

Hydrogen Small mobility & Engine technology Association

Supporting Members Regulations

Chapter 1 General Provisions

(Purpose)

- Article1 The purpose of these regulations is to set forth the necessary matters concerning the Supporting Members of the Association, based on the Constitution of Supporting Members of “Hydrogen Small mobility & Engine technology Association” (the “Association”).

(Supporting Members)

- Article2 A “Supporting Member” means a corporation which does not have voting and electing rights as stipulated in Article 8 of the Research and Development Partnership Act, but which agrees with the basic principles and purposes of the Association, is approved for membership as a Supporting Member by the Association, pays the supporting membership fee (the “Membership fee”), and receives benefits as a Supporting Member.

(Qualifications of Supporting Members)

- Article3 Those who meet the qualifications for Supporting Members of the Association shall be corporations that agree with the basic principles and purposes of the Association and are willing to consider collaborating with the Association.
- 2 Notwithstanding the provision of the preceding paragraph, a partner of the Association may not become a Supporting Member during the period in which it is qualified as a partner; provided, however, that such a partner shall be eligible to join the Association as a Supporting Member, regardless of how long it have been a partner of the Association, for any period of time other than the period during which it is eligible for membership as a partner in the Association.

Chapter 2 Admission of Supporting Members

(Method of Applying for Supporting Members)

- Article4 A corporation which is willing to join the Association as a Supporting Member shall apply for a Supporting Member in a manner separately determined by the Association.

(Decision to Join)

Article5 Upon receipt of an application for membership as a Supporting Member, the Association shall, after consultation within the Association's Research Steering Committee and Business Management Division without delay, review and decide whether the applicant is eligible for membership as a Supporting Member at the meeting of the Council.

(Confidentiality)

Article6 Supporting Members shall, during the term of their supporting membership and after they cease to be Supporting Members for any reason whatsoever, including but not limited to withdrawal or expulsion from membership, maintain in confidence all facts, materials and information relating to the Association's business and all facts, materials and information obtained in connection with the Association's business and shall not disclose or divulge such facts, materials and information to any third party without the prior written consent of the Association; provided, however, that this shall not apply to any of the following items:

- (1) What are already publicly known at the time of acquisition;
- (2) What has entered into public knowledge through no fault of their own after being acquired;
- (3) What is clear from the document that they are already in possession at the time of acquisition; or
- (4) What legally acquired from a duly authorized third party without being bound by any obligation of confidentiality.

Chapter 3 Membership Fee of Supporting Members

(Membership Fee)

Article7 Supporting Members shall pay a Membership Fee of 3,000,000 yen per business year of the Association.

- 2 In the case of admission to membership as a Supporting Member after the start of the Association's business year, the Membership Fee for the relevant year shall be paid at the same time as the admission.
- 3 All taxes and other commissions based on the payment of Membership Fee by Supporting Members shall be borne by such Supporting Members.

Chapter 4 Withdrawal and Expulsion of Supporting Members

(Withdrawal from Membership)

- Article8 A Supporting Member may withdraw from membership by notifying the Association in writing.
- 2 A Supporting Member shall be withdrawn from membership at the end of the fiscal year in which it ceases to be a Supporting Member as defined in Article 3 of these Regulations.
 - 3 A Supporting Member who wants to join the Association as partners of the Association shall follow the procedures set forth in the Articles of Incorporation and constitutions and regulations of the Association.

(Expulsion)

- Article9 The Association may expel a Supporting Member without notice if the Supporting Member falls under any of the following items:
- (1) If it interferes or attempts to interfere with the business of the Association;
 - (2) If it fails to pay the Membership Fee;
 - (3) If it has intentionally or through gross negligence acted in a manner that has brought discredit on the Association;
 - (4) If it commits a crime or other discreditable act;
 - (5) If it commits an act that is offensive to public order and morals;
 - (6) If a Supporting member, an officer of a Supporting member or a person involved in the management of a Supporting member is an organized crime group, a company affiliated with an organized crime group, a corporate racketeer or any other person equivalent to these or their members (collectively, the “Anti-Social Forces”); or
 - (7) If a Supporting Member, an officer of the Supporting Member, or a person involved in the management of the Supporting Member provides benefits or favors to the Anti-Social Forces, or has a socially reprehensible relationship with the Anti-Social Forces.
- 2 A corporation expelled for any of the items in the preceding paragraph may not make any claim against the Association for any damages in connection with the expulsion, and the Association may demand compensation from the expelled corporation for any actual or reasonably possible damages to the Association.

(Non-Refund of Membership Fee upon withdrawal or expulsion from Membership)

- Article10 Even if a Supporting Member withdraws from membership or is expelled during a business year, it shall not be exempted from the obligation to pay the Membership Fee for the relevant business year, and the Membership Fee already paid shall not be refunded upon withdrawal from membership or expulsion from membership.

Chapter 5 Rights of Supporting Members

(Benefits)

Article 11 Supporting Members are entitled to the following rights:

- (1) View the Association's results of Research (the content shall be separately determined by the Association.)
 - (2) Opportunities for consultation and proposals on research themes
 - (3) Other benefits as designated by the Association
- 2 The Association may change the rights set forth in the preceding paragraph at any time.

Chapter 6 Miscellaneous Provisions

(Governing Law and Dispute Resolution)

Article 12 These Regulations shall be governed by and construed in accordance with the laws of Japan.

- 2 During the term of a Supporting Member and even after a Supporting Member ceases to be a Supporting Member for any reason whatsoever, including withdrawal or expulsion from Membership, all disputes, controversies, or differences of opinion concerning the activities of the Association that arise between a Supporting Member and the Association and its partners shall be finally settled in accordance with the Commercial Arbitration Rules of the Japan Commercial Arbitration Association in Tokyo, Japan if they cannot be settled peacefully through consultation between them. The arbitral proceedings shall be conducted in Japanese. The award of the arbitrators shall be final and binding on the parties concerned, and the judgement upon such award may be entered in any court having jurisdiction thereof.

(Compliance with Laws and Regulations)

Article 13 Supporting Members shall comply with anti-bribery, anti-private monopoly, fair trade, prevention of unfair competition, and other related laws, regulations, ordinances, and guidelines, etc. applicable in Japan and abroad.

(Other)

Article 14 Matters not provided for in these Regulation with respect to Supporting Members, which are necessary, shall be determined by the Council.

(Amendment or Repeal of these Regulations)

Article15 These Regulations shall be amended or repealed by a resolution of the Council.

SUPPLEMENTARY PROVISIONS

(Effective Date)

1. This Constitution shall come into effect as of the date of registration of the incorporation of the Association.