

Global Financial City OSAKA Promotion Committee Agreement

(Name)

Article 1. The name of this committee is Global Financial City OSAKA Promotion Committee (hereinafter referred to as “committee.”)

(Purpose)

Article 2. This committee was established for the purpose of promoting the initiatives toward realization of Osaka as a global financial city, with the mutual cooperation of local governments, economic groups and other groups concerned.

(Matters under jurisdiction)

Article 3. The committee implements following activities to achieve the purpose stipulated in the Article 2.

- (1) Research and study toward the realization of a global financial city
- (2) Discussion and coordination regarding preparation of the environment for the realization of a global financial city
- (3) Opinion exchange and collaboration with financial organizations and industries
- (4) Transmitting and requesting information regarding the global financial city
- (5) Other activities necessary to achieve the purpose of the committee

(Membership)

Article 4. The committee consists of committee members.

2. Membership is to be given to those who represent a corporation or an organization that agree to the purpose of this committee and can contribute to the realization of a global financial city.

(Board of directors)

Article 5. The committee assigns the following directors.

- (1) One president
 - (2) Several vice presidents
2. The president is elected from among the committee members by mutual election.
3. The president designates vice presidents from among the members.

(Duties of the directors)

Article 6. The president represents the committee and manages the entire duties of the committee.

2. The vice-presidents assist the president, and in the event of his/her accident or absence, they must implement the president's duties on his/her behalf in an order predetermined by the president beforehand.

(Office term of the directors)

Article 7. Directors' office term is two years. However, this does not preclude him/her from being re-appointed

2. The office term of directors elected to fill a vacancy or to increase the number of directors is to be the remaining office term of their predecessor and incumbents.

3. Directors perform their duties until their successors take office, even after their terms expired.

(General meeting)

Article 8. The general meeting consists of the members stipulated in Article 4, Paragraph 2 and is to discuss and decided on the following agendas.

- (1) Matters concerning plans and report of implementation
- (2) Other matters concerning the operation of the committee

2. The president is to summon and chair the general meeting.

3. The General meeting cannot be held unless it is attended by a majority of the members.

4. The agendas of the general meeting are decided by the approval vote of a majority of the attendant committee members. In case of a tie-vote, they are to be decided by the president.

5. Members who are unable to attend the general meeting for unavoidable reasons may make a written verdict beforehand or delegate the verdict to the other members on their behalf. In this case, the members are to be deemed to have attended when applying the provisions of paragraphs 3 and 4.

6. If the president does not have time to summon the general meeting or the agendas are simple enough, the president may circulate a document stating the agendas to be submitted to the general meeting to the committee members and ask them about approval or disapproval instead of holding the general meeting.

7. The president may request the attendance of highly specialized academic experts (hereinafter referred to as "advisers") or those who are related to the agendas of the general meeting as necessary, ask for their opinions or explanations, or request to submit relevant materials.

(Board of directors)

Article 9. The board of directors is to be set up in the committee to ensure smooth operation of the committee.

2. The board of directors consists of the directors stipulated in each item of Article 5, Paragraph 1. The board is to discuss and decide on the following matters.

(1) Agendas to be discussed in the general meeting

(2) Other matters the president admits to be necessary regarding the operation of the general meeting

3. The president is to summon and chair the board of directors' meeting.

4. The board of directors cannot be held unless it is attended by a majority of the directors.

5. The agendas of the board of directors' meeting are decided by the approval vote of a majority of the attendant directors. In case of a tie-vote, they are to be decided by the president.

6. If the president does not have time to summon the board of directors' meeting or the agendas are simple enough, the president may circulate a document stating the agendas to be submitted to the board of directors' meeting and ask them about approval or disapproval instead of holding the meeting.

7. The president may request the attendance of advisers or those who are related to the agendas of the board of directors' meeting as necessary, ask for their opinions or explanations, or request to submit relevant materials.

(Board of secretaries)

Article 10. The board of secretaries is to be set up in the committee to ensure smooth operation of the committee.

2. The secretary is to be a person belonging to a corporation or an organization to which the member nominated by the president belongs, or a person belonging to a subsidiary or an affiliated company (including a subsidiary or affiliated company with the same parent company) of the corporation to which the member nominated by the president belongs.

3. The board of secretaries consists of secretaries and is to discuss and decide on the following agendas.

- (1) Plans and proposals to achieve the purpose stipulated in the Article 2.
 - (2) Agendas to be discussed in the board of directors' meeting.
 - (3) Other matters the secretary-general admits to be necessary regarding the operation of the general meeting
4. The board of secretaries report the decided matters as stipulated in the preceding paragraph to the board of directors.
 5. The board of secretaries assigns the secretary-general and deputy secretary-general by one respectively.
 6. The chief of the secretariat serves as the secretary-general.
 7. The secretary-general summon and chair its meeting.
 8. The secretary-general designates the deputy secretary-general from among the secretaries.
 9. The deputy secretary-general assists the secretary-general, and in the event of his/her accident or absence, the deputy secretary-general must implement duties of the secretary-general on his/her behalf.
 10. The board of secretaries cannot hold its meeting unless it is attended by a majority of the secretaries.
 11. The agendas of the board of secretaries' meeting are decided by the approval vote of a majority of the attendant secretaries. In case of a tie-vote, they are to be decided by the chairperson.
 12. If the secretary-general does not have time to summon the board of secretaries' meeting or the agendas are simple enough, the secretary-general may circulate a document stating the agendas to be submitted to the meeting to the secretaries and ask them about their approval or disapproval instead of holding the meeting.
 13. The Secretary-General may request the attendance of advisers or those who are related to the agendas of the Board of Secretaries meeting as necessary, ask for their opinions or explanations, or request to submit relevant materials.

(Working group)

Article 11. The president may set up working groups as necessary to smoothly implement the matters stipulated in the Article 3.

2. Members of a working group are to be persons belonging to a corporation or an organization to which the committee members belong; or persons belonging to a subsidiary or an affiliated company (including a subsidiary or affiliated company with the same parent company) of the corporation to which the members belong.
3. The President may add advisers to consisting members of working groups as necessary.
4. The working group is to discuss the necessary matters and report them to the Board of Secretaries.
5. The working group assigns the chief and deputy chief by one respectively.
6. The chief of the working group is mutually elected from among those who are stipulated in the Paragraph 2 or 3.
7. The chief of the working group summon and chair its meeting as necessary.
8. The chief of the working group designates the deputy-chief from among those who are stipulated in the Paragraph 2 or 3.
9. The deputy-chief of the working group assists the chief, and in the event of his/her accident or absence, the deputy-chief must implement the duties of the chief on his/her behalf.
10. The chief of the working group may request the attendance of advisers or those who are related to the agendas of the working group's meeting other than the members stipulated in the Paragraph 3 as necessary, ask for their opinions or explanations, or request to submit relevant materials.

(Observers)

Article 12. The committee may assign observers.

2. The president, the secretary-general, and the chief of the working group may request the attendance of observers at the general meeting and the board of directors' meeting, board of secretaries, and the working group's meeting respectively.

(Exceptional way of attendance at the meeting)

Article 13. When it is difficult to visit the venue of the meeting for unavoidable reasons, attendees at the general meeting, board of directors' meeting, board of secretaries' meeting, and working group's meeting (hereinafter referred to as "committee members") may attend each meeting using a method that allows you to communicate with each other while mutually recognizing the state

of the other party by sending and receiving audiovisual data (hereinafter referred to as “online.”)

2. In the case of preceding paragraph, committee members must make notification beforehand when they wish to attend the meeting online.

3. The committee members who made the notification pursuant to the provisions of the preceding paragraph and attended the meeting are regarded as attendees of Article 8, Paragraph 3 and 4 at the general meeting, Article 9, Paragraph 4 and 5 at the board of directors’ meeting, and Article 10, Paragraph 10 and 11 at the board of secretaries’ meeting.

4. The method of verdict by online attendees and other necessary matters are to be determined separately by the President.

(Secretariat)

Article 14. The secretariat offices are placed in Osaka Prefecture and Osaka City to handle the tasks of the Committee.

2. The chief of the secretariat is assigned to supervise the secretariat.

3. Director General of Growth Strategy Bureau, Department of Policy and Planning, Osaka Prefectural Government serves as the chief of the secretariat.

(Secretariat operation cost)

Article 15. The operation cost of the secretariat of Committee is covered by Osaka Prefecture and Osaka City. Each amount to be borne is to be separately determined by Osaka Prefecture and Osaka City.

(Rewards, etc.)

Article 16. Committee members stipulated in the Article 4, Paragraph 2, secretaries in the Article 10, Paragraph 2, members of the working group in the Article 11, Paragraph 2, and observers in the Article 12, Paragraph 1 are to be non-paid and any cost is not to be compensated.

2. The secretariat is to pay the fees and compensate the cost separately to the attendees stipulated in the Article 8 Paragraph 7, the Article 9 Paragraph 7, Article 10 Paragraph 13, and the Article 11 Paragraph 3 or 10.

(Revision of the bylaw)

Article 17. Revisions of this bylaw are to be determined in the general meeting.

(Other)

Article 18. If any matters occur regarding the committee other than those which are determined in this bylaw, they are to be determined by the president.

(Additional clause)

1. This Agreement is put into force on March 29, 2021

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1. This Agreement is put into force on April 4, 2022