

June 29, 2023

[Translation]

Articles of Incorporation

KOKUSAI ELECTRIC CORPORATION

Articles of Incorporation of KOKUSAI ELECTRIC CORPORATION

Chapter 1 General Provisions

Article 1 (Trade Name)

The name of the Company shall be KOKUSAI ELECTRIC CORPORATION (*Kabushiki Kaisha KOKUSAI ELECTRIC*). It shall be written in English as KOKUSAI ELECTRIC CORPORATION.

Article 2 (Purposes)

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

- (1) manufacturing and sales of semiconductor manufacturing equipment;
- (2) manufacturing and sales of electronic application equipment;
- (3) research, development, and consulting services related to semiconductor manufacturing equipment, electronic application equipment, and those components, materials, and attachments;
- (4) development and sales of software related to the respective items above;
- (5) licensing of intellectual property rights and knowhow; and
- (6) any businesses incidental or relating to the respective items above.

Article 3 (Location of Head Office)

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

Article 4 (Organizations)

The Company shall establish the following organizations in addition to the shareholders meeting and the directors:

- (1) the board of directors;
- (2) the audit and supervisory committee; and
- (3) accounting auditors.

Article 5 (Method of Public Notice)

Public notices by the Company shall be issued electronically; however, if it is not possible to issue such public notices electronically due to an accident or any other unavoidable reason, they shall be published in the Nihon Keizai Shimbun.

Chapter 2 Shares

Article 6 (Total Number of Authorized Shares)

The total number of authorized shares of the Company shall be nine hundred million shares.

Article 7 (Number of Shares Per Share Unit)

The number of shares per Company share unit shall be one hundred.

Article 8 (Rights Concerning Shares Less than One Share Unit)

The Company's shareholders are not entitled to, regarding shares they hold in a number less than one share unit, exercise rights other than those referred to in the items below:

- (1) rights listed in each item of Article 189, paragraph (2) of the Companies Act;
- (2) the right to make demands under the provision of Article 166, paragraph (1) of the Companies Act;
- (3) the entitlement to the allotment of shares for subscription and to the allotment of share options for subscription, in proportion to the number of shares held by each shareholder; and
- (4) the right to make a request pursuant to the following Article 9.

Article 9 (Additional Purchase of Shares Less Than One Share Unit)

Any shareholder of the Company may request that the Company sells shares to such shareholder in a number which, together with the number of shares less than one unit held by such shareholder, will constitute one share unit, pursuant to the share handling regulations.

Article 10 (Exclusion of the Claim of a Shareholder to be Added as Seller in the Acquisition of Treasury Shares)

If the Company decides to acquire all or part of shares held by its shareholders pursuant to an agreement with such shareholders by a shareholders meeting resolution, Article 160, paragraphs (2) and (3) of the Companies Act shall not apply.

Article 11 (Acquisition of Treasury Shares)

The Company may, by a board of directors resolution, acquire its treasury shares through market transactions and other means pursuant to Article 165, paragraph (2) of the Companies Act.

Article 12 (Administrator of Shareholder Register)

1. The Company shall appoint an administrator of the shareholder register.
2. The administrator of the shareholder register and its place of business shall be determined by a board of directors resolution.
3. The preparation and retention of the Company's shareholder register and share option register and other administration relating to the Company's shareholder register and share option register will not be undertaken by the Company, but shall be entrusted to the administrator of the shareholder register.

Article 13 (Share Handling Regulations)

Handling and the fees relating to the exercise of rights and the like held by shareholders of the Company, shares and share options shall be in accordance with applicable laws and these articles of incorporation, as well as the share handling regulations determined by the board of directors.

Chapter 3 Shareholders Meeting

Article 14 (Convocation)

An annual shareholders meeting of the Company shall be convened within three months from the day following the last day of the business year, and an extraordinary shareholders meetings shall be convened whenever necessary.

Article 15 (Record Date of Annual Shareholders Meeting)

The record date for voting rights at the Company's annual shareholders meeting shall be March 31 of each year.

Article 16 (Convenor and Chairperson)

The representative director shall convene the shareholders meeting and act as the chairperson. If the representative director is unable to so act, another director shall convene the shareholders meetings and take the chair pursuant to the order determined in advance by the board of directors.

Article 17 (Measures for Electronic Provision)

1. The Company shall, when convening a shareholders meeting, electronically provide the information to be contained in the reference documents for the shareholders meeting, etc.
2. The Company may choose not to state all or some of the electronic provision measures matters specified in a Ministry of Justice Order in documents delivered to the shareholders who made a request for delivery of documents by the record date for voting rights.

Article 18 (Method of Adopting Resolutions)

1. The shareholders meeting resolution shall be passed by a majority of the votes at a shareholders meeting where shareholders holding the majority of the voting rights of the shareholders who are entitled to vote are present, unless otherwise prescribed by laws and regulations or these articles of incorporation.
2. The resolutions in Article 309, paragraph (2) of the Companies Act shall be passed by two-thirds or more of the votes of the shareholders present at a meeting where shareholders holding one-third or more of the voting rights of the shareholders who may exercise voting rights at such meeting are present.

Article 19 (Exercise of Voting Rights by Proxy)

1. Shareholders may exercise their voting rights by proxy by authorizing another shareholder who holds voting rights of the Company to act as their proxy.
2. Shareholders or their proxies shall, for each shareholders meeting, provide the Company with documentary evidence of the authority to act as a proxy, or provide such evidence by electromagnetic means.

Chapter 4 Directors and Board of Directors

Article 20 (Number of Directors)

1. The Company shall have no more than fifteen directors.
2. Among the directors of the Company, there shall be no more than four directors who are audit and supervisory committee members.

Article 21 (Election of Directors)

1. Directors shall be elected at the shareholders meeting, distinguishing between directors who are audit and supervisory committee members and other directors.
2. The resolution for the election of directors shall be passed by a majority of the votes of the shareholders present at a meeting where shareholders holding one-third or more of the voting rights of the shareholders who may exercise voting rights at such meeting are present.
3. With respect to resolution for the election of directors, no cumulative voting shall be used.

Article 22 (Term of Office of Directors)

1. The term of office of directors (excluding the audit and supervisory committee member) shall expire at the close of the annual shareholders meeting in respect of the final business year ending within one year after the election.
2. The term of office of directors who are audit and supervisory committee members shall expire at the close of the annual shareholders meeting in respect of the final business year ending within two years after the election. The term of office of directors who are audit and supervisory committee members and were elected as the substitutes for directors who were audit and supervisory committee members and retired from office before the expiration of their term of office shall expire at the expiry of the term of the office of such directors who were audit and supervisory committee members and retired from office.
3. The effect of pre-election of directors who are substitutes for audit and supervisory committee members shall remain effective until the start of the annual shareholders meeting in respect of the final business year ending within two years after the resolution relating to such pre-election.

Article 23 (Representative Directors)

The board of directors shall appoint representative directors by its resolution.

Article 24 (Convocation of the Board of Directors Meeting)

1. A notice of convocation of the board of directors meeting will be sent to each director no later than one week before the meeting date. However, this notice period may be shortened in case of urgent necessity.

2. The board of directors meeting may be held without going through the convocation procedures if the consent of all directors is obtained.

Article 25 (Convenor and Chairperson)

Unless otherwise prescribed by laws and regulations, the representative director shall convene the board of directors meeting and serve as the chairperson. If the representative director is unable to so act, another director shall convene the board of directors meeting and serve as the chairperson pursuant to the order determined in advance at the board of directors meeting.

Article 26 (Board of Directors Resolution)

A board of directors resolution shall be passed by a majority of the votes at a board of directors meeting where a majority of directors entitled to vote on the resolution are present at the meeting.

Article 27 (Omission of Board of Directors Resolution)

If the Company satisfies the requirements under Article 370 of the Companies Act, the board of directors resolution shall be deemed to have been passed.

Article 28 (Remuneration, etc. of Directors)

Remuneration, bonuses, and other economic benefits that directors receive from the Company as compensation for the execution of their duties ("Remuneration, etc.") shall be determined by a shareholders meeting resolution, distinguishing between directors who are audit and supervisory committee members and other directors.

Article 29 (Exemption of Directors from Liability and Agreement to Limit Liability)

1. The Company may exempt the directors (including persons who were directors) from liability under Article 423, paragraph (1) of the Companies Act through a board of directors resolution to the extent provided by laws and regulations.
2. The Company may execute an agreement with the directors (excluding persons who are executive directors or managers or other employees) limiting their liability under Article 423, paragraph (1) of the Companies Act to the total amount prescribed in each item in Article 425, paragraph (1) of the same Act.

Article 30 (Delegation of Decisions on the Execution of Important Business)

Pursuant to Article 399-13, paragraph (6) of the Companies Act, the Company may delegate all or part of the decisions on the execution of important business (except for the matters listed in each item under paragraph (5) of the same Article) to the directors by a board of directors resolution.

Article 31 (Board of Directors Rules)

Matters regarding the board of directors shall be governed by laws and regulations or the articles of incorporation, as well as the board of directors rules determined by the board of directors.

Chapter 5 Audit and Supervisory Committee Members and the Audit and Supervisory Committee

Article 32 (Full-time Audit and Supervisory Committee Members)

The audit and supervisory committee may elect full-time audit and supervisory committee members through its resolution.

Article 33 (Convocation of the Audit and Supervisory Committee)

1. A notice of convocation of the audit and supervisory committee will be sent to each audit and supervisory committee member no later than one week before the meeting date. However, this notice period may be shortened in case of urgent necessity.
2. The audit and supervisory committee may be held without going through the convocation procedures if the consent of all audit and supervisory committee members is obtained.

Article 34 (Resolution of the Audit and Supervisory Committee)

Unless otherwise prescribed by laws and regulations, the resolution of the audit and supervisory committee shall be passed by a majority of the votes at a meeting of the committee where a majority of the audit and supervisory committee members entitled to vote are present at the meeting.

Article 35 (Audit and Supervisory Committee Rules)

Matters regarding the audit and supervisory committee shall be governed by laws and regulations or the articles of incorporation, as well as the audit and supervisory committee rules determined by the audit and supervisory committee.

Chapter 6 Executive Officers

Article 36 (Number of Executive Officers)

The company may have up to twelve executive officers determined by a board of directors resolution.

Article 37 (Election of Executive Officers)

The executive officers shall be elected at the board of directors meeting.

Article 38 (Term of Office of the Executive Officers)

The term of office of an executive officer shall expire on the last day of the business year ending within one year after election.

Article 39 (Remuneration of the Executive Officers)

The determination policy regarding the executive officers' remuneration, etc. shall be determined by a board of directors resolution.

Article 40 (Executive Officers Rules)

Matters regarding the executive officers shall be governed by laws and regulations or the articles of incorporation, as well as the executive officers rules determined by the board of directors.

Chapter 7 Accounting Auditors

Article 41 (Election of Accounting Auditors)

The accounting auditors shall be elected at the shareholders meeting.

Article 42 (Term of Office of Accounting Auditors)

1. The term of office of an accounting auditor shall expire at the close of the annual shareholders meeting in respect of the final business year ending within one year after election.
2. Unless otherwise resolved at the annual shareholders meeting in the preceding paragraph, the accounting auditor shall be deemed to have been re-elected at such annual shareholders meeting.

Article 43 (Remuneration, etc. of Accounting Auditors)

Remuneration, etc. of accounting auditors shall be determined by the board of directors with the consent of the audit and supervisory committee.

Chapter 8 Accounts

Article 44 (Business Year)

The business year of the Company is one year from April 1 of each year to March 31 of the following year.

Article 45 (Organization that Determines the Dividend of Surplus, etc.)

Unless otherwise prescribed by laws and regulations, the Company may determine the matters prescribed in each item of Article 459, paragraph (1) of the Companies Act, such as the dividend of surplus etc., through the board of directors resolution.

Article 46 (Record Date of the Dividend of Surplus)

1. The record date of the Company's year-end dividend shall be March 31 of each year.
2. The record date of the Company's interim dividend shall be September 30 of each year.
3. In addition to the preceding two paragraphs, the Company may determine a record date and provide dividends of surplus.

Article 47 (Period of Exclusion of Dividend of Surplus)

In cases where the dividend property is money, and if it has not been received after the lapse of three full years from the payment commencement date, the Company shall be released from such payment obligation. Unpaid dividend property will not accrue interest.

Supplementary Provisions

1. Interim Measures Regarding Company Auditors' Exemption from Liability

An exemption of the company auditors (including persons who were company auditors) from liability for damages as provided in Article 423, paragraph (1) of the Companies Act granted through a board of directors resolution, and an agreement limiting such liability of the company auditors (including persons who were company auditors), existing prior to the close of the 6th annual shareholders meeting held on June 30, 2021, shall be governed by Article 35, paragraphs (1) and (2) of the articles of incorporation before the revision was effected upon the close of such annual shareholders meeting.

End