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# ARTICLES OF INCORPORATION

## CHAPTER I General Provisions

### Article 1 (Trade Name)

The Trade name of the Company shall be “リコーリース株式会社” in Japanese, and “RICOH LEASING COMPANY, LTD.” in English (hereinafter the “Company”).

### Article 2 (Purpose)

The purpose of the Company shall be to engage in the following businesses and to control and manage the business activities of companies engaging in the following businesses by holding shares or equity in them.

- (1) The finance and operating lease, rental, sale and purchase (including installment sales) and maintenance of various types of personal property
- (2) Acquisition, lease, sale or purchase of intangible rights, such as copyrights and industrial property rights
- (3) Sale, purchase, rental, maintenance and sale by intermediation of real estate
- (4) Loaning of money, sale and purchase of all types of bonds, replacement payment services, guarantee and assumption of debt and other financial activities
- (5) Entrustment of credit guarantees
- (6) Secondhand articles dealing
- (7) Purchase of receivables
- (8) Provision of collection services and corporate accounting services
- (9) Information processing services and distribution business
- (10) Business relating to the sale of life insurance policies and provision of agency services for casualty insurance
- (11) Research, advice and consulting for corporate management
- (12) Provision, sale and brokerage of energy business
- (13) Consigned freight forwarding business
- (14) Nursing care-related business
- (15) Temporary staffing and employment placement business

(16) Education-related and childcare business

(17) Any and all businesses incidental to or in connection with any of the foregoing items

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

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

#### Article 4 (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) Audit and Supervisory Committee
- (3) Accounting Auditors

#### Article 5 (Method of Public Notices)

Public notices of the Company shall be given by way of electronic notices; however, in the event that it is not possible to give public notices via the electronic notice system due to a contingency, public notices shall be given via publication 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 120,000,000 shares.

#### Article 7 (Acquisition of Company's Own Shares)

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

#### Article 8 (Number of Shares per Share Unit)

The number of shares per share unit of the Company shall be 100.

#### Article 9 (Rights with Respect to Shares Constituting Less than One Unit)

A shareholder of the Company may not exercise any rights with respect to shares constituting less than one unit held by the shareholder, other than the following rights.

- (1) The rights stipulated in each item of Article 189, paragraph (2) of the Companies Act
- (2) The right to make a request pursuant to provisions of Article 166, paragraph (1) of the Companies Act
- (3) The right to receive an allotment of shares for subscription and an allotment of share options for subscription in accordance with the number of shares held by the shareholder
- (4) The rights to make requests as provided in the following article

#### Article 10 (Additional Purchase of Shares Constituting Less than One Unit)

A shareholder of the Company may request that the Company sell them the number of shares which when added to the shares of less than one unit held by the shareholder will constitute one unit of shares.

#### Article 11 (Shareholder Register Manager)

1. The Company shall appoint a shareholder register manager.
2. The shareholder register manager and its handling office shall be designated by a resolution of the Board of Directors and a public notice thereof shall be given regarding this matter.
3. The preparation and keeping of the register of shareholders, and other operations relating to the register of shareholders and the register of stock acquisition rights of the Company shall be entrusted to the shareholder register manager and shall not be handled by the Company.

#### Article 12 (Share Handling Regulations)

The handling of the Company's shares and the fees therefor shall be governed by the Share Handling Regulations established by the Board of Directors in addition to the applicable laws and regulations and these Articles of Incorporation.

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

### **Article 13 (Convocation of Meeting)**

1. An ordinary General Meeting of Shareholders shall be convened in June of each year, and an extraordinary General Meeting of Shareholders shall be convened whenever necessary.
2. The Company may hold a general meeting of shareholders without a designated location.

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

The record date of voting rights for the Company's ordinary General Meeting of Shareholders shall be March 31 each year.

### **Article 15 (Persons Entitled to Convene Meetings and Chairperson)**

1. A General Meeting of Shareholders shall be convened by the Representative Director by resolution of the Board of Directors.
2. If the Representative Director is prevented from so acting, another Director determined by the Board of Directors shall act in place of the Representative Directors.

### **Article 16 (Measures, etc. for Providing Information in an Electronic Format)**

1. When the Company convenes a General Meeting of Shareholders, it shall take measures for providing information that constitutes the content of the reference materials for the General Meeting of Shareholders in an electronic format.
2. Among the items included in the information which will be provided in an electronic format, the Company may exclude all or some of those items designated by ordinance of the Ministry of Justice from the statements in the paper-based documents to be delivered to shareholders who have requested the delivery of paper-based documents by the record date of voting rights.

### **Article 17 (Method of Resolution)**

All resolutions of General Meetings of Shareholders shall be adopted by a majority of the voting rights of the shareholders present entitled to exercise voting rights, unless otherwise provided for by laws, ordinances or the Articles of Incorporation.

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

1. A shareholder may exercise his or her voting rights by designating another shareholder who has voting rights of the Company to act as his or her proxy.
2. The shareholder or proxy must submit a document attesting to the proxy rights to the Company at each General Meeting of Shareholders.

## **CHAPTER IV Directors and Board of Directors**

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

1. The Company shall have not more than twelve (12) Directors (excluding those who are Audit and Supervisory Committee Members).
2. The Company shall have not more than five (5) Directors who are Audit and Supervisory Committee Members.

### **Article 20 (Method of Election)**

1. Directors shall be elected by resolution of the General Meeting of Shareholders that distinguishes Directors who are Audit and Supervisory Committee Members from other Directors.
2. Resolutions on the election of a Director shall be made by a majority of the votes of the shareholders present at the meeting where the shareholders holding at least one-third of the voting rights of the shareholders entitled to exercise their votes at such meetings are present.
3. Voting on resolutions on the election of Directors shall not be conducted by cumulative voting.

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

1. The term of office of Directors (other than those who are Audit and Supervisory Committee Members) shall end at the conclusion of the ordinary General Meeting of Shareholders for the last business year ending within one (1) year of the Director's election.
2. The term of office of Directors who are Audit and Supervisory Committee Members shall end at the conclusion of the ordinary General Meeting of Shareholders for the last business year ending within two (2) years of the Director's election.
3. The term of office of Directors elected as a substitute for another Director who retired before the expiration of their term of office shall be the remaining period of the term of office of their predecessor.

#### Article 22 (Representative Directors)

The Company shall, by resolution of the Board of Directors, appoint one or more Representative Directors from among its Directors (other than those who are Audit and Supervisory Committee members).

#### Article 23 (Meetings of the Board of Directors)

1. A Director determined by resolution of the Board of Directors shall convene and preside over meetings of the Board of Directors, except as otherwise stipulated by laws and regulations.
2. Notices of the convocation of a meeting of the Board of Directors shall be sent to each Director no later than three (3) days prior to the date of the meeting. However, in the event of urgent need, this period may be shortened.
3. Meetings of the Board of Directors may be held without implementing the convocation procedures if all of the Directors consent to doing so.
4. The Company shall be deemed to have made a resolution of the Board of Directors when the requirements under Article 370 of the Companies Act have been satisfied by the Company.
5. Matters concerning the Board of Directors shall be governed by the Regulations of the Board of Directors established by the Board of Directors in addition to laws and regulations and these Articles of Incorporation.

#### Article 24 (Delegation of Decisions on the Execution of Material Business)

The Company may, pursuant to Article 399-13, paragraph (6) of the Companies Act, delegate to Directors the power to make all or some decisions on the execution of material business (excluding the matters listed under each item of paragraph (5) of the same article) by resolution of the Board of Directors.

#### Article 25 (Remuneration)

Remuneration, bonuses and other compensation for Directors shall be determined by resolution of a General Meeting of Shareholders that distinguishes Directors who are Audit and Supervisory Committee Members from other Directors.

#### Article 26 (Exemption of Directors From Liability)

Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company may enter into an agreement with Directors (excluding those who are Executive Directors, Managers or other employees) limiting the Director's liability for damages arising from negligence in their duties. However, the maximum liability for damages under this agreement shall be the amount prescribed by laws and regulations.

### **CHAPTER V Audit and Supervisory Committee**

#### Article 27 (Full time Audit and Supervisory Committee Members)

The Audit and Supervisory Committee shall appoint one or more full time Audit and Supervisory Committee Members by resolution of the committee.

#### Article 28 (Audit and Supervisory Committee)

1. Notices of the convocation of a meeting of the Audit and Supervisory Committee shall be sent to each Audit and Supervisory Committee Member no later than three (3) days prior to the date of the meeting. However, in the event of urgent need, this period may be shortened.
2. Meetings of the Audit and Supervisory Committee may be held without implementing the convocation if all of the Audit and Supervisory Committee Members consent to doing so.
3. Matters concerning the Audit and Supervisory Committee, except matters specified by laws, regulations or these Articles of Incorporation, shall be governed by the Regulations of Audit and Supervisory Committee established by the Audit and Supervisory Committee.

### **CHAPTER VI Accounts**

#### Article 29 (Business Year)

The business year of the Company shall be from April 1 of each year to March 31 of the following year.

#### Article 30 (Record Date of Dividends)

1. The Company's Record Date of payment of year-end dividends shall be March 31 of each year.
2. In addition to the previous paragraph, the Company may set a Record Date and pay dividends to shareholders.

#### Article 31 (Interim Dividends)

The Company may, by resolution of the Board of Directors, pay interim dividends to shareholders or registered share pledgees who are listed or recorded in the final shareholder register on September 30 of each year.

#### Article 32 (Limitation of Dividends)

1. If Year-end Dividends or Interim Dividends have not been received three (3) years after the beginning date of payment, the Company shall be relieved of liability for their payment.
2. Unpaid Dividends shall bear no interest.