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[Translation]

## ARTICLES OF INCORPORATION

TAIYO YUDEN CO., LTD.

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## CHAPTER I GENERAL PROVISIONS

### (Trade Name)

Article 1 The name of the Company shall be “TAIYO YUDEN Kabushiki Kaisha” and in English, “TAIYO YUDEN CO., LTD.”.

### (Purpose)

Article 2 The purpose of the Company is to conduct the following business.

1. Manufacture and sale of electronic components, electronic devices, electric equipment and related products;
2. Manufacture and sale of optical disks and magnetic recording media and other recording media;
3. Manufacture and sale of magnetic materials and related products;
4. Manufacture and sale of ceramic products and related products;
5. Manufacture and sale of healthcare equipment and medical supplies and related products;
6. Manufacture and sale of pharmaceuticals;
7. Development, production, sale and licensing of software and provision of information processing services and Internet-associated services;
8. Provision of services related to various measurement and analysis;
9. Businesses related to worker dispatching, ability development, and education and training;
10. Businesses related to travel agency, non-life insurance agency, and life insurance brokerage;
11. Any and all businesses incidental to or related to the above.

### (Location of Head Office)

Article 3 The head office of the Company shall be located in Chuo-ku, Tokyo.

### (Organization)

Article 4 The Company shall have the following organizations in addition to the General Meeting of Shareholders and Directors.

- (1) Board of Directors
- (2) Audit & Supervisory Board Members
- (3) Audit & Supervisory Board
- (4) Accounting Auditors

(Method of Public Notice)

Article 5 Public notices of the Company shall be made electronically. However, that in the event that such public notice can not be made due to an accident or unavoidable reason, the public notice shall be made by publication in the *Nihon Keizai Shimbun*.

## **CHAPTER II SHARES**

(Total Number of Shares Authorized to be Issued)

Article 6 The total number of shares authorized to be issued by the Company shall be 300,000,000 shares.

(Acquisition of Own Shares)

Article 7 The Company may acquire its own shares by resolution of the Board of Directors through transactions in the market, etc. in accordance with the provisions of Article 165, paragraph 2 of the Companies Act.

(Number of Shares of One Unit)

Article 8 The number of shares of one unit of shares of the Company shall be one hundred (100) shares.

(Record Date)

Article 9 The Company shall deem those shareholders whose names have been entered or recorded in the last Shareholder Registry as at each year on March 31 as the shareholders holding voting rights who may exercise their voting rights at the Ordinary General Meeting of Shareholders held with respect to the business year concerned.

- 2 In addition to the preceding paragraph, if necessary, an extraordinary record date may be set with advance public notice.

(Administrator of Shareholder Registry)

Article 10 The Company shall have an Administrator of Shareholder Registry.

- 2 The appointment of administrator of the Shareholder Registry and the office for handling the business of such administrator shall be determined by resolution of the Board of Directors, and the Company shall give public notice thereof.
- 3 The preparation and retention of the Shareholder Registry and the registry of stock acquisition rights of the Company, and the other matters relating to the Shareholder Registry and the Registry of Stock Acquisition rights of the Company shall be entrusted to the administrator of the Shareholder Registry, and not handled by the Company.

(Share Handling Regulations)

Article 11 Handling of shares of the Company and fees thereof shall be governed by laws and regulations, the Articles of Incorporation as well as the Share Handling Regulations established by the Board of Directors.

### **CHAPTER III GENERAL MEETING OF SHAREHOLDERS**

(Convocation)

Article 12 An Ordinary General Meeting of Shareholders of the Company shall be convened within three (3) months following the last day of each business year.

- 2 In addition to the preceding, Extraordinary General Meeting of Shareholders may be convened whenever necessary.

(Convener and Chairperson)

Article 13 The Representative Director shall convene a General Meeting of Shareholders and serve as the Chairperson.

- 2 If there is more than one Representative Director, the Representative Director with precedence given according to the order predetermined by the Board of Directors shall convene the meeting and serve as the Chairperson. In the event that the Representative Director is unable to act, another Director shall take their place in the order predetermined by the Board of Directors.

(Measures to Provide Information in Electronic Format)

- Article 14            When a General Meeting of Shareholders is being convened, the Company shall take measures to provide the information contained in the reference documents, etc. for the General Meeting of Shareholders in electronic format.
- 2            The Company may choose, among the matters to be provided in electronic format, not to include all or part of the matters prescribed in the Ministry of Justice Ordinance in the paper document to be delivered to the shareholder who has requested the delivery of materials in paper-based format by the record date of voting rights.

(Method of Resolution)

- Article 15            Resolutions of a General Meeting of Shareholders shall be adopted by a majority of the voting rights of the shareholders entitled to exercise voting rights who are present at the General Meeting of Shareholders, except in cases provided for separately by laws and regulations or the Articles of Incorporation.
- 2            Resolutions pursuant to Article 309, paragraph 2 of the Companies Act shall be adopted by an affirmative vote of two-thirds (2/3) or more of the voting rights of shareholders present at the General Meeting of Shareholders, a quorum for which shall be the presence of shareholders with one-third (1/3) or more of the voting rights exercisable for such meeting.

(Proxy Voting)

- Article 16            Shareholders may exercise their voting rights by proxy, who shall be another shareholder with voting rights of the Company.
- 2            The shareholder or proxy is required to submit to the Company a document evidencing their representation at each General Meeting of Shareholders.

## **CHAPTER IV**

### **DIRECTORS AND THE BOARD OF DIRECTORS**

(Number of Directors)

- Article 17            The number of Directors of the Company shall be ten (10) or less.

(Method of Election)

- Article 18            Directors shall be elected at the General Meeting of Shareholders.

- 2 Resolution for election of Directors shall be adopted by an affirmative vote of the majority of the voting rights of shareholders present at the General Meeting of Shareholders, a quorum for which shall be the presence of shareholders with one-third (1/3) or more of the voting rights exercisable for such meeting.
- 3 Resolutions for election of Directors shall not be by cumulative voting.

(Term of Office)

Article 19 The term of office of Directors shall expire at the close of the Ordinary General Meeting of Shareholders relating to the last business year that ends within one (1) year after their election.

(Representative Directors)

Article 20 The Company shall appoint the Representative Directors by resolution of the Board of Directors.

(Convener and Chairperson of the Board of Directors Meeting)

Article 21 The Director designated by the Board of Directors shall convene and preside over the meetings of the Board of Directors, except where otherwise provided for by laws and regulations.

(Notice of Convocation of the Board of Directors Meeting)

Article 22 A notices of the convocation of the meeting of the Board of Directors shall be issued to each Directors and Audit & Supervisory Board Members at least three (3) days prior to the date of such meeting. However, such period may be shortened in the case of emergency.

- 2 When all Directors and Audit & Supervisory Board Members give unanimous consent, the meeting of the Board of Directors may be held without following the convocation procedure.

(Omission of Resolution by the Board of Directors)

Article 23 The Company may deem that resolution at the meeting of the Board of Directors to approve the matter that requires resolution at the meeting of the Board of Directors has been adopted, when all Directors have given their consents thereto in writing or through electronic record, except for the case where any of the Audit & Supervisory Board Members raises objection against it.

(Regulations of the Board of Directors)

Article 24 Any matter relating to the Board of Directors shall be governed by laws and regulations, the Articles of Incorporation as well as the Regulations of the Board of Directors established by the Board of Directors.

(Remuneration)

Article 25 Remuneration, bonuses, and all other financial benefits received by Directors from the Company in consideration of execution of the duties (hereinafter referred to as “Remuneration”) shall be determined by resolution of the General Meeting of Shareholders.

(Liability Limitation Agreements with Directors)

Article 26 In accordance with the provisions of Article 427, paragraph 1 of the Companies Act, the Company may enter into agreements with Directors (excluding those who are Executive Directors) which limit the liability for damages caused in relation to a failure to perform their duty. However, the limit on liability for damages under the said agreements shall be the amount provided in the laws and regulations.

## **CHAPTER V**

### **AUDIT & SUPERVISORY BOARD MEMBERS AND THE AUDIT & SUPERVISORY BOARD**

(Number of Members)

Article 27 The number of Audit & Supervisory Board Members of the Company shall be five (5) or less.

(Method of Election)

Article 28 Audit & Supervisory Board Members shall be elected at the General Meeting of Shareholders.

- 2 Resolution for election of Audit & Supervisory Board Members shall be adopted by an affirmative vote of the majority of voting rights of shareholders present at the General Meeting of Shareholders, a quorum for which shall be the presence of shareholders with one-third (1/3) or more of the voting rights exercisable for such meeting.
- 3 In accordance with the provisions of Article 329, paragraph 3 of the Companies Act, in order to prepare for a case when the number of Audit & Supervisory

Board Members stipulated by laws and regulations might be insufficient, the Substitute Audit & Supervisory Board Members shall be appointed at the General Meeting of Shareholders.

- 4 The effective term of the resolution for election of Substitute Audit & Supervisory Board Member set forth in the preceding paragraph shall expire at the beginning of the Ordinary General Meeting of Shareholders relating to the last business year that ends within four (4) years after their election.

(Term of Office)

Article 29 The term of office of Audit & Supervisory Board Members shall expire at the close of the Ordinary General Meeting of Shareholders relating to the last business year that ends within four (4) years after their election.

- 2 Based on paragraph 3 of the preceding article, the term of office of Audit & Supervisory Board Members assumed by Substitute Audit & Supervisory Board Member shall be the remaining term of their predecessors. However, that such term shall not exceed the closing of the Ordinary General Meeting of Shareholders relating to the last business year that ends within four (4) years after their election.

(Full-time Audit & Supervisory Board Members)

Article 30 The Audit & Supervisory Board shall appoint the Full-time Audit & Supervisory Board Members by resolution.

(Notice of Convocation of the Audit & Supervisory Board Meeting)

Article 31 A notice of the convocation of the meeting of the Audit & Supervisory Board shall be issued to each Audit & Supervisory Board member at least three (3) days prior to the date of such meeting. However, such period may be shortened in case of emergency.

- 2 When all Audit & Supervisory Board Members give unanimous consent, the meeting of the Audit & Supervisory Board may be held without following the convocation procedure.

(Regulations of the Audit & Supervisory Board)

Article 32 Any matter relating to the Audit & Supervisory Board shall be governed by laws and regulations, the Articles of Incorporation as well as the Regulations



of the Audit & Supervisory Board established by the Audit & Supervisory Board.

(Remuneration)

Article 33 Remuneration of the Audit & Supervisory Board Members shall be determined by resolution of the General Meeting of Shareholders.

(Liability Limitation Agreements with Audit & Supervisory Board Members)

Article 34 In accordance with the provisions of Article 427, paragraph 1 of the Companies Act, the Company may enter into agreements with Audit & Supervisory Board Members which limit the liability for damages caused in relation to a failure to perform their duty. However, the limit on liability for damages under the said agreements shall be the amount provided in the laws and regulations.

## **CHAPTER VI ACCOUNTS**

(Business Year)

Article 35 The business year of the Company shall be from April 1 of each year to March 31 of the following year.

(Surplus Dividends)

Article 36 Surplus dividends shall be paid to shareholders or registered share pledgees whose names have been entered or recorded in the last Shareholder Registry on March 31 of each year.

(Interim Dividends)

Article 37 By resolution of the Board of Directors, the Company may pay interim dividends to shareholders or registered share pledgees whose names have been entered or recorded in the last Shareholder Registry on September 30 of each year.

(Period of Limitation for Surplus Dividends)

Article 38 The Company shall be exempted from the obligation of paying surplus dividends and interim dividends when they remain unreceived for three (3) years after the date of the commencement of payment thereof.

(Conversion of Convertible Bonds and Surplus Dividends)

Article 39

Payment of the first surplus dividends or interim dividends to the shares issued by the conversion of convertible bonds, it shall be considered that if the conversion request was made between April 1 and September 30, the conversion was made on April 1 and shall pay. Similarly, it shall be considered that if the conversion request was made between October 1 and March 31 of the following year, the conversion was made on October 1.

Prepared March 1, 1950  
Notary certified March 18, 1950  
Amended April 28, 1969  
Amended April 30, 1970  
Amended October 31, 1972  
Amended April 28, 1973  
Amended April 30, 1975  
Amended May 27, 1977  
Amended May 28, 1982  
Amended May 26, 1983  
Amended May 26, 1988  
Amended June 27, 1991  
Amended June 29, 1994  
Amended June 26, 1998  
Amended June 27, 2002  
Amended June 27, 2003  
Amended June 29, 2004  
Amended June 29, 2005  
Amended June 29, 2006  
Amended June 28, 2007  
Amended June 27, 2008  
Amended June 26, 2009  
Amended June 29, 2010  
Amended May 25, 2011  
Amended June 29, 2016  
Amended June 29, 2017  
Amended June 29, 2022