

Duties and Authority of Directors Rules

Enacted: April 25, 2019

PURPOSE

Article 1-1 The purpose of these regulations are to provide duties and authority of the directors of the Organization of Global Financial City Tokyo (hereinafter referred to as "Organization") as stipulated in Article 26-4 of the Articles of Incorporation of Organization, and to make lawful and efficient execution of business as a general incorporated association.

COMPLIANCE WITH LAWS AND REGULATIONS

Article 2-1 The directors shall observe laws, articles of incorporation, and standards and regulations set forth in the Organization, and shall perform the duties faithfully, cooperate, and contribute to the performance of the purposes of Organization prescribed in Articles of Incorporation of Organization.

DIRECTORS

Article 3-1 The directors shall organize the Board of Directors and participate in determining the execution of the Organization's business activities as prescribed in laws and Articles of Incorporation of Organization.

REPRESENTATIVE DIRECTOR

Article 4-1 The duties and authority of the representative director are as follows (see below Exhibit for items):

- (1) The representative director shall represent the Organization and execute its business activities.
- (2) The representative director shall convene a general meeting and preside over this as chairperson.
- (3) The representative director shall convene a Board of Directors' meeting and preside over this as chairperson.
- (4) The representative director shall report on the execution of his/her duties to the Board of Directors at least twice every business year at intervals of more than four months.

EXECUTIVE DIRECTOR

Article 5-1 The duties and authority of the executive director are as follows (see below Exhibit for items):

- (1) The executive director shall assist the representative director and execute the business activities of the Organization.
- (2) When the representative director is unable to act or is absent, the executive director shall act in their place to execute business activities.
- (3) The representative director shall report on the execution of his/her duties to the Board of Directors at least twice every business year at intervals of more than four months.

DETAILED RULES

Article 6-1 Matters necessary for the implementation of Duties and Authority of Directors Rules, other than the regulations provided herein, shall be separately provided by the representative director.

REVISION OR ABOLITION

Article 7-1 Any revision or abolition of the Duties and Authority of Directors Rules are subject to a resolution of the Board of Directors.

SUPPLEMENTARY PROVISIONS

This rule shall take effect from the date of the Organization's registration (from April 1st, 2019).

Exhibit

Duties and Authorities of Directors

Final decision items	Person charged with authority to make a final decision	
	Representative director	Executive director
Business plans and proposed budgets to achieve	○	
Fundamental policy regarding setting of business execution		○
Preparation of business reports and financial proposals	○	
Appointment (or dismissal) of the manager	○	
Appointment of persons other than important employees	○	
Overseas business trips	○	
Domestic business trips		○
Formulation of fundamental policy regarding overall control of accounting affairs		○
Contract agreement and expenditure Greater than ¥3,000,000 Less than ¥3,000,000	○	○
To implement seminars, etc.		○
Administration and management of assets	○	
Operation and organization of administrative office	○	
Establishment, revision, and abolishment of internal rules	○	
Agenda items to be submitted to Board of Directors and general meeting of members	○	
Amendment, abolishment, and name change of the organization	○	
Submission of external documents Very important items Important items General administrative correspondence	○	○ ○