

ARTICLES OF INCORPORATION OF AIDA ENGINEERING, LTD.

Chapter I GENERAL PROVISIONS

Article 1. Name of the Company

The name of the company shall be Aida Engineering Kabushiki Kaisha and AIDA ENGINEERING, LTD. in English.

Article 2. Corporate Objectives

The Company's objectives shall be to engage in the following businesses:

- (1) Manufacture, sale, repair and lease of forging and press machines, metal processing machines, and their auxiliary automatic equipment;
- (2) Manufacture, sale, repair and lease of plastic, wood and ceramic processing machines, and their auxiliary automatic equipment;
- (3) Manufacture, sale, repair and lease of industrial robots;
- (4) Manufacture, sale, and repair of tooling dies;
- (5) Sale of press processed products;
- (6) Manufacture, sale, repair and lease of automatic control systems and devices;
- (7) Manufacture, sale, repair and lease of hydraulic equipment;
- (8) Processing and sale of steel products;
- (9) Financial services;
- (10) Worker dispatch service;
- (11) Manufacture and sale of certain products for biotechnological research using plastics, ceramics, glass, aluminum, stainless steel and nickel-chromium alloy as base materials; and
- (12) Any and all businesses relating to or incidental to any of the foregoing items.

Article 3. Location of Head Office

The head office of the company shall be in Sagamihara-shi, Kanagawa-ken.

Article 4. Organs

The Company shall set up, in addition to the shareholders' meetings and directors, the following organs.

- (1) Board of directors
- (2) Auditors
- (3) Board of auditors
- (4) Accounting auditors

Article 5. Method of Providing Public Notices

The method for public notices of the Company shall be electronic; provided, however, that such notices shall be given by publication in *the Nihon Keizai Shinbun* in cases where electronic public notice is not available due to accidents or unavoidable circumstances.

Chapter II SHARES

Article 6. Total Number of Authorized Shares

The total number of authorized shares of the Company shall be one hundred eighty-eight million one hundred forty-nine thousand (188,149,000) shares.

Article 7. Number of Shares Constituting One Unit

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

Article 8. Rights Pertaining to Less-than-one-unit Shares

Any shareholder of the Company shall not exercise any right pertaining to such shareholder's shares that constitute less than one unit shares, except the following rights;

- (1) Rights set forth in Paragraph 2 of Article 189 of the Corporation Law;
- (2) Right to submit a request pursuant to the provisions of Paragraph 1 of Article 166 of the Corporation Law;
- (3) Right to be allotted shares for subscription or stock acquisition rights for subscription in proportion to the number of shares owned by the shareholder; and
- (4) Right to submit a request pursuant to the following Article.

Article 9. Further Purchasing by Shareholders of Less-than-one-unit Shares

Any shareholder of the Company may request the Company to sell them the exact number of shares that would constitute one unit of shares, together with the less-than-one-unit shares owned by the shareholder, in compliance with the *Rules for Handling Shares*.

Article 10. Rules for Handling Shares

The Company's *Rules for Handling Shares* prescribed by the board of directors, as well as the law and these Articles of Incorporation, shall govern the handling of the Company's shares and relevant fees.

Article 11. Administrator of Shareholder Registry

1. The Company shall appoint an administrator of shareholder registry.
2. Said administrator of shareholder registry and the place of handling of the shares shall be determined by a resolution of the board of directors and public notice thereof shall be made.
3. The preparation and storage of the Register of Shareholders and the register of stock acquisition rights of the Company and other procedures relating to the shares shall be delegated to the administrator of shareholder registry and shall not be handled by the Company.

Article 12. Purchase by the Company of Its Own Shares

The Company may, by a resolution of the board of directors, acquire its shares through market transactions, etc., set forth in Paragraph 1 of Article 165 of the Corporation Law, pursuant to the provisions of Paragraph 2 of the same article of the said law.

Chapter III

GENERAL MEETINGS OF SHAREHOLDERS

Article 13. Convocation of General Meetings of Shareholders

1. An ordinary general meeting of shareholders shall be convened within three (3) months after the 1st day of April of each year.
2. Extraordinary general meetings of shareholders shall be convened when necessary.

Article 14. Record Date of an Ordinary General Meeting of Shareholders

The record date of voting rights at an ordinary general meeting of shareholders shall be 31st day of March of each year.

Article 15. Person with Right to Convene and Chairman

1. General meetings of shareholders shall be convened by the president and the president shall act as chairman.
2. Should the president and director be unable to act, one of the other directors, in accordance with the order of precedence previously determined by the board of directors, shall convene the general meeting of shareholders and shall act as chairman.

Article 16. Disclosure of Reference Materials for a General Meeting of Shareholders on the Internet

In convening a general meeting of shareholders, the Company may disclose information that shall be available in the reference materials for a general meeting of shareholders, business reports, financial statements, and consolidated financial statements on the Internet in compliance with requirements stipulated by the Ordinance of the Ministry of Justice.

Article 17. Method of Adopting Resolution

1. Unless otherwise provided by law, ordinances, or these Articles of Incorporation, all resolutions of the general meetings of shareholders shall be adopted by a majority of the voting rights of the shareholders present at the meeting that are entitled to exercise their voting rights.
2. A resolution set forth in Paragraph 2 of Article 309 of the Corporation Law shall be adopted at the general meeting of shareholders by not less than two-thirds (2/3) of the voting rights of the shareholders present at the meeting where the shareholders holding not less than one-third (1/3) of such voting rights of the shareholders that are entitled to exercise their voting rights are present.

Article 18. Proxy Vote

Shareholders may exercise their voting rights by one (1) proxy, provided, however, that said proxy shall be a shareholder of the Company having voting rights. Said proxy shall submit a power of attorney to the Company evidencing the proxy designated at each meeting of shareholders at which a proxy vote is to be exercised.

Article 19. Minutes

Minutes of the general meeting of shareholders shall be prepared in writing or electromagnetic record in accordance with the provisions of laws and regulations.

Chapter IV

DIRECTORS AND BOARD OF DIRECTORS

Article 20. Number

The number of directors of the Company shall not be less than three (3) and not exceed eleven (11).

Article 21. Election

1. Directors shall be elected at a general meeting of shareholders.
2. A resolution to elect directors shall be adopted by a majority of the voting rights of the shareholders present at a general meeting of shareholders where the shareholders holding not less than one-third (1/3) of the voting rights of the shareholders that are entitled to exercise said voting rights are present.
3. No cumulative voting shall be used for the election of directors.

Article 22. Term of Office

1. The term of office of directors shall expire at the conclusion of the ordinary general meeting of shareholders for the last fiscal year ending within one (1) year after their election.
2. The term of office of any director elected as an additional director or to fill a vacancy shall expire when the term of office of incumbent directors would have expired.

Article 23. Board of Directors

The board of directors is composed of all directors and shall determine basic matters concerning execution of the Company's business in addition to matters provided for by laws and regulations and these Articles of Incorporation.

Article 24. Notice of Convocation of Board of Directors

1. Notice of convening a meeting of the board of directors shall be given to all directors and auditors of the Company no later than three (3) days prior to the date set forth for said meeting, provided, however, that when an urgent need arises, this period may be shortened.
2. With the consent of all directors and auditors, a meeting of the board of directors may be convened without complying with the meeting procedures.

Article 25. Method of Resolution of Board of Directors, etc.

1. Resolutions of the board of directors shall be adopted by an affirmative vote of a majority of the directors present that shall constitute a majority of all directors who are then in office and entitled to participate in the voting.
2. A resolution of the board of directors is deemed to have been adopted in the case when all directors (limited to those who are entitled to participate in the voting relating to the resolution matter) have expressed their consent in writing or electromagnetic record, unless auditors expressed an objection to such resolution.

Article 26. Rules for Board of Directors

Matters concerning the board of directors shall be governed by the Company's Rules for the Board of Directors adopted by resolution of the board of directors.

Article 27. Representative Directors and Executive Directors

1. Representative directors shall be elected by a resolution of the board of directors.
2. The board of directors may designate one (1) chairman of the board of directors; one (1) president and director of the Company; and one (1) or more executive vice presidents; senior executive directors; and executive directors, by a resolution of the board of directors.

Article 28. Remuneration, etc.

The remuneration, bonus, and other compensation for directors received from the Company as remuneration for the execution of their duties (hereinafter referred to as the "Remuneration, etc.") shall be determined by a resolution of a general meeting of shareholders.

Article 29. Exemption of Liabilities of Directors

1. The Company may release the directors (including former directors) from liability for damage as defined in Paragraph 1 of Article 423 of the Corporation Law to the extent permitted by laws and regulations by resolutions of the board of directors pursuant to the provisions of Paragraph 1 of Article 426 of the said law.
2. The Company may execute an agreement with outside directors that limits their liability for damages under Paragraph 1 of Article 423 of the Corporation Law at the aggregate sum of the amount stipulated in each item of Paragraph 1 of Article 425 of the said law, pursuant to the provisions of Paragraph 1 of Article 427 of the said law.

Chapter V

AUDITORS AND BOARD OF AUDITORS

Article 30. Number

The number of auditors of the Company shall not exceed five (5).

Article 31. Election

1. Auditors shall be elected at a general meeting of shareholders.
2. A resolution to elect auditors shall be adopted by a majority of the voting rights of the shareholders present at a general meeting of shareholders where the shareholders holding not less than one-third (1/3) of the voting rights of the shareholders that are entitled to exercise said voting rights are present.

Article 32. Term of Office

1. The term of office of statutory auditors shall expire at the conclusion of the ordinary general meeting of shareholders relating to the last fiscal year ending within four (4) years after their election.
2. The term of office of any auditor elected to fill a vacancy shall expire when the term of office of retiring auditors would have expired.
3. The effective term of the resolution to elect a substitute auditor elected in accordance with Article 329, Paragraph 2 of the Corporation Law shall expire at the conclusion of the ordinary general meeting of shareholders relating to the last fiscal year ending within four (4) years after his/her election.

4. In the event that the substitute auditor specified in the preceding paragraph assumes office as a statutory auditor, his/her term of office shall expire when the term of office of retiring auditors would have expired; provided, however, that the term of office may not exceed the conclusion of the ordinary general meeting of shareholders relating to the last fiscal year ending within four (4) years after his/her election.

Article 33. Board of Auditors

The board of auditors is composed of all auditors and shall determine matters concerning execution of the business of the auditors in addition to matters provided for by law and these Articles of Incorporation, provided that exercise of the auditors' authority is not hindered.

Article 34. Rules for Board of Auditors

Matters concerning the board of auditors shall be governed by the Rules for the Board of Auditors adopted by a resolution of the board of auditors.

Article 35. Statutory Auditors

Board of auditors shall elect, by resolution, one (1) or more statutory auditors from among themselves.

Article 36. Notice of Convocation of Board of Auditors

1. Notice of convening a meeting of the board of auditors shall be given to all auditors of the Company no later than three (3) days prior to the date set forth for said meeting, provided, however, that when urgent this period may be shortened.
2. With the consent of all auditors, a meeting of the board of auditors may be convened without complying with the meeting procedures.

Article 37. Remuneration, etc.

The remuneration, etc. of auditors shall be determined by a resolution of a general meeting of shareholders.

Article 38. Exemption of Liabilities of Auditors

1. The Company may release the auditors (including former auditors) from liability for damages as defined in Paragraph 1 of Article 423 of the Corporation Law to the extent permitted by laws and regulations by resolutions of the board of directors pursuant to the provisions of Paragraph 1 of Article 426 of the said law.
2. The Company may execute an agreement with outside auditors that limits their liability for damages under Paragraph 1 of Article 423 of the Corporation Law at the aggregate sum of the amount stipulated in each item of Paragraph 1 of Article 425 of the said law, pursuant to the provisions of Paragraph 1 of Article 427 of the said law.

Chapter VI ACCOUNTING

Article 39. Fiscal Term

The fiscal term of the Company shall commence with 1st day of April each year and shall end on the 31st day of March of the succeeding year.

Article 40. Distribution of Surplus

1. Distribution of surplus shall be made each year to shareholders appearing in the

latest register of shareholders as of the 31st day of March or to the pledgees of shares recorded as of the same date, by a resolution of a general meeting of shareholders.

2. If distribution of surplus in the preceding paragraph is not received after three (3) full years from the date of commencement of payment thereof, the Company shall be relieved of the obligation from such payment.

Chapter VII TAKE-OVER DEFENSE PLAN

Article 41. Introduction, etc. of Take-Over Defense Plan

1. Introduction, continuance and abolishment of a take-over defense plan may be determined by the resolution of the general meeting of shareholders.
2. Introduction, continuance and abolishment of a take-over defense plan as stated in the preceding paragraph shall mean that, with respect to the purchase of rights such as shares issued by the Company, the Company (i) establishes the procedures to be followed by the persons who make such purchase and the countermeasures, etc. against persons who violate such procedures, (ii) continues to apply such procedures and countermeasures, etc. or (iii) abolishes the same, in order to avoid the situation in which decisions on the Company's financial and business policies are controlled by persons who are inappropriate in light of the basic policy concerning what and how a person controlling decisions on the Company's financial and business policies should be.

Article 42. Organs to Make Decision on Allotment, etc. of Stock Acquisition Rights without Contribution

1. In accordance with the take-over defense plan set forth in the preceding article, the Company may carry out the allotment of stock acquisition rights without contribution and the allotment of stock acquisition rights for subscription, upon resolution of the general meeting of shareholders or resolution of the board of directors delegated by the general meeting of shareholders, as well as resolution of the board of directors.
2. A resolution of the general meeting of shareholders prescribed by the provisions of the preceding paragraph shall be adopted at the general meeting of shareholders by a majority of the voting rights of the shareholders present at the meeting where the shareholders holding not less than one-third (1/3) of the voting rights of the shareholders that are entitled to exercise their voting rights are present.

SUPPLEMENTARY PROVISIONS

Article 1. The preparation and storage of the register of lost share certificates of the Company and other procedures relating to the register of lost share certificates shall be delegated to the administrator of shareholder registry and shall not be handled by the Company.

Article 2. The preceding article and this article shall remain effective until January 5, 2010, and the preceding article and this article shall be deleted upon January 6, 2010.

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