

Articles of Incorporation

Ricoh Company, Ltd.

Revised on June 24, 2022

The Articles of Incorporation of Ricoh Company, Ltd.

Chapter I. General Provisions

(Trade Name)

Article 1. The trade name of the company shall be *Kabushiki Kaisha Ricoh* in Japanese in alphabetical form, and it shall be Ricoh Company, Ltd. in English (hereinafter the “Company”).

(Domicile of Head Office)

Article 2. The head office of the Company shall be located in Ota-ku, Tokyo, Japan.

(Objectives)

Article 3. The objectives of the Company shall be to engage in the following businesses:

1. Manufacture and sale of optical equipment, office equipment, printing equipment, audio equipment, electrical equipment, electronic equipment, communication equipment, precision equipment, measuring instruments, lighting equipment, healthcare and medical-related equipment, other general machinery and appliances, and accessories and supplies thereof;
2. Manufacture and sale of electronic devices relating to the products described in the foregoing item and other products, as well as production and sale of software relating to the products described in the foregoing item and other products;
3. Installation work and electrical communication work relating to the products described in any of the foregoing items;
4. Manufacture and sale of photographic sensitive materials and duplicating papers;
5. Manufacture and sale of various raw materials for photographic sensitive materials, and various chemical materials for chemical industries;
6. Manufacture, processing and sale of papers, pulps, textiles, general merchandise and by-products thereof;
7. Investment in, or sale of the products of, other companies;
8. Import and export of the goods described in any of the foregoing items and other goods of every kind and description;
9. Collection, recycling, and trading of used items relating to the products described in any of the foregoing items;
10. Telecommunication business, and information services business, such as information processing, information provision, etc.;
11. Provision of business representative service;
12. Investigation and analysis concerning the environment, and consulting concerning the reduction of the environmental impact;
13. Brokerage business for casualty insurance and insurance brokerage under the Act on Securing Compensation for Automobile Accidents of Japan;
14. Direct marketing through the Internet, facsimile, telephone, etc.;
15. Business relating to printing, publishing, leasing, financing, cargo handling, transport, warehousing, clothing, hotel, as well as leasing, trading, brokering, and administration of real estate;
16. Investigation, survey, research and development, establishment of system, and consulting incidental or relating to any of the foregoing items; and
17. Any and all business incidental or relating to any of the foregoing items.

(Governing Bodies)

Article 4. The Company shall establish the following governing bodies apart from the general meeting of shareholders and Directors.

1. Board of Directors
2. Audit & Supervisory Board Members
3. Audit & Supervisory Board
4. Independent Auditor

(Method of Public Notice)

Article 5. Public notices of the Company shall be electronic public notices; provided, however, that if the Company is unable to issue an electronic public notice due to an accident or any other unavoidable reason, public notices of the Company shall appear in the Nihon Keizai Shimbun.

Chapter II. Shares

(Total Number of Issuable Shares)

Article 6. The Company shall issue shares and the total number of issuable shares by the Company shall be one billion and five hundred million (1,500,000,000).

(Acquisition of Treasury Stocks)

Article 7. The Company may acquire the shares of its own stocks by the resolution of the Board of Directors pursuant to Article 165, Paragraph 2 of the Companies Act.

(Number of Shares Constituting One Unit)

Article 8. The number of shares constituting one unit of shares of the Company shall be one hundred (100) shares.

(Rights Concerning Less-Than-One-Unit Shares)

Article 9. A shareholder of the Company shall not exercise any rights other than those described below with respect to the less-than-one-unit shares held by the shareholder.

1. The rights described in each Item of Article 189, Paragraph 2 of the Companies Act
2. The right to make a request under the provision of Article 166, Paragraph 1 of the Companies Act
3. The right to receive allocation of offered shares and allocation of offered stock purchase warrants in accordance with the number of shares held by the shareholder
4. The right to make a request provided for in the following Article

(Sale of Shares Constituting Less-Than-One-Unit Shares to Constitute One Unit)

Article 10. A shareholder of the Company may request that the Company sell such number of shares as may, together with the number of less-than-one-unit shares held by the shareholder, constitute one unit of shares, in accordance with the Share Handling Regulations.

(Administrator of Register of Shareholders)

Article 11. The Company shall have an administrator of the register of shareholders.

2. The administrator of the register of shareholders and its handling office shall be determined by the resolution of the Board of Directors and public notice shall be given thereof.
3. The register of shareholders and the register of stock purchase warrants of the Company shall be prepared and kept, and all other business pertaining to the register of shareholders and the register of stock purchase warrants shall be handled by the administrator of the register of shareholders and not by the Company.

(Share Handling Regulations)

Article 12. The business and the service charges pertaining to the shares of the Company shall be subject to laws, regulations, these Articles of Incorporation, and the Share Handling Regulations established by the Board of Directors.

Chapter III. General Meeting of Shareholders

(Convocation)

Article 13. An ordinary general meeting of shareholders shall be convened in June each year, and an extraordinary general meeting of shareholders shall be convened as needed.

2. The Company may hold a general meeting of shareholders without a designated location if the Board of Directors determines that it is not appropriate to hold a general meeting of shareholders with a designated location in light of the interests of shareholders due to the spread of an infectious disease or the occurrence of a natural disaster, etc.

(Record Date of Ordinary General Meeting of Shareholders)

Article 14. The record date for determining voting rights for the ordinary general meeting of shareholders of the Company shall be March 31 each year.

(Exercise of Voting Rights by Proxy)

Article 15. A shareholder may exercise his or her voting rights by proxy who shall be another shareholder of the Company with voting rights.

2. Such shareholder or proxy shall submit a document certifying the power of attorney to the Company for each general meeting of shareholders.

(Convener and Chairperson)

Article 16. A general meeting of shareholders shall be convened and chaired by a Representative Director appointed beforehand by the Board of Directors.

2. In case the aforementioned Representative Director is unavailable due to accident or other event, another Director shall convene and chair a general meeting of shareholders in the order of priority predetermined by the Board of Directors.

(Measures for Electronic Provision, Etc.)

Article 17. The Company shall, when convening a general meeting of shareholders, provide information contained in the reference materials for the general meeting of shareholders, etc. electronically.

2. Among the matters to be provided electronically, the Company may choose not to include all or part of the matters stipulated in the Ordinance of the Ministry of Justice in the paper copy to be sent to shareholders who have requested it by the record date for voting rights.

(Method of Adopting Resolutions)

Article 18. Resolutions of a general meeting of shareholders shall be adopted by a majority of voting rights of the shareholders in attendance at the meeting who have voting rights, unless otherwise prescribed by the relevant laws and regulations or these Articles of Incorporation.

2. Notwithstanding the foregoing paragraph, resolutions defined in Article 309, Paragraph 2 of the Companies Act shall be adopted by no less than two-thirds (2/3) of the voting rights of the shareholders in attendance at the meeting who collectively hold no less than one-third (1/3) of the voting rights of the shareholders who have voting rights.

(Minutes)

Article 19. The summary of the proceedings of a general meeting of shareholders and the actions resulting therefrom, along with other matters required by the relevant laws and regulations shall be entered in the minutes, which shall be affixed with the names and seals of the chairperson of the meeting as well as Directors in attendance, and kept in the Company office.

Chapter IV. Directors and the Board of Directors

(Number of Directors)

Article 20. The Company shall have not more than fifteen (15) Directors.

(Election)

Article 21. Directors shall be elected at a general meeting of shareholders.

2. Resolutions for electing Directors shall be adopted by a majority of voting rights of the shareholders in attendance at the meeting who collectively hold not less than one-third (1/3) of the voting rights of the shareholders who have voting rights.
3. Resolutions for electing Directors shall not be adopted by cumulative voting.

(Term of Office)

Article 22. The term of office of Directors shall be until the close of the ordinary general meeting of shareholders relating to the last fiscal year ending within one (1) year after their election.

(Representative Directors)

Article 23. Representative Directors shall be selected by the resolution of the Board of Directors.

(Convener and Chairperson of the Board of Directors)

Article 24. A meeting of the Board of Directors shall be convened and chaired by a Director determined in advance by the Board of Directors.

2. In case the aforementioned Director is unavailable due to accident or other event, another Director shall convene and chair a meeting in the order of priority predetermined by the Board of Directors.

(Notice of a Meeting of the Board of Directors)

Article 25. Notice of a meeting of the Board of Directors shall be dispatched to each Director and each Audit & Supervisory Board Member at least three (3) days prior to the date of the meeting; provided, however, that such notice period may be shortened in case of an emergency.

2. A meeting of the Board of Directors may be held without going through the convening procedure, subject to the consent of all Directors and Audit & Supervisory Board Members.

(Resolution of the Board of Directors)

Article 26. The Board of Directors shall adopt resolutions on important matters concerning business execution, apart from the matters that are required under laws and regulations.

2. Resolutions of the Board of Directors shall be adopted by a majority of Directors in attendance at the meeting attended by a majority of Directors entitled to vote.

(Omission of the Resolution of the Board of Directors)

Article 27. A resolution of the Board of Directors shall be deemed to have been adopted by the Company insofar as the requirements under Article 370 of the Companies Act are met.

(Compensation, etc.)

Article 28. Compensation, bonuses and other financial benefits which Directors receive from the Company in consideration for the execution of their duties (hereinafter the "Compensation, etc.") shall be decided by the resolution of a general meeting of shareholders.

(Exemption of Liability of Directors)

Article 29. The Company may enter into an agreement with Directors (excluding Executive Directors) under which their liability for damages due to the failure in performing their duties shall be limited in accordance with the provisions of Article 427, Paragraph 1 of the Companies Act; provided, however, that the limit of liability under such agreement shall be the higher of the predetermined amount of not less than ten million (10,000,000) yen, or the amount provided for under the laws and regulations.

Chapter V. Audit & Supervisory Board Members and the Audit & Supervisory Board

(Number of Audit & Supervisory Board Members)

Article 30. The Company shall have not more than five (5) Audit & Supervisory Board Members.

(Election)

Article 31. Audit & Supervisory Board Members shall be elected at a general meeting of shareholders.

2. Resolutions for electing Audit & Supervisory Board Members shall be adopted by a majority of voting rights of the shareholders in attendance at the meeting who collectively hold not less than one-third (1/3) of the voting rights of the shareholders who have voting rights.

(Term of Office)

Article 32. The term of office of Audit & Supervisory Board Members shall be until the close of the ordinary general meeting of shareholders relating to the last fiscal year ending within four (4) years after their election.

2. The term of office of the Audit & Supervisory Board Member elected to fill a vacancy due to the retirement of an Audit & Supervisory Board Member before the expiry of his or her term of

office shall be until the expiration of the term of office of the retired Audit & Supervisory Board Member.

(Convener of a Meeting of the Audit & Supervisory Board)

Article 33. A meeting of the Audit & Supervisory Board shall be convened by any Audit & Supervisory Board Member.

(Notice of a Meeting of the Audit & Supervisory Board)

Article 34. Notice of a meeting of the Audit & Supervisory Board shall be dispatched to each Audit & Supervisory Board Member at least three (3) days prior to the date of the meeting; provided, however, that such notice period may be shortened in case of an emergency.

2. A meeting of the Audit & Supervisory Board may be held without going through the convening procedure, subject to the consent of all Audit & Supervisory Board Members.

(Resolution of the Audit & Supervisory Board)

Article 35. The Audit & Supervisory Board shall adopt resolutions on matters concerning the audit policy, the methods for examining the state of the business operation and properties of the Company, as well as matters concerning the execution of other duties of Audit & Supervisory Board Members than the foregoing, apart from the matters that are required under laws and regulations.

2. Resolutions of the Audit & Supervisory Board shall be adopted by a majority of Audit & Supervisory Board Members, unless otherwise prescribed by the relevant laws and regulations.

(Full-time Audit & Supervisory Board Members)

Article 36. Full-time Audit & Supervisory Board Members shall be selected by the resolution of the Audit & Supervisory Board.

(Compensation, etc.)

Article 37. Compensations, etc. for Audit & Supervisory Board Members shall be decided by the resolution of a general meeting of shareholders.

(Exemption of Liability of Audit & Supervisory Board Members)

Article 38. The Company may enter into an agreement with Audit & Supervisory Board Members under which their liability for damages due to the failure in performing their duties shall be limited in accordance with the provisions of Article 427, Paragraph 1 of the Companies Act; provided, however, that the limit of liability under such agreement shall be the higher of the predetermined amount of not less than five million (5,000,000) yen, or the amount provided for under the laws and regulations.

Chapter VI. Accounts

(Fiscal Year)

Article 39. The fiscal year of the Company shall be one year from April 1 of each year to March 31 of the following year.

(Record Date for Year-end Dividend)

Article 40. The record date for the year-end dividend of the Company shall be March 31 of each year.

(Interim Dividend)

Article 41. The Company may, by the resolution of the Board of Directors, pay an interim dividend to shareholders eligible as at the record date of September 30 each year.

(Exclusion Period for Dividend)

Article 42. The Company shall, where the dividend property is in the form of cash, no longer be obligated to pay a dividend, if an eligible shareholder failed to receive it after the lapse of full three (3) years from the date on which it became payable.

Supplementary Provisions

1. The deletion of Article 17 of the current Articles of Incorporation (Internet Disclosure and Deemed Provision of Reference Materials for the General Meeting of Shareholders, Etc.) and the new establishment of the amended Article 17 (Measures for Electronic Provision, Etc.) shall come into effect on September 1, 2022, the date of enforcement of the amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (the “Effective Date”).
2. Notwithstanding the provisions of the preceding paragraph, Article 17 of the current Articles of Incorporation shall remain in force with respect to a general meeting of shareholders to be held on a date within six months from the Effective Date.
3. These supplementary provisions shall be deleted after the lapse of six months from the Effective Date or the lapse of three months from the date of the general meeting of shareholders set forth in the preceding paragraph, whichever is later.

End