

ARTICLES OF INCORPORATION  
OF  
HITACHI CONSTRUCTION MACHINERY CO., LTD.

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Chapter I. General Provisions

Article 1. (Corporate Name)

This Company shall be called Hitachi Kenki Kabushiki Kaisha, and its name in English translation shall be Hitachi Construction Machinery Co., Ltd.

Article 2. (Purposes)

The purposes of the Company shall be to carry on the following business:

1. Manufacture, repair and sale of construction machinery, transportation machinery, agricultural machinery, vehicles for special purpose, anti-pollution devices, internal combustion engines, hydraulic machinery and equipment, and other machinery and equipment relating to the foregoing.
2. Manufacture, repair and sale of ultrasonic measuring machinery and equipment, laser-processing machinery, machinery and equipment for factory automation, and other machinery and equipment relating to the foregoing.
3. Rental and lease of machinery and equipment indicated in the above paragraphs.
4. Contracting civil engineering, architectural, electrical and telecommunications work, pipe work, sanitation facility work, and other construction work.
5. Lease, management and utilization of real estate.
6. Financial business.
7. Supply of electricity
8. Any and all business incidental and relating to the above paragraphs.

Article 3. (Nominating Committee, etc.)

The Company shall have a Board of Directors, Nominating committee, etc. (meaning Nominating Committee, Audit Committee and Compensation Committee; hereinafter the same shall apply), auditors and operating officers.

Article 4. (Location of Head Office)

The Company shall have its head office in Taito-ku, Tokyo.

Article 5. (Method of Public Notice)

Public notices of the Company shall be posted using the website. If public notices cannot be posted using the website for some unavoidable reason, they shall be printed 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 700 million.

Article 7. (Number of Shares per Unit)

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

Article 8. (Right Concerning Less Than One Unit of Shares)

Shareholders who own fewer shares in the Company than the number of shares in one unit shall have no rights other than the following:

1. The right stated in the numbered items of Article 189, Paragraph 2, of the Company Law.
2. The right to receive allotments of offered shares and offered stock options based on the number of shares held.
3. The right stated in these Articles of Incorporation

Shareholders who hold fewer shares in the Company than the number of shares in one unit shall have the right to demand the Company to sell its shares for the number which will constitute one unit together with the shares held by the shareholders.

Article 9. (Shareholders' Register Agent)

The Company shall appoint an agent in respect of the shareholders' register.

Article 10. (Share Handling Regulations)

Matters relating to shares and stock options including the handling of executions of rights by the shareholders and commissions for such shall be governed by the Share Handling Regulations established by the operating officers appointed by the Board of Directors, in addition to what is provided in laws, ordinances or these Articles of Incorporation.

### Chapter III. Organs

#### Section 1. General Meeting of Shareholders

Article 11 (Convocation)

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

The Company may convene General Meetings of Shareholders without any set place.

Article 12. (Base Date of an Ordinary General Meeting of Shareholders)

Shareholders of the Company who are eligible to execute their rights at an Ordinary General Meeting of Shareholders for the business year shall be those who are shareholders as of the last day of the business year.

Article 13. (Chairmanship)

The chairman of a General Meeting of Shareholders shall be the President/Chief Operating Officer.

If the President/Chief Operating Officer is prevented from discharging his duties, then another person shall act as chairman in the order predetermined by the resolutions of the Board of Directors.

Article 14. (Provision in electronic format, etc.)

In convening a General Meeting of Shareholders, the Company shall take measures for provision in electronic format in relation to information constituting the contents of reference documents, etc. for the General Meeting of Shareholders.

Of the matters subject to measures for provision in electronic format, the Company may forgo stating all or part of the matters stipulated by ordinance of the Ministry of Justice in written documents delivered to shareholders who have requested delivery of written documents before the record date for voting rights.

Article 15. (Method of Resolutions)

Unless otherwise provided by laws, ordinances, or these Articles of Incorporation, resolutions at a General Meeting of Shareholders shall be adopted by a majority of the voting rights of the shareholders present who are eligible to execute their voting rights.

For resolutions of a General Meeting of Shareholders as provided in Article 309, Paragraph 2, of the Company Law, the meeting must be attended by shareholders whose voting rights represent at least one third of the voting rights of all shareholders, and the resolutions must be carried by a majority vote corresponding to at least two thirds of those voting rights.

Article 16. (Exercise of Voting Rights by Proxy)

Shareholders may exercise their voting rights by single proxy, provided that such proxy is a shareholder of the Company entitled to exercise voting rights.

In the case mentioned in the preceding paragraph, a document showing the power of representation shall be submitted to the Company in advance.

Section 2. Directors, Board of Directors, and Nominating Committee, etc.

Article 17. (Number)

The Company shall have 15 or fewer directors.

Article 18. (Election)

Resolutions for the election of directors shall be adopted only when a General Meeting of Shareholders is attended by shareholders whose voting rights represent at least one third of the voting rights of all shareholders.

Resolutions under the preceding paragraph shall not be based on cumulative voting.

Article 19. (Term of Office)

The terms of office of directors shall expire at the close of the Ordinary General Meeting of Shareholders relating to the business year ending within one year after their election. However, the term of office of any directors who have newly assumed office while other directors are still in office shall be the same as the remaining term of office of the other directors currently in office.

Article 20. (One Director who convenes and takes the chair at meetings of the Board of Directors .)

The Director who convenes and takes the chair at meetings of the Board of Directors shall be elected by the resolution of the Board of Directors.

Article 21. (Convocation of Meetings of the Board of Directors)

Notice of meeting of the Board of Directors shall be given to each director one week prior to the date of meeting. However, this period may be shortened in case of emergency.

Article 22. (Omission of Resolution of the Board of Directors)

In the case that all of the directors who are eligible to participate in resolutions of the Board of Directors express their agreement in writing or by electronically recorded message on an issue proposed for resolution by the Board, the resolution shall be regarded as being adopted by the Board of Directors.

Article 23. (Exemption of Directors from Liability)

By resolution of the Board of Directors, the Company may exempt its directors (including former directors) from liability, based on Article 423, Paragraph 1, of the Company Law, within the bounds provided by laws and ordinances.

The Company may enter into contracts with directors (excluding directors who are operating officers, etc.) concerning their liability, based on Article 423, Paragraph 1, of the Company Law, in which case, the limit shall be the total

amount under the numbered items of Article 425, Paragraph 1, of the Company Law.

Article 24. (Board of Directors Regulations)

In addition to what is provided by laws, ordinances, or these Articles of Incorporation, matters concerning the Board of Directors shall be governed by the Board of Directors Regulations established by the Board of Directors.

Article 25. (Committee Regulations)

In addition to what is provided by laws, ordinances, these Articles of Incorporation, and the Board of Directors, matters concerning Nominating committee, etc. shall be governed by the Committee Regulations established by each committee.

### Section 3. Operating Officers

Article 26. (Number)

The Company shall appoint up to 30 operating officers, by resolution of the Board of Directors.

Article 27. (Term of Office)

The terms of office of operating officers shall expire on the last day of the business year ending within one year after their election.

Article 28. (President, Vice President, etc.)

One President/Chief Operating Officer shall be appointed by resolution of the Board of Directors. The President/Chief Operating Officer must be a Representative Operating Officer.

The operating officers of the Company may be given additional titles such as Vice President by resolution of the Board of Directors.

Article 29. (Exemption of Operating Officers from Liability)

By resolution of the Board of Directors, the Company may exempt its operating officers (including former operating officers) from liability, based on

Article 423, Paragraph 1, of the Company Law, within the bounds provided by laws and ordinances.

Article 30. (Regulations for Operating Officers)

In addition to what is provided by laws, ordinances, or these Articles of Incorporation, matters concerning the Operating Officers shall be governed by the Regulations for Operating Officers established by the Board of Directors.

#### Section 4. Counselors

Article 31. (Counselors)

The Company may appoint counselors by resolution of the Board of Directors.

#### Chapter IV. Accounts

Article 32. (Business Year)

The business year of the Company shall start from April 1 and end on the last day of March every year.

Article 33. (Determination of Retained Earnings Dividend, etc.)

The Board of Directors may determine on behalf of the Company matters under the numbered items of Article 459, Paragraph 1, of the Company Law by its resolutions, without adopting resolutions at a General Meeting of Shareholders, unless otherwise provided for by any law or ordinance.

Article 34. (Base Date of Retained Earnings Dividend, etc.)

The Company may pay retained earnings dividends to shareholders and pledgees of the shares who are registered as of the last day of March or the last day of September of each year. Also, the Company may pay retained earnings dividends by setting base dates. If such dividends are not received within three years from the date of becoming payable, the Company shall be relieved of the obligation to pay them.



(Revised on March 1, 2023)