

(Translation)

**ARTICLES  
OF  
INCORPORATION**

(LAST AMENDED AS OF APRIL 1, 2014)

**KONICA MINOLTA, INC.**

(Translation)

## ARTICLES OF INCORPORATION

OF

KONICA MINOLTA, INC.

### Chapter I General Provisions

(Trade Name)

#### Article 1

The name of the Company shall be Konica Minolta Kabushiki Kaisha. The Company shall be called "KONICA MINOLTA, INC." in English.

(Purpose)

#### Article 2

The objects and purposes of the Company shall be to engage in the following operations:

1. To manufacture and sell office machines and implements, and materials thereof.
2. To manufacture and sell optical apparatus, lenses, and physical and chemical machines and implements.
3. To manufacture and sell functional films, performance materials and ingredients, etc.
4. To manufacture and sell printing machinery and implements, and materials thereof.
5. To manufacture and sell pharmaceuticals, medical-related products, medical machines and implements, and materials thereof.
6. To manufacture and sell gauges and measuring instruments.
7. To manufacture and sell electric, electronic and magnetic and communication machinery and implements, and materials thereof.
8. To manufacture and sell precision apparatus and tools, etc.
9. To manufacture and sell industrial and general machinery, and implements and materials using image input and output technologies, etc.
10. To manufacture and sell devices and parts etc. related to 1. through 9. above.
11. To develop and sell software related to 1. through 10. above, and to provide information processing and transmission services.
12. To manufacture and sell industrial chemicals and medical and printing chemicals (including poisonous or deleterious substances).
13. To manufacture and sell synthetic chemical products.
14. To perform installation work related to 2., 5., 6., 7., 10., and 11. above by contract.
15. To import and export the products described in 1. through 13. above.
16. To reuse, recycle, buy and sell secondhand articles of products described in 1. through 13. above.
17. To lease real estate.
18. To perform all operations related or incidental to each of the foregoing.

(Translation)

(Location of Head Office)

Article 3

The Company shall have its head office located in Chiyoda-ku, Tokyo.

(Method of Public Notice)

Article 4

All public notices by the Company shall be by electronic publication. In cases where electronic publication is not possible due to accident or other unavoidable circumstances, public notices shall be placed in the *Nihon Keizai Shimbun* published in Tokyo.

(Organizations)

Article 5

In addition to the Shareholders' Meeting and Directors, the Company shall have the following organizations.

1. Board of Directors
2. Committees
3. Accounting Auditors

## Chapter II Shares

(Total Number of Shares Authorized to Be Issued)

Article 6

The total number of shares of stock authorized to be issued by the Company shall be 1.2 billion shares.

(Acquisition of Treasury Stock)

Article 7

Pursuant to resolution of the Board of Directors, the Company may acquire treasury stock through market transactions, etc., based on the provisions of Article 165, Paragraph 2 of the Company Law.

(Number of Shares Constituting One Unit)

Article 8

The number of shares constituting one unit shall be 100 shares.

(Rights of Less-than-One-Unit Shares)

Article 9

Any shareholder having less-than-one-unit shares of the Company may not exercise any right other than the following rights regarding such less-than-one-unit shares.

1. Rights provided in Article 189, Paragraph 2 of the Company Law.
2. Rights to make demands as provided in Article 166, Paragraph 1 of the Company Law.
3. Rights to receive allotment of share offering to shareholders and allotment of share warrants corresponding to the number of shares owned.

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4. Rights to make demands stipulated in the immediately following article.

(Replenishment of Less-than-One-Unit Shares)

Article 10

Any shareholder of the Company may, subject to the rules under the share handling rules, demand that the Company sell such number of shares as will, together with the number of such less-than-one-unit shares owned, constitute the number of shares constituting one unit.

(Transfer Agent)

Article 11

1. The Company shall have a transfer agent.
2. The transfer agent and its place of business shall be made public.
3. The shareholder register and the register of share warrants of the Company shall be compiled and kept at the place of business of the transfer agent, and other matters relating to the shareholder register and the register of share warrants of the Company shall be delegated to the transfer agent. The Company will not handle those matters provided in this paragraph.

(Share Handling Rules)

Article 12

Handling of the shares and share warrants of the Company and expenses thereof shall be governed by the provisions of laws and regulations, the provisions of these Articles of Incorporation and the share handling rules.

(Record Date)

Article 13

1. Shareholders with voting rights recorded in the latest shareholder register as of the last day of each business year shall be deemed by the Company to be the shareholders who are entitled to exercise their shareholders' rights at the annual Shareholders' Meeting for that year.
2. Notwithstanding the provision of the immediately preceding paragraph, the Company may provide that, in addition to the shareholders mentioned in the immediately preceding paragraph, the shareholders recorded in the shareholder register as of a date different from the date provided in the immediately preceding paragraph shall be deemed by the Company to be the shareholders who are entitled to exercise their voting rights at the annual Shareholders' Meeting for that business year. In such case, a public notice of such date shall be given two weeks prior to such date.
3. In addition to the case provided in the immediately preceding paragraph and these Articles of Incorporation, the Company may, when necessary, specially provide a record date for a Shareholders' Meeting by giving a public notice thereof in advance.

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### Chapter III Shareholders' Meetings

(Convocation)

#### Article 14

1. An annual Shareholders' Meeting of the Company shall be convened within three (3) months after the day following the last day of the business year of the Company and a special Shareholders' Meeting shall be convened from time to time as necessary.
2. Shareholders' meetings shall be held within the special wards of the Tokyo Metropolitan Area.

(Person Convening a Shareholders' Meeting and Chairman)

#### Article 15

1. Unless otherwise provided in any laws or regulations, the director appointed by the Board of Directors shall convene Shareholders' Meetings.
2. In the case of an inability of the director specified in the immediately preceding paragraph to so act, then any one of the other directors, in accordance with the order previously designated by the Board of Directors, shall convene the Shareholders' Meeting.
3. Unless otherwise provided in any laws or regulations, the director appointed by the Board of Directors shall assume the office of chairman of the Shareholders' Meeting.
4. In the case of an inability of the chairman of the Shareholders' Meeting specified in the immediately preceding paragraph to assume the office of the chairman of the Shareholders' Meeting, then any one of the other directors, in accordance with the order previously designated by the Board of Directors, shall assume the office of the chairman of the Shareholders' Meeting.

(Disclosure through the Internet of Reference Materials for Shareholders' Meetings, etc.)

#### Article 16

Upon convocation of a Shareholders' Meeting, the Company may, in accordance with the Ordinances of the Ministry of Justice, make available to shareholders through means of the Internet such information as is recorded or appears in the reference materials for the Shareholders' Meeting, business report, non-consolidated financial reports, and consolidated financial reports.

(Manner of Adopting a Resolution)

#### Article 17

1. Unless otherwise provided in any laws or regulations or in these Articles of Incorporation, resolutions of Shareholders' Meetings shall be adopted with the approval of the majority of the voting rights of shareholders in attendance with voting rights.
2. A resolution provided in Article 309, Paragraph 2 of the Company Law shall be adopted by two-thirds or more of the voting rights of those shareholders who attend the Shareholders' Meeting, where shareholders with voting rights having one-third or more of the total voting rights of all shareholders shall attend.

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(Exercise by Proxy of a Voting Right)

Article 18

1. Any shareholder may exercise his or her voting rights by delegating his or her voting rights to any other shareholder of the Company with voting rights.
2. Shareholders and proxies provided for in the immediately preceding paragraph shall be required to submit to the Company written proof of proxy at each Shareholders' Meeting.

#### **Chapter IV Directors and Board of Directors**

(Number of Directors)

Article 19

The Company shall have not more than 15 directors.

(Manner of Appointment)

Article 20

1. Resolutions for the appointment of directors shall be adopted by the majority of the voting rights of those shareholders who attend the Shareholders' Meeting, where shareholders with voting rights having one-third or more of the total voting rights of all shareholders shall attend.
2. Resolutions for the appointment of directors shall not be based on cumulative votes.

(Term of Office)

Article 21

The term of office of directors shall expire at the conclusion of the annual Shareholders' Meeting held with regard to the last business year ending within one year after their appointment.

(Chairman of the Board of Directors and Person with the Convocation Right of Meetings of the Board of Directors)

Article 22

1. The Board of Directors shall, by its resolution, appoint one (1) chairman of the Board of Directors from among the directors who do not concurrently serve as an executive officer.
2. Unless otherwise provided in any laws or regulations, the chairman of the Board of Directors shall convene meetings of the Board of Directors.
3. In the case of an inability of the chairman of the Board of Directors to so act, any one of the other directors, in accordance with the order previously designated by the Board of Directors, shall assume the office of the chairman of the Board of Directors and convene the meetings of the Board of Directors.

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(Convocation Notice of Meetings of the Board of Directors)

Article 23

A convocation notice of a meeting of the Board of Directors shall be dispatched to each director three (3) days before the scheduled date of such meeting; provided, however, that such notice may be shortened in case of emergency.

(Documentary Resolutions of the Board of Directors)

Article 24

When a director submits a proposal that is a matter for resolution by the Board of Directors, and when all the directors (excluding those directors ineligible to participate in the resolution) have indicated their approval of the proposal in writing or by means of electromagnetic record, the Company shall deem the said resolution to have been duly adopted by the Board of Directors.

(Compensation, etc. to Directors)

Article 25

Compensation, bonuses, and other fiduciary benefits paid by the Company to directors for execution of their duties (hereinafter referred to as “Compensation, etc.”) shall be determined by resolution of the compensation committee.

(Exemptions of Directors from their Liabilities)

Article 26

1. The Company may, pursuant to the provisions of Article 426, Paragraph 1 of the Company Law, and by resolution of the Board of Directors, exempt the directors (including former directors) from their liabilities for payment of damages with respect to the acts mentioned in Article 423, Paragraph 1 of the Company Law to the extent permitted by laws and regulations.
2. The Company and an outside director may, pursuant to the provisions of Article 427, Paragraph 1 of the Company Law, execute an agreement to limit such outside director’s liabilities for payment of damages with respect to the acts mentioned in Article 423, Paragraph 1 of the Company Law.

## **Chapter V Committees**

(Establishment of Committees)

Article 27

1. The Company shall establish a nominating committee, audit committee, and compensation committee (each hereinafter referred to as a “Committee”).
2. The nominating committee shall have the power to determine the contents of each proposal with respect to the appointment or dismissal of a director to be submitted to a Shareholders’ Meeting.
3. The compensation committee shall have the power to determine the contents of Compensation, etc. to be received by each director and executive officer. When an executive

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officer concurrently has an employee position of the Company, the above provision shall also apply to the contents of Compensation, etc. to be received as an employee of the Company.

4. The audit committee shall have the power to audit the directors' and executive officers' execution of their duties, the power to make audit reports, the power to determine the contents of each proposal with respect to the appointment or dismissal of an accounting auditor and the disapproval of the reappointment of the accounting auditor to be submitted to a Shareholders' Meeting, and other powers provided in laws and regulations.

(Number, etc., of Committee Members)

Article 28

1. Each Committee shall be composed of three (3) or more directors.
2. The directors composing each Committee shall be appointed at a meeting of the Board of Directors.
3. Each member of the nominating committee and the compensation committee shall be a person who does not concurrently serve as a representative executive officer. A majority of the members of each such Committee shall be outside directors who are not executive officers of the Company.
4. The members of the audit committee shall be those who do not concurrently serve as an executive officer, manager, or other employee of the Company or any of its subsidiaries, or a director executing the corporate affairs of such subsidiary. A majority of the members of such Committee shall be outside directors who are not executive officers of the Company.

(Committee Rules)

Article 29

Matters with respect to each Committee shall be governed by each of the rules to be established by the Board of Directors and the Committees, subject to laws and regulations and these Articles of Incorporation.

## **Chapter VI Executive Officer**

(Appointment of Executive Officer)

Article 30

The Board of Directors shall, by its resolution, appoint one (1) or more, but not exceeding thirty (30), executive officers.

(Term of Office)

Article 31

The term of office of an executive officer shall expire at the conclusion of the first meeting of the Board of Directors held after the conclusion of the annual Shareholders' Meeting for the last business year ending within one year after his or her appointment. The term of office of an executive officer newly appointed during the term of office of the other executive officers shall expire at the expiration of the term of office of the other executive officers.

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(Representative Executive Officers and Executive Officers with Titles)

Article 32

1. The Board of Directors shall, by its resolution, appoint one (1) chief executive officer and president, and when necessary, may appoint one (1) or more executive officers and vice-presidents, senior managing executive officers, senior executive officers, and other executive officers with titles, from among the executive officers.
2. The Board of Directors shall appoint one (1) or more representative executive officers from among the executive officers provided in the preceding paragraph. The chief executive officer and president shall be appointed from among the representative executive officers.

(Compensation, etc. to Executive Officers)

Article 33

The Compensation, etc. to executive officers shall be determined by resolution of the compensation committee.

(Exemption of Executive Officers from Their Liabilities)

Article 34

The Company may, pursuant to the provisions of Article 426, Paragraph 1 of the Company Law, and by resolution of the Board of Directors, exempt the executive officers (including former executive officers) from their liabilities for damages with respect to acts mentioned in Article 423, Paragraph 1 of the Company Law to the extent permitted by laws and regulations.

## **Chapter VII Settlement of Accounts**

(Business Year)

Article 35

The business year of the Company shall commence on April 1 of each year and end on March 31 of the following year and the accounts of the Company shall be closed at the last day of each such business year.

(Distribution of Surplus)

Article 36

1. The Company may make distribution of surplus to shareholders or pledgees recorded in the latest shareholder register as of March 31 of each year.
2. The Company may make distribution of surplus to shareholders or pledgees recorded in the latest shareholder register as of September 30 of each year.
3. The Company may, in addition to the dates specified in the provisions of paragraphs 1 and 2 above, determine other record dates and make distribution of surplus.

(Decision-making Organizations on Distribution of Surplus, etc.)

Article 37

Unless otherwise provided in any laws or regulations, the Company shall decide on the distribution of surplus and other matters provided in Article 459, Paragraph 1 of the Company

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Law by resolution of the Board of Directors, and not by resolution of the Shareholders' Meeting.

(Exclusion Period for Distribution of Surplus)

Article 38

The Company shall not be liable for payment of distribution of surplus that remains unreceived for five (5) or more years since the start of payments by the Company.