

## TRANSLATION FOR REFERENCE PURPOSE ONLY

This is an English translation of the original Japanese text of the Articles of Incorporation effective as of July 1, 2017, and is prepared for reference purposes only. The Japanese original is the governing document of the Company and this English translation shall have no legal force.

# ARTICLES OF INCORPORATION NIPPON ELECTRIC GLASS CO., LTD.

## Chapter I. General Provisions

### **Article 1. (*Corporate Name*)**

The name of the Company is *Nippon Denki Garasu Kabushiki Kaisha* and is expressed in English as Nippon Electric Glass Co., Ltd.

### **Article 2. (*Purposes*)**

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

- (1) Manufacture, processing and sale of various glass products;
- (2) Manufacture, processing and sale of various ceramic products;
- (3) Manufacture, processing and sale of various electronic and electrical materials and parts;
- (4) Manufacture, processing and sale of equipment, materials and parts utilizing solar energy;
- (5) Manufacture, processing and sale of medical appliances and medical materials;
- (6) Design, manufacture, processing and sale of manufacturing machine, equipment and appliances for any of the aforementioned products, materials and parts;
- (7) Sale of techniques and information relating to any of the aforementioned businesses;
- (8) Designs and contracts for construction work;
- (9) Any business relating or incidental to any of the aforementioned businesses; and
- (10) Investment in any of the aforementioned businesses under the control of another entity.

### **Article 3. (*Location of Head Office*)**

The head office of the Company is located in Otsu City, Shiga Prefecture.

**Article 4. (*Organization*)**

The Company shall establish the following organizations, in addition to the General Meeting of Shareholders and the Directors:

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

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

Public notices of the Company shall be made via electronic means; provided, however, that we will publish public announcements in the Nihon Keizai Shimbun when we cannot use electronic means for unavoidable reasons such as accidents.

## **Chapter II. Shares**

**Article 6. (*Total Number of Shares Authorized to be Issued*)**

The total number of shares authorized to be issued by the Company shall be two hundred forty million (240,000,000).

**Article 7. (*Acquisition of Company's Own Shares*)**

The Company may, by resolution of the Board of Directors, acquire its own shares through market transaction or otherwise, pursuant to the provisions of Article 165, Paragraph 2 of the Corporation Law.

**Article 8. (*Number of Shares Constituting One Unit*)**

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

**Article 9. (*Rights Concerning Shares Constituting Less Than One Unit*)**

The shareholders of the Company shall not exercise rights other than those

described below with respect to their shares constituting less than one unit.

- (1) Rights specified in each Item of Article 189, Paragraph 2 of the Corporation Law;
- (2) Right to make a claim under the provisions of Article 166, Paragraph 1 of the Corporation Law;
- (3) Right to receive allotment of shares offered and allotment of stock acquisition rights offered, in accordance with the number of shares held by each shareholder; and
- (4) Right to make a claim provided for in the following Article.

**Article 10. (*Request for Sale of Shares Constituting Less Than One Unit to Constitute One Unit*)**

A shareholder of the Company may request that the Company sells to the shareholder such number of shares as may, together with such number of shares constituting less than one unit that are held by the shareholder, constitute one unit of shares in accordance with the Share Handling Regulations of the Company.

**Article 11. (*Handling Regulations for Shares and Others*)**

- 1 The handling of shares of the Company and charges therefore shall be subject to the Share Handling Regulations established by the Board of Directors, in addition to the laws, regulations or these Articles of Incorporation.
- 2 The handling of the access to, duplication of, and issue of certified copy or certified extract copy of the corporate documents and charges therefore shall be subject to the handling regulations established by the Board of Directors.

**Article 12. (*Manager of Register of Shareholders*)**

- 1 The Company shall have a manager of register of shareholders for its shares.
- 2 The manager of register of shareholders and its business office shall be determined by a resolution of the Board of Directors and public notice shall be given thereof.
- 3 The register of shareholders and original register of stock acquisition rights of the Company shall be prepared and kept, and other business pertaining to the register of shareholders and original register of stock acquisition rights shall be entrusted by the manager of register of shareholders on consignment and shall not be handled by the Company.

## **Chapter III. General Meeting of Shareholders**

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

The record date for the voting rights of the shareholders at Ordinary General Meeting shall be December 31 of each year.

### **Article 14. (*Location of Convocation*)**

The Company shall convene the General Meeting of Shareholders in Shiga Prefecture.

### **Article 15. (*Convocation*)**

1 The Ordinary General Meeting of Shareholders of the Company shall be convened in March each year, and an Extraordinary General Meeting of Shareholders may be convened from time to time, whenever necessary.

2 Unless otherwise provided for in laws or regulations, the Chairman of the Board shall convene the General Meeting of Shareholders in accordance with a resolution of the Board of Directors, or if there is a vacancy for the position of Chairman of the Board, or the Chairman of the Board is unable to act, the Vice-Chairman of the Board shall convene the General Meeting of Shareholders. If there is a vacancy for the position of Vice-Chairman of the Board, or the Vice-Chairman of the Board is unable to act, the President shall convene the General Meeting of Shareholders. If the President is unable to act, another Representative Director shall convene the General Meeting of Shareholders.

### **Article 16. (*Chairman*)**

The Chairman of the Board shall preside over the General Meeting of Shareholders, or if there is a vacancy for the position of Chairman of the Board, or the Chairman of the Board is unable to act, the Vice-Chairman of the Board shall preside over the General Meeting of Shareholders. If there is a vacancy for the position of Vice-Chairman of the Board, or the Vice-Chairman of the Board is unable to act, the President shall preside over the General Meeting of Shareholders. If the President is unable to act, another Representative Director shall preside over the General Meeting of Shareholders in the order predetermined by the Board of Directors.

### **Article 17. (*Disclosure of Reference Materials for General Meeting of***

***Shareholders via the Internet and Deemed Provision)***

In convening the General Meeting of Shareholders, the Company may deem that information regarding the matters which should be described or shown in the reference materials for the General Meeting of Shareholders, business reports, financial documents and consolidated financial documents has been provided to the shareholders by disclosing those over the Internet in accordance with the Ministerial Ordinance of the Ministry of Justice.

**Article 18. (*Voting by Proxy*)**

A shareholder may exercise its voting right by delegating such voting right to another shareholder of the Company entitled to vote; provided, however, that in this case, a shareholder or a proxy shall submit to the Company a document certifying the authority of such proxy at each General Meeting of Shareholders.

**Article 19. (*Method of Resolution*)**

1 Unless otherwise provided for in the laws, regulations, or in these Articles of Incorporation, the resolutions of the General Meeting of Shareholders shall be adopted by a majority of the voting rights represented by the shareholders present who are entitled to vote.

2 The resolutions of the General Meeting of Shareholders set forth in Article 309, Paragraph 2 of the Corporation Law shall be adopted by the voting rights of the shareholders not less than two-thirds (2/3) of the present at the meeting whereby one-third (1/3) of voting rights of all the shareholders who are entitled to vote shall constitute a quorum.

## **Chapter IV. Directors and Board of Directors**

**Article 20. (*Number of Directors*)**

The Company shall have no more than twelve (12) Directors.

**Article 21. (*Resolution for Election*)**

1 The resolution for the election of Directors shall be adopted by a majority of the voting rights represented by the shareholders present whereby one-third (1/3) of voting

rights of all the shareholders who are entitled to vote shall constitute a quorum.

2 Cumulative voting shall not be used for the purpose of resolution described in the preceding Paragraph.

**Article 22. (*Representative Director and Other Directors*)**

1 The Director who represents the Company shall be elected by a resolution of the Board of Directors.

2 The Board of Directors may appoint one (1) Chairman of the Board, one (1) Vice Chairman of the Board and one (1) President by a resolution of the Board of Directors.

**Article 23. (*Board of Directors*)**

1 The Board of Directors shall determine the execution of the operations of the Company in accordance with the laws, regulations and these Articles of Incorporation.

2 The business concerning the Board of Directors shall, in addition as provided by laws or regulations or by these Articles of Incorporation, be subject to the Regulations of the Board of Directors established by the Board of Directors.

3 To convene a meeting of the Board of Directors, a notice of convocation shall be dispatched to each Director and Corporate Auditor at least three (3) days prior to the date of such meeting; provided, however, that such term of notice for particular meeting may be shortened in case of emergency.

**Article 24. (*Omission of Resolution by the Board of Directors*)**

If the requirements set forth in Article 370 of the Corporation Law are satisfied, the Company shall deem that the resolution of the Board of Directors has been adopted.

**Article 25. (*Term of Office*)**

The term of office of a Director shall expire at the close of the Ordinary General Meeting of Shareholders which relates to the last business year ending within one (1) year after his or her election.

**Article 26. (*Remuneration, etc.*)**

The remuneration and bonus of Directors and other property interests received by Directors from the Company in consideration of the performance of their duties (the

“Remuneration, etc.”) shall be determined by a resolution of the General Meeting of Shareholders.

**Article 27. (*Corporate Advisors*)**

The Company may have one or more Corporate Advisors by a resolution of the Board of Directors.

**Article 28. (*Liability Limitation Agreement with Outside Directors*)**

Pursuant to the provisions of Article 427, Paragraph 1 of the Corporation Law, the Company may enter into an agreement with an Outside Director to limit the liabilities to compensate for damages due to his/her failure to perform his/her duties; provided, however, that the limit of liability under such agreement shall be up to the amount prescribed by laws and regulations.

**Chapter V.  
Corporate Auditors and the Board of Corporate Auditors**

**Article 29. (*Number of Corporate Auditors*)**

The Company shall have no more than four (4) Corporate Auditors.

**Article 30. (*Resolution for Election*)**

The resolution for the election of Corporate Auditors shall be adopted by a majority of the voting rights represented by the shareholders present whereby one-third (1/3) of voting rights of all the shareholders who are entitled to vote shall constitute a quorum.

**Article 31. (*Board of Corporate Auditors*)**

1 Unless otherwise provided for in laws, regulations or these Articles of Incorporation, the business pertaining to the Board of Corporate Auditors shall be subject to the Regulations of the Board of Corporate Auditors established by the Board of Corporate Auditors.

2 To convene a meeting of the Board of Corporate Auditors, a notice of convocation shall be dispatched to each Corporate Auditor at least three (3) days prior to the date of

such meeting; provided, however, that the term of notice for particular meetings may be shortened in cases of emergency.

**Article 32. (*Term of Office*)**

1 The term of office of a Corporate Auditor shall expire at the close of the Ordinary General Meeting of Shareholders which relates to the last business year ending within four (4) years after his or her election.

2 The terms of Corporate Auditors, appointed as substitutes of Corporate Auditors who retired before the expiration of their terms of office, will be until the expiration of the terms of such retired Corporate Auditors.

**Article 33. (*Remuneration, etc.*)**

The Remuneration, etc. of Corporate Auditors shall be determined by a resolution of the General Meeting of Shareholders.

**Article 34. (*Full-Time Corporate Auditor*)**

The Board of Corporate Auditors shall elect full-time Corporate Auditor(s) by its resolution.

**Article 35. (*Limitation of Corporate Auditors' Liabilities*)**

1 Pursuant to the provisions of Article 426, Paragraph 1 of the Corporation Law, the Company may, by resolution of the Board of Directors, limit the liabilities of a Corporate Auditor (including a former Auditor) to compensate for damages due to his/her failure to perform his/her duties within the extent permitted by laws and regulations.

2 Pursuant to the provisions of Article 427, Paragraph 1 of the Corporation Law, the Company may enter into an agreement with an Outside Corporate Auditor to limit the liabilities to compensate for damages due to his/her failure to perform his/her duties; provided, however, that the limit of liability under such agreement shall be up to the amount prescribed by laws and regulations.

## **Chapter VI. Accounting**

### **Article 36. (*Business Year*)**

The business year of the Company shall be one (1) year term commencing on January 1 and ending on December 31 of each year.

### **Article 37. (*Dividends of Surplus*)**

Term-end dividends shall be paid to the shareholders or registered share pledgees listed or recorded in the final register of shareholders as of the last day of each business year by a resolution of the General Meeting of Shareholders.

### **Article 38. (*Interim Dividends*)**

The Company may, by a resolution of the Board of Directors, make payment of interim dividends and the record date for such dividends shall be June 30 of each year.

### **Article 39. (*Limitation of Payment Period*)**

If the property available for dividends is in cash and remains unreceived after the lapse of three (3) full years from the date on which the same became due and payable, the Company shall be relieved from the obligation to pay any such property.