

(Translation)

**ARTICLES OF INCORPORATION**

**ANRITSU CORPORATION**

# ARTICLES OF INCORPORATION

Established: October 6, 1950

Amended: June 26, 2018

## Chapter I General Provisions

### Article 1. (Trade Name)

The name of the Company shall be ANRITSU KABUSHIKI KAISHA, which shall be spelled in English as ANRITSU CORPORATION.

### Article 2. (Location of Principal Office)

The principal office of the Company shall be located in Atsugi-shi, Kanagawa-ken.

### Article 3. (Purpose)

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

- (a) Manufacture and sale of telecommunications equipment and tools;
- (b) Manufacture and sale of general electrical equipment and tools;
- (c) Manufacture and sale of general equipment and tools;
- (d) Manufacture and sale of precision equipment and tools;
- (e) Manufacture and sale of medical equipment and tools;
- (f) Manufacture and sale of electronic components, microchip, and semiconductor circuit;
- (g) Development and sale of system and software associated with the above;
- (h) Rental, purchase, recycling, and maintenance service of equipment and tools associated with the above;
- (i) Contracting for construction works;
- (j) Leasing of real estate;
- (k) Services for information and telecommunications, information processing, and information providing;
- (l) Worker dispatching services; and
- (m) Any and all business incidental or related to any of the foregoing and investment.

**Article 4. (Bodies)**

The Company shall have the following bodies besides General Meeting of Shareholders and Directors:

- (a) Meeting of the Board of Directors
- (b) Audit & Supervisory Committee
- (c) Accounting Auditor

**Article 5. (Method of Public Notices)**

Public notices by the Company shall be issued in a electronic manner, provided, however, when any electronic manner is unavailable for a public notice due to an accident or other unavoidable events, such notices shall be issued in *The Nikkei*.

**Chapter II Shares**

**Article 6. (Total Number of Shares Available for Issuance)**

The total number of shares available for issuance shall be 400,000,000 shares.

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

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

**Article 8. (Rights for Shares Constituting Less Than One Unit)**

Any shareholder of the Company is not entitled to enforce its rights excluding the below described rights regarding its owned shares constituting less than one unit.

- (a) The rights described in each item of Article 189.2 of the Companies Act.
- (b) The right for request according to the provision of Article 166.1 of the Companies Act.
- (c) The right to subscribe for allotment of shares and/or share warrant for subscription according to the number of shares owned by itself.
- (d) The right to request described in the provision of Article 9.

**Article 9. (Further Buying of Shares Constituting Less Than One Unit)**

The shareholders of the Company may request the Company to sell over to his/herself certain number of shares which to be added to the shares constituting less than one unit held by his/herself to make one unit, according to the Share Handling Regulations.

**Article 10. (Manager of Shareholder Registry)**

1. The Company shall have the Manager of Shareholder Registry.
2. The Manager of Shareholder Registry and its share handling office shall be determined by a resolution of the meeting of the Board of Directors and issued in the public notice.
3. The Company shall put the Manager of Shareholder Registry in charge of preparation and keeping of and handling the relevant paperwork regarding the Shareholder Registry and the Original Register Record of Share Warrant, and the Company shall not handle them.

**Article 11. (Share Handling Regulations)**

The handling of shares of the Company and fees therefor shall be governed by the Share Handling Regulations established at the meeting of the Board of Directors, besides the laws and ordinances or these Articles of Incorporation.

**Chapter III General Meeting of Shareholders**

**Article 12. (Convocation)**

An ordinary general meeting of shareholders of the Company shall be convened in June of each year and an extraordinary general meeting of shareholders shall be convened whenever necessary.

**Article 13. (Record Date for the Ordinary General Meeting of Shareholders)**

The date for record of voting rights at the ordinary general meeting of shareholders of the Company shall be March 31 of each year.

**Article 14. (Person to Convene Meetings and Chairman)**

1. Unless otherwise provided by laws or ordinances, the Representative Director shall convene general meetings of shareholders and shall act as chairman thereat. If there are more than two (2) Representative Directors, the order shall be fixed in advance by a resolution of the meeting of the Board of Directors.
2. Should the Representative Director be unable to act as aforesaid, one of the other Directors, in the order fixed in advance by the meeting of the Board of Directors, shall act in his/her place.

**Article 15. (Disclosure on Internet and Deemed Provision of Reference Documents for the General Meeting of Shareholders)**

On convocation of a general meeting of shareholders, the Company may deem any information regarding matters to be described or indicated on reference documents for the

general meeting of shareholders, business report, financial report, and consolidated financial report, provided to its shareholders by way of disclosure thereof on Internet as required by Ordinance of the Ministry of Justice.

**Article 16. (Method of Resolutions)**

1. Unless otherwise provided by laws or ordinance or these Articles of Incorporation, resolutions of general meetings of shareholders shall be adopted by a majority of the voting rights of the shareholders present and entitled to exercise its voting rights.

2. The special resolution pursuant to Article 309.2 of the Companies Act shall be adopted by two-thirds (2/3) or more of the voting rights of the shares at a general meeting of shareholders, at which holders of one-third (1/3) or more of the total number of voting rights of the shareholders entitled to exercise their voting rights are present.

**Article 17. (Exercise of Voting Rights by Proxy)**

1. A shareholder may exercise his/her voting right by appointing another shareholder having the voting rights of the Company as his/her proxy.

2. The shareholder or the proxy shall submit to the Company at every general meeting of shareholders a document certifying his/her power as proxy.

**Chapter IV Directors and Meeting of Board of Directors**

**Article 18. (Number of Directors)**

1. The Company shall have not more than ten (10) Directors (excluding Directors elected as Audit & Supervisory Committee Members).

2. The Company shall have not more than five (5) Directors elected as Audit & Supervisory Committee Members.

**Article 19. (Method of Election of Directors)**

1. Directors shall be elected at a general meeting of shareholders, while making a distinction between Directors to be elected as Audit & Supervisory Committee Members and other Directors.

2. Resolutions for the election of Directors shall be adopted by a majority of the voting rights of the shareholders present, representing one-third (1/3) or more of the total number of voting rights of the shareholders entitled to exercise their voting rights.

3. Resolutions for the election of Directors shall not be adopted by cumulative voting.

**Article 20. (Effect of Pre-Election of Substitute Directors elected as Audit & Supervisory Committee Members)**

The effect of pre-election of substitute Director elected as Audit & Supervisory Committee Member shall continue until the time of commencement of an ordinary general meeting of shareholders to be held two (2) years later, after the general meeting of shareholders where the relevant election was held.

**Article 21. (Term of Office of Directors)**

1. The term of office of Directors (excluding Directors elected as Audit & Supervisory Committee Members) shall expire at the close of the ordinary general meeting of shareholders held with respect to the last business year ending within one (1) year after their election.
2. The term of office of Directors elected as Audit & Supervisory Committee Members shall expire at the close of the ordinary general meeting of shareholders held with respect to the last business year ending within two (2) year after their election.
3. The term of office of Directors elected as Audit & Supervisory Committee Members elected to fill a vacancy created by retirement of a Director elected as Audit & Supervisory Committee Members before the time of expiration of his or her term of office shall expire at the time of expiration of term of office of the retired Director elected as Audit & Supervisory Committee Members.

**Article 22. (Representative Directors and Executive Directors)**

1. The meeting of Board of Directors shall, by its resolution, elect Representative Director(s) from among Directors (excluding Directors elected as Audit & Supervisory Committee Members).
2. The meeting of Board of Directors may, by its resolution, elect Executive Director(s) from among Directors (excluding Directors elected as Audit & Supervisory Committee Members) as it deems appropriate.

**Article 23. (Person to Convene Meetings of the Board of Directors and Chairman)**

Unless otherwise provided by laws or ordinances, person to convene meeting of the Board of Directors and Chairman shall be determined by the meetings of the Board of Directors.

**Article 24. (Notice of Convocation of the Meetings of the Board of Directors)**

1. A notice of convocation of the meeting of the Board of Directors shall be dispatched to each Director at least three (3) days prior to the date of the meeting: provided, however, that this period may be shortened in case of emergency.
2. Should all Directors agree, the meetings of Board of Directors may be held without taking the procedure of convocation

**Article 25. (Method of Resolutions of the Meetings of the Board of Directors)**

1. Resolutions of the meeting of the Board of Directors shall be adopted by a majority of Directors present, which present Directors shall constitute, in number, a majority of the total number of Directors entitled to vote.

2. The Company shall deem any proposition adopted by a resolution of the meeting of the Board of Directors when the requirements described in Article 370 of the Companies Act are satisfied.

**Article 26. (Delegation of Decision of Important Operations)**

Based on Article 399-13.6. of the Companies Act, the Board of Directors may delegate all or part of a decision regarding execution of important operations (excluding the particulars contained in the items of Article 399-13.5.) to a Director by its resolution.

**Article 27. (Regulations of the Meetings of the Board of Directors)**

Any matters related to the meetings of the Board of Directors shall be governed by Regulations of Meeting of the Board of Directors established at the meeting of the Board of Directors, besides the laws and ordinances or these Articles of Incorporation.

**Article 28. (Executive Officers and Senior Executive Officers)**

1. The meeting of Board of Directors shall, by its resolution, appoint Executive Officers and have them execute the business of the Company.

2. The meeting of Board of Directors shall, by its resolution, elect one (1) President, and may elect any other Senior Executive Officer(s) deemed necessary from among Executive Officer(s).

3. If the President is prevented from performing his/her duties due to accidents, Executive Officer shall carry on the duties of the President in the order fixed in advance by the meeting of the Board of Directors.

**Article 29. (Remuneration, etc. of Directors)**

Remuneration, bonus and other property benefit received from the Company in compensation for performance of duties of Directors shall be determined by the resolution of a general meeting of shareholders, while making a distinction between Directors elected as Audit & Supervisory Committee Members and other Directors.

**Article 30. (Exemption from liability of Directors)**

Based on Article 427.1. of the Companies Act, the Company may sign an agreement with Director(s) (excluding executive Director(s)) to exempt and limit liability for damage caused by neglect of his/her duties; provided, however, that such Director(s) will be liable for damages to the extent of the amount equal to the larger of the amount determined in advance 10 million yen or more, or the amount provided by laws and ordinances.

## **Chapter V Audit & Supervisory Committee**

### **Article 31. (Standing Audit & Supervisory Committee Members)**

The Audit & Supervisory Committee may elect Standing Audit & Supervisory Committee Members by its resolution.

### **Article 32. (Notice of Convocation of the Audit & Supervisory Committee)**

1. A notice of convocation of the Audit & Supervisory Committee shall be dispatched to each Member of Audit & Supervisory Committee at least three (3) days prior to the date of the meeting; provided, however, that this period may be shortened in case of emergency.
2. Should all of Audit & Supervisory Committee Members agree, the Audit & Supervisory Committee may be held without taking the procedure of convocation.

### **Article 33. (Method of Resolutions of the Audit & Supervisory Committee)**

Resolutions of the meeting of the Audit & Supervisory Committee shall be adopted by a majority of Audit & Supervisory Committee Members present, which present Audit & Supervisory Committee Members shall constitute, in number, a majority of the total number of Audit & Supervisory Committee Members entitled to vote.

### **Article 34. (Regulations of the Audit & Supervisory Committee)**

Any matters related to the Audit & Supervisory Committee shall be governed by the Regulations of the Audit & Supervisory Committee established at the Audit & Supervisory Committee, besides the laws and ordinances or these Articles of Incorporation.

## **Chapter VI Accounts**

### **Article 35. (Business Year)**

The business year of the Company shall be one (1) year commencing on April 1 of each year and ending on March 31 of the following year.

### **Article 36. (Decision-making body of Dividends of Surplus, etc.)**

The Company may, by resolution of the Board of Directors, determine the particulars contained in the items of Article 459.1. of the Companies Act, including dividends of surplus, etc. , unless otherwise provided by laws and ordinance.

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

1. The record date for year-end dividends shall be March 31 of each year.
2. The record date for interim dividends shall be September 30 of each year.
3. Besides the above, the Company may distribute dividends of surplus by fixing a record date.



**Article 38. (Prescription Period for Cash Dividends)**

When assets for dividends are in the form of cash, and if such dividends are not claimed within three (3) years from the date when the payment thereof becomes due, the Company shall become exempt from its obligation to make such payment.