

# ARTICLES OF INCORPORATION

OF

SHIMADZU CORPORATION

(Amended on June 28, 2022)

## CHAPTER I . GENERAL PROVISIONS

### Article 1. Trade Name

The name of the Corporation shall be KABUSHIKI KAISHA SHIMADZU SEISAKUSHO, to be expressed in English as SHIMADZU CORPORATION.

### Article 2. Location

The Corporation shall have its head office in the city of Kyoto.

### Article 3. Purpose

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

- 1) Manufacture and sale of physical and chemical apparatus and scientific research appliances;
- 2) Manufacture and sale of radiation apparatus;
- 3) Manufacture and sale of electric appliances, electronic apparatus and industrial measuring instruments;
- 4) Manufacture and sale of industrial machinery and other machines;
- 5) Manufacture and sale of measuring instruments;
- 6) Manufacture and sale of arms and weapons;
- 7) Manufacture and sale of chemical industrial products;
- 8) Manufacture and sale of aircraft equipment;
- 9) Manufacture and sale of medical apparatus and animal medical apparatus;
- 10) Manufacture and sale of pharmaceutical products, medicines for animals, agricultural chemicals and various other medicines and foodstuffs;
- 11) Services related to biotechnological analysis, synthesis, research and testing of genomes, proteomes and other samples;
- 12) Sale of software, technical knowledge and information relating to any of the preceding items;

- 13) Export and import of products and other articles stipulated in any of the preceding items;
- 14) Research with respect to mechanics, electricity, physics and chemistry;
- 15) Management and operation of facilities for medical care, the promotion of health, sports, welfare and other related businesses;
- 16) Planning and supervision of, and contracting for, construction work, and sale, purchase, rent, lease, and management of real estate;
- 17) Life insurance agency services and non-life insurance agency business; and
- 18) Other businesses incidental or relating to any of the preceding items.

#### Article 4. Organization

In addition to the general meeting of shareholders and Directors, the Corporation shall establish the following organizations:

- 1) Board of Directors;
- 2) Corporate Auditors;
- 3) Board of Corporate Auditors; and
- 4) Accounting Auditors.

#### Article 5. Method of Public Notice

The public notices of the Corporation shall be given electronically; provided, however, that if the electronic publication is not possible due to accident or some other unavoidable reasons, the public notices will be made in the Kyoto Shimbun and the Nihon Keizai Shimbun.

## CHAPTER II. SHARES

#### Article 6. Total Number of Issuable Shares

The total number of issuable shares of the Corporation shall be eight hundred million (800,000,000) shares.

#### Article 7. Acquisition of Own Shares

Pursuant to the provisions of Paragraph 2 of Article 165 of the Companies Act, the Corporation may acquire its own shares by a resolution of the Board of Directors.

#### Article 8. Number of Shares Constituting a Unit

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

#### Article 9. Rights of Shareholders with Regards to Fractional Unit Shares

The shareholders of the Corporation are not entitled to exercise their rights with regards to the fractional unit shares they own except the following:

- 1) Rights set forth in each Item of Paragraph 2 of Article 189 of the Companies Act;
- 2) Right for making a request pursuant to Paragraph 1 of Article 166 of the Companies Act; and
- 3) Right to receive the allocation of newly offered issued shares and right to subscribe for such new shares based on the number of the fractional unit shares owned.

#### Article 10. Transfer Agent

1. The Corporation shall have a transfer agent with respect to its shares.
2. The transfer agent and its handling office shall be determined by a resolution of the Board of Directors, and public notice thereof shall be given.
3. The preparation and the keeping of the shareholder register and the register of rights to subscribe for new shares of the Corporation and any other matter related to the register of shareholders, and the register of rights to subscribe for new shares of the Corporation shall be entrusted to the transfer agent, and the Corporation shall not handle such business.

#### Article 11. Share Handling Regulations

Unless otherwise provided for by these Articles of Incorporation, the businesses concerning shares of the Corporation shall be handled in accordance with the Share Handling Regulations established by the Board of Directors.

### CHAPTER III. GENERAL MEETING OF SHAREHOLDERS

#### Article 12. Convocation

1. Annual general meetings of shareholders of the Corporation shall be convened in June each year.
2. In addition to the foregoing paragraph, extraordinary general meetings of shareholders shall be convened whenever necessary.
3. The general meeting of shareholders of the Corporation shall be convened in the city of Kyoto.

#### Article 13. Record Date of Annual General Meeting of Shareholders

The Corporation shall deem the shareholders who have been entered or electronically recorded in the final shareholder register as of the end of each business year as the shareholders who shall be entitled to exercise the rights at the annual general meeting of shareholders with respect to such business year.

Article 14. Person to Convene Meeting and Chairman thereat

The general meetings of shareholders shall be convened by a Director, pursuant to the predetermined order set forth in the resolution of the Board of Directors, who shall act as chairman thereat.

Article 15. Measures for providing information in Electronic format, etc.

1. When the Company convenes a general meeting of shareholders, it shall take measures for providing information contained in the reference documents of the general meeting of shareholders, etc. in electronic format.

2. Among the matters for which the measures for providing information in electronic format will be taken, the Company may exclude all or some of those matters designated by the Ministry of Justice Order from statements in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents by the record date of voting right.

Article 16. Resolutions

1. Unless otherwise provided for by laws and regulations or these Articles of Incorporation, resolutions at general meetings of shareholders shall be adopted by a majority vote of the shareholders present and entitled to vote thereat.

2. The Resolutions set forth in Paragraph 2 of Article 309 of the Companies Act shall be adopted by the attendance of the shareholders who hold not less than one-third (1/3) of the voting rights of those shareholders who may exercise their voting rights and by not less than two-thirds (2/3) of such voting rights.

Article 17. Exercise of Voting Rights by Proxy

1. A shareholder or his legal representative may exercise his voting rights by retaining another shareholder who has the voting rights of the Company as a voting proxy.

2. In case of the preceding paragraph, the shareholder or the proxy shall submit a proxy to the Corporation in advance.

CHAPTER IV. DIRECTORS AND BOARD OF DIRECTORS

Article 18. Number and Manner of Appointment of Directors

1. The Corporation shall have not more than fifteen (15) Directors, who shall be appointed at general meetings of shareholders.

2. A resolution for the appointment of Directors shall be adopted by a majority of the voting rights of the shareholders who may exercise their voting rights upon the attendance of not less than one-third (1/3) of such shareholders.

3. Directors shall not be appointed by cumulative voting.

Article 19. Term of Office

The term of office of Directors shall expire at the conclusion of the annual meeting of shareholders held for the latest business year ending within one (1) year after their appointment.

#### Article 20. Executive Directors

1. The Corporation may, by a resolution of the Board of Directors, elect one Chairman of the Board, one President and one or more Executive Vice Presidents and other Executive Directors among Directors; provided, however, the President may be elected from among Executive Officers and Corporate Officers.

2. The Chairman of the Board shall preside at meetings of the Board of Directors.

3. The President shall manage the affairs of the Corporation pursuant to the resolutions of the Board of Directors.

4. In case the President is unable to act, pursuant to the predetermined order set forth in the resolution of the Board of Directors, one of the other Directors shall execute his duty in his place.

5. The Executive Vice President and other Executive Directors shall assist the President in managing the affairs of the Corporation.

#### Article 21. Representative Directors

The Corporation shall elect the Representative Director(s) by a resolution of the Board of Directors.

#### Article 22. Person to Convene Meetings of the Board of Directors and Chairman Thereat

The Chairman of the Board shall convene meetings of the Board of Directors and act as chairman thereat; provided, however, that if a Chairman of the Board has not been elected or if the Chairman of the Board is unable to act, one of the other Directors, pursuant to the predetermined order set forth by the Board of Directors, shall convene meetings of the Board of Directors and act as chairman thereat.

#### Article 23. Notice of Convocation of Meetings of the Board of Directors

Notices of convocation of meetings of the Board of Directors shall be sent to each Director and Corporate Auditor at least five (5) days prior to the date of each meeting; provided, however, that this period may be shortened in case of urgency.

#### Article 24. Resolutions of Meetings of the Board of Directors

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

2. The Corporation shall deem that a resolution of the Board of Directors is adopted when it meets the requirements of Article 370 of the Companies Act.

#### Article 25. Regulations of the Board of Directors

Unless otherwise provided for by the provisions of laws and regulations or these Articles of Incorporation, matters with respect to the Board of Directors shall be governed in accordance with the Regulations of the Board of Directors established by the Board of Directors.

#### Article 26. Limited Liability Agreements with Outside Directors

Pursuant to the provisions of Paragraph 1 of Article 427 of the Companies Act, the Corporation may enter into agreements with Outside Directors to limit their liabilities for damages set forth in Paragraph 1 of Article 423 of Companies Act; provided, however, that the limit of their liabilities for damages under such agreements shall be the minimum liability amount set forth in the provisions of laws and regulations.

#### Article 27. Senior Corporate Advisors, Corporate Advisors and Corporate Counselors

The Corporation may, by resolution of the Board of Directors, appoint one or more Senior Corporate Advisors (Sodanyaku), Corporate Advisors (Komon) and Corporate Counselors (San-yo).

### CHAPTER V. CORPORATE AUDITORS AND BOARD OF CORPORATE AUDITORS

#### Article 28. Number and Manner of Appointment of Corporate Auditors

1. The Corporation shall have not more than five (5) Corporate Auditors, who shall be appointed at general meetings of shareholders.
2. A resolution for the appointment of Corporate Auditors shall be adopted by a majority of the voting rights of the shareholders who may exercise their voting rights upon the attendance of not less than one-third (1/3) of such shareholders.

#### Article 29. Pre-appointment of Supplemental Corporate Auditor

1. Pre-appointment of Supplemental Corporate Auditors shall be effective until the conclusion of the annual general meeting of shareholders held for the last business year ending within two (2) years after such pre-appointment.
2. The term of office of a Supplemental Corporate Auditor who was appointed in advance and assumes office as a Corporate Auditor shall expire at the time of expiration of the office of the Corporate Auditor who retired or otherwise vacated his position; provided, however, that the term of office of such Supplemental Corporate Auditors may not exceed the conclusion of the annual meetings of shareholders held for the latest business year ending within four (4) years after their pre-appointment.

#### Article 30. Term of Office

The term of office of Corporate Auditors shall expire at the conclusion of the annual meetings of shareholders held for the latest business year ending within four (4) years after their appointment.

Article 31. Full-time Corporate Auditors and Senior Corporate Auditors

1. The full-time Corporate Auditors of the Corporation shall be elected by the resolution of the Board of Corporate Auditors.

2. The Corporation may have several Senior Corporate Auditors who shall be elected by the resolution of the Board of Corporate Auditors.

Article 32. Notice of Convocation of Meetings of the Board of Corporate Auditors

Notices of convocation of meetings of the Board of Corporate Auditors shall be sent to each Corporate Auditor at least five (5) days prior to the date of each meeting; provided, however, that this period may be shortened in case of urgency.

Article 33. Resolutions of Meetings of the Board of Corporate Auditors

Resolutions of meetings of the Board of Corporate Auditors shall be adopted by a majority vote of the Corporate Auditors, unless otherwise provided for by the provisions of laws and regulations.

Article 34. Regulations of the Board of Corporate Auditors

Unless otherwise provided for by the provisions of laws and regulations or these Articles of Incorporation, matters with respect to the Board of Corporate Auditors shall be governed in accordance with the Regulations of the Board of Corporate Auditors established by the Board of Corporate Auditors.

Article 35. Limited Liability Agreements with Outside Corporate Auditors

Pursuant to the provisions of Paragraph 1 of Article 427 of the Companies Act, the Corporation may enter into agreements with Outside Corporate Auditors to limit their liabilities for damages set forth in Paragraph 1 of Article 423 of Companies Act; provided, however, that the limit of their liabilities for damages under such agreements shall be the minimum liability amount set forth in the provisions of laws and regulations.

CHAPTER VI. ACCOUNTS

Article 36. Business Year

The business year of the Corporation shall begin on April 1 of each year and end on March 31 of the following year.

Article 37. Dividends of Surplus

The Corporation may, by resolution of the meetings of shareholders, make the distribution of a surplus to the shareholders or pledgees of the shares, written or electronically recorded in the final shareholder register at the close of each business year.

Article 38. Interim Dividends

The Corporation may, by resolution of the Board of Directors, make the distribution of an interim dividend to those shareholders or pledgees of the shares, written or electronically recorded in the final shareholder register at the close of business on September 30 of each year.

Article 39. Exclusion from Payment of Dividends

In the event that a dividend is to be made in cash and is not received within three (3) years from the commencement of payment thereof, the Corporation shall be relieved from the obligation to pay the same.

LE55-03-03-2-1