

*Notes: This is an English translation of the Japanese original of the Articles of Incorporation of KYOCERA CORPORATION. In the event of any discrepancy between this translation and the Japanese original, the latter shall prevail.*

(TRANSLATION)

## ARTICLES OF INCORPORATION

January 1, 2024

**KYOCERA CORPORATION**

(TRANSLATION)

**ARTICLES OF INCORPORATION  
OF  
KYOCERA CORPORATION**

**CHAPTER I**  
**GENERAL PROVISIONS**

**Article 1. (Trade Name)**

The name of the Company shall be “KYOCERA KABUSHIKI KAISHA” (in English “KYOCERA CORPORATION”).

**Article 2. (Objects)**

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

- (1) Manufacture and sale of and research on fine ceramics and various kinds of products utilizing fine ceramics;
- (2) Manufacture and sale of and research on single crystal materials and various kinds of products utilizing single crystal materials;
- (3) Manufacture and sale of and research on composite materials;
- (4) Manufacture and sale of and research on specialty plastics;
- (5) Manufacture and sale of and research on measurement instruments for electronics;
- (6) Manufacture and sale of and research on electronic and electric instruments and parts thereof;
- (7) Manufacture and sale of and research on component parts of automobiles;
- (8) Manufacture and sale of and research on precious metals, precious stones and semiprecious stones and various kinds of products utilizing precious metals, precious stones and semiprecious stones;
- (9) Manufacture and sale of and research on clothing, accessories, interior and exterior decorations and ornaments;
- (10) Wholesale and retail sale of health foods;
- (11) Manufacture and sale of and research on material and equipment for medical use;
- (12) Manufacture and sale of and research on pharmaceuticals;
- (13) Manufacture and sale of and research on equipment utilizing solar energy;
- (14) Construction and sale of power plants, power generation business and management and operation thereof, and distribution and sale of electricity;
- (15) Manufacture and sale of, and research on power generation equipment, electrical storage equipment, and other energy-related equipment and parts;

- (16) Manufacture and sale of and research on optical machinery and instruments and precision machinery and instruments and parts hereof;
- (17) Manufacture and sale of and research on machinery and equipment for business use and machinery and equipment for industrial use and parts thereof;
- (18) Manufacture and sale of and research on photosensitive materials for photographic use;
- (19) Design, supervision, and contracting related to civil engineering and construction, electric work and plumbing;
- (20) Sale, purchase, lease, maintenance and brokerage of real estate;
- (21) Lease, maintenance and management of facilities relating to sports, recreation, medical care, hotels and restaurants, and the travel agency business;
- (22) Road freight handling and warehousing;
- (23) Business relating to non-life insurance agency and life insurance canvassing, and general leasing, factoring and finance business;
- (24) Sale and purchase of various kinds of plants and technology related thereto;
- (25) Design and sale of software relating to computers;
- (26) Disposition through sale and the like and acquisition through purchase and the like of patents and other industrial property rights and know-how appertaining to the preceding items and acting as intermediary in such transactions;
- (27) Businesses relating to import and export of any of the foregoing items; and
- (28) All commercial activities relating or incidental to any of the foregoing.

**Article 3. (Location of Principal Office)**

The principal office of the Company shall be located in Kyoto City.

**Article 4. (Organizations)**

The Company shall have the following organizations other than the General Meeting of Shareholders and Directors.

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

**Article 5. (Public Notices)**

Method to give public notices by the Company shall be electronic public notice, provided, however, that if, due to accident or other unavoidable reason, the use of the electronic public notice becomes impossible, public notices by the Company shall appear in *The Nihon Keizai Shimbun* (in English "*The Nikkei*").

## **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 2,400,000,000.

#### **Article 7. (Acquisition of its Own Shares by the Company)**

The Company may, under the provisions of Article 165, Paragraph (2) of the Companies Act, acquire its own shares through market, etc., pursuant to a resolution of the Board of Directors.

#### **Article 8. (Number of Shares Constituting a Share Unit)**

The number of shares constituting a single share unit of the Company shall be 100.

#### **Article 9. (Rights Relating to Shares not Constituting a Full Share Unit)**

Shareholders of the Company cannot exercise their rights relating to shares not constituting a full share unit that they own except for the following:

- (1) The right provided for in the provisions of Article 189, Paragraph (2) of the Companies Act;
- (2) The right to make a request provided for in the provisions of Article 166, Paragraph (1) of the Companies Act;
- (3) The right to receive allocation of offered shares and offered stock acquisition rights pursuant to the number of shares that the shareholders own; and
- (4) The right to make a request provided for in the immediately following Article.

#### **Article 10. (Request to Sell Shares by Shareholders Holding Shares not Constituting a Full Share Unit)**

Shareholders of the Company may, in accordance with the provisions of the Share Handling Regulations of the Company, require the Company to sell such number of shares as will, when aggregated with the shares not constituting a full share unit owned by them, constitute a full share unit.

#### **Article 11. (Manager of Shareholders Register)**

1. The Company shall have a Manager of the Shareholders Register.
2. The Manager of the Shareholders Register and its management office shall be determined by resolution of the Board of Directors and public notice thereof shall be given.
3. The preparation and keeping of the Shareholders Register and the Register of Stock Acquisition Rights and other matters relating to the share handling of the Shareholders Register and the Register of Stock Acquisition Rights shall be entrusted to the Manager of the Shareholders Register, and the Company shall not handle them.

**Article 12. (Share Handling Regulations)**

The matters relating to the share handling and fees relating to the shares of the Company shall be provided for in the Share Handling Regulations of the Company established by the Board of Directors in addition to the laws and regulations and the Articles of Incorporation.

**CHAPTER III**

**GENERAL MEETING OF SHAREHOLDERS**

**Article 13. (Convocation of General Meeting of Shareholders)**

1. An Ordinary General Meeting of Shareholders of the Company shall be convened within three months after the last day of each business year and Extraordinary General Meeting of Shareholders shall be convened whenever necessary.

2. The Company may convene a General Meeting of Shareholders without a designated location for the meeting in cases where the Board of Directors decides that the holding of a General Meeting of Shareholders with a designated location for the meeting is not in the interests of shareholders, such as during the spread of an infectious disease and the occurrence of a natural disaster.

**Article 14. (Record Date of Ordinary General Meeting of Shareholders)**

The record date of the voting rights at the Ordinary General Meeting of Shareholders of the Company shall be March 31 in each year.

**Article 15. (Person to Convene General Meeting of Shareholders and the Chairperson)**

1. A General Meeting of Shareholders shall be convened by the President, and the President shall act as the chairperson.

2. Should the President be unable to so act, other Director designated by the Board of Directors in advance (in that order) shall convene the General Meeting of Shareholders and act as the chairperson.

**Article 16. (Measures, etc. for the Electronic Provision of Information)**

1. When convening a General Meeting of Shareholders, the Company shall take measures for the electronic provision of information that constitutes the content of reference documents for the General Meeting of Shareholders.

2. Among the items to be provided electronically, the Company may choose not to include all or part of the items stipulated in the Ministry of Justice Order in the documents to be delivered to shareholders who requested their physical delivery by the record date for voting rights.

**Article 17. (Adoption of Resolutions)**

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

2. Resolutions pursuant to Article 309, Paragraph (2) of the Companies Act shall be adopted by two-thirds or more of the voting rights of the shareholders, who are entitled to exercise the voting rights, present at the meeting, at which the shareholders holding one-third or more of the voting rights of all shareholders who are entitled to exercise the voting rights must present.

**Article 18. (Exercise of Voting Rights by Proxy)**

1. A shareholder of the Company may exercise his/her voting rights at a General Meeting of Shareholders by proxy who shall be another shareholder of the Company possessing voting rights.

2. In case of the preceding paragraph, a shareholder or proxy shall submit to the Company a document evidencing his/her proxy right at each General Meeting of Shareholders.

**CHAPTER IV**

**DIRECTORS AND THE BOARD OF DIRECTORS**

**Article 19. (Number of Directors)**

The authorized number of Directors of the Company shall be twenty (20).

**Article 20. (Method of Election of Directors)**

1. Directors shall be elected at the General Meeting of Shareholders.

2. The election of Directors shall be made by a majority of voting rights of shareholders, who are entitled to exercise the voting rights present at the meeting, at which the shareholders holding one-third or more of the voting rights of all shareholders who are entitled to exercise the voting rights must present.

3. For the election of Directors, no cumulative voting shall be used.

**Article 21. (Term of Office of Directors)**

1. The term of office of a Director shall end at the adjournment of the Ordinary General Meeting of Shareholders for the last business year ending within two years after assumption of office.

2. The term of office of the Director elected to increase the number of the Directors or to fill a vacancy shall terminate when the term of office of the other Directors in office shall expire.

**Article 22. (Representative Directors, Executive Directors, Chairperson Emeritus, Advisors and Counselors)**

1. The Board of Directors shall appoint, by resolution, Representative Directors.

2. The Board of Directors may appoint, by resolution, a Chairperson of the Board of Directors and a President and Directors, one or more Vice-Chairpersons and Directors, Executive Vice-Presidents and Directors, Senior Managing Directors, Managing Directors and Advisors and Directors.

3. The Board of Directors may appoint, by resolution, a Chairperson Emeritus.

4. The Board of Directors may appoint, by resolution, Advisors and Counselors.

**Article 23. (Remuneration, etc. of Directors)**

Remunerations, bonuses and any other financial benefits received by Directors from the Company as compensation for undertaking their functions (hereinafter referred to as the “Remuneration, etc.”) shall be determined by resolution at a General Meeting of Shareholders.

**Article 24. (Person to Convene the Board of Directors and the Chairperson)**

1. Unless otherwise provided for by the laws and regulations, the Chairperson of the Board of Directors shall convene the meeting of the Board of Directors and act as the chairperson.

2. Should there be a vacancy for the Chairperson of the Board of Directors or should the Chairperson of the Board of Directors be unable to so act, the President shall, and should the President be unable to so act, other Director designated by the Board of Directors in advance (in that order) shall convene the Board of Directors and act as the chairperson.

**Article 25. (Convocation Notice of Meetings of the Board of Directors)**

1. Convocation notice of meetings of the Board of Directors shall be dispatched to each Director and Audit & Supervisory Board Member at least three days prior to the date set for such meetings; provided, however, that such period may be shortened in case of emergency.

2. The Board of Directors may be held without taking convocation procedures if unanimous consent is obtained from all Directors and Audit & Supervisory Board Members.

**Article 26. (Omission of Resolution in the Board of Directors)**

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 who are able to participate in resolution of such matter 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.

**Article 27. (The Board of Directors Regulations)**

Unless otherwise provided for by the laws and regulations or the Articles of Incorporation, matters concerning the Board of Directors shall be provided for in the Board of Directors Regulations established by the Board of Directors.

**Article 28. (Exemption from Liability of Outside Directors)**

The Company may, under the provisions of Article 427, Paragraph (1) of the Companies Act, enter into a contract with any Outside Director, to limit the liability for damages caused by his/her dereliction of duty, provided that the maximum amount of liability pursuant to such contract shall not exceed the minimum amount of liability provided for in Article 425, Paragraph (1) of the Companies Act.

**CHAPTER V**

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

**Article 29. (Number of Audit & Supervisory Board Members)**

The authorized number of Audit & Supervisory Board Members of the Company shall be six (6).

**Article 30. (Method of Election of Audit & Supervisory Board Members)**

1. Audit & Supervisory Board Members shall be elected at a General Meeting of Shareholders.

2. The election of Audit & Supervisory Board Members shall be made by a majority of voting rights of shareholders, who are entitled to exercise the voting rights present at the meeting, at which the shareholders holding one-third or more of the voting rights of all shareholders who are entitled to exercise the voting rights must present.

**Article 31. (Term of Office of Audit & Supervisory Board Members)**

1. The term of office of an Audit & Supervisory Board Member shall end at the adjournment of the Ordinary General Meeting of Shareholders for the last business year ending within four years after assumption of office.

2. The term of office of the Audit & Supervisory Board Member elected to fill a vacancy shall terminate when the term of office of the other Audit & Supervisory Board Members in office shall expire.

**Article 32. (Full-time Audit & Supervisory Board Member(s))**

The Audit & Supervisory Board shall elect, by resolution, full-time Audit & Supervisory Board Member(s).



**Article 33. (Remuneration etc. of Audit & Supervisory Board Members)**

Remuneration etc. of Audit & Supervisory Board Members shall be determined by resolution at a General Meeting of Shareholders.

**Article 34. (Convocation Notice of Meetings of the Audit & Supervisory Board)**

1. Convocation notice of meetings of the Audit & Supervisory Board shall be dispatched to each Audit & Supervisory Board Member at least three days prior to the date set for such meetings; provided, however, that such period may be shortened in case of emergency.

2. The Audit & Supervisory Board may be held without taking the convocation procedures if unanimous consent is obtained from all Audit & Supervisory Board Members.

**Article 35. (Regulations of the Audit & Supervisory Board)**

Unless otherwise provided for by the laws and regulations or the Articles of Incorporation, matters concerning the Audit & Supervisory Board shall be provided for in the Regulations of the Audit & Supervisory Board established by the Audit & Supervisory Board.

**Article 36. (Exemption from Liability of Outside Audit & Supervisory Board Members)**

The Company may, under the provisions of Article 427, Paragraph (1) of the Companies Act, enter into a contract with any Outside Audit & Supervisory Board Member, to limit the liability for damages caused by his/her dereliction of duty, provided that the maximum amount of liability pursuant to such contract shall not exceed the minimum amount of liability provided for in Article 425, Paragraph (1) of the Companies Act.

**CHAPTER VI**

**ACCOUNTS**

**Article 37. (Business Year)**

The business year of the Company shall be a one-year period commencing on April 1 in each year and ending on March 31 of the following year.

**Article 38. (Record Date of Dividends of Distributable Amount)**

1. Record date of the year-end dividends of the Company shall be March 31 in each year.

2. In addition to the preceding paragraph, the Company may distribute the dividends of distributable amount by setting record dates.

**Article 39. (Interim Dividends)**

The Company may distribute interim dividends, by resolution of the Board of Directors by setting a record date as of September 30 in each year.

**Article 40. (Period of Limitation for Dividends)**

If assets distributed as dividends are not collected within three years from the date when the distribution thereof becomes due, the Company shall be exempt from its obligation to distribute such dividends.