

Articles of Incorporation

NIKON CORPORATION

(Translation)

**ARTICLES OF INCORPORATION
OF
NIKON CORPORATION**

(As amended on June 28, 2012)

CHAPTER I. GENERAL PROVISIONS

(Trade Name)

Article 1.

The Company shall be called “Kabushiki Kaisha Nikon”, and NIKON CORPORATION in English.

(Location of Head Office)

Article 2.

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

(Purpose)

Article 3.

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

- (1) Manufacture and sale of optical instruments, physical and chemical instruments, scales, measuring instruments, surveying instruments, medical instruments, spectacles, instruments for handling radioactive materials, semiconductor manufacturing equipment and parts and accessories thereof;
- (2) Manufacture and sale of optical glass, special glass and fire-resistant materials;
- (3) Manufacture and sale of electrical instruments and parts and accessories thereof;
- (4) Manufacture and sale of pharmaceuticals, quasi-pharmaceutical products and cosmetics;
- (5) Sale and consignment sale of secondhand products;
- (6) Installation of equipment or apparatus;
- (7) Loans to affiliated companies of the Company; and
- (8) Any other business activity incidental to the above.

(Organs)

Article 4.

In addition to the General Shareholders' Meeting and Directors, the Company shall have the following organs.

- (1) Board of Directors
- (2) Corporate Auditors
- (3) Board of Corporate Auditors
- (4) Independent Auditor

(Method of Public Notice)

Article 5.

Public notices of the Company shall be given by electronic means. However, in the event that electronic public notices cannot be provided due to an accident or any other unavoidable reason, the Company shall publish its public notices in NIKKEI Newspaper.

(Translation)

CHAPTER II. SHARES

(Total Number of Shares Authorized to be Issued)

Article 6.

The total number of shares authorized to be issued by the Company shall be one billion (1,000,000,000) shares.

(Acquisition of its Own Shares)

Article 7.

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

(Number of Shares Per Unit)

Article 8.

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

(Rights Vested in Shares Constituting Less Than One Unit)

Article 9.

Shareholders of the Company shall not exercise rights other than those listed below with respect to shares constituting less than one unit.

- (1) The rights stipulated in Article 189, Paragraph 2 of the Companies Act;
- (2) The right to make requests pursuant to Article 166, Paragraph 1 of the Companies Act;
- (3) The right to receive allocations of shares and stock acquisition rights based on the number of shares held; and
- (4) The right to make requests as provided in the following article.

(Sale of Additional Shares Constituting Less Than One Unit)

Article 10.

Shareholders may request the Company to sell the number of shares that would constitute one unit when combined with the shares constituting less than one unit they hold, pursuant to the provisions of the Share Handling Regulations, except where the Company does not hold the number of shares to sell on request.

(Administrator of Register of Shareholders)

Article 11.

The Company shall appoint an administrator of the register of shareholders.

2. The administrator of the register of shareholders and its handling office shall be determined by a resolution of the Board of Directors and public notice shall be given thereof.

3. The register of shareholders and the register of stock acquisition rights shall be prepared and kept by the administrator of the register of shareholders and any other tasks relating to the register of shareholders and the register of stock acquisition rights shall be handled by same and not by the Company.

(Translation)

(Share Handling Regulations)

Article 12.

The procedures and fees pertaining to the shares of the Company shall be in accordance with the Share Handling Regulations established by the Board of Directors in addition to laws or regulations or these Articles of Incorporation.

CHAPTER III. GENERAL SHAREHOLDERS' MEETING

(Convocation)

Article 13.

The Annual General Shareholders' Meeting shall be convened in June each year, and extraordinary General Shareholders' Meetings shall be convened whenever necessary.

(Record Date for the Annual General Shareholders' Meeting)

Article 14.

The record date for voting at the Annual General Shareholders' Meeting of the Company shall be March 31st of each year.

(Chairman)

Article 15.

The President shall act as chairman of General Shareholders' Meetings. If there is no president or in the event of an accident, another Director shall act as chairman in the order previously determined by the Board of Directors.

(Disclosure of Reference Materials for the General Shareholders' Meetings Using the Internet and Deemed Provision Thereof)

Article 16.

When convening the General Shareholders' Meeting, the Company may be deemed to have provided shareholders with information to be described or indicated in reference materials for the General Shareholders' Meeting, business reports and non-consolidated and consolidated financial statements, if disclosed using the Internet in accordance with Ministry of Justice Ordinance.

(Method of Adopting Resolutions)

Article 17.

Unless otherwise provided in laws or regulations or these Articles of Incorporation, resolutions of the General Shareholders' Meeting shall be adopted by a majority of voting rights held by shareholders present at the meeting who are entitled to vote.

2. Resolutions provided for in Article 309, Paragraph 2 of the Companies Act shall be adopted by not less than two-thirds of the voting rights held by shareholders present at the meeting who represent not less than one-third of the voting rights of the shareholders who are entitled to vote.

(Translation)

(Exercise of Voting Rights by Proxy)

Article 18.

A shareholder may exercise voting rights by proxy who is an individual shareholder of the Company entitled to exercise voting rights.

2. The shareholder or the proxy shall submit to the Company documentation certifying the proxy rights for each General Shareholders' Meeting.

CHAPTER IV. DIRECTORS AND BOARD OF DIRECTORS

(Number of Directors)

Article 19.

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

(Election of Directors)

Article 20.

Directors shall be elected by the General Shareholders' Meeting.

2. Resolutions for the election of Directors shall be adopted by a majority of the voting rights held by shareholders present at the meeting who represent not less than one-third of the voting rights of shareholders entitled to vote.

3. The election of Directors shall not be by cumulative voting.

(Term of Office of Directors)

Article 21.

The term of office of Directors shall expire at the conclusion of the Annual General Shareholders' Meeting for the last business year that ends within one (1) year after their election.

(Convocation of Meetings of the Board of Directors)

Article 22.

A notice of convocation of the meeting of the Board of Directors shall be forwarded to each Director and Corporate Auditor at least three (3) days prior to the date of the meeting, however, this period may be shortened in the event of an emergency.

(Representative Directors and Directors with Executive Power)

Article 23.

The Board of Directors may elect one (1) Chairman of the Board of Directors, one (1) President and several Vice Chairmen of the Board of Directors, Vice Presidents, Senior Managing Directors and Managing Directors when necessary by resolution.

2. Representative Directors shall be elected by resolution of the Board of Directors.

3. Representative Directors shall carry out the business of the Company in accordance with the resolutions of the Board of Directors.

(Translation)

(Omission of Resolutions of Board of Directors)

Article 24.

The Company shall deem a resolution of the Board of Directors to have been adopted when the requirements set forth in Article 370 of the Companies Act are fulfilled.

(Compensation and Other Payments for Directors)

Article 25.

The compensation, bonuses and other financial benefits received from the Company as consideration for the execution of the duties (hereinafter referred to as “Compensations”) of Directors shall be determined by resolution of the General Shareholders’ Meeting.

(Limitation of Liability of Directors)

Article 26.

The Company may, by resolution of the Board of Directors, limit the liability of Directors as stipulated by Article 423, Paragraph 1 of the Companies Act to the extent permitted by law.

2. The Company may enter into an agreement with External Directors as stipulated by Article 423, Paragraph 1 of the Companies Act where the amount of the liability limitation under said agreement is the total of the amounts stipulated by Article 425, Paragraph 1 of same.

**CHAPTER V. CORPORATE AUDITORS AND
BOARD OF CORPORATE AUDITORS**

(Number of Corporate Auditors)

Article 27.

The Company shall have not more than five (5) Corporate Auditors.

(Election of Corporate Auditors)

Article 28.

Corporate Auditors shall be elected by the General Shareholders’ Meeting.

2. Resolutions for the election of Corporate Auditors specified in the preceding paragraph shall be adopted by a majority of the voting rights held by shareholders present at the meeting who represent not less than one-third of the voting rights of the shareholders entitled to vote.

(Term of Office of Corporate Auditors)

Article 29.

The term of office of Corporate Auditors shall expire at the conclusion of the Annual General Shareholders’ Meeting for the last business year that ends within four (4) years after their election.

2. The term of office of a Corporate Auditor appointed to fill a vacancy of a Corporate Auditor who has retired prior to the expiration of the term of office shall be the remainder of said term.

(Convocation of Meetings of the Board of Corporate Auditors)

Article 30.

A notice of convocation of the meeting of the Board of Corporate Auditors shall be forwarded to each Corporate Auditor at least three (3) days prior to the date of each meeting, however, this period may be shortened in the event of an emergency.

(Translation)

(Full-time Corporate Auditors)

Article 31.

The Board of Corporate Auditors shall select Full-time Corporate Auditors by resolution.

(Compensation and Other Payments for Corporate Auditors)

Article 32.

The compensation and other payments for Corporate Auditors shall be determined by resolution of the General Shareholders' Meeting.

(Limitation of Liability of Corporate Auditors)

Article 33.

The Company may, by resolution of the Board of Directors, limit the liability of Corporate Auditors as stipulated by Article 423, Paragraph 1 of the Companies Act to the extent permitted by law.

2. The Company may enter into an agreement with External Corporate Auditors as stipulated by Article 423, Paragraph 1 of the Companies Act where the amount of the liability limitation under said agreement is the total of the amounts stipulated by Article 425, Paragraph 1 of same.

CHAPTER VI. ACCOUNTS

(Business Year)

Article 34.

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

(Year-end Dividends)

Article 35.

The Company shall pay cash dividends of surplus (hereinafter "year-end dividends") to registered or recorded shareholders or registered pledgees in the register of shareholders as of the close of business on the last day of each business year.

(Interim Dividends)

Article 36.

The Company may, by resolution of the Board of Directors, distribute dividends of surplus (hereinafter, "interim dividends") as stipulated in Article 454, Paragraph 5 of the Companies Act to registered or recorded shareholders or registered pledgees in the register of shareholders as of the close of business on September 30 of each year.

(Expiration Period of Dividends)

Article 37.

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

2. Year-end dividends and interim dividends shall not accrue interest.