

ARTICLES OF INCORPORATION

OLYMPUS CORPORATION

2951 Ishikawa-machi, Hachioji-shi, Tokyo

As of July 30, 2020

# **OLYMPUS CORPORATION**

## **ARTICLES OF INCORPORATION**

### **CHAPTER I. GENERAL PROVISIONS**

#### **Article 1.** *(Trade Name)*

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

#### **Article 2.** *(Purpose)*

The purpose of the Company shall be to engage in the following businesses:

- (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. *(Organization)*

The Company shall have the following organizations in addition to the general meeting of shareholders and Directors.

- (1) Board of Directors;
- (2) Nominating Committee, Compensation Committee, and Audit Committee;
- (3) Executive Officers; and
- (4) Accounting Auditor

Article 5. *(Method of Public Notice)*

Public notices of the Company shall be given by way of electronic public notice; provided, however, that if the Company is unable to give public notices by way of electronic public notice due to accidents or other unavoidable circumstances, public notices of the Company shall be given in the manner of the publication in the Nihon Keizai Shimbun.

CHAPTER II. SHARES

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

The total number of shares authorized to be issued by the Company shall be four billion (4,000,000,000) shares.

Article 7. *(Number of Shares Constituting One (1) Unit)*

The number of shares constituting one (1) unit of shares of the Company shall be one hundred (100) shares.

Article 8. *(Shareholder Register Administrator)*

1. The Company shall have a shareholder register administrator.
2. The shareholder register administrator and its handling office shall be designated by a resolution of the Board of Directors and the public notice thereof shall be given.
3. The preparation and retention of the shareholder register and the share option register of the Company, as well as any other business related to the shareholder register and the share option register shall be entrusted to the shareholder register administrator and shall not be handled by the Company.

Article 9. *(Share Handling Regulations)*

The handling with respect to shares of the Company and fees therefor shall be governed by laws and regulations or these Articles of Incorporation as well as the

Share Handling Regulations prescribed by the Board of Directors.

### CHAPTER III. GENERAL MEETING OF SHAREHOLDERS

#### Article 10. *(Convocation)*

An ordinary general meeting of shareholders shall be convened within three (3) months after the end of each business year. An extraordinary general meeting of Shareholders may be convened any time as necessary.

#### Article 11. *(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 12. *(Convener and Chairperson)*

1. A general meeting of shareholders shall be convened by a director determined in advance by the Board of Directors unless otherwise provided by laws and regulations. In a case where an accident befalls the director, another director shall convene a general meeting of shareholders in the order determined in advance by the Board of Directors.
2. A general meeting of shareholders shall be chaired by a director or an executive officer determined in advance by the Board of Directors. In a case where an accident befalls the director or the executive officer, another director or executive officer shall chair a general meeting of shareholders in the order determined in advance by the Board of Directors.

#### Article 13. *(Internet Disclosure and Deemed Provision of Reference Materials, Etc. for General Meeting of Shareholders)*

Upon convocation of a general meeting of shareholders, the Company may deem that the information required to be described or indicated in the reference document for the general meeting of shareholders, business report, financial statement and consolidated financial statement shall have been provided to the shareholders when such information is disclosed, pursuant to the Ministry of Justice Ordinances, through a method that uses the Internet.

#### Article 14. *(Method of Resolution)*

1. Unless otherwise provided for by laws and regulations or these Articles of Incorporation, the resolution at a general meeting of shareholders shall be passed by a majority of the voting rights of the shareholders in attendance that are entitled to exercise their voting rights at the meeting.

2. The resolution prescribed in Article 309, Paragraph 2 of the Companies Act shall be passed by two thirds or more of the voting rights of the shareholders present at the meeting where shareholders holding one-third or more of the voting rights of all shareholders entitled to exercise voting rights at the meeting are present.

Article 15. *(Exercise of Voting Right by Proxy)*

1. A shareholder may exercise his or her voting rights by designating one (1) other shareholder holding voting rights of the Company as a proxy.
2. The shareholder or the proxy thereof shall submit to the Company a document evidencing the authority of the proxy at each general meeting of shareholders.

CHAPTER IV. DIRECTORS AND THE BOARD OF DIRECTORS

Article 16. *(Number of Directors)*

The Company shall have no more than fifteen (15) directors.

Article 17. *(Method of Election)*

1. Directors shall be elected at a general meeting of shareholders.
2. The resolution for the election of directors shall be by a majority of the voting rights of the shareholders present at the meeting where shareholders holding one-third or more of the voting rights of all shareholders entitled to exercise voting rights at the meeting are present.
3. The resolution for the election of directors shall not be passed by cumulative voting.

Article 18. *(Term of Office)*

The term of office of directors shall continue until the conclusion of the ordinary general meeting of shareholders held in respect of the last business year ending within one (1) year from the time of their election.

Article 19. *(Convocation Notice for Meetings of the Board of Directors)*

1. A notice of a meeting of the Board of Directors shall be dispatched to each director not less than three (3) days prior to the day of the meeting; provided, however, that such period may be shortened in case of emergency.

2. A meeting of the Board of Directors may be held without the procedures of convocation if the consent of all directors is obtained.

Article 20. *(Omission of Resolution at Meetings of the Board of Directors)*

The Company shall deem that a resolution of the Board of Directors has been passed when the requirements of Article 370 of the Companies Act are satisfied.

Article 21. *(Regulations of the Board of Directors)*

Matters related to the Board of Directors shall be governed by laws and regulations or these Articles of Incorporation as well as the Regulations of the Board of Directors prescribed by the Board of Directors.

Article 22. *(Liability Exemption for Directors and Liability Limitation Agreement with Directors)*

1. The Company may, by a resolution of the Board of Directors, exempt directors (including former directors) from their liabilities provided for Article 423, Paragraph 1 of the Companies Act to the extent of the amount obtained by subtracting the minimum liability amount prescribed by laws and regulations from the amount for which the directors are liable in a case where the requirements prescribed by laws and regulations has been satisfied.
2. Pursuant to the provision of Article 427, Paragraph 1 of the Companies Act, the Company may enter into agreements with directors (excluding those who are executive directors, etc.), which limit the liability of the directors for failure to perform their duties. However, the limit of liability based on such agreements shall be the total amount prescribed by laws and regulations.

CHAPTER V. Nominating Committee, Compensation Committee and Audit Committee

Article 23. *(Method of Election)*

The members of the Nominating Committee, the Compensation Committee, and Audit Committee shall be appointed from among directors by a resolution of the Board of Directors.

Article 24. *(Regulations of Each Committee)*

Matters related to each Committee shall be governed by laws and regulations or these Articles of Incorporation as well as each Committee Regulations prescribed by the Board of Directors.

## CHAPTER VI. Executive Officer

### Article 25. (Method of Election)

Executive officers shall be elected by a resolution of the Board of Directors.

### Article 26. (Term of Office)

The term of office of executive officers shall continue until the last day of business year ending within one (1) year from the time of their election.

### Article 27. (Representative Executive Officer and Executive Officer with Title)

1. Representative Executive Officers shall be appointed by a resolution of the Board of Directors.
2. The Board of Directors may, by its resolution, appoint Executive Officers with Title.

### Article 28. (Liability Exemption for Executive Officers)

The Company may, by a resolution of the Board of Directors, exempt executive officers (including former executive officers) from their liabilities provided for Article 423, Paragraph 1 of the Companies Act to the extent of the amount obtained by subtracting the minimum liability amount prescribed by laws and regulations from the amount for which the executive officers are liable in a case where the requirements prescribed by laws and regulations has been satisfied.

## CHAPTER VII. ACCOUNTING AUDITOR

### Article 29. (Method of Election)

An accounting auditor shall be elected at a general meeting of shareholders.

### Article 30. (Term of Office)

1. The term of office of an accounting auditor shall continue until the conclusion of the ordinary general meeting of shareholders held in respect of the last business year ending within one (1) year from the time of their election.
2. Unless otherwise resolved at a general meeting of shareholders under the preceding paragraph, the accounting auditor shall be deemed to have been re-elected at such general meeting of shareholders.

## CHAPTER VIII. ACCOUNTING

### Article 31. *(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 32. *(Decision-Making Body of Dividends From Surplus)*

The decision on the distribution of surplus and other matters as specified in each item of Article 459, Paragraph 1 of the Companies Act can be made by a resolution of the Board of Directors, unless otherwise specified by law.

### Article 33. *(Record Dates for Dividends From Surplus)*

1. The record date for year-end dividends of the Company shall be March 31 of each year.
2. The record date for interim dividends of the Company shall be September 30 of each year.
3. In addition to what are prescribed in the preceding two paragraphs, the Company may pay dividends from surplus by specifying the record date.

### Article 34. *(Effective Period for Dividend Payment)*

In a case where the dividends from surplus are to be paid in cash, the Company shall be released from the obligation to distribute the dividends from surplus if such distribution has not been accepted after the lapse of three (3) years from the commencement date of the payment thereof.



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
	April 1, 2019	June 25, 2019
	July 30, 2020	