

(Translation)

# **Articles of Incorporation**

 **Mitsubishi Corporation**

**ARTICLES OF INCORPORATION**  
**OF**  
**mitsubishi CORPORATION**

(Amended as of June 24, 2009)

**CHAPTER I General Provisions**

**ARTICLE I (Name of the Company)**

The name of the Company shall be Mitsubishi Shoji Kabushiki Kaisha. It shall be written in English as Mitsubishi Corporation or Mitsubishi Shoji Kaisha, Limited.

**ARTICLE II (Objectives of the Company)**

The Company shall operate the following lines of business:

1. Purchase, sale and trading of the following commodities:
  - a. Coal, petroleum, gas, and other fuels and products processed therefrom.
  - b. Iron, non-ferrous metals and products processed therefrom, as well as ores and minerals.
  - c. Machinery, mechanical devices, appliances and instruments (including meters and medical equipment), vehicles, ships and aircraft as well as parts and accessories therefor.
  - d. Food, liquor and other beverages, oil bearing seeds, oil and fats, resins, tobacco, salt, and other agricultural, marine, forestry, livestock and natural products as well as products processed therefrom.
  - e. Fertilizers, feed-stuffs, and raw materials therefor.
  - f. Textiles and raw materials therefor.
  - g. Lumber, lumber products as well as cement, glass and other ceramics.
  - h. Chemical products, cosmetics, high pressure gas and drugs (including medical supplies, quasi-drugs, poisons, drastic medicines, gun powder

and detonators, etc.) and raw materials therefor.

- i. Rubber, hide and leather, pulp, paper, and products processed therefrom, as well as accessories and general merchandise.
2. Development, exploration, production, manufacturing, processing, waste treatment, recovery and recycling of the commodities mentioned in the preceding item, and forestry, as well as contracting therefor.
3. Repair, installation and erection, leasing, and maintenance of machinery, mechanical devices, appliances and instruments, vehicles, ships, and aircraft as well as parts and accessories therefor.
4. Acquisition, development planning, maintenance and sale of intangible property rights such as industrial property rights, copyrights, know-how, various kinds of systems engineering and other software.
5. Greenhouse gas emission trading
6. Business relating to gathering, processing and supplying information.
7. Telecommunications, broadcasting, advertising as well as publishing and printing business.
8. Management of medical health facilities, hotels and other lodging facilities, sport facilities, theaters, restaurants as well as travel business.
9. Business relating to planning and management of events.
10. Construction business as well as planning, research, surveying, designing and supervising of construction works.
11. Purchase and sale, lease and management of real property.
12. Power generation business and business relating to the supply of electricity, steam and other energy sources.
13. Business relating to the treatment and supply of water.
14. Financial business such as purchase and sale of negotiable instruments, loans, purchase and sale of claims, guaranteeing and underwriting of obligations, and purchase and sale of foreign exchange, etc.
15. Business relating to distribution of and advice on commodity investment.
16. Temporary personnel placement service.

17. Purchase and sale of used commodities.
18. Warehousing business.
19. Land, marine and air transportation and forwarding business.
20. Agent, broker and wholesaler of the preceding items.
21. Non-life insurance business, Non-life insurance agency, insurance agency under the Automobile Liability Security Law in Japan and life insurance solicitation-related activities.
22. Consulting in respect of preceding items.
23. All undertakings in connection with those lines of business mentioned in the preceding items.

#### **ARTICLE III (Location of Head Office)**

The head office of the Company shall be situated at Chiyoda-ku, Tokyo, Japan.

#### **ARTICLE IV (Organizational Bodies)**

The Company shall have the following organizational bodies in addition to the general meeting of shareholders and Directors.

1. Board of Directors
2. Corporate Auditors
3. Board of Corporate Auditors
4. Independent Auditors

#### **ARTICLE V (Method of Public Notices)**

Public notices of the Company shall be made by method of electronic notifications.

If electronic notification cannot be implemented due to accidents or other unavoidable causes, public notices shall be placed in the gazette.

## **CHAPTER II Shares**

### **ARTICLE VI (Total Number of Shares)**

The total number of shares authorized to be issued by the Company shall be two thousand five hundred million (2,500,000,000) shares.

### **ARTICLE VII (Acquisition of Treasury Shares)**

The Company may purchase (referring to “purchasing” provided for in the Corporate Law, Article 165, Paragraph 2) treasury shares through market transactions, etc. based on a resolution of its Board of Directors.

### **ARTICLE VIII (Number of shares constituting One Unit and the additional purchase of certificates indicating fractions of One Unit)**

The number of shares which will constitute one unit of the shares of the Company (“Unit Stock”) shall be one hundred (100) shares.

A shareholder may ask the Company to sell its shares constituting One Unit in exchange for fractions of One Unit of Stock which, when added, constitute One Unit.

### **ARTICLE IX (Rights of Shareholders Holding Fractions of One Unit of Stock)**

A shareholder of the Company cannot exercise any rights other than those shown hereunder for his or her fractions of shares of less than One Unit of Stock:

1. Rights shown in the Corporate Law, Article 189, Paragraph 2, items thereof.
2. Rights to request acquisition of shares combined with acquisition claims.
3. Rights to receive allotment of owner-invited shares or owner-invited Stock Acquisition Rights.

4. Rights to make requests as provided for in the preceding Article, Paragraph 2.

#### **ARTICLE X (Transfer Agent)**

The Company shall have a transfer agent.

The transfer agent and its office at which the Company shares are handled shall be determined by the Board of Directors, and shall be announced by public notices.

Maintaining and custody of the register of shareholders and the original register of Stock Acquisition Rights of the Company shall be entrusted to the transfer agent, and the Company shall not implement these activities.

#### **ARTICLE XI (Handling of Shares)**

The procedures and the fees in connection with the handling of shares, including the entry or record in the register of shareholders and the original register of Stock Acquisition Rights, and the purchase and additional purchase by the Company of fractional shares of less than One Unit of Stock, shall be decided by the Board of Directors taking into consideration general practices.

#### **ARTICLE XII (Record Date)**

The Company shall deem any shareholder entered or recorded in the register of shareholders as of the close of business on the last day of each business year to be a shareholder who is entitled to exercise his or her rights as a shareholder at the ordinary general meeting of shareholders concerning such business year.

Unless otherwise provided for in the preceding paragraph or elsewhere in the Articles of Incorporation, the Company may, whenever necessary, by resolution of the Board of Directors and by giving prior public notice, deem any shareholder or pledgee entered or recorded in the register of shareholders as of the close of business on a specified date to be a shareholder or pledgee who is entitled to exercise his or her rights as a shareholder or pledgee.

## **CHAPTER III General Meeting of Shareholders**

### **ARTICLE XIII (Convening of General Meeting of Shareholders)**

An ordinary general meeting of shareholders shall be convened in June of each year, and an extraordinary general meeting of shareholders shall be convened from time to time, whenever necessary.

### **ARTICLE XIV (Chairman)**

The President and Chief Executive Officer shall convene a general meeting of shareholders and shall assume its chairmanship. In case, however, the President and Chief Executive Officer is prevented by unavoidable circumstances from so acting, or in case the post of the President and Chief Executive Officer is vacant, one of the other Directors shall act in his stead, according to the order as decided by the Board of Directors.

### **ARTICLE XV (Exercise of Voting Right by Proxy)**

A shareholder may appoint another shareholder (one person only) having voting rights to be his or her proxy in order to exercise his or her voting rights.

### **ARTICLE XVI (Internet-based Disclosure of Reference Data for General Meeting of Shareholders)**

In convening a general meeting of shareholders, the Company may deem to have supplied information about matters to be stated or indicated in reference-documents for the general meeting, business reports, financial statements and consolidated financial statements to shareholders, by disclosing the information via an Internet-used method in accordance with applicable laws and ordinances.

#### **ARTICLE XVII (Resolution)**

A special resolution by a general meeting of shareholders (which refers to a resolution stipulated in the Corporate Law, Article 309, Paragraph 2) shall be adopted when, at a general meeting of shareholders where shareholders with voting rights surpassing 1/3 of the aggregate voting rights of the total shareholders capable of exercising such rights are present, it is approved by a vote of 2/3 or more of the voting rights present.

All resolutions other than those provided for in the preceding paragraph shall be adopted by a majority vote of the shareholders present, unless otherwise provided for by laws or ordinances or by the Articles of Incorporation.

### **CHAPTER IV Directors, Board of Directors and Executive Officers**

#### **ARTICLE XVIII (Election of Directors)**

Directors shall be elected by resolutions of a general meeting of shareholders.

With respect to resolutions for the election provided for in the preceding paragraph, the attendance of shareholders owning not less than one-third of total voting rights of qualified shareholders shall be required.

Resolutions for the election of Directors shall not be conducted by cumulative voting.

#### **ARTICLE XIX (Term of Office of Directors)**

The term of office of each of the Directors shall expire at the close of the ordinary general meeting of shareholders held for the last business year that ends within one year from assumption of office.

**ARTICLE XX (Representative Directors and Directors in Title)**

By resolution of the Board of Directors, Representative Directors shall be elected.

Each of the Representative Directors shall represent the Company severally and shall administer the affairs of the Company in accordance with resolutions of the Board of Directors.

By resolutions of the Board of Directors, the Chairman of the Board of Directors, the Vice Chairman of the Board of Directors, and the President and Chief Executive Officer may be elected.

**ARTICLE XXI (Convening of Meetings of the Board of Directors)**

The Chairman of the Board of Directors shall convene a meeting of the Board of Directors and shall assume its chairmanship. In case, however, the Chairman of the Board of Directors is prevented by unavoidable circumstances from so acting, or in case the post of the Chairman of the Board of Directors is vacant, one of the other Directors shall act in his stead, according to the order as decided by the Board of Directors.

Each of the Directors and Corporate Auditors shall be notified of a meeting of the Board of Directors at least three (3) days before the date set for such meeting.

**ARTICLE XXII (Omission of Resolution by the Board of Directors)**

If a Director submits a proposal regarding a matter, which is the subject of a resolution by the Board of Directors, and if all of the Directors indicate their consent to the said proposal, either in writing or in electronic form (excluding instances of opposition to such proposal by a Corporate Auditor), the Company shall deem such proposal as having been approved by the Board of Directors .

#### **ARTICLE XXIII (Remuneration for Directors)**

Remuneration for Directors (refers to remuneration stipulated in the Corporate Law, Article 361) shall be decided by resolution of a general meeting of shareholders.

#### **ARTICLES XXIV (Reduction in Liabilities of Directors)**

The Company may exempt Directors from their liabilities to the extent permitted by law and ordinances, pursuant to a resolution by the Board of Directors (refers to a resolution based on the Corporate Law, Article 426, Paragraph 1).

The Company may conclude an agreement with its external directors on limiting his or her liabilities to the higher of the following two amounts: a preset sum above ¥10 million or a sum fixed by laws or ordinances (refers to an agreement based on the Corporate Law, Article 427, Paragraph 1).

#### **ARTICLES XXV (Executive Officers)**

By resolution of the Board of Directors, Executive Officers, to carry out certain assigned duties of the Company, may be appointed.

By resolution of the Board of Directors, the President and Chief Executive Officer may be elected from among the Representative Directors, and the Senior Executive Vice Presidents, Executive Vice Presidents and other Executive Officers may be elected.

## **CHAPTER V Corporate Auditors and Board of Corporate Auditors**

### **ARTICLE XXVI (Election of Corporate Auditors)**

Corporate Auditors shall be elected by resolution of a general meeting of shareholders.

With respect to a resolution for the election provided for in the preceding paragraph, the attendance of shareholders owning not less than one-third of the total voting rights of qualified shareholders shall be required.

### **ARTICLE XXVII (Term of Office of Corporate Auditors)**

The term of office of each of the Corporate Auditors shall expire at the close of the ordinary general meeting of shareholders held for the last business year that ends within four year from assumption of office.

### **ARTICLE XXVIII (Full-time Corporate Auditors and Senior Corporate Auditors)**

Full-time Corporate Auditors shall be elected by the Board of Corporate Auditors from among the Corporate Auditors, and Senior Corporate Auditors may be elected from among the full-time Corporate Auditors.

### **ARTICLE XXIX (Convening of Meetings of the Board of Corporate Auditors)**

Each of the Corporate Auditors shall be notified of a meeting of the Board of Corporate Auditors at least three (3) days before the date set for such meeting.

### **ARTICLE XXX (Remuneration for Corporate Auditors)**

Remuneration for Corporate Auditors (refers to remunerations, etc. provided for in the Corporate Law, Article 387) shall be decided by resolution of a general meeting of shareholders.

**ARTICLE XXXI (Reduction in Liabilities of Corporate Auditors)**

The Company may exempt its Corporate Auditors from their liabilities within the limit of laws and ordinances based on a resolution of the Board of Directors (refers to a resolution pursuant to the Corporate Law, Article 426, Paragraph 1).

The Company may conclude an agreement with its External Auditor on limiting his or her liabilities to the higher of the following two amounts: a preset sum above ¥10 million or a sum fixed by laws or ordinances (refer to an agreement based on the Corporate Law, Article 427, Paragraph 1).

**CHAPTER VI Accounts**

**ARTICLE XXXII (Business Year)**

The business year of the Company shall begin on April 1 of each year and end on March 31 of the following year.

**ARTICLE XXXIII (Dividends Based on Surplus)**

The Company may, by resolution of a general meeting of shareholders, distribute dividends to those shareholders or pledgees who are entered or recorded in the register of shareholders as of the close of business on the last day of each business year.

In addition to the arrangement in the preceding paragraph, the Company may, by a resolution of the Board of Directors, pay interim dividends to those shareholders or pledgees who are entered or recorded in the register of shareholders as of the close of business on September 30 of each year.

**ARTICLE XXXIV (Period of Exclusion of Payment of Dividends and Interim Dividends)**

If dividends or interim dividends are not received within three (3) full years from the date of commencement of payment thereof, the Company shall be relieved of the obligation to pay such dividends or interim dividends.