

# News Release

FOR IMMEDIATE RELEASE

## Announcement Concerning Partial Amendment to Articles of Incorporation

TOKYO, Japan, May 25, 2015 – Hitachi High-Technologies Corporation (TOKYO: 8036) has resolved at a Board of Directors held today to propose a partial amendment of its Articles of Incorporation for approval at the 96<sup>th</sup> Ordinary General Shareholders' Meeting scheduled for June 19, 2015. Details of the proposal are as follows.

### 1. Reasons for the Amendments

(1) Under the Act for Partial Revision of the Companies Act (Act No. 90 of 2014) which came into effect on May 1, 2015, the scope of company officers with whom the Company may enter into a liability limitation agreement was changed. The Company may now enter into a liability limitation agreement with directors who are not executive officers. For such directors can fully perform the roles expected of them, the required amendments will be made to Article 23 (Limitation of Liabilities of Directors) of the existing Articles of Incorporation. The Company has already received the approval of each audit committee member regarding the amendments to Article 23 of the existing Articles of Incorporation.

(2) For word sense disambiguation, change the terms of the former Companies Act to those of the amended Act. (Articles 3 and 26 and Chapter 4 of the proposed amendments)

### 2. The Amendments

The amendments to the existing Articles of Incorporation are as follows:

(Underlined sections will be amended.)

Existing Articles of Incorporation	Proposed Amendments
(Company Bodies) Article 3 The Company shall have the following bodies in addition to a shareholders' meeting and appointed directors: 1. Board of directors 2. <u>Committees</u> 3. Financial auditors	(Company Bodies) Article 3 The Company shall have the following bodies in addition to a shareholders' meeting and appointed directors: 1. Board of directors 2. <u>Nominating Committee, etc.</u> <u>(nominating committee, audit committee and compensation committee. Hereinafter referred to as "Nominating Committee, etc.")</u> 3. Financial auditors
Chapter 4. Directors, Board of Directors, and <u>Committees</u>	Chapter 4. Directors, Board of Directors, and <u>Nominating Committee, etc.</u>
(Limitation of Liabilities of Directors) Article 23 By resolution of the board of directors, the	(Limitation of Liabilities of Directors) Article 23 By resolution of the board of directors, the

<p>Company may relieve the directors including ex-directors set forth in Paragraph 1 of Article 423 of the Companies Act from their liabilities to the extent permitted by applicable laws and regulations.</p> <p>The Company may enter into a liability limitation agreement with <u>outside directors</u>, which shall limit the maximum amount of their liabilities set forth in Paragraph 1 of Article 423 of the Companies Act to a sum of the items set forth in Paragraph 1 of Article 425.</p>	<p>Company may relieve the directors including ex-directors set forth in Paragraph 1 of Article 423 of the Companies Act from their liabilities to the extent permitted by applicable laws and regulations.</p> <p><u>Based on Paragraph 1 of Article 427 of the Companies Act</u>, the Company may enter into a liability limitation agreement with <u>directors (excluding those who are executive directors, etc.)</u>, which shall limit the maximum amount of their liabilities set forth in Paragraph 1 of Article 423 of the Companies Act to a sum of the items set forth in Paragraph 1 of Article 425.</p>
<p>(Regulations of <u>committees</u>)</p> <p>Article 26 Matters concerning the <u>committees set forth in item 2 of Article 3 and the preceding article</u> hereof shall be governed by applicable laws and regulations, the Articles of Incorporation of the Company, and regulations established by the board of directors, as well as by regulations laid down by each committee.</p>	<p>(Regulations of <u>Nominating Committee, etc.</u>)</p> <p>Article 26 Matters concerning the <u>Nominating Committee, etc.</u> hereof shall be governed by applicable laws and regulations, the Articles of Incorporation of the Company, and regulations established by the board of directors, as well as by regulations laid down by each committee.</p>

### 3. Schedule

Ordinary General Shareholders' Meeting for approving the proposed amendment to the Articles of Incorporation: June 19, 2015 (Friday)

Effective date of amendment to the Articles of Incorporation: June 19, 2015 (Friday)

#### For further information

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