

Automated Negotiation SCM Consortium Operating Terms and Conditions
Established on October 15, 2021
Amended on November 1, 2021

Chapter 1 General Rules

(Name)

Article 1 The name of this Consortium is the Automated Negotiation SCM Consortium.

(Purpose)

Article 2

The Consortium will carry out the following activities with the aim of dramatically streamlining the "coordination of interests and behavior among companies, organizations, and individuals" that occur every day in the supply chain.

- (1) Arrangement and verification of practical coordination business flows utilizing advanced technologies
- (2) Realization of social value through its development and dissemination and ecosystem formation
- (3) Contribution to national visions such as Society 5.0

Chapter 2 Members

(Member)

Article 3 Members of the Consortium shall carry out activities to realize the purpose of Article

2. The members of the Consortium are composed of three types: general members, user members, and academic members.

- (1) General members are companies, organizations, individuals who conduct problem hearings, proposals and participation in solutions and PoCs to solve problems.
- (2) User members are companies or organizations, individuals who present issues, examine feasibility of solutions and PoCs, and participate in and support PoCs.
- (3) Academic members are companies, organizations, individuals who support the activities of the consortium from an expertise point of view.

(Join)

Article 4 Companies, organizations, and individuals who intend to become members of the Consortium have a nondisclosure agreement.

(Contract number: DSR-21-001) "Appendix 2 "Nondisclosure Agreement" consent form" must be submitted to the Consortium Secretariat.

(Loss of membership)

Article 5 If a member falls under one of the following items, the qualification shall be lost.

- (1) When there is a written declaration of intention to withdraw from the Consortium
- (2) When a death or disappearance is received, or a member company or organization is dissolved
- (3) When expelled

(Withdrawal and expulsion)

Article 6 Members may voluntarily withdraw from the board by submitting a notice of withdrawal separately specified by the Board of Directors to the Consortium Secretariat at

least one month prior to the date on which the withdrawal is desired.

2. If a member fails to comply with the Terms of Operation and the rules separately stipulated by the Board of Directors, or acts that defame the Consortium, the member may be expelled by resolution of the General meeting.

Chapter 3 General Meeting

Article 7 The General Meeting of Consortium may make resolutions only on the matters stipulated in this Operating Terms and Conditions, and shall be voted upon by a majority of the number of members present by the voting rights. Membership votes with voting rights shall be one vote for the same company or organization. In the case of a tie, it shall be decided by the President.

2. The General Meeting shall be composed of members.

3. There shall be two types of general meetings: ordinary general meetings and extraordinary general meetings.

4. In addition to the matters stipulated in these Operating Terms and Conditions, the General Meeting shall deliberate and decide on the following matters.

- (1) Election of Directors
- (2) Dismissal of Directors
- (3) Expulsion of members
- (4) Change of Operating Terms and Conditions
- (5) Matters related to merger and dissolution
- (6) Matters proposed by the Board of Directors

(Holding meetings)

Article 8 Annual general meeting shall be held once a year. An extraordinary general meeting is held when necessary.

(Convocation)

Article 9 The General Meeting shall be convened by the President by resolution of the Board of Directors.

(Minutes)

Article 10 With regard to the proceedings of the General Meeting, the minutes of the meeting shall be prepared.

2. The minutes shall at least describe the matters listed in the following items.

- (1) Date, time and place
- (2) Organization name of the members who attended the meeting and name of the persons who attended the meeting
- (3) Proposals
- (4) Outline of the progress of the proceedings and the results thereof

Chapter 4 Officers

Article 11 The Consortium shall have the following officers:

(1) 3 to 8 directors

One president shall be appointed from among the Directors.

Some vice presidents may be designated from among the directors.

(Appointment and Selection)

Article 12 Directors shall be elected by resolution of the General Meeting.

The President shall be selected by resolution of the Board of Directors.

The Vice President shall be selected by resolution of the Board of Directors.

(Duties of Directors)

Article 13 The President shall, on behalf of the Consortium, and summarize the affairs of the Board.

The Vice President shall assist the President and, in the event of an accident with the President, act on behalf of the President.

In addition to the President and Vice President, directors selected as directors who execute business by resolution of the Board of Directors shall execute the business of Consortium.

(Term of Office)

Article 14 The term of directors shall be until the conclusion of the ordinary general meeting of the business year ending within two years after election, and reappointment shall not be prevented.

2. The term of a director elected as a substitute shall be until the expiration of the term of office of the predecessor. In addition, directors elected by increasing the number of directors shall be until the expiration of the term of office of other directors.

(Dismissal)

Article 15 Officers may be dismissed by resolution of the General Meeting pursuant to Article 7, Paragraph 4, Item 2

Chapter 5 Board of Directors

Article 16 The Consortium shall have a Board of Directors composed of all Directors.

2 In addition to the matters stipulated in these Operating Terms and Conditions, the Board of Directors shall deliberate and decide on the following matters.

- (1) Decision on business execution
- (2) Supervision of directors' execution of duties
- (3) Selection and dismissal of the President and Vice Presidents
- (4) Establishment, change and abolition of the consortium's rules
- (5) Determination of matters to be submitted to the General Meeting
- (6) Other important matters related to the operation of the Consortium.

(Convocation)

Article 17 The Board of Directors shall be convened by the President at least one week prior to the date of the Board of Directors in writing or by electromagnetic means. In the event of a vacancy or accident with the President, other Directors shall convene the Board of Directors.

Chapter 6 Supplementary Provisions (Secretariat)

Article 18 The Secretariat shall be established for the compilation of the affairs of the Consortium.

2 The Top of Secretariat and the Secretariat shall be appointed by the President.
(First fiscal year)

Article 19 The first business year of the Consortium shall be until September 30, 2022.