

OS CC01

Return by an overseas company of an alteration to constitutional documents



Companies House

✓ **What this form is for**
You may use this form to show an alteration to constitutional documents of an overseas company.

X What this form is NOT for
You cannot use this form to report any other changes to an owner's company.

SATURDAY



AB8CVM09

A13

16/07/2022

#46

COMPANIES HOUSE

1 Overseas company details

Company number	F	C	0	2	5	9	6	0
----------------	---	---	---	---	---	---	---	---

Company name in full or alternative name as registered in the UK	MITSUBISHI MATERIALS CORPORATION
--	----------------------------------

→ Filling in this form
Please complete in typescript or in
bold black capitals.

All fields are mandatory unless specified or indicated by *

2	Alteration of the constitutional document(s)
---	--

Details of change	ADOPTION OF NEW VERSION
-------------------	-------------------------

3	Date of alteration to the constitutional document(s)
---	--

The company gives notice 1 that the constitutional document(s) for this company were altered on the date below.

Date of alteration	^d 2	^d 8	^m 0	^m 6	^y 2	^y 0	^y 2	^y 2
--------------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------

Copies of the following documents have been attached.

- A new certified copy of the constitution of the company, as altered.
- A certified translation, if applicable.

① This notice must be delivered to the Registrar within 21 days of the notice of alteration being received in the UK in due course of post (if dispatched with due diligence).

4 UK establishments

A return must be delivered in respect of any alteration to the company particulars by each UK establishment. If, however, a company has more than one UK establishment, it may deliver only one form in respect of all those UK establishments, provided it completes the table below.

UK establishment name

Registration number

[illegible]

5 **Signature**

I am signing this form on behalf of the overseas company. ②

Signature

Signature _____

X 押田裕太郎

② This form may be signed by:
Director, Secretary,
Permanent representative.

OS CC01

Return by an overseas company of an alteration to constitutional documents

Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name MY1 - 46719.00001

Company name FIELDFISHER LLP

Address RIVERBANK HOUSE

2 SWAN LANE

Post town LONDON

County/Region

Postcode E C 4 R 3 T T

Country

DX

Telephone 020 7861 4000

Important information

Please note that all information on this form will appear on the public record.

Where to send

You may return this form to any Companies House address:

England and Wales:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

Scotland:

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

Northern Ireland:

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

Checklist

We may return the forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number as registered in the UK match the information held on the public Register.
- ☐ You have entered details of the alteration to the constitutional documents in Section 2.
- ☐ You have entered the date of alteration to the constitutional document(s) in Section 3.
- ☐ You have completed Section 4, if applicable.
- ☐ You have submitted the new constitutional documents of the company (with a certified translation, if appropriate) with this form.
- ☐ You have signed the form.

Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

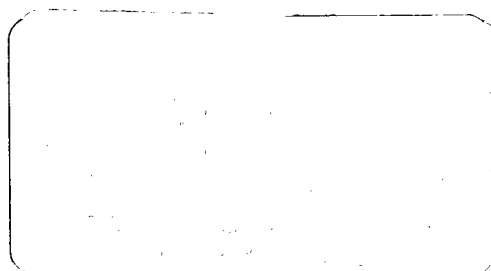
To: The Companies House

I, Yutaro Oshida, Permanent Representative of Mitsubishi Materials Corporation (London Office), hereby certify that the attached is a correct and accurate translation of the Articles of Association of Mitsubishi Materials Corporation.

Signed; 押田 裕太郎 -

Yutaro Oshida

Dated 13 July / 2022



ARTICLES OF ASSOCIATION

MITSUBISHI MATERIALS CORPORATION

Articles of Association of Mitsubishi Materials Corporation

Chapter I. General Provisions

Article 1 (Trade Name)

The name of the Corporation shall be 'Mitsubishi Material Kabushiki Kaisha', and it shall be called in English as 'Mitsubishi Materials Corporation'.

Article 2 (Objectives)

The objectives of the Corporation shall be to engage in the following businesses:

1. Manufacture and sales of copper, lead, zinc, gold, silver, tin, copper wire rods, copper cakes and billets, copper tubes, and other non-ferrous and precious metal products;
2. Manufacture and sales of cement, cement solidifying materials, processed products of cement and ceramic products;
3. Manufacture and sales of ultra-hard-metal alloys and tools, diamond tools, sintered metal components, oleo bearings, and other powder metallurgy products;
4. Manufacture and sales of corrosion-resistant and heat-resistant alloys, copper alloys, zinc alloys for die-casting, precision cast and wrought products, and other non-ferrous alloys;
5. Manufacture and sales of precision moulds, machinery, equipment and devices for general industrial use, storage containers, transport containers, vehicles, and housing equipment;
6. Manufacture and sales of aluminium beverage cans, can tops and lids and other beverage and food containers, and collection of used aluminium cans;
7. Manufacture and sales of silicon for semiconductors, gold bonding wires and precision rolled products, sputtering targets, high purity materials, quartz products, selenium, tellurium, minor metals, electro-conductive powders and other components for electronics and telecommunications devices as well as materials thereof, and other electrical equipment and appliances;
8. Purchases and sales of petrol, naphtha, kerosene, light oil, heavy oil, asphalt, lubricating oil, liquefied petroleum gas and other petroleum-related products, and production and sales of coal, coke, iron ore and other minerals;
9. Production, process and sales of gravel, sand, rubble and other materials for civil engineering and construction, and quarrying business;
10. Manufacture and sales of ceramic condensers, surge absorbers, thermistors, varistor, noise filters, resistors, ceramic artificial bones and other special ceramic products;
11. Manufacture and sales of sulphuric acid, silico-chemicals, fluoro-chemicals, pigments, electrolytic magnesia, calcium carbonate and other inorganic chemical products, and concrete admixtures, paints, tyres and other organic chemical products;

12. Research, study, development, design, construction, operation and technical services in the field of nuclear power and undertaking of provision thereof, and manufacture and sales of nuclear fuels;
13. Manufacture and sales of medicines, medical devices and food additives;
14. Research, study and development in the field of biochemistry, microbiology and other bioscience, and manufacture and sales of microbial preparations and enzyme preparations utilising technologies acquired by such research and development;
15. Development, manufacture, sales, lease and licensing of devices, systems and software related to data processing and telecommunication, and undertaking of provision of services related thereto;
16. Design, supervision and execution of civil engineering and construction, machine-installation and electric works, and other construction related works;
17. Mining, smelting and refining, metal fabrication, chemical engineering, power supply, manufacture of fertilisers and salt, agriculture and forestry, and disposal of public, industrial and medical wastes;
18. Purchases and sales, research, study, development, planning, design, technical instruction, undertaking of works, consulting and engineering services of raw materials, components and products related to each of the foregoing businesses;
19. Forwarding, insurance agency, wholesale, transport by local railways and automobiles, ocean-freight forwarding, agency, warehousing and travel agency businesses;
20. Purchases and sales, lease and management of real properties, intermediation related thereto, and land development;
21. Operation, management, lease and provision of management services of facilities for health, sporting, tourism and recreation; and
22. Any business incidental to each of the above items.

Article 3 (Head Office)

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

Article 4 (Organisation)

The Corporation as a Company with a Nomination Committee shall have the Board of Directors, Nomination Committee, Audit Committee and Remuneration Committee, Executive Officers and the Accounting Auditor(s), in addition to the General Meeting of Shareholders and Directors.

Article 5 (Public Notice Method)

Public notices of the Corporation shall be given by electric notice. However, when the notice cannot be given by electric notice due to accident or other inevitable reasons, it shall be given in the Nihon Keizai Shimbun.

Chapter II. Shares

Article 6 (Total Number of Issuable Shares)

The total number of the Corporation's issuable shares shall be three hundred and forty million (340,000,000) shares.

Article 7 (Acquisition of Corporation's Own Shares)

The Corporation may acquire its own shares through market transactions etc. by a resolution of the Board of Directors pursuant to the stipulation of Paragraph 2 of Article 165 of the Companies Law.

Article 8 (Number of Unit Shares –*Tangen Kabushiki*-)

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

Article 9 (Rights concerning Shares Less Than a Unit)

Shareholders who have the shares less than a unit may not exercise the rights concerning their shares less than a unit except for the following rights:

1. rights stipulated in each Item of Paragraph 2 of Article 189 of the Companies Law;
2. rights to make a request under the provision of Paragraph 1 of Article 166 of the Companies Law;
3. rights to receive allotment of offering shares and allotment of offering share warrants pro rated to the number of shares owned by the shareholders; and
4. rights to make a request stipulated in the next Article.

Article 10 (Additional Purchase of Shares Less Than a Unit)

The Corporation's shareholders who have the shares less than a unit may, in accordance with the provision of the Share Handling Regulations, request the Corporation to sell and transfer the number of shares which shall become a unit if combined with their holding shares less than a unit.

Article 11 (Share Handling Regulations)

The handling and fees relating to the shares and the share warrants of the Corporation and procedures etc. relating to exercise of shareholders' rights toward the Corporation shall, in addition to laws and regulations or the Articles of Association, be governed by the Share Handling Regulations established by Executive Officers entrusted by a resolution of the Board of Directors.

Article 12 (Administrator of Register of Shareholders)

The Corporation shall have an Administrator of Register of Shareholders.

2. The Administrator of Register of Shareholders and its place of business shall be determined by a resolution of the Board of Directors and shall be notified in public.
3. The production and maintenance of the Corporation's register of shareholders and the register of share warrants and other administrative works relating to the register of shareholders and the register of share warrants shall be entrusted to the Administrator of Register of Shareholders and shall not be handled at the Corporation.

Article 13 (Record Date)

Unless otherwise provided for by the Articles of Association, the Corporation shall deem the shareholders or the registered pledgees of shares entered or recorded in the final Register of Shareholders as of a specific date, to be specified by the prior public notice thereof if necessary, as those who are entitled to exercise the rights of the shareholders or the registered pledgees of shares.

Article 14 (Matters to be Notified by Shareholders etc.)

Shareholders, pledgees or their legal representatives shall notify their names and addresses in accordance with the Share Handling Regulations. The same shall apply in case of any change in such matters.

2. Shareholders, pledgees or their legal representatives residing abroad shall designate their mailing addresses or appoint their resident agents in Japan, and shall notify thereof in accordance with the Share Handling Regulations. The same shall apply in case of any change in such matters.

Chapter III. General Meeting of Shareholders

Article 15 (Convocation of General Meeting of Shareholders)

The Ordinary General Meeting of Shareholders shall be convened in June every year, and the Extraordinary General Meeting of Shareholders may be convened whenever necessary.

2. The record date relating to voting rights at the Ordinary General Meeting of Shareholders shall be 31 March of every year.

Article 16 (Convenor and Chairman of General Meeting of Shareholders)

The General Meeting of Shareholders shall be convened by the Director previously determined by the Board of Directors based on a resolution of the Board of Directors, unless otherwise provided for by laws and regulations. In case that the Director is prevented from so acting, another Director shall convene the General Meeting of Shareholders in the order previously determined by the Board of Directors.

2. The General Meeting of Shareholders shall be chaired by the Director or Executive Officer previously determined by the Board of Directors. In case the Director or Executive Officer is prevented from so acting, another Director or Executive Officer shall become the chairman in the order previously determined by the Board of Directors.

Article 17 (Electronic Provision Measures, etc.)

In connection with the convocation of a General Meeting of Shareholders, the Company shall take measures for the provision in electronic format of the information contained in the reference documents, etc. for the General Meeting of Shareholders.

2. Among the matters for which measures for provision in electronic format will be taken, the Company may omit the description of all or part of the matters stipulated in laws and regulations in the documents that will be delivered to shareholders who have requested the delivery of documents in paper form by the record date for voting rights.

Article 18 (Exercise of Voting Rights by Proxy)

A shareholder may exercise his/her voting rights by appointing one (1) another shareholder of the Corporation having voting rights as his/her proxy. In such case, the shareholder or the proxy must submit to the Corporation a written document to prove such proxy each time of the General Meeting of Shareholders.

Article 19 (Resolution of General Meeting of Shareholders)

Unless otherwise provided for by laws and regulations or by the Articles of Association, resolutions of a General Meeting of Shareholders shall be adopted by a majority vote of the voting rights of shareholders present who are entitled to exercise their voting rights.

2. The resolution stipulated in Paragraph 2 of Article 309 of the Companies Law shall be adopted, where shareholders holding one third (1/3) or more of voting rights of shareholders who are entitled to exercise voting rights are present, by two thirds (2/3) or more of such voting rights.

Article 20 (Minutes of General Meeting of Shareholders)

With regard to the proceedings of the General Meeting of Shareholders, the minutes shall be produced in accordance with the provision of laws and regulations, and the Chairman and the Directors present thereat shall affix the names with seals or electronically sign.

Chapter IV. Directors and Board of Directors

Article 21 (Number of Directors)

The Corporation shall have not more than twelve (12) Directors.

Article 22 (Method of Election of Directors)

The Directors shall be elected by a resolution of the General Meeting of Shareholders.

2. The resolution of the General Meeting of Shareholders for electing the Directors shall be adopted, where shareholders holding one third (1/3) or more of the voting rights of shareholders who are entitled to exercise the voting rights are present, by a majority vote of such voting rights.

3. The election of the Directors shall not be by cumulative voting.

Article 23 (Directors' Term of Office)

The term of office of the Directors shall be until the closing time of the Ordinary General Meeting of Shareholders with respect to the last one of business years which shall end within one (1) year after the election.

Article 24 (Chairman of Board of Directors)

The Corporation may have one (1) Chairman Director by a resolution of the Board of Directors.

Article 25 (Convocation and Chairman of Board of Directors)

Meetings of the Board of Directors shall, except as otherwise provided for by laws and regulations, be convened by the Director previously determined by the Board of Directors, and the Director shall become the chairman. In case that the Director is prevented from so acting another Director shall convene a meeting of the Board of Directors and become the chairman in the order previously determined by the Board of Directors.

Article 26 (Convocation Notice of Board of Directors)

The convocation notice of a meeting of the Board of Directors shall be despatched toward each Director not later than four (4) days prior to the meeting date; provided, however, that this period may be shortened in case of urgency.

2. Where all of the Directors so agree, a meeting of the Board of Directors may be held without going through the procedure of convocation.

Article 27 (Resolutions and Minutes of Board of Directors)

A resolution of the Board of Directors shall be adopted, where a majority of the Directors who are entitled to participate in the decision are present, by the majority vote.

2. With regard to the proceedings of the Board of Directors, the minutes shall be produced in accordance with the provision of laws and regulations, and the Directors present thereat shall affix the names with seals or electronically sign.
3. In case that the requirements of Article 370 of the Companies Law are fulfilled, the Corporation shall deem a resolution of the Board of Directors to be adopted.

Article 28 (Exemption of Directors' Liabilities)

The Corporation, pursuant to the stipulation of Paragraph 1 of Article 426 of the Companies Law, may exempt Directors (including ex Directors) from their liabilities, to the extent permitted by laws and regulations, by resolution(s) of the Board of Directors.

2. The Corporation, pursuant to the stipulation of Paragraph 1 of Article 427 of the Companies Law, may enter into agreements with Directors (excluding Executive Directors etc.) which adopt the amount stipulated by laws and regulations as the limit of the liabilities.

Chapter V. Committees

Articles 29 (Method of Appointment of the Members of Each Committee)

Members of the Nomination Committee, Audit Committee and Remuneration Committee shall be appointed from among Directors by a resolution of the Board of Directors.

Article 30 (Committee Regulations)

Matters related to each committee shall, in addition to laws and regulations or the Articles of Association, be governed by the regulations for each committee established by the Board of Directors.

Chapter VI. Executive Officers

Articles 31 (Election of Executive Officers)

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

Articles 32 (Executive Officers' Term of Office)

The term of office of the Executive Officers shall be until the last day of the business year, which shall end within one (1) year after the election.

Articles 33 (Representative Executive Officer and Executive Officers with Executive Titles)

Representative Executive Officer shall be appointed by a resolution of the Board of Directors.

2. The Board of Directors shall appoint one (1) Chief Executive Officer and may appoint one (1) or more Executive Vice Presidents and Executive Officers, Senior Managing Executive Officers and Managing Executive Officers.

Articles 34 (Exemption from Representative Executive Officer Liabilities)

The Corporation, pursuant to the stipulation of Paragraph 1 of Article 426 of the Companies Law, may exempt Executive Officers (including ex Executive Officers) from their liabilities, to the extent permitted by laws and regulations, by resolution(s) of the Board of Directors.

Chapter VII. Accounting Auditors

Article 35 (Election of Accounting Auditors)

The Accounting Auditor(s) shall be elected by a resolution of the General Meeting of Shareholders.

Article 36 (Accounting Auditors' Term of Office)

The term of office of the Accounting Auditor(s) shall be until the closing time of the Ordinary General Meeting of Shareholders with respect to the last one of business years which shall end within one (1) year after the election.

2. Unless otherwise resolved at the Ordinary General Meeting of Shareholders of the preceding Paragraph, the Accounting Auditor(s) shall be deemed to be re-elected at such Ordinary General Meeting of Shareholders.

Chapter VIII. Accounts

Article 37 (Business Year)

The business year of the Corporation shall be from 1 April of each year to 31 March of the following year.

Article 38 (Decision-Making Body of Dividends from Surplus, etc.)

The Corporation shall, with regard to the matters relating to dividends from surplus, etc. stipulated by each Item of Paragraph 1 of Article 459 of the Companies Law, decide them by resolutions of the Board of Directors, without resolutions of the General Meeting of Shareholders, unless otherwise provided for by laws and regulations.

Article 39 (Record Date of Dividends from Surplus)

The record date of the Corporation's year-end dividends shall be 31 March of every year.

2. The record date of the Corporation's interim dividends shall be 30 September of every year.
3. The Corporation may, in addition to the preceding two Paragraphs, make distribution of surplus by setting out record date(s).

Article 40 (Prescription Period)

Where dividend assets are pecuniary, if the dividends are not received for five (5) full years from the date of commencement of payment, the Corporation shall be released from the payment obligation.

Supplementary Provisions

Article 1 (Transitional measures concerning to Exemptions from Auditors' Liabilities)

The Corporation may exempt Audits (including ex Auditors) designated under Paragraph 1 of Article 423 of the Companies Law from their liabilities, to the extent permitted by laws and regulations, by resolution(s) of the Board of Directors relating to their actions taken prior to the closing of the 94th Ordinary General Meeting of Shareholders.

Article 2 (Transitional measures concerning Electronic Provision Measures, etc.)

The deletion of Article 17 (Disclosure and Deemed Supply of Reference Documents of General Meeting of Shareholders, etc. through Internet) of the current Articles of Incorporation

and the addition of the proposed amended Article 17 (Electronic Provisions Measures, etc.) shall be effective as of September 1, 2022.

2. Notwithstanding the provision of the preceding Paragraph, Article 17 (Disclosure and Deemed Supply of Reference Documents of General Meeting of Shareholders, etc. through Internet) of the current Articles of Incorporation shall remain in effect with respect to a General Meeting of Shareholders to be held within the period of six (6) months from September 1, 2022.

3. This Article shall be deleted on the date when six (6) months have elapsed from September 1, 2022, or three (3) months have elapsed from the date of the General Meeting of Shareholders set forth in the preceding Paragraph, whichever is later.

END

[History]

Enacted on 1 April 1950	Amended on 30 May 1973	Amended on 29 June 2000
Amended on 31 July 1950	Amended on 29 November 1973	Amended on 27 June 2002
Amended on 30 November 1951	Amended on 1 December 1973	Amended on 27 June 2003
Amended on 1 December 1952	Amended on 30 May 1974	Amended on 29 June 2004
Amended on 29 November 1956	Amended on 30 May 1975	Amended on 29 June 2005
Amended on 29 May 1957	Amended on 29 June 1982	Amended on 29 June 2006
Amended on 28 November 1963	Amended on 27 June 1986	Amended on 26 June 2009
Amended on 27 November 1964	Amended on 29 June 1988	Amended on 29 June 2011
Amended on 30 May 1967	Amended on 1 December 1990	Amended on 26 June 2015
Amended on 30 May 1968	Amended on 27 June 1991	Amended on 29 June 2016
Amended on 29 May 1970	Amended on 29 June 1994	Amended on 21 June 2019
Amended on 28 May 1971	Amended on 26 June 1998	Amended on 28 June 2022
Amended on 30 May 1972	Amended on 29 June 1999	

To: The Companies House

I, Yutaro Oshida, Permanent Representative of Mitsubishi Materials Corporation (London Office), hereby solemnly certify and sincerely declare that the attached document is a true copy of the latest Articles of Association of Mitsubishi Materials Corporation in the original Japanese text.

Signed: 押田 裕太郎 -

Yutaro Oshida

Dated 13 July / 2022

三菱マテリアル株式会社定款

第1章 総 則

(商 号)

第1条 この会社は、三菱マテリアル株式会社と称する。英文ではMitsubishi Materials Corporation とする。

(目 的)

第2条 この会社は、次の事業を営むことを目的とする。

1. 銅、鉛、亜鉛、金、銀、錫、銅荒引線、銅ゲーク・ビレット、銅管その他の非鉄金属及び貴金属製品の製造、販売
2. セメント、セメント系固化材、セメント加工品その他の窯業製品の製造、販売
3. 超硬合金・工具、ダイヤモンド工具、焼結機械部品、含油軸受その他の粉末冶金製品の製造、販売
4. 特殊耐蝕・耐熱合金、特殊銅合金、ダイカスト用亜鉛合金、精密鑄鍛造品その他の非鉄金属合金の製造、販売
5. 精密金型、一般産業用機械・装置・機器、貯蔵容器、輸送容器、車輛、住宅設備機器の製造、販売
6. 飲料用アルミニウム缶、缶蓋その他の飲食用容器の製造、販売及び使用済アルミニウム缶の回収
7. 半導体用シリコン、金極細線・精密圧延品、スパッタリングターゲット、高純度材料、石英製品、セレン、テルル、マイナーメタル、導電性粉末その他の電子機器用・通信機器用部品及びその材料並びにその他の電気機械器具の製造、販売
8. ガソリン、ナフサ、灯油、軽油、重油、アスファルト、潤滑油、液化石油ガス、その他の石油製品の売買及び石炭・コークス、鉄鉱石その他の鉱産物の生産、販売
9. 砂利、砂、碎石その他の土木建築用原料及び材料の生産、加工、販売並びに土石採取業
10. セラミックコンデンサ、サーミアブソーバ、サーミスタ、バリスタ、ノイズフィルタ、抵抗器、セラミック人工骨その他の特殊セラミックス製品の製造、販売
11. 硫酸、ケイ素化成品、フッ素化成品、顔料、電融マグネシア、炭酸カルシウムその他の無機化学工業製品及びコンクリート混和材、塗料、タイヤその他の有機化学工業製品の製造、販売
12. 原子力分野における調査、研究、開発、設計、建設、運転、技術サービスに関する業務及びその受託並びに原子燃料の製造、販売
13. 医薬品、医療用具及び食品添加物の製造、販売
14. 生化学、微生物学等生物科学分野における調査、研究、開発及びこれらの技術を利用した微生物製剤、酵素製剤の製造、販売
15. 情報処理・情報通信に関する機器、システム及びソフトウェアの開発、製造、販売、賃貸、使用許諾並びにこれに関連するサービス業務の受託
16. 土木建築工事及び機械・電気設備工事の設計、監理、施工その他の建設業
17. 鉱業、製錬業、金属加工業、化学工業、電気事業、肥料製造業、製塩業、農林業、一般・産業・医療用廃棄物処理業
18. 前各号の事業に関連する原料・部品・製品の売買、調査、研究、開発、計画、設計、技術指導、工事請負、コンサルティング及びエンジニアリング業務
19. 運送業、保険代理業、問屋業、地方鉄道及び自動車による運輸業、海上運送事業、代理業、倉庫業、旅行代理業
20. 不動産の売買、賃貸借、管理及びこれらの仲介並びに土地造成
21. 保健・体育、観光・娯楽に関する施設の経営、管理、賃貸、運営サービスの提供
22. 前各号に掲げるものの付帯事業

(本 店)

第3条 この会社は、本店を東京都千代田区に置く。

(機関)

第4条 この会社は、指名委員会等設置会社として、株主総会及び取締役のほか、取締役会、指名委員会、監査委員会、報酬委員会、執行役及び会計監査人を置く。

(公告方法)

第5条 この会社の公告方法は、電子公告とする。但し、事故その他やむを得ない事由によって電子公告による公告をすることができないときは、日本経済新聞に掲載する方法による。

第2章 株 式

(発行可能株式総数)

第6条 この会社の発行可能株式総数は、3億4千万株とする。

(自己の株式の取得)

第7条 この会社は、会社法第165条第2項の定めにより、取締役会の決議によって市場取引等により自己の株式を取得することができる。

(単元株式数)

第8条 この会社の単元株式数は、100株とする。

(単元未満株式についての権利)

第9条 この会社の単元未満株主は、その有する単元未満株式について、次に掲げる権利以外の権利を行使することができない。

1. 会社法第189条第2項各号に定める権利
2. 会社法第166条第1項の定めによる請求をする権利
3. 株主の有する株式数に応じて募集株式の割当て及び募集新株予約権の割当てを受ける権利
4. 次条に定める請求をする権利

(単元未満株式の買増し)

第10条 この会社の単元未満株主は、株式取扱規則の定めに従い、その有する単元未満株式の数と併せて単元株式数となる数の株式を売り渡すことをこの会社に請求することができる。

(株式取扱規則)

第11条 この会社の株式及び新株予約権に関する取扱い及び手数料並びにこの会社に対する株主の権利行使についての手続き等は、法令または定款のほか、取締役会の決議により委任を受けた執行役が定める株式取扱規則による。

(株主名簿管理人)

第12条 この会社は、株主名簿管理人を置く。

- 2 株主名簿管理人及びその事務取扱場所は、取締役会の決議によって定め、公告する。
- 3 この会社の株主名簿及び新株予約権原簿の作成及び備置きその他の株主名簿及び新株予約権原簿に関する事務は、株主名簿管理人に委託し、この会社においては取扱わない。

(基準日)

第13条 この会社は、定款に別段の定めがある場合を除き、必要があるときは予め公告の上、一定の日現在において株主名簿に記載または記録された最終の株主または登録株式質権者をもって、株主または登録株式質権者の権利を行使することができる者とする。

(株主等の届出事項)

第14条 株主、質権者またはその法定代理人は、その氏名及び住所を、株式取扱規則の定めに従い、届出なければならない。その変更があったときも同様とする。

- 2 外国に在住する株主、質権者またはその法定代理人は、日本国内に仮住所または代理人を定めて、株式取扱規則の定めに従い、届出なければならない。その変更があったときも同様とする。

第3章 株主総会

(株主総会の招集)

第15条 定時株主総会は、毎年6月に、臨時株主総会は、必要ある場合に随時招集する。

- 2 定時株主総会の議決権に係る基準日は、毎年3月31日とする。

(株主総会の招集者及び議長)

第16条 株主総会は、法令に別段の定めがある場合を除き、取締役会の決議によって、予め取締役会において定めた取締役が招集する。当該取締役に差支えがあるときは、予め取締役会において定めた順序により、他の取締役が招集する。

- 2 株主総会においては、予め取締役会において定めた取締役または執行役が議長となる。当該取締役または執行役に差支えがあるときは、予め取締役会において定めた順序により、他の取締役または執行役が議長となる。

(電子提供措置等)

第17条 この会社は、株主総会の招集に際し、株主総会参考書類等の内容である情報について、電子提供措置をとるものとする。

- 2 この会社は、電子提供措置をとる事項のうち法令で定めるものの全部または一部について、議決権の基準日まで书面交付請求した株主に対して交付する書面に記載しないことができる。

(議決権の代理行使)

第18条 株主は、この会社の議決権を有する他の株主1名を代理人としてその議決権を行使することができる。この場合、株主または代理人は、株主総会ごとに代理権を証明する書面をこの会社に提出しなければならない。

(株主総会の決議)

第19条 株主総会の決議は、法令または定款に別段の定めがある場合を除き、出席した議決権を行使することができる株主の議決権の過半数をもって行う。

- 2 会社法第309条第2項に定める決議は、議決権を行使することができる株主の議決権の3分の1以上を有する株主が出席し、その議決権の3分の2以上をもって行う。

(株主総会の議事録)

第20条 株主総会の議事については、法令の定めに従い議事録を作成し、議長及び出席した取締役が記名捺印または電子署名する。

第4章 取締役及び取締役会

(取締役の員数)

第21条 この会社の取締役は、12名以内とする。

(取締役の選任方法)

第22条 取締役は、株主総会の決議によって選任する。

2 取締役を選任する株主総会の決議は、議決権を行使することができる株主の議決権の3分の1以上を有する株主が出席し、その議決権の過半数をもって行う。

3 取締役の選任の決議は、累積投票によらない。

(取締役の任期)

第23条 取締役の任期は、選任後1年以内に終了する事業年度のうち最終のものに関する定時株主総会の終結の時までとする。

(取締役会長)

第24条 取締役会の決議によって取締役会長1名を定めることができる。

(取締役会の招集者及び議長)

第25条 取締役会は、法令に別段の定めがある場合を除き、予め取締役会において定めた取締役が招集し、議長となる。当該取締役に差支えがあるときは、予め取締役会において定めた順序により、他の取締役が招集し、議長となる。

(取締役会の招集通知)

第26条 取締役会の招集通知は、会日の4日前までに各取締役に對して発する。但し、緊急の場合は、この期間を短縮することができる。

2 取締役全員の同意があるときは、招集の手続きを経ないで取締役会を開催することができる。

(取締役会の決議及び議事録)

第27条 取締役会の決議は、議決に加わることができる取締役の過半数が出席し、その過半数をもって行う。

2 取締役会の議事については、法令の定めに従い議事録を作成し、出席した取締役が記名捺印または電子署名する。

3 この会社は、会社法第370条の要件を満たしたときは、取締役会の決議があったものとみなす。

(取締役の責任免除)

第28条 この会社は、会社法第426条第1項の定めにより、取締役（取締役であった者を含む。）の損害賠償責任を、法令に定める限度において、取締役会の決議によって免除することができる。

2 この会社は、会社法第427条第1項の定めにより、取締役（業務執行取締役等である者を除く。）との間に、損害賠償責任の限度を、法令に定める額とする契約を締結することができる。

第5章 委員会

(各委員の選定方法)

第29条 この会社の指名委員会、監査委員会、報酬委員会の委員は、取締役の中から、取締役会の決議により選定する。

(各委員会規定)

第30条 各委員会に関する事項は、法令または定款のほか、取締役会において定める各委員会規定による。

第6章 執行役

(執行役の選任)

第31条 執行役は、取締役会の決議によって選任する。

(執行役の任期)

第32条 執行役の任期は、選任後1年以内に終了する事業年度の末日までとする。

(代表執行役及び役付執行役)

第33条 この会社は取締役会の決議によって、代表執行役を選定する。

2 取締役会は、その決議によって、執行役社長1名を選定し、執行役副社長、執行役専務、執行役常務各若干名を選定することができる。

(執行役の責任免除)

第34条 この会社は、会社法第426条第1項の定めにより、執行役（執行役であった者を含む。）の損害賠償責任を、法令に定める限度において、取締役会の決議によって免除することができる。

第7章 会計監査人

(会計監査人の選任)

第35条 会計監査人は、株主総会の決議によって選任する。

(会計監査人の任期)

第36条 会計監査人の任期は、選任後1年以内に終了する事業年度のうち最終のものに関する定時株主総会の終結の時までとする。

- 2 会計監査人は、前項の定時株主総会において別段の決議がなされなかったときは、当該定時株主総会において再任されたものとみなす。

第8章 計 算

(事業年度)

第37条 この会社の事業年度は、毎年4月1日から翌年3月31日までとする。

(剰余金の配当等の決定機関)

第38条 この会社は、剰余金の配当等会社法第459条第1項各号に定める事項については、法令に別段の定めがある場合を除き、株主総会の決議によらず取締役会の決議によって定める。

(剰余金の配当の基準日)

第39条 この会社の期末配当の基準日は、毎年3月31日とする。

2 この会社の中間配当の基準日は、毎年9月30日とする。

3 この会社は、前2項のほか、基準日を定めて剰余金の配当をすることができる。

(除斥期間)

第40条 配当財産が金銭である場合は、支払開始の日から満5年を経過しても、なお受領されないときは、この会社は、その支払義務を免れる。

附 則

(監査役の責任免除に関する経過措置)

第1条 この会社は、第91回定時株主総会終結前の行為に関する会社法第423条第1項所定の監査役（監査役であった者を含む。）の損害賠償責任を、法令の限度において、取締役会の決議によって免除することができる。

(電子提供措置等に関する経過措置)

第2条 現行定款第17条（株主総会参考書類等のインターネット開示及びみなし提供）の削除及び変更案第17条（電子提供措置等）の新設は、2022年9月1日から効力を生ずるものとする。

2 前項の規定にかかわらず、2022年9月1日から6か月以内の日を株主総会の日とする株主総会については、現行定款第17条（株主総会参考書類等のインターネット開示及びみなし提供）は、なお効力を有する。

3 本条の規定は、2022年9月1日から6か月を経過した日または前項の株主総会の日から3か月を経過した日のいずれか遅い日後にこれを削除する。

以 上

〔 沿革 〕

1950年 4月 1日 制 定	1973年 5月30日 一部変更	2000年 6月29日 一部変更
1950年 7月31日 一部変更	1973年11月29日 一部変更	2002年 6月27日 一部変更
1951年11月30日 一部変更	1973年12月 1日 一部変更	2003年 6月27日 一部変更
1952年12月 1日 一部変更	1974年 5月30日 一部変更	2004年 6月29日 一部変更
1956年11月29日 一部変更	1975年 5月30日 一部変更	2005年 6月29日 一部変更
1957年 5月29日 一部変更	1982年 6月29日 一部変更	2006年 6月29日 一部変更
1963年11月28日 一部変更	1986年 6月27日 一部変更	2009年 6月26日 一部変更
1964年11月27日 一部変更	1988年 6月29日 一部変更	2011年 6月29日 一部変更
1967年 5月30日 一部変更	1990年12月 1日 一部変更	2015年 6月26日 一部変更
1968年 5月30日 一部変更	1991年 6月27日 一部変更	2016年 6月29日 一部変更
1970年 5月29日 一部変更	1994年 6月29日 一部変更	2019年 6月21日 一部変更
1971年 5月28日 一部変更	1998年 6月26日 一部変更	2022年 6月28日 一部変更
1972年 5月30日 一部変更	1999年 6月29日 一部変更	