

Notice Concerning Partial Amendments to the Articles of Incorporation

Nikon Corporation (the “Company”) hereby announces that it has resolved at the Board of Directors’ meeting held on May 20, 2022, to propose the partial amendments to the Articles of Incorporation at the 158th Annual General Shareholders’ Meeting to be held on June 29, 2022.

1. Reasons for the Amendments

- (1) The “Act Partially Amending the Act on Strengthening Industrial Competitiveness and Other Related Acts” (Act No. 70 of 2021) came into effect on June 16, 2021, allowing a listed company to provide in its Articles of Incorporation to the effect that a general shareholders’ meeting without a designated location for the meeting (so-called “virtual-only shareholders’ meeting”) may be held as long as the company obtains confirmation from the Minister of Economy, Trade and Industry and the Minister of Justice. The Company believes that virtual-only shareholders’ meetings will make it easier for many shareholders, including those living in distant locations, to attend the meeting, as well as mitigate the risks of spreading infectious diseases such as COVID-19. Accordingly, the Company proposes to establish a new provision under Article 13, Paragraph 2 of the Articles of Incorporation to enable the holding of a general shareholders’ meeting without a designated location for the meeting as an option for the format of holding shareholders’ meetings. In submitting this proposal, the Company has obtained confirmation from the Minister of Economy, Trade and Industry and the Minister of Justice pursuant to Article 66, Paragraph 1 of the Act on Strengthening Industrial Competitiveness (Act No.98 of 2013).
- (2) The amended provisions stipulated in the proviso to Article 1 of the supplementary provisions of the “Act Partially Amending the Companies Act” (Act No. 70 of 2019) will come into effect on September 1, 2022. To prepare for the implementation of a system for electronic provision of materials for general shareholders’ meetings, the Articles of Incorporation of the Company shall be amended as follows.
 - 1) The proposed Article 16, Paragraph 1 provides that information contained in the reference materials for the general shareholders’ meeting, etc. shall be provided electronically.
 - 2) The purpose of the proposed Article 16, Paragraph 2 is to establish a provision to limit the scope of matters to be included in the paper copy to be sent to shareholders who have requested it.
 - 3) The provision related to disclosure of reference materials for the general shareholders’ meetings using the Internet and deemed provision thereof (Article 16 of the current Articles of Incorporation) will become unnecessary and will therefore be deleted.
 - 4) In line with the above establishment and deletion of the provisions, supplementary provisions related to the effective date, etc. shall be established.
- (3) Considering that the position of Chairman of the Board has been vacant and the provision regarding Chairman of the Board is a discretionary one, the Company proposes its deletion from the Articles of Incorporation.

2. Details of the Amendments

The details of the amendments are described in the Appendix.

3. Schedule

Scheduled date of the Annual General Shareholders’ Meeting to amend the Articles of Incorporation: June 29, 2022

Scheduled effective date of the amendments to the Articles of Incorporation: June 29, 2022

(Amendments are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p>Article 1 – Article 12 (Omitted) (Convocation) Article 13 (Omitted) (New)</p> <p>Article 14 – Article 15 (Omitted) <u>(Disclosure of Reference Materials for the General Shareholders’ Meetings Using the Internet and Deemed Provision Thereof)</u> <u>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.</u> (New)</p> <p>Article 17 – Article 22 (Omitted) <u>(Representative Directors and Directors with Executive Power)</u> <u>Article 23 The Board of Directors may elect one (1) Chairman of the Board from among Directors who are not Audit and Supervisory Committee Members when necessary by resolution.</u> 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.</p> <p>Article 24 – Article 34 (Omitted)</p>	<p>Article 1 – Article 12 (Unchanged) (Convocation) Article 13 (Unchanged) 2. <u>The Company may hold a General Shareholders’ Meeting without a designated location for the meeting.</u></p> <p>Article 14 – Article 15 (Unchanged) (Deleted)</p> <p><u>(Measures for Electronic Provision, etc.)</u> <u>Article 16 When convening the General Shareholders’ Meeting, the Company shall provide information contained in reference materials for the General Shareholders’ Meeting, etc. electronically.</u> 2. <u>Among the matters to be provided electronically, the Company may choose not to include all or part of the matters stipulated in the Ministry of Justice Ordinance in the paper copy to be sent to shareholders who have requested it by the record date for voting rights.</u></p> <p>Article 17 – Article 22 (Unchanged) (Representative Directors) (Deleted)</p> <p><u>Article 23 Representative Directors shall be elected by resolution of the Board of Directors.</u> 2. Representative Directors shall carry out the business of the Company in accordance with the resolutions of the Board of Directors.</p> <p>Article 24 – Article 34 (Unchanged)</p>

Current Articles of Incorporation	Proposed Amendments
<p style="text-align: center;">Supplementary Provisions</p> <p>(Transitional Measures concerning Limitation of Liability of Corporate Auditors) The Company may, by resolution of the Board of Directors, limit the liability of Corporate Auditors, who are Corporate Auditors (including former Corporate Auditors) prior to the conclusion of the 152nd General Shareholders' Meeting to be held in June 2016, as stipulated by Article 423, Paragraph 1 of the Companies Act to the extent permitted by law.</p> <p style="text-align: center;">(New)</p>	<p style="text-align: center;">Supplementary Provisions</p> <p>(Transitional Measures concerning Limitation of Liability of Corporate Auditors) <u>Article 1</u> The Company may, by resolution of the Board of Directors, limit the liability of Corporate Auditors, who are Corporate Auditors (including former Corporate Auditors) prior to the conclusion of the 152nd General Shareholders' Meeting to be held in June 2016, as stipulated by Article 423, Paragraph 1 of the Companies Act to the extent permitted by law.</p> <p>(Transitional Measures concerning Measures for Electronic Provision, etc.) <u>Article 2</u> <u>The deletion of Article 16 of the Articles of Incorporation before amendment (Disclosure of Reference Materials for the General Shareholders' Meetings Using the Internet and Deemed Provision Thereof) and the establishment of Article 16 of the Articles of Incorporation after amendment (Measures for Electronic Provision, etc.) shall come into effect on September 1, 2022.</u></p> <p><u>2. Notwithstanding the provisions of the preceding paragraph, Article 16 of the Articles of Incorporation before amendment shall remain in force with respect to a General Shareholders' Meeting to be held on or before the last day of February 2023.</u></p> <p><u>3. This Article shall be deleted on March 1, 2023 or after the lapse of three (3) months from the date of the General Shareholders' Meeting set forth in the preceding paragraph, whichever is later.</u></p>
<p style="text-align: center;">(New)</p>	
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