

**ARTICLES OF INCORPORATION  
OF  
YOKOGAWA ELECTRIC CORPORATION**

**CHAPTER I. GENERAL PROVISIONS**

**ARTICLE 1. CORPORATE NAME**

The name of the Company shall be YOKOGAWA DENKI KABUSHIKI KAISHA, which is expressed in English as YOKOGAWA ELECTRIC CORPORATION.

**ARTICLE 2. PURPOSE**

The purpose of the Company is to engage in the following businesses:

- (1) to manufacture and sell measuring and controlling instruments and equipment as well as electronic computers;
- (2) to engage in the field installation of instrumentation and carry out other construction work and the manufacture and sale of related materials;
- (3) to manufacture and sell aeronautical and astronautical instruments, marine and vehicular instruments, and other industrial instruments;
- (4) to manufacture and sell broadcasting and telecommunications equipment and give related technical guidance;
- (5) to manufacture and sell office equipment, information processing instruments and other instruments;
- (6) to manufacture, import and sell electronic instruments for medical use and medical supplies related thereto;
- (7) to manufacture and sell semiconductors, integrated circuits, printed circuit boards, and other parts and instruments related to the above items;
- (8) to manufacture and sell software products;
- (9) to import and sell chemical products and gases;
- (10) to lease and rent personal property and to act as an agent for such transactions;
- (11) to purchase, sell and lease real estate and act as an agent for such transactions, and to act as contractor, agent and manager of design for construction work;
- (12) to manage lodging facilities, sports clubs, and culture centers;
- (13) to produce and sell agricultural products such as seeds, vegetables and garden plants;
- (14) to engage in typesetting, printing, and bookbinding, as well as the translation and sale of such finished products;
- (15) to provide information and consulting services regarding business management and industrial technology related to the above items;
- (16) to engage in the business of dispatching workers and acting as an employment agent in accordance with the Worker Dispatching Law;
- (17) to engage in warehousing and truck freight transportation businesses;
- (18) to act as a travel agent in accordance with the Travel Agency Law;
- (19) to act as a non-life insurance agent;
- (20) to make investments in businesses as deemed necessary for the operations of the Company; and
- (21) to do any and all other businesses incidental or relating to any of the foregoing.

ARTICLE 3. LOCATION OF HEAD OFFICE

The head office of the Company shall be located in Musashino-shi, Tokyo.

ARTICLE 4. ORGANIZATION

The Company establishes the following bodies, in addition to the General Meeting of Shareholders and the Directors:

- (1) the Board of Directors;
- (2) the Statutory Auditors;
- (3) the Board of Statutory Auditors; and
- (4) the Accounting Auditors.

ARTICLE 5. METHOD OF PUBLIC NOTICES

Public notices of the Company shall be given electronically. Provided, however, that if the Company can not give an electronic public notice due to an accident or any other unavoidable reason, it will give a public notice in *The Nihon Keizai Shimbun*.

CHAPTER II. SHARES

ARTICLE 6. NUMBER OF ISSUABLE SHARES

The total number of shares that may be issued by the Company shall be 600,000,000 shares.

ARTICLE 7. ISSUANCE OF SHARE CERTIFICATES

The Company will issue share certificates for the shares of the Company.

ARTICLE 8. ACQUISITION OF TREASURY STOCK

In accordance with the provisions of Article 165(2) of the Corporation Act, the Company may, through market transactions or otherwise, acquire Treasury Stock by resolution of the Board of Directors.

ARTICLE 9. NUMBER OF SHARES PER UNIT AND NON-ISSUANCE OF SHARE CERTIFICATES REPRESENTING SHARES LESS THAN ONE UNIT

1. The number of shares per unit of the Company shall be 100 shares.
2. Notwithstanding the provisions of Article 7, the Company shall not issue any share certificates for shares less than one unit (the "Shares Less Than One Unit"), unless otherwise stipulated in the Share Handling Regulations.

ARTICLE 10. DENOMINATION OF SHARE CERTIFICATES

All shares of the Company shall be those determined by resolution of the Board of Directors.

ARTICLE 11. RIGHTS FOR SHARES LESS THAN ONE UNIT

Shareholders of the Company (including beneficial shareholders; hereinafter the same) may not exercise any rights for Shares Less Than One Unit held by them, except for the following rights:

- (1) rights provided for in each item of Article 189(2) of the Corporation Act;
- (2) rights to make a request in accordance with Article 166(1) of the Corporation Act;
- (3) rights to receive an allotment of offered shares or stock acquisition rights pro rata to the number of shares held by a shareholder; and

- (4) rights to make a request provided for in Article 12 of these Articles of Incorporation.

**ARTICLE 12. REQUEST TO SELL SHARES LESS THAN ONE UNIT**

Shareholders possessing Shares Less Than One Unit of the Company may, in accordance with the provisions of the Share Handling Regulations, request that the Company sell shares together with those Shares Less Than One Unit in the number required to constitute a unit.

**ARTICLE 13. ADMINISTRATOR OF THE REGISTER OF SHAREHOLDERS**

1. The Company may put in place an administrator of the Register of Shareholders for its shares.
2. The administrator of the Register of Shareholders and the place of its business shall be selected by resolution of the Board of Directors and the Company shall give public notice thereof.
3. If the Company selects an administrator of the Register of Shareholders according to the preceding paragraph, preparation and maintenance of and any other business relating to the Register of Shareholders (including the Register of Beneficial Shareholders; hereinafter the same), the Register of Stock Acquisition Rights and the Register of Lost Share Certificates of the Company shall be handled by the administrator of the Register of Shareholders.

**ARTICLE 14. RECORD DATE**

The Company shall entitle shareholders entered or recorded in the final Register of Shareholders as of March 31 of each year to exercise rights as shareholders at the Ordinary General Meeting of Shareholders of the Company for such business year.

**ARTICLE 15. SHARE HANDLING REGULATIONS**

Any matters concerning handling of shares of the Company and fees as well as the procedures of exercises of shareholders' rights, etc., shall be in accordance with the laws or regulations or these Articles of Incorporation and the Share Handling Regulations established by the Company.

**CHAPTER III. GENERAL MEETING OF SHAREHOLDERS**

**ARTICLE 16. CONVOCATION**

An Ordinary General Meeting of Shareholders of the Company shall be convened within three (3) months from the day following the end of each business year. An Extraordinary General Meeting of Shareholders shall be convened from time to time whenever necessary.

**ARTICLE 17. PERSON TO CONVENE A MEETING AND CHAIRMAN**

1. The President shall convene the General Meeting of Shareholders and act as Chairman.
2. Should an accident befall the President, one of the other Directors shall act in his or her place in accordance with a resolution of the Board of Directors.

**ARTICLE 18. DISCLOSURE OF PROXY MATERIALS FOR GENERAL MEETING OF**

#### SHAREHOLDERS VIA THE INTERNET DEEMED FURNISHED

When convening a General Meeting of Shareholders, the Company may, in a manner using the Internet pursuant to Ministry of Justice Ordinances, disclose information concerning matters required to be described or presented in the reference materials of the General Meeting of Shareholders, business reports, financial statements and consolidated financial statements and deem such information furnished to shareholders of the Company.

#### ARTICLE 19. METHOD OF RESOLUTION

1. Unless otherwise provided for in laws or regulations or these Articles of Incorporation, resolutions of the General Meeting of Shareholders shall be made by a majority of the voting rights of the shareholders entitled to exercise voting rights who attend the Meeting.
2. Extraordinary resolutions of the General Meeting of Shareholders, as provided for in Article 309(2) of the Corporation Act, may be made by two-thirds (2/3) or more of the voting rights of the shareholders who attend a Meeting at which shareholders having one-third (1/3) or more of the total voting rights of all shareholders entitled to exercise the voting rights must be in attendance.

#### ARTICLE 20. VOTING RIGHTS OF SHAREHOLDERS

Each unit of shares shall carry one voting right at a General Meeting of Shareholders.

#### ARTICLE 21. EXERCISE OF VOTING RIGHTS BY PROXY

1. Shareholders may exercise their voting rights by proxy through a shareholder of the Company entitled to exercise voting rights.
2. The shareholder or proxy must submit at each General Meeting of Shareholders a written document to the Company certifying the proxy's authority.

#### ARTICLE 22. MINUTES

The proceedings of each General Meeting of Shareholders and the results thereof and any other matters required to be provided for by the laws or regulations shall be entered or recorded in the minutes of the Meeting, which shall bear the names and seals or electronic signatures of the Chairman and the Directors present at the Meeting.

### CHAPTER IV. DIRECTORS AND BOARD OF DIRECTORS

#### ARTICLE 23. NUMBER

The number of Directors of the Company shall be fifteen (15) or fewer.

#### ARTICLE 24. METHOD OF ELECTION

1. Directors of the Company are to be elected at a General Meeting of Shareholders.
2. Directors of the Company are to be elected pursuant to a resolution adopted by a majority of the voting rights of the shareholders who attend the General Meeting of Shareholders at which shareholders having one-third (1/3) or more of the total voting rights of all shareholders entitled to exercise the voting rights must be in attendance.
3. Cumulative voting shall not be used for a resolution to elect Directors of the Company.

**ARTICLE 25. TERM OF OFFICE**

The term of office of a Director expires upon the closing of the Ordinary General Meeting of Shareholders held with respect to the last business year that falls within one (1) year after the Director's assumption of office.

**ARTICLE 26. REPRESENTATIVE DIRECTOR AND DIRECTORS WITH SPECIAL TITLES**

1. The Board of Directors selects a Representative Director of the Company by resolution.
2. Each Representative Director may individually represent the Company.
3. The Board of Directors may, by resolution, elect a President and other Directors with special titles.

**ARTICLE 27. PERSON TO CONVENE A MEETING OF THE BOARD OF DIRECTORS AND CHAIRMAN**

Unless otherwise provided for in laws or regulations, a person to convene a meeting of the Board of Directors and its Chairman shall be determined by resolution of the Board of Directors.

**ARTICLE 28. NOTICE OF CONVOCATION OF MEETINGS OF THE BOARD OF DIRECTORS**

1. Notices to convene a meeting of the Board of Directors of the Company shall be sent to each Director and each Statutory Auditor at least three (3) days before the date of the meeting. Provided, however, that in emergencies, the notice period may be shortened.
2. Upon the unanimous consent of all Directors and Statutory Auditors, a meeting of the Board of Directors may be held without convocation procedures.

**ARTICLE 29. OMMISION OF RESOLUTION OF THE BOARD OF DIRECTORS**

The Company may deem a proposal to have been approved by resolution of the Board of Directors if the requirements provided in Article 390 of the Corporation Act are satisfied.

**ARTICLE 30. OUTSIDE DIRECTORS AND LIMITED LIABILITY AGREEMENT**

In accordance with the provisions of Article 427(1) of the Corporation Act, the Company may conclude with outside directors an agreement providing for the limitation of liability for damages arising out of their neglect of duty. Provided, however, that on the basis of such agreements, compensation shall be paid in an amount predetermined by the Company not less than 10 million yen, except in the event that a higher amount of compensation shall be stipulated by laws or regulations.

**CHAPTER V. STATUTORY AUDITORS AND BOARD OF STATUTORY AUDITORS**

**ARTICLE 31. NUMBER**

The number of Statutory Auditors of the Company shall be five (5) or fewer.

**ARTICLE 32. METHOD OF ELECTION**

1. Statutory Auditors of the Company are to be elected at a General Meeting of

- Shareholders.
2. Statutory Auditors of the Company are to be elected pursuant to a resolution adopted by a majority of the voting rights of the shareholders who attend a General Meeting of Shareholders at which shareholders having one-third (1/3) or more of the total voting rights of all shareholders entitled to exercise the voting rights must be in attendance.

**ARTICLE 33. TERM OF OFFICE**

1. The term of office of a Statutory Auditor expires upon the closing of the Ordinary General Meeting of Shareholders held with respect to the last business year that falls within four (4) years after the Statutory Auditor's assumption of office.
2. The term of office of a Statutory Auditor elected to fill a vacancy resulting from the early retirement of a Statutory Auditor shall be until the remainder of the term of office of such retired Statutory Auditor expires.

**ARTICLE 34. STATUTORY AUDITOR IN FULL TIME SERVICE**

The Board of Statutory Auditors shall determine by resolution one (1) or more Statutory Auditor(s) to be in full time service.

**ARTICLE 35. NOTICE OF CONVOCATION OF MEETINGS OF THE BOARD OF STATUTORY AUDITORS**

1. Notices to convene a meeting of the Board of Statutory Auditors of the Company shall be sent to each Statutory Auditor at least three (3) days before the date of the meeting. Provided, however, that in emergencies, the notice period may be shortened.
2. Upon the unanimous consent of all Statutory Auditors, a meeting of the Board of Statutory Auditors may be held without convocation procedures.

**ARTICLE 36. OUTSIDE STATUTORY AUDITORS AND LIMITED LIABILITY AGREEMENT**

In accordance with the provisions of Article 427(1) of the Corporation Act, the Company may conclude with outside statutory auditors an agreement providing for the limitation of liability for damages arising out of their neglect of duty. Provided, however, that on the basis of such agreements, compensation shall be paid in an amount predetermined by the Company not less than 10 million yen, except in the event that a higher amount of compensation shall be stipulated by laws or regulations.

**CHAPTER VI. ACCOUNTING**

**ARTICLE 37. BUSINESS YEAR**

The business year of the Company shall be for one (1) year, from April 1 of every year to March 31 of the following year.

**ARTICLE 38. RECORD DATE FOR PAYMENT OF DIVIDENDS FROM SURPLUS**

1. The Company may pay dividends from its surplus to the shareholders entered or recorded in the final Register of Shareholders as of March 31 of each year.
2. The Company may, by resolution of the Board of Directors, pay cash dividends from its surplus, as provided for in Article 454(5) of the Corporation Act, to the shareholders entered or recorded in the final Register of Shareholders as of

- September 30 of each year.
3. In addition to Articles 38.1 and 38.2, the Company may pay dividends from its surplus on a fixed record date.

**ARTICLE 39. STATUTE OF LIMITATIONS**

The Company shall be released from the obligation to pay dividends from its surplus if they remain uncollected for three (3) years or more from the date on which the payment is commenced.