

ARTICLES OF INCORPORATION

CHAPTER I GENERAL PROVISIONS

Article 1 Trade Name

The name of the Company shall be Tokyo Electron Kabushiki Kaisha, which shall be expressed in English as Tokyo Electron Limited.

Article 2 Objectives

The objects of the Company are to engage in the following business activities:

1. To manufacture, purchase and sell electronics products and parts, materials and appurtenances thereof;
2. To purchase and sell transportation related appliances and parts and materials thereof;
3. To manufacture, purchase and sell physical and chemical appliances and parts, materials and appurtenances thereof;
4. To make research, development and consulting with respect to electronics products, transportation related appliances, physical and chemical appliances and parts, materials and appurtenances thereof;
5. To acquire, transfer patent and other intellectual property right and to act as an agent in connection therewith;
6. To engage in any other business related to the foregoing items.

Article 3 Location of Head Office

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

Article 4 Organizations

In addition to the General Meeting of Shareholders and directors, the Company shall create the following organizations.

1. Board of Directors
2. Audit & Supervisory Board Members
3. Audit & Supervisory Board
4. Accounting Auditors

Article 5 Method of Public Notice

The public notices of the Company shall be made by electronic notice. If, however, electronic notice is not possible because of accident or other unavoidable circumstances, notice shall be made by publication in the Nihon Keizai Shimbun.

CHAPTER II SHARES

Article 6 Total Number of Authorized Shares

The total number of shares the Company is authorized to issue shall be four billion five hundred million (4,500,000,000) shares.

Article 7 Number of Shares Constituting One Unit

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

Article 8 Share Handling Regulations

Procedures and fees concerning the Company's shares shall be determined by applicable law, the Articles of Incorporation, and share handling regulations that the Board of Directors prescribes.

Article 9 Transfer Agent

The Company shall appoint a transfer agent.

2. The transfer agent and its place of business shall be designated by a resolution of the Board of Directors and public notice thereof shall be given.
3. Preparation and maintenance of the register of shareholders and the register of new share warrants of the Company and other procedures concerning the register of shareholders and the register of new share warrants shall be entrusted to the transfer agent, and the Company shall not handle these matters.

Article 10 Record Date

The Company shall deem that shareholders listed or recorded in the register of shareholders, as of the last day of each business year are entitled to exercise their rights at the Ordinary General Meeting of Shareholders of that business year.

2. Unless otherwise provided by these Articles of Incorporation, whenever necessary, by giving public notice in advance, the Board of Directors shall resolve that shareholders or registered share pledgees listed or recorded in the register of shareholders, as of the close of the specific date are shareholders or registered share pledgees able to exercise their rights.

CHAPTER III GENERAL MEETING OF SHAREHOLDERS

Article 11 Convening of General Meeting of Shareholders, etc.

The Ordinary General Meeting of Shareholders of the Company shall be convened within three months of the close of each business year and Extraordinary General Meetings of Shareholders shall be convened whenever necessary.

2. Unless otherwise provided by laws and regulations, the General Meeting of Shareholders shall be convened by the director of the Company designated by the Board of Directors in advance by resolution.

3. In the event that the designated director is unable to convene the General Meeting of Shareholders, another director shall act in his place in accordance with the order of priority predetermined by the Board of Directors.

Article 12 Chairman of General Meeting of Shareholders

The director of the Company designated by the Board of Directors in advance shall serve as chairman of the General Meeting of Shareholders.

2. In the event that the designated director is unable to act as chairman, another director shall act in his place in accordance with the order of priority predetermined by the Board of Directors.

Article 13 Measures for Electronic Provision, etc.

When convening General Meetings of Shareholders, the Company will take measures to provide information contained in reference documents, etc. for General Meetings of Shareholders electronically.

2. The Company is permitted to not describe, in whole or in part, the matters to be provided by taking electronic provision measures, as stipulated in Ministry of Justice ordinances, in documents to be delivered to shareholders who requested delivery of said documents by the record date of voting rights.

Article 14 Manner for Adopting Resolutions

Unless otherwise provided by laws and regulations or these Articles of Incorporation, resolutions of the General Meeting of Shareholders shall be adopted by a majority vote of the shareholders present and entitled to vote.

2. A special resolution set forth in Article 309 of the Companies Act shall be adopted by two-thirds or more of the votes of the shareholders present and entitled to vote who hold one-third or more of the voting rights of all the shareholders.

Article 15 Voting by Proxy

A shareholder or his legal representative may exercise his voting right by proxy who shall be a shareholder of the Company having voting right. Provided, however, that the shareholder or the proxy shall present to the Company a document evidencing his proxy.

Article 16 Minutes

The substance of the proceedings at the General Meeting of Shareholders, the results thereof, and other matters required by laws and regulations shall be recorded in the minutes of the meeting, and shall be preserved for ten (10) years at the head office, and preserved in the copy thereof for five (5) years at the branch offices.

CHAPTER IV DIRECTORS AND BOARD OF DIRECTORS

Article 17 Number of Directors

The Directors of the Company shall be not more than eighteen (18) in number.

Article 18 Election of Directors

The directors shall be elected by a resolution of the General Meeting of Shareholders. For the election of the directors, shareholders entitled to vote and having one-third or more of the voting rights of all the shareholders shall be present at the meeting.

2. For the election of directors provided in the preceding paragraph, no cumulative voting shall be adopted.

Article 19 Term of Office of Directors

The term of office of a director shall expire upon conclusion of the Ordinary General Meeting of Shareholders to be convened with respect to the latest business year falling within one (1) year following his election.

2. The term of office of a director elected to fill a vacancy or to meet an increase in the number of directors shall be the same as the remaining term of office of the other directors currently in office

Article 20 Representative Director(s) and Directors Assigned Certain Duties

The Board of Directors may by resolution elect Representative Directors, a Chairman, a President, and other Directors Assigned Certain Duties from among its members

Article 21 Convening of the Meeting of the Board of Directors and Chairman thereof

Unless otherwise provided by laws and regulations, meetings of the Board of Directors shall be convened by the director of the Company designated by the Board of Directors in advance, who shall serve as chairman thereof. In the event that the designated director is unable to act as chairman, another director shall act in his place in accordance with the order of priority predetermined by the Board of Directors. Notice of the meeting of the Board of Directors shall be dispatched no later than seven (7) days prior to the date set for such meeting, provided, however, that the said period may be shortened in case of urgent necessity.

2. The meeting of the Board of Directors may be convened by consent of all the directors and Audit & Supervisory Board Members without following the procedures for convening thereof.

Article 22 Manner for Adopting Resolutions of the Board of Directors

Resolutions of the Board of Directors shall be adopted by a majority vote of the directors present and entitled to vote on the resolution in question, who shall constitute a majority of the total number of directors.

2. When the conditions set forth in Article 370 of the Companies Act are met, the Company shall be considered to have adopted a Board of Directors resolution concerning the matter expressed in the resolution.

Article 23 Director Remuneration, etc.

Director remuneration, bonuses, and other financial benefits received from the Company for services shall be determined by a resolution of the General Meeting of Shareholders.

Article 24 Liability-Limiting Contracts with Directors

In accordance with the provisions of Article 427, Paragraph 1, of the Companies Act, the Company may, within the limits stipulated by laws and regulations, conclude contracts with directors (excluding Executive Directors, etc.) exempting those directors, in the absence of intentional conduct or gross negligence, from the liability provided for in Article 423, Paragraph 1, of the Companies Act.

*CHAPTER V AUDIT & SUPERVISORY BOARD MEMBERS
AND AUDIT & SUPERVISORY BOARD*

Article 25 Number of Audit & Supervisory Board Members

The Audit & Supervisory Board Members of the Company shall not be more than five (5) in number.

Article 26 Election of Audit & Supervisory Board Members

Audit & Supervisory Board Members shall be elected by a resolution of the General Meeting of Shareholders. For the election of Audit & Supervisory Board Members, shareholders entitled to vote and having one-third or more of the voting rights of all the shareholders shall be present at the Meeting.

Article 27 Term of Office of Audit & Supervisory Board Members

The term of office of an Audit & Supervisory Board Member shall expire upon conclusion of the Ordinary General Meeting of Shareholders to be convened with respect to the last business year falling within four (4) years following his election.

2. The term of office of an Audit & Supervisory Board Member elected to fill vacancy shall be the same as the remaining term of office of the predecessor.

Article 28 Full-time Audit & Supervisory Board Members

Audit & Supervisory Board shall by resolution elect one or more full-time Audit & Supervisory Board Members from among its members.

Article 29 Convening of the Meeting of the Audit & Supervisory Board

The Meeting of the Audit & Supervisory Board shall be convened by each Audit & Supervisory Board Member. Notice of the Meeting of the Audit & Supervisory Board shall be dispatched no later than seven (7) days prior to the date set for such Meeting. Provided, however, that the said period may be shortened in case of urgent necessity.

2. The meeting of the Audit & Supervisory Board may be convened by consent of all the Audit & Supervisory Board Members without following the procedures for convening thereof.

Article 30 Manner for Adopting Resolutions of the Audit & Supervisory Board

Unless otherwise provided by laws and regulations, a resolution of the Audit & Supervisory Board shall be adopted by a majority vote of the Audit & Supervisory Board Members.

Article 31 Audit & Supervisory Board Member Remuneration, etc

Audit & Supervisory Board Member remuneration and other financial benefits received from the Company for services shall be determined by a resolution of the General Meeting of Shareholders.

Article 32 Liability-Limiting Contracts with Audit & Supervisory Board Members

In accordance with the provisions of Article 427, Paragraph 1, of the Companies Act, the Company may, within the limits stipulated by laws and regulations, conclude contracts with Audit & Supervisory Board Members exempting those Audit & Supervisory Board Members, in the absence of intentional conduct or gross negligence, from the liability provided for in Article 423, Paragraph 1, of the Companies Act.

CHAPTER VI Accounting Auditors

Article 33 Election of Accounting Auditors

Accounting auditors shall be elected by a resolution of the General Meeting of Shareholders.

Article 34 Term of Office of Auditors

The term of office of accounting auditors shall expire upon conclusion of the Ordinary General Meeting of Shareholders to be convened with respect to the latest business year falling within one (1) year following their election.

2. In the absence of a particular resolution adopted by the Ordinary General Meeting of Shareholders specified in the preceding paragraph, accounting auditors shall be deemed to be reappointed at the Ordinary General Meeting of Shareholders in question.

CHAPTER VII ACCOUNTS

Article 35 Business Year

The business year of the Company shall commence on April 1 each year and end on March 31 of the following year.

Article 36 Distribution of Surplus Earnings

Except as otherwise provided by laws and regulations, the Company may, by a resolution of the Board of Directors, decide the matters listed in each item of Article 459, Paragraph 1, of the Companies Act.

Article 37 Date of Record for Distribution of Surplus Earnings

The date of record for year-end dividends shall be March 31 of each year.

2. The date of record for interim dividends shall be September 31 of each year.
3. The Company may determine dates of record and pay dividends of surplus earnings other than those specified in the preceding two paragraphs.

Article 38 Statute of Limitations

If dividend assets are pecuniary and payments are not received within a full three (3) year period beginning from the date of commencement of payment, the Company shall be relieved of the liability to make the payments.