

*(TRANSLATION)*

# **ARTICLES OF INCORPORATION**

**KUBOTA Corporation**

(TRANSLATION)

**ARTICLES OF INCORPORATION  
OF  
KUBOTA CORPORATION**

*(Kabushiki Kaisha Kubota)*

(Amended on March 2, 2023)

**CHAPTER I. GENERAL PROVISIONS**

**Article 1. (Trade Name)**

The name of the Company shall be “Kabushiki Kaisha Kubota” and in English, “KUBOTA CORPORATION”.

**Article 2. (Object)**

The object of the Company shall be to engage in the following business:

1. Manufacture, sale and laying work of cast iron pipe, various kinds of pipe and fittings thereof;
2. Manufacture and sale of castings, powder-metallurgy products and ceramic and other moldings;
3. Manufacture and sale of internal combustion engines, automobiles, agricultural machinery and ancillary farming products;
4. Manufacture, sale and installation of construction machinery, machine tools, pumps, valves, various kinds of industrial machinery and other machinery;
5. Manufacture, sale and installation of weighing, measuring and control equipment, electrical, electronic and communication machinery and equipment, automatic vending machines and automatizing machinery and equipment;
6. Manufacture and sale of various kinds of materials for civil engineering and construction as well as various kinds of machinery and equipment for houses;
7. Construction and civil engineering, and planning, manufacture, supervision, performance and sale of, and contracting for, houses, building structures, steel-frame structures and storage facilities and equipment;
8. Sale, purchase, lease and management of real estate and development of residential land;
9. Planning, manufacture, engineering and construction of, and contracting for, various environmental control devices and equipment and various plants;
10. Treatment, recovery and recycling business of various kinds of wastewater, exhaust gas and contaminated soil;
11. Treatment, recovery and recycling business of municipal and industrial wastes;
12. Manufacture and sale of chemicals for household use and for environmental control devices and equipment as well as bioproducts;
13. Manufacture, processing and sale of synthetic resins and other chemical synthetic products;
14. Development and sale of information processing and communication systems, and computer software;
15. Operation of facilities for lodging, training, health and medical care, recuperation and recreation;
16. Road cargo transportation business, water transportation business and warehousing business;
17. General leasing business, general rental business, and intermediary business for leasing and renting;
18. Personnel dispatching agency business and intermediary business for personnel dispatching;
19. Business of soliciting life insurance, casualty insurance agency business and insurance agency business pursuant to the Automobile Injury Compensation Law;
20. Fee-charging employment agency;
21. Accounting and payroll administration services;
22. Copying, printing and bookbinding businesses;
23. Production, processing, and sale of agricultural products;
24. Agricultural services business, including information processing and information provision services business;

25. Power generation business using renewable energy, etc., and business related to provision, sale, etc. of electricity;
26. Carbon credit transaction business;
27. Advertising business;
28. Manufacture and sale of food products and pharmaceutical ingredients;
29. Manufacture and sale of processed food and health food products;
30. Manufacture, sale, and installation of food production equipment;
31. Sports-related entertainment, management of clubs and facilities, planning and sale of products, planning and implementation of outreach and advertising activities, and other sports businesses;
32. Investment in each business;
33. Any consulting business relating to each of the foregoing items; and
34. Any other business ancillary to or relating to any of the foregoing items.

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

The head office of the Company shall be located in Osaka City.

#### Article 4. (Offices, board and auditor)

In addition to Shareholders' Meeting and Directors, there shall be following offices, board and auditor for the Company:

1. Board of Directors;
2. Audit & Supervisory Board Members;
3. Audit & Supervisory Board; and
4. Independent Auditors [*kaikai-kansaninn*, in the Japanese language].

#### Article 5. (Method of public notice)

Public notice of the Company shall be given by electronic means; provided, however, that if notice cannot be conveyed through electronic means due to accidents or any other causes beyond the reasonable control of the Company, notice may be given in "The Nihon Keizai Shimbun".

## 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 One Billion Eight Hundred Seventy Four Million Seven Hundred Thousand (1,874,700,000) shares.

#### Article 7. (Acquisition of treasury stock)

The Company may acquire treasury stock under Article 165, clause 2 of the Corporate Law of Japan by a resolution of a Meeting of the Board of Directors.

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

The number of shares constituting one share unit [*tangen*, in the Japanese language] of the Company shall be One Hundred (100) shares.

#### Article 9. (Right to Less Than One Share Unit Shares)

A shareholder of the Company may not exercise any right in relation to his or her less than one share unit shares other than the rights stipulated in each of the following items:

1. The rights set out in each item of Article 189, clause 2 of the Corporate Law;
2. The rights set out in the provisions of Article 166, clause 1 of the Corporate Law;
3. The rights to accept allotment of shares and share purchase warrants in proportion to the amount of shares held by the shareholders; and
4. The right to make a request stipulated in the following Article.

**Article 10. (Make-up Purchase of Less Than One Share Unit Shares)**

Any shareholder who has less than one share unit [tangen, in Japanese language] shares of the Company is entitled to request the Company to sell to the shareholder such an amount of shares which would make the total of the shares sold and the less than one share unit [tangen, in Japanese language] shares owned by the shareholder an integral one share unit [tangen, in Japanese language] shares of the Company, in accordance with the Share Handling Regulations.

**Article 11. (Shareholder register agent)**

- 1) The Company shall appoint a shareholder register agent of the Company.
- 2) The shareholder register agent and its handling office shall be determined by a resolution of the Board of Directors.
- 3) The shareholder register agent is entrusted to make, revise, maintain the register of shareholders and the register of share purchase warrant, and to handle any other matters relating to such documents, and the Company itself shall not handle any such business.

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

In addition to those provided in applicable laws and ordinances and these Articles of Incorporation, handling of shares of the Company and relevant fees shall be governed in accordance with the Share Handling Regulations adopted by the Board of Directors.

**CHAPTER III. GENERAL MEETINGS OF SHAREHOLDERS**

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

An ordinary General Meeting of Shareholders shall be convened in March each year and an extraordinary General Meeting of Shareholders shall be convened whenever necessary.

**Article 14. (Record date for ordinary General Meeting of Shareholders)**

The record date with respect to voting rights at an ordinary General Meeting of Shareholders shall be December 31 of each applicable year.

**Article 15. (Chairman of General Meeting of Shareholders)**

The President-Director shall act as chairman of a General Meeting of Shareholders and in case the President-Director is unable to act, one of the other Directors, in the order of priority predetermined by resolution of the Board of Directors, shall act in his place.

**Article 16. (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 that constitutes the content of reference materials for the General Meeting of Shareholders, etc. in electronic format.
- 2) Among items for which the measures for providing information in electronic format will be taken, the Company may exclude all or some of those items 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 rights.

**Article 17. (Method of Adopting Resolution of General Meeting of Shareholders)**

- 1) Unless otherwise provided by law or ordinance or these Articles of Incorporation, resolutions at a General Meeting of Shareholders shall be adopted by a majority of the votes of shareholders present who are entitled to exercise their voting rights at such Meetings.
- 2) To adopt a resolution provided for in Article 309, clause 2 of the Corporate Law, there shall be present thereat shareholders aggregately holding one-third (1/3) or more of the total number of voting rights of all shareholders who would be entitled to exercise their voting rights thereat and such a resolution shall be adopted by two-thirds (2/3) or more of the votes of such shareholders present.

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

The voting right of a shareholder may be exercised by a proxy who is also a shareholder of the Company who has voting right; provided, however, that the shareholder or the proxy must submit to the Company the document evidencing his/her power of representation at each General Meeting of Shareholders prior to the opening of such Meeting.

**Article 19. (Adjournment of Meeting and Change of Place of Meeting)**

The chairman, whenever it is deemed necessary for orderly transaction of the business at the Meeting, may adjourn the Meeting or change the place of Meeting.

**CHAPTER IV. DIRECTORS AND BOARD OF DIRECTORS**

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

- 1) The Company shall have no more than thirteen (13) Directors, who shall be elected at a General Meeting of Shareholders.
- 2) With respect to a resolution for election provided in the preceding paragraph, there shall be present thereat shareholders aggregately holding one-third (1/3) or more of the total number of voting rights of all shareholders who would be entitled to exercise their voting rights thereat and such a resolution shall be adopted by a majority of the votes of such shareholders present.
- 3) Cumulative voting shall not be used for election of Directors.

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

The term of office of Directors shall expire at the conclusion of the ordinary General Meeting of Shareholders held with respect to the last accounting year ending within one (1) year after their election as Director.

**Article 22. (Representative Directors and Directors with Special Titles)**

- 1) The Board of Directors shall, by its resolution, appoint the Representative Directors.
- 2) The Board of Directors may, by its resolution, appoint one (1) Chairman of the Board of Directors, one (1) Vice Chairman of the Board of Directors, one (1) President-Director and one (1) or more Executive Vice President-Directors, Executive Managing Directors and Managing Directors.

**Article 23. (Notice of Calling of Meeting of the Board of Directors)**

Notice of calling of Meeting of the Board of Directors shall be given to each Director and Audit & Supervisory Board Member no later than three (3) days prior to the day of such Meeting; provided, however, that in case of urgency, such period may be shortened.

**Article 24. (Method of Adopting Resolution of the Board of Directors)**

- 1) A resolution of the Board of Directors shall be adopted by a majority of the votes at a Meeting of Board of Directors at which a majority of the total number of the directors who are entitled to take part in the resolution are present.
- 2) If all Directors agree to a proposal with respect to a matter which is the purpose of the resolution of the Meeting of Board of Directors in writing or by means of electromagnetic records and Audit & Supervisory Board Members state no objection to such proposal, the Company deems that the resolution to approve such proposal has been made at the Meeting of Board of Directors.

**Article 25. (Board of Directors Regulations)**

In addition to those provided in applicable law or ordinance and these Articles of Incorporation, matters regarding the Board of Directors shall be governed in accordance with the Board of Directors Regulations adopted by the Board of Directors.

**Article 26. (Executive Officers)**

The Company may, by the resolution of the Board of Directors, appoint Executive Officers.

**Article 27. (Agreement on Limitation of Liabilities of Outside Directors)**

enter into an agreement with an Outside Director which limits the liability for damages caused by a breach of such Outside Director's duties, provided, however, that the maximum amount to which such liability may be limited shall be the amount as prescribed by the relevant laws and regulations.

**CHAPTER V. AUDIT & SUPERVISORY BOARD MEMBERS AND AUDIT & SUPERVISORY BOARD**

**Article 28. (Number of Audit & Supervisory Board Members and Method of Election)**

- 1) The Company shall have no more than six (6) Audit & Supervisory Board Members, who shall be elected at a General Meeting of Shareholders.
- 2) Pursuant to Article 329, Paragraph 3 of the Corporate Law, the Company is able to elect Substitute Audit & Supervisory Board Members at a General Meeting of Shareholders in preparation for the prospect of failing to meet the minimum number of the Audit & Supervisory Board Members required by laws and regulations.
- 3) With respect to a resolution for election as provided for in the preceding two paragraphs, there shall be present thereat shareholders aggregately holding one-third (1/3) or more of the total number of voting rights of all shareholders who would be entitled to exercise their voting rights thereat and such a resolution shall be adopted by a majority of the votes of such shareholders present.

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

- 1) The term of office of Audit & Supervisory Board Members shall expire at the conclusion of the Ordinary General Meeting of Shareholders held with respect to the last accounting year ending within four (4) years after their election as Audit & Supervisory Board Member.
- 2) The term of office of any Substitute Audit & Supervisory Board Member elected as Audit & Supervisory Board Member to fill a vacancy due to retirement of a member before the end of his/her term shall be the remaining term of office of his/her predecessor.

**Article 30. (Full-time Audit & Supervisory Board Members)**

The Audit & Supervisory Board shall select a full-time Audit & Supervisory Board Member or Members by a resolution of the Audit & Supervisory Board.

**Article 31. (Notice of Calling of Meeting of Audit & Supervisory Board)**

Notice of calling of a Meeting of the Audit & Supervisory Board shall be given to each Audit & Supervisory Board Member no later than three (3) days prior to the date for such Meeting; provided, however, that in case of urgency, such period may be shortened.

**Article 32. (Method of Adopting Resolution of Audit & Supervisory Board)**

Unless otherwise provided by law or ordinance, a resolution of the Audit & Supervisory Board shall be adopted by an affirmative vote of a majority of the Audit & Supervisory Board Members.

**Article 33. (Agreement on Limitation of Liabilities of Outside Audit & Supervisory Board Members)**

Pursuant to Article 427, Paragraph 1 of the Corporate Law, the Company may enter into an agreement with an Outside Audit & Supervisory Board Member which limits the liability for damages caused by a breach of such Outside Audit & Supervisory Board Member's duties, provided, however, that the maximum amount to which such liability may be limited shall be the amount as prescribed by the relevant laws and regulations.

**CHAPTER VI. ACCOUNTS**

**Article 34. (Accounting Year)**

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

Article 35. (Declaration of dividend, etc.)

Unless otherwise provided by law, matters stipulated in each item of Article 459, clause 1 of the Corporate Law, such as dividend distribution of surplus, shall be determined by a resolution of the Board of Directors of the Company.

Article 36. (Record date of dividend distribution of surplus)

- 1) The record date for dividend distribution of surplus for each accounting year shall be December 31 of each applicable year.
- 2) In addition to the preceding paragraph, the Company may distribute dividends of surplus based on other record date determined from time to time by the Company.

Article 37. (Interim dividend)

The Company may, by resolution of the Board of Directors, distribute interim dividends, the record date for which shall be June 30 each applicable year.

Article 38. (Prescription period of dividends)

If dividends are cash payment, the Company shall be relieved from the obligation to pay dividends in case that the payment thereof remains unclaimed for three (3) full years after the date of commencement of payment.

Enacted:	November 27, 1946
Amended:	June 14, 1954
	December 14, 1955
	December 12, 1958
	December 14, 1959
	December 14, 1960
	June 14, 1963
	December 14, 1967
	June 12, 1969
	December 12, 1969
	December 14, 1970
	December 14, 1971
	June 14, 1973
	November 30, 1974
	July 12, 1979
	July 9, 1982
	June 28, 1985
	June 26, 1987
	June 29, 1988
	June 29, 1989
	June 27, 1991
	June 29, 1993
	June 29, 1994
	June 27, 1996
	June 26, 1998
	June 29, 2000
	June 26, 2002
	June 26, 2003
	June 25, 2004
	June 24, 2005
	June 23, 2006
	June 19, 2009
	June 21, 2013
	June 19, 2015
	January 1, 2016
	March 25, 2016
	March 18, 2022
	March 2, 2023