

ARTICLES OF INCORPORATION

OLYMPUS CORPORATION

2951 Ishikawa-machi, Hachioji-shi, Tokyo

As of June 28, 2016

OLYMPUS CORPORATION

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CHAPTER I. GENERAL PROVISIONS

Article 1. *(Corporate Name)*

The Company shall be called “Olympus Kabushiki Kaisha” in Japanese and shall be expressed in English as “OLYMPUS CORPORATION”.

Article 2. *(Objective)*

The objective of the Company shall be to engage in the following business activities:

- (1) Manufacture, sale, repair and leasing of microscopes, cameras, precision measuring instruments and other optical devices;
- (2) Manufacture, sale, repair and leasing of medical equipment, veterinary equipment, office equipment and other general purpose devices and equipment;
- (3) Manufacture, sale, repair and leasing of electrical and communications devices and equipment;
- (4) Manufacture and sale of pharmaceuticals, quasi-drugs, cosmetics, industrial chemicals and chemical substances;
- (5) Manufacture and sale of food products and animal feed;
- (6) Development and sale of software, computerized data processing and repair and leasing of computers;
- (7) Information service using communication networks;
- (8) Export and import of each of the foregoing items and products related thereto;
- (9) Laboratory testing and water quality analysis on contract;
- (10) Purchase and sale of used goods;
- (11) Personnel dispatchment business;
- (12) Non-life insurance agency business;
- (13) Travel agency business;
- (14) Industrial and general waste disposal business;
- (15) Leasing, sale and purchase of real estate and real estate agency business;
- (16) Construction planning and construction works on a contract basis;
- (17) Investment and consulting business; and
- (18) Other activities incidental or related to any of the foregoing items.

Article 3. *(Location of Head Office)*

The Company shall have its head office in, Hachioji-shi, Tokyo.

Article 4. *(Functional Body)*

The Company shall have the following functional bodies other than the general meeting of shareholders and the Board of Directors.

- (1) Meeting of the Board of Directors
- (2) Corporate Auditors
- (3) Board of Corporate Auditors
- (4) Accounting Auditors

Article 5. *(Method of Public Notice)*

Public notices of the Company shall be made through electronic public notice, however, if the Company is unable to make a public announcement through the electronic public announcement due to accidents or other circumstances in which it is unable to make an electronic public announcement, public notices shall be given on the Nihon Keizai Shimbun.

CHAPTER II. SHARES

Article 6. *(Total Number of Shares The Authorized to be Issued)*

The total number of shares authorized to be issued by the Company shall be one billion (1,000,000,000) shares.

Article 7. *(Purchase of Own Shares)*

The Company may acquire its own shares through a Board of Directors' resolution in accordance with Article 165, Paragraph 2 of the Company Law.

Article 8. *(Number of Shares Constituting One Unit; Non-issuance of Share Certificates for Shares Constituting Less Than One Full Unit)*

The number of shares constituting one unit of shares of the Company shall be one hundred (100) shares.

Article 9. *(Share Registration Agent)*

1. The Company shall have a Share Registration Agent.
2. The share registration agent and its handling office shall be appointed by resolution of the Board of Directors and a public notice with respect thereto shall made.
3. Creation, placement and other matters related to the List of Shareholders and the Register of Right to Acquire Shares of the Company shall be

delegated to and be made by the share registration agent and shall not by the Company.

Article 10. *(Share Handling Regulations)*

The handling of share certificates of the Company and fees therefor shall be governed by applicable laws and regulations and these Articles of Incorporation, in addition to the Share Handling Regulations prescribed by the Board of Directors.

CHAPTER III. GENERAL MEETING OF SHAREHOLDERS

Article 11. *(Convocation)*

The ordinary General Meeting of Shareholders shall be convened within three (3) months after the end of each business year. Extraordinary General Meeting of Shareholders may be convened any time as necessary.

Article 12. *(Record Date of Ordinary General Meeting of Shareholders)*

The record date with respect to voting rights at the Ordinary General Meeting of Shareholders of the Company shall be March 31 of each year.

Article 13. *(Convener and Chairman)*

1. General Meetings of Shareholders shall be convened and chaired by the Representative Director.
2. In the event that the Representative Director is unable to serve as the chair under extraordinary circumstances, one of the other Directors shall serve as substitute, in the order determined by the Board of Directors in advance.

Article 14. *(Deemed Delivery of Reference Materials for General Meeting of Shareholders by Disclosure on the Internet)*

Upon convocation of a General Meeting of Shareholders, disclosure of reference materials for General Meeting of Shareholders, business reports and financial statements and consolidated financial statements and any information that should be described or otherwise indicated, should be made on the Internet pursuant to requirements set forth by the Ministry of Justice. Such information shall be deemed to have been delivered by the Company to its shareholders.

Article 15. *(Method of Resolution)*

1. Unless otherwise provided for under applicable laws and regulations or under this Articles of Incorporation, a resolution of the General Meeting of Shareholders shall require a majority vote of the total voting rights of the

shareholders present at the meeting who have rights to exercise the voting rights.

2. Any resolution pursuant to Article 309, Paragraph 2 of the Company Law shall require the presence of shareholders holding one-third (1/3) of the voting rights of shareholders who have rights to exercise the voting rights and the vote by two-third of such voting rights shall be in favor thereof.

Article 16. (*Exercise of Voting Right by Proxy*)

1. A shareholder may exercise his or her voting rights by proxy through another shareholder who is entitled to vote at the Company.
2. The shareholder or proxy shall, with respect to each General Meeting of Shareholders, submit a document evidencing the appointment of the proxy.

CHAPTER IV. DIRECTORS AND THE BOARD OF DIRECTORS

Article 17. (*Number of Director*)

The Company shall have up to fifteen (15) Directors.

Article 18. (*Method of Election*)

1. Directors shall be elected at the General Meeting of Shareholders.
2. Any resolution to elect Directors shall require the presence of shareholders holding one-third (1/3) of the total voting rights of shareholders who have rights to exercise the voting rights and a majority of the voting rights of the shareholders present shall be in favor thereof.
3. Election of Directors may not be resolved by cumulative voting.

Article 19. (*Term of Office*)

The term of office of a Director shall expire at the conclusion of the Ordinary General Meeting of the Shareholders held with respect to the last business year ending within one (1) year after the election.

Article 20. (*Representative Director and Director With Titles*)

1. The Representative Director shall be elected by resolution of the Board of Directors.

2. The Board of Directors may, by its resolution, elect one (1) Chairman, one (1) President, one (1) Vice-President, and one (1) or more Senior Managing Directors and Managing Directors.

Article 21. *(Convocation Notice for Meetings of the Board of Directors)*

1. A convocation notice shall be sent to each Director or Corporate Auditor at least 3 days before any meeting of the Board of Directors; provided, however, that such period may be shortened in case of an emergency.
2. The above procedure for convening a meeting of the Board of Directors may be omitted upon the unanimous consent of all Directors and Corporate Auditors.

Article 22. *(Omission of Resolution of the Board of Directors)*

The Company shall deem that there has been a resolution of the Board of Directors, when requirements of Article 370 of the Company Law are satisfied.

Article 23. *(Rules of the Board of Directors)*

Any matters concerning the Board of Directors shall be governed by the Rules of the Board of Directors, which are prescribed by the Board of Directors, in addition to any applicable laws and regulations and these Articles of Incorporation.

Article 24. *(Remuneration, etc.)*

Remuneration, bonus and any other asset benefits paid by the Company to the Directors for compensation for performance of their duties (“Remuneration, etc.”) shall be determined by resolution of the General Meeting of Shareholders.

Article 25. *(Limitation of Liability Agreements with Directors)*

Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company may enter into agreements with directors (excluding those who are operating directors, etc.) limiting the liability for damage of outside directors in connection with their negligence of duties. Maximum liability, however, shall be the amount as set forth in applicable laws and regulations..

CHAPTER V. CORPORATE AUDITORS AND THE BOARD OF CORPORATE AUDITORS

Article 26. *(Number of Corporate Auditors)*

The Company shall have up to four (4) Corporate Auditors.

Article 27. *(Method of Election)*

1. Corporate Auditors shall be elected at the General Meeting of Shareholders.
2. Any resolution to elect Corporate Auditors shall require the presence of shareholders holding one-third (1/3) of the total voting rights of shareholders who have rights to exercise the voting rights and a majority of the voting rights of the shareholders present shall be in favor thereof.

Article 28. *(Term of Office)*

1. The term of office of a Corporate Auditor shall expire at the conclusion of the Ordinary General Meeting of the Shareholders held with respect to the last business year ending within four (4) years after the election.
2. The term of office of a Corporate Auditor elected to replace a former Corporate Auditor who resigned before the completion of his/her duties shall be the same as the remaining term of the Corporate Auditor who retired from office.

Article 29. *(Standing Corporate Auditor)*

Standing Corporate Auditor(s) shall be elected by resolution of the Board of Corporate Auditors.

Article 30. *(Convocation Notice for Meetings of the Board of Corporate Auditors)*

1. A convocation notice shall be sent to each Corporate Auditor at least 3 days before any meeting of the Board of Corporate Auditors; provided, however, that such period may be shortened in case of an emergency.
2. The above procedure for convening a meeting of the Board of Corporate Auditors may be omitted upon the unanimous consent of all Corporate Auditors.

Article 31. *(Rules of the Board of Corporate Auditors)*

Any matters concerning the Board of Corporate Auditors shall be governed by the Rules of the Board of Corporate Auditors, which are prescribed by the Board of Corporate Auditors, in addition to any applicable laws and regulations and these Articles of Incorporation.

Article 32. *(Remuneration, etc.)*

Remuneration, etc., to the Corporate Auditors shall be determined by resolution at a General Meeting of Shareholders.

Article 33. *(Auditors and Contractual limitation of Liability)*

Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company may enter into contracts with auditors limiting the liability for damages of outside auditors in connection with their negligence of duties. Maximum liability, however, shall be the amount as set forth in applicable laws and regulations.

CHAPTER VI. ACCOUNTING AUDITORS

Article 34. *(Method of Election)*

Accounting Auditors shall be elected at the General Meeting of Shareholders.

Article 35. *(Term of Office)*

1. The term of office of an Accounting Auditor shall expire at the conclusion of the Ordinary General Meeting of the Shareholders held with respect to the last business year ending within one (1) year after the election.
2. Unless otherwise resolved at the General Meeting of Shareholders as set forth above, an Accounting Auditor shall be deemed to be reelected at such General Meeting of Shareholders.

CHAPTER VII. ACCOUNTING

Article 36. *(Business Year)*

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

Article 37. *(Record Date of Dividends of Surplus)*

Record Date of year-end dividends of the Company shall be March 31 of each year.

Article 38. *(Interim Dividends)*

The Company may, by resolution of the Board of Directors, pay interim dividends. The record date of interim Dividends shall be September 30 of each year.

Article 39. *(Effective Period for Dividend Payment)*

The Company shall be released from the obligation to pay any dividend assets that are not received within three (3) years after the commencement date of the payment thereof, if such dividend assets is in monetary form.

Amended:	December 28, 1951	December 27, 1952
	December 28, 1953	December 28, 1955
	June 28, 1957	June 29, 1959
	December 28, 1961	December 28, 1964
	December 28, 1965	December 28, 1966
	December 28, 1967	December 26, 1969
	December 25, 1974	January 30, 1976
	January 30, 1981	January 29, 1982
	January 30, 1985	January 30, 1987
	January 29, 1988	June 29, 1989
	June 28, 1990	June 27, 1991
	June 26, 1992	June 29, 1994
	June 29, 1995	June 26, 1998
	June 27, 2002	June 27, 2003
	June 29, 2004	June 29, 2005
	June 29, 2006	June 27, 2008
	May 1, 2009	June 26, 2009
	January 6, 2010	June 29, 2011
	June 26, 2015	June 28, 2016