

Chapter II-3. Class B Preferred Shares

Article 12-9. (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 pledges of the Class B Preferred Shares (hereinafter referred to as the “Registered Pledges 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 or the registered pledges 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 12-10 or has acquired Class B Preferred Shares pursuant to Article 12-14 or Article 12-15 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. (Provided, however, the amount of dividends of surplus whose record date is March 31, 2024 shall be one million nine hundred and thirty three thousand three hundred and thirty three (1,933,333) yen.)
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. (Provided, however, that the amount of dividends of surplus whose record date is September 30, 2023 shall be four hundred and eighty three thousand three hundred and thirty three (483,333) yen.)

Article 12-10. (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 of the total amount calculated pursuant to Article 12-9, 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 12-11. (Voting Rights)

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

Article 12-12. (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 12-13. (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 12-14. (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 after August 2, 2023 (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 12-10; 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 12-10. will be deemed to be a reference to “Acquisition Date of Put Option in Exchange for Money (Class B Preferred Share).”

Article 12-15. (Acquisition Clause in Exchange for Money)

When a certain date after August 2, 2023 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 12-10; 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 12-10 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 13. (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 14. (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 15. (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 16. (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 17. (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 18. (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 18-2. (Class Meeting)

1. The provision of Article 14 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 15, 16 and 18 shall apply mutatis mutandis to the Class Meeting.
3. The provision of Article 17, 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 17, 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 19. (Number of Directors)

1. The number of Directors of the Company shall not exceed nineteen (19).
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 20. (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 21. (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 22. (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 23. (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 Chairman of the Board of Directors and the President shall serve as representative Directors.
3. Representative Director(s) may be appointed through a resolution by the Board of Directors from among Directors (excluding Directors who are Audit and Supervisory Committee Members) in addition to those mentioned in the preceding paragraph.

Article 24. (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 25. (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 26. (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 27. (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 28. (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 29. (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 30. (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 31. (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 32. (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 33. (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 senior Executive Officers.

Article 34. (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 35. (Business Year)

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

Article 36. (Record Date for Business-year-end Dividends)

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

Article 37. (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 38. (Exclusion Period)

If any business-year-end dividend or interim dividend is not received by the shareholder within five (5) 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 39. (Exclusion Period for Class A Preferred Shares and Class B Preferred Shares)

The provision of Article 38 shall apply mutatis mutandis to payments of the Class A Preferred Dividends and the Class A Preferred Interim Dividends as well as the Class B Preferred Dividends and the Class B Preferred Interim Dividends.

Supplementary Provisions

Article 1. (Transitional Measures for Exemption from Liability of Corporate Auditors)

1. Pursuant to the provisions of Article 426, Paragraph 1 of the Companies Act, the Company may, by a resolution by the Board of Directors, exempt Corporate Auditors (including those who were Corporate Auditors) from their liability as provided in Article 423, Paragraph 1 of the same Act with regard to their acts prior to the conclusion of the 94th Ordinary General Meeting of Shareholders to the extent as provided in laws and regulations.
2. Contracts with External Corporate Auditors (including those who were External Corporate Auditors) providing that their liability as provided in Article 423, Paragraph 1 of the Companies Act, with regard to their acts prior to the conclusion of the 94th Ordinary General Meeting of Shareholders, is limited to the extent as provided in laws and regulations shall continue to be governed by Article 35, Paragraph 2 of the Articles of Incorporation as prior to amendment by a resolution by this Ordinary General Meeting of Shareholders.

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

Kazuhiro Ikebe
President & Chief Executive Officer of Kyushu Electric Power Company, Incorporated

References

History:

May 1, 1951: Established.

October 27, 1951: Revision in line with the amendment of the Commercial Code, etc.

May 28, 1953: Change of authorized capital, etc.

November 22, 1954: Addition to denominations of share certificates.

May 28, 1956: Revision in line with the amendment of the Commercial Code, etc.

May 28, 1957: Change of authorized capital.

May 28, 1960: Change of authorized capital, etc.

November 28, 1962: Change of authorized capital, etc.

May 28, 1964: Revision in line with the amendment of the Commercial Code.

November 28, 1968: Creation of transfer agent, etc.

May 28, 1970: Change of authorized capital.

May 28, 1973: Creation of provisions regarding payment of dividend upon conversion of convertible bonds.

May 28, 1975: Revision in line with the amendment of the Commercial Code, etc.

December 20, 1977: Change of date of closing of accounts, etc. (Effective as of April 1, 1978)

June 26, 1981: Change of authorized capital, etc.

June 29, 1982: Revision in line with the amendment of the Commercial Code, etc.
(Effective as of October 1, 1982)

June 27, 1991: Revision in line with effective implementation of the system of Depositary and clearing of share certificates, etc.

June 29, 1994: Revision in line with the amendment of the Commercial Code, etc.

June 26, 1998: Change of objects, etc.

June 27, 2002: Change of objects, etc.

June 27, 2003: Revision in line with the amendment of the Commercial Code.

June 29, 2004: Change of objects, etc.

June 29, 2006: Revision in line with the enforcement of the Companies Act, etc.

June 28, 2007: Change of number and terms of office of Directors, etc.

June 26, 2009: Change of objects, etc.

June 26, 2014: Creation of provisions regarding issue of Class A Preferred Shares and introduction of exculpatory contracts with External Directors and External Corporate Auditors.

June 27, 2018: Creation of provisions regarding transition to a company with Audit and Supervisory Committee, etc.

June 26, 2019: Change of provisions regarding Class A Preferred Shares.

June 28, 2022: Revision in line with the enforcement of the Companies Act, etc.

June 28, 2023: Creation of provisions regarding issue of Class B Preferred Shares.