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Articles of Incorporation of JSR Corporation

CHAPTER I GENERAL PROVISIONS

(Trade Name)

Article 1.

The name of the Company shall be *JSR Kabushiki Kaisha*, which is expressed in English as *JSR Corporation*

(Purposes)

Article 2.

The purposes of the Company shall be to engage in the following businesses:

1. Manufacture, process and sale of the following products:
 - (1) Synthetic rubbers, plastics and other chemical industrial products;
 - (2) Raw materials for synthetic rubbers, plastics and other chemical industrial products;
 - (3) Optical electronics devices, information equipment, physical-chemical instruments, medical equipment, power generation and storage devices and parts, components and materials of all items of foregoing;
 - (4) Materials for civil engineering, housing, and packaging;
 - (5) Materials, equipment and other products for environment improvement, health and safety;
 - (6) Audio and visual disks and software;
 - (7) Foodstuffs and medical products;
2. Licensing, technical assistance, research and consulting for the businesses listed in the paragraph 1 above;
3. Design, manufacture and sale of facilities and machinery for chemical industry and design, implementation and management of civil engineering works;
4. Warehousing, cargo transportation via trucking, maintenance of vehicles;
5. Data processing services;
6. Sale, purchase and lease of real estate;
7. Financing and leasing;
8. Casualty insurance agency and life insurance solicitation
9. Sale of office goods, appliances and daily miscellaneous goods;
10. All other business activities incidental to the foregoing.

(Location of Head Office)

Article 3.

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

(Organizations)

Article 4.

The Company, in addition to the General Meeting of Shareholders and the Directors, shall establish the following bodies:

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

(Method of Public Notice)

Article 5.

Public Notice of the Company shall be given through electronic public notices. In the event that, due to accidents or for unavoidable reasons, electronic public notices cannot be given, public notices will be given in the Nihon Keizai Shinbun.

CHAPTER II SHARES

(Total Number of Shares Authorized to be Issued by the Company)

Article 6.

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The total number of shares authorized to be issued by the Company shall be 696,061,000 shares.

(Purchase of Its Own Shares)

Article 7.

The Company may acquire treasury shares from stock exchange market etc upon resolution of the Board of Directors, in accordance with Paragraph 2 of Article 165 of the Corporation Law.

(Amount of Unit Shares)

Article 8.

The Unit Shares of the Company shall be one hundred (100) shares.

(Rights of Fractional Unit Shares)

Article 9.

Shareholders of the Company may not exercise any other rights than those stated below, in regard to fractional unit shares.

- (1) The rights stipulated in each of the items of Paragraph 2 of Article 189 of the Corporation Law;
- (2) The rights to claim as stipulated in Paragraph 1 of Article 166 of the Corporation Law;
- (3) The right to receive the allotment of offered shares and stock acquisition rights proportionate to the number of shares held by the respective shareholder;

(Rules for Handling Shares)

Article 10.

Procedures for exercising the rights of the shareholders and other procedures for handling shares of the Company and fees thereof shall be, other than those provided for by laws and ordinances, or by these Articles of Incorporation, set forth in the Rules for Handling Shares established by the Board of Directors.

(Shareholder Register Administrator)

Article 11.

The Company shall have a shareholder register administrator.

2. The shareholder register administrator and its business office shall be determined by the resolution of the Board of Directors and shall be announced by public notice.
3. The preparation and maintenance of the shareholder register of the Company and the register for stock acquisition rights and other affairs in connection with such registers shall be entrusted to the shareholder register administrator and shall not be handled by the Company.

CHAPTER III GENERAL MEETING OF SHAREHOLDERS

(Convocation)

Article 12.

The ordinary general meeting of shareholders of the Company shall be convened in June every year and an extraordinary general meeting of shareholders shall be convened from time to time whenever necessary.

2. The general meeting of shareholders shall be convened by the President of the Company in accordance with the resolution of the Board of Directors unless otherwise provided for by laws or ordinances. In the event that the President is unable to convene the general meeting of shareholders, the other director in accordance with the order set out by the Board of Directors in advance shall convene the meeting.
3. The general meeting of shareholders shall be convened in the Tokyo metropolitan area (*Tokyo toku-nai*).

(Record Date for the Ordinary General Meeting of Shareholders)

Article 13.

The record date for the voting rights to be exercised at the ordinary general meeting of shareholders shall be March 31 of every year.

(Chairperson)

Article 14.

The President of the Company shall be the chairperson of the general meeting of shareholders. In the event that the President is unable to chair the general meeting of shareholders, the other director in accordance with the order set out by the Board of Directors in advance shall chair the meeting.

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(Disclosure of Shareholders' General Meeting Reference Materials etc. via Internet)

Article 15.

When convening the general meeting of shareholders, the Company shall be deemed to have provided reference materials for the general meeting of shareholders, business reports, accounting documents and the consolidated statement of accounts, if it discloses information to be stated or indicated in those documents, on the Internet in accordance with the Ordinance of the Ministry of Justice.

(Resolution)

Article 16.

Except for the cases where laws or ordinances or the Articles of Incorporation provide otherwise, all resolutions of general meetings of shareholders shall be adopted by an affirmative vote of a majority of votes of the shareholders who are present and capable of exercising voting rights.

2. The resolution stipulated in Paragraph 2 of Article 309 of the Corporation Law shall be adopted by an affirmative vote of two-thirds (2/3) or more of the shareholders present at a meeting who hold one-third (1/3) or more of the total number of voting rights of the shareholders capable of exercising voting rights.

(Exercise of Voting Rights by Proxy)

Article 17.

A shareholder may exercise voting rights by authorizing one proxy who is a shareholder of the Company with voting rights.

2. The shareholder or proxy must submit to the Company a written certificate of proxy at every general meeting of shareholders.

CHAPTER IV DIRECTORS AND BOARD OF DIRECTORS

(Number of Directors)

Article 18.

The Company shall have twelve (12) or less Directors.

(Resolution for Election)

Article 19.

Directors shall be elected at a general meeting of shareholders by an affirmative vote of a majority of the shareholders present at the meeting who hold one-third (1/3) or more of the total number of voting rights of shareholders capable of exercising voting rights.

2. Cumulative voting shall not be used for the election of Directors.

(Term of Office)

Article 20.

The term of office of each Director shall expire at the conclusion of the ordinary general meeting of shareholders convened concerning the final fiscal year that ends prior to the first anniversary of his/her being appointed to office.

2. Notwithstanding the foregoing, the term of office of any Director elected to fill a vacancy or due to an increase in number shall be the same as the term of office of the other existing Directors.

(Representative Directors and other Directors with Special Assignments)

Article 21.

The Board of Directors shall appoint by its resolution one (1) or more Representative Director(s). Representative Director(s) shall represent the Company and execute affairs of the Company in accordance with the resolution of the Board of Directors.

2. The Board of Directors shall appoint by its resolution the President and may appoint one (1) Chairperson of the Board of Directors and one or more Vice President(s), Senior Managing Director(s) and Managing Director(s).

(The Person who Convenes and Chairs Meeting of the Board of Directors and the Notice of Convocation)

Article 22.

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The Chairperson shall convene and chair a meeting of the Board of Directors. In the event that the Chairperson is unable to convene and/or chair the meeting of the Board of Directors or that the Company does not have the Chairperson, the President shall assume the responsibility of the Chairperson to convene and/or chair the meeting. In the event that the President is unable to convene and/or chair the meeting of the Board of Directors, the designated Director in accordance with the order set forth by the Board of Directors in advance shall assume the responsibility to convene and/or chair the meeting.

2. Notice of any meetings of the Board of Directors shall be given to each of the Directors and Corporate Auditors not less than five (5) days prior to the date of the meeting: provided, however, in the inevitable event of emergency such period may be shortened.

(Resolution at the Board of Directors Meeting)

Article 23.

All of the resolutions at a meeting of the Board of Directors shall be adopted by an affirmative vote of a majority of votes of the directors present who represent a majority of all of the directors capable of participating in voting.

2. The Company may be deemed, when having satisfied the conditions stipulated under Article 370 of the Corporation Law, to have passed a resolution at a meeting of the Board of Directors.

(Regulations of Board of Directors)

Article 24.

Matters relating to the Board of Directors shall be interpreted and/or performed in accordance with the rules, in addition to those stipulated by laws or by the Articles of Incorporation, under the Regulations of the Board of Directors set forth by the Board of Directors.

(Advisor to the Board of Directors)

Article 25.

The Company may elect, upon resolution of the Board of Directors, one or more Advisor(s) to the Board of Directors.

CHAPTER V CORPORATE AUDITORS AND THE BOARD OF CORPORATE AUDITORS

(Number of Corporate Auditors)

Article 26.

The Company shall have five (5) or less Corporate Auditors.

(Resolution for Election)

Article 27.

Corporate Auditors shall be elected at a general meeting of shareholders by an affirmative vote of a majority of the shareholders present at the meeting, who hold one-third (1/3) or more of the shareholders capable of exercising voting rights.

(Full-time Corporate Auditors)

Article 28.

The Board of Corporate Auditors shall appoint by its resolution one or more full-time Corporate Auditors.

(Term of Office)

Article 29.

The term of office of each Corporate Auditor shall expire at the conclusion of the ordinary general meeting of shareholders convened concerning the final fiscal year that ends prior to the fourth anniversary of his/her being appointed to office.

2. Notwithstanding the foregoing, the term of office of any Corporate Auditor elected to fill a vacancy of a Corporate Auditor resigning before expiration of term of office, shall be the same as the term of office of the resigning Corporate Auditor.

(Notice of Convocation)

Article 30.

Notice of a meeting of Board of Corporate Auditors shall be given to each of the Corporate Auditors not less than five (5) days prior to the date of the meeting; provided, however, in the inevitable event of emergency, such period may be shortened.

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(Resolution of the Board of Corporate Auditors)

Article 31

Except for the case where the laws and ordinances stipulate otherwise, the resolution at a meeting of the Board of Corporate Auditors shall be adopted by an affirmative vote of majority of the Corporate Auditors.

(Regulations of Corporate Auditors)

Article 32.

Matters relating to the Board of Corporate Auditors shall be interpreted and/or performed in accordance with, in addition to those stipulated by laws or by the Articles of Incorporation, the rules under the Regulations of the Board of Corporate Auditors set forth by the Board of Corporate Auditors.

CHAPTER VI ACCOUNTS

(Fiscal Year)

Article 33.

The fiscal year of the Company shall be one year commencing on the 1st day of April of every year and ending on the 31st day of March of the following year.

(Record Date for Distribution of Surplus)

Article 34.

The record date for year-end dividends of the Company shall be the 31st day of March every year.

(Interim Dividends)

Article 35.

The Company may, upon resolution of the Board of Directors, pay out interim dividends with the 30th day of September being the record date each year.

(Limitation for Dividends)

Article 36.

In cases where dividends are in cash, and such cash remains unclaimed for a period of three (3) years after the commencement date of payment, the Company shall be released from its obligations to make such payment.

【Dates when amendments were made】

June 1, 1958	partial amendment	June 19, 1994	partial amendment
May 29, 1962	ditto	June 27, 1997	ditto
May 28, 1963	ditto	June 26, 1998	ditto
May 27, 1964	ditto	June 29, 2000	ditto
May 25, 1965	ditto	October 1, 2001	ditto
May 28, 1968	ditto	June 27, 2002	ditto
November 27, 1968	ditto	June 27, 2003	ditto
May 27, 1969	ditto	December 8, 2003	ditto
May 27, 1970	ditto	June 18, 2004	ditto
November 30, 1970	ditto	June 17, 2005	ditto
May 26, 1971	ditto	June 16, 2006	ditto
November 30, 1972	ditto	June 16, 2009	ditto
May 28, 1975	ditto	June 18, 2010	ditto
June 27, 1980	ditto		
October 1, 1982	ditto		
June 28, 1985	ditto		
June 29, 1988	ditto		
June 29, 1989	ditto		
June 27, 1991	ditto		