

[English translation for the sake of convenience. Original written in Japanese language.]

Articles of Association

**Camera and Imaging Products Association
General Incorporated Association**

Chapter I General provisions

Article 1 Name

The name of the General Incorporated Association is Camera and Imaging Products Association (hereinafter referred to as CIPA).

Article 2 Purpose

1. The purpose of CIPA is to facilitate the further growth of our members who are engaged in the development, production or sale of standard film cameras, digital cameras, and related devices, instruments and software (hereinafter collectively referred to as Visual Equipment) by dealing with problems of the industry, such as environmental problems, inadequate compatibility or interoperability between products, and the maintenance of fair market competition, and by promoting research and information exchange. For this purpose, CIPA will carry out the following:
 - (1) Statistical surveys and provision of information concerning the technical development of Visual Equipment and the market for its products
 - (2) Research and provision of information concerning measures to deal with environmental problems related to Visual Equipment
 - (3) Research and provision of information concerning measures related to the safety of the consumers of Visual Equipment
 - (4) Research and provision of information concerning copyright and other intellectual property rights related to Visual Equipment
 - (5) Establishment and diffusion of standards for compatibility or interoperability between Visual Equipment
 - (6) Establishment of rules to ensure fair market competition in the development, production and sale of Visual Equipment
 - (7) Research and provision of information concerning measures to deal with issues related to commerce and trading of Visual Equipment
 - (8) Supply of information to consumers concerning Visual Equipment, for example, by holding exhibitions related to Visual Equipment
 - (9) Scientific research and lectures for the development of photography and the visual imaging culture
 - (10) Other projects that contribute to the purposes of CIPA
2. CIPA shall not distribute any profits or account surpluses from the projects to the members. Profits or surpluses shall be used for the repayment of funds according to the Act on General Incorporated Associations and General Incorporated Foundations (Act No. 48 of 2006: hereinafter referred to as the “General Incorporated Associations/Foundations Act”, or carried forward to the following business year or subsequent years.

Article 3 Office

1. The principal office of CIPA is located in Chiyoda-ku, Tokyo.

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2. CIPA may establish one or more branches at specified locations in Japan or overseas, subject to a resolution of the Board of Directors.

Article 4 Public announcements

1. Public announcements by CIPA shall be issued through electronic advertisements.
2. If, through unavoidable circumstances, public announcements cannot be made through electronic advertisements, they will be placed in a government gazette.

Chapter II Funds

Article 5 Solicitation for funds

CIPA may solicit for persons to underwrite its funds.

Article 6 Contributions towards funds

1. Funds paid by contributors shall be regarded as deposits and shall be repayable to the contributors only in accordance with Article 8.
2. No interest shall be added to a claim for repayment of funds.
3. No contributor of funds shall transfer or mortgage any claim for the repayment of funds to a third party without the consent of the Board of Directors.
4. No contributor of funds shall have voting and other rights related to the management of CIPA.
5. Any contributor of funds may assume a position as a member of CIPA.

Article 7 Rights of contributors

No contributor of funds may claim repayment of funds until the expiration of the period of deferment specified in the fund contribution contract with CIPA.

Article 8 Procedure for the repayment of funds

When a claim for the repayment of funds is submitted by a contributor and approved at a regular general meeting, CIPA shall repay the amount to the contributor according to the related rules established by the Board of Directors.

Chapter III Membership

Article 9 Categories of members

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1. The categories of the membership of CIPA shall be divided into regular members, supporting members and special members. Only the regular members shall constitute the members of CIPA under the General Incorporated Associations/Foundations Act .
2. Each member shall be treated equitably according to their category.

Article 10 Regular members

1. Regular members shall be joint-stock corporations or other corporations (including those established under the law of a foreign country; the same shall apply hereinafter) that agree on the purposes of CIPA and are engaged in the development or production of Visual Equipment in Japan or overseas.
2. Each regular member shall be entitled to one vote regarding respective resolutions at any general meeting.
3. Each regular member has the following rights in addition to the voting right specified in the preceding paragraph and the rights provided for under the General Incorporated Associations/Foundations Act :
 - (1) The right to recommend a person to position of Director according to Article 27
 - (2) The right to appoint a committee member according to Paragraph 1 of Article 38

Article 11 Supporting members

1. Supporting members shall be joint-stock corporations or other corporations that agree on the purposes of CIPA and are engaged in the development, production or sale of the Visual Equipment in Japan or overseas.
2. Each supporting member has the right to appoint a committee member according to Paragraph 1 of Article 38.

Article 12 Special members

1. Special members shall be Japanese or foreign universities, other higher educational institutions, research institutes, researchers, organizations concerned with standardization, or other public benefit or nonprofit organizations (including corporations) that can be considered supportive of the purposes of CIPA.
2. If requested by a committee, special members may offer opinions concerning topics for discussion by attending meetings of the committee or by other means, such as in writing to such committees.

Article 13 Treatment of corporate groups

When a corporation, such as a joint-stock corporation, has a majority of the voting rights in another corporation (hereinafter referred to as the “parent company” and the “subsidiary” respectively), the group consisting of the parent company and the subsidiary (or subsidiaries)

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(hereinafter referred to as the “corporate group”) shall be regarded as a corporation with regard to the exercise of voting rights at general meetings, at committee meetings and at a project council; and nomination to the Board of Directors according to Article 27.

Article 14 Admission

1. Any corporation seeking admission as a regular or supporting member shall submit a written application for admission to the Board of Directors according to the related rules established by the Board of Directors.
2. If the Board of Directors recognizes that a corporation seeking admission satisfies the qualifications specified in Paragraph 1 of Article 10 or Paragraph 1 of Article 11, the Board of Directors shall grant admission to the corporation. The corporation granted admission shall become a regular or supporting member at the beginning of the calendar month following the payment of the admission fee specified in Paragraph 1 of Article 16.
3. The Board of Directors may offer the post of special member to any organization or individual that the Board of Directors recognizes as having the qualifications specified in Paragraph 1 of Article 12. Designation as a special member shall be granted to the organization or individual when the organization or individual accepts the offer.

Article 15 Transfer of membership

1. No member shall transfer membership in CIPA.
2. Notwithstanding the provision of the preceding paragraph, any regular or supporting member may transfer membership to another corporation (whether the parent company or a subsidiary) within its corporate group; provided that the concerned corporation shall satisfy the qualifications specified in Paragraph 1 of Article 10 or Paragraph 1 of Article 11.

Article 16 Admission fees, membership fees, expenses related to activities of the committees and projects, and the Director Member’s special contribution

1. As the admission fee, the regular and supporting members shall pay 200,000 yen and 50,000 yen, respectively, to CIPA according to the related rules established by the Board of Directors. No admission fee shall be charged to the special members.
2. The regular and supporting members shall monthly pay 100,000 yen and 25,000 yen, respectively, as a membership fee to CIPA to cover expenses that are required for the management of CIPA according to the related rules established by the Board of Directors. Corporations that become regular or supporting members during the business year of CIPA shall regularly pay a membership fee from the calendar month following the month in which they become members. No membership fee shall be charged to special members.
3. When a regular or supporting member appoints a committee member according to Paragraph 1 of Article 38, the regular or supporting member shall, in accordance with the

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related rules established by the Board of Directors, pay expenses for the committee's activities to CIPA, which shall use the funds to cover expenses for the activities of one or more working groups in which the committee member participates.

4. When a project member is elected in accordance with Paragraph 1 of Article 40, the regular or supporting members to which the said member is affiliated shall, in accordance with the related rules established by the Board of Directors, pay expenses for the project activities to CIPA, which shall use the funds to cover expenses for the activities of the project in which the member participates.
5. A regular member whose nominee becomes a Director according to Article 27 (hereinafter referred to as the "Director Member") shall pay to CIPA the Director Member's special contribution according to the related rules established by the Board of Directors.

Article 17 Withdrawal and expulsion

1. Any member may withdraw from CIPA at any time by giving 30 days prior notice to the Board of Directors. If a regular or supporting membership has dissolved, or when a special member has dissolved or died, the member shall be deemed to have withdrawn from CIPA upon occurrence of such event.
2. If any of the following occurs, the Representative Directors may, with the approval of the Board of Directors, submit the expulsion of the regular or supporting member for approval at a general meeting:
 - (1) The member fails to pay the membership fee and such failure remains uncured for 90 days after a demand from the Board of Directors.
 - (2) The member has violated Paragraph 2 of Article 18.
 - (3) The member ceases to meet the qualifications specified in Paragraph 1 of Article 10 or Paragraph 1 of Article 11.
3. A resolution at a general meeting on the expulsion of a regular or supporting member requires approval of not less than three-fourths of the total number of votes the regular members are entitled.
4. The Representative Directors may expel a special member at any time with the approval of the Board of Directors.
5. Those who have lost their membership due to withdrawal or expulsion may not claim repayment of the admission fees, member fees, expenses for committee activities or Director Member special contribution that they have already paid to CIPA.
6. The rights and the obligations (including the rights and the obligations related to the standards adopted by the Board of Directors according to Paragraph 2 of Article 31) of those who lost membership due to withdrawal or expulsion shall be subject to the related rules established by the Board of Directors.

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Article 18 Member obligations

1. Each member has an obligation to honestly exercise their voting and other rights according to the category of membership or corporate membership in the management of CIPA to achieve the purposes of CIPA.
2. With regard to CIPA's activities, such as general meetings, board meetings and committee meetings, no member shall commit any act that may restrict or hinder fair and free market competition.

Article 19 Conflicts of interest

When CIPA proposes to enter into transaction, contract or other arrangement, such as the outsourcing of R&D or an investigation, with a regular or supporting member (including other corporations that belong to the same corporate group with such regular or supporting member), CIPA shall obtain the prior approval of the Board of Directors.

Chapter IV General meeting

Article 20 Structure of general meetings

1. General meetings shall consist of regular members.
2. The general meetings in the preceding paragraph shall be the general meeting of members under the General Incorporated Associations/Foundations Act.

Article 21 Authority of general meetings

The general meeting functions as a forum for the discussion and resolution of matters specified in the General Incorporated Associations/Foundations Act and these Articles of Association as well as matters submitted by the Representative Directors, with the approval of the Board of Directors, for approval at the general meeting.

Article 22 Convocation of a general meeting

1. General meetings include regular and extraordinary general meetings. The regular general meeting shall be held annually in May, and extraordinary meetings shall be held as required.
2. Unless otherwise provided for in the General Incorporated Associations/Foundations Act, the Representative Directors shall convene a general meeting with the approval of the Board of Directors.
3. The Representative Directors shall send a notice to convene the meeting that indicates the date, place, topics and agenda of the meeting to all the regular members no later than one week prior to the date of the general meeting.

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Article 23 Chairperson for general meetings

The chairperson of general meetings shall be assumed by the Chair & Representative Director or the Vice Chair & Representative Director.

Article 24 Resolutions of general meetings

1. A resolution on an agenda at a general meeting shall be made by a majority of the votes of the regular members present at the meetings where the regular members holding a majority of the votes of all the regular members who are entitled to exercise their votes are present, unless otherwise provided for in the General Incorporated Associations/Foundations Act or these Articles of Association.
2. Any regular member may exercise their voting right by proxy; provided that the proxy shall be a director, an executive officer (including an 'executive officer' as described in the Companies Act (Act No. 86 of 2005. The same shall apply hereinafter.) or a general manager or any other employee of a regular member or other regular member.
3. A matter subject to a resolution at a general meeting shall be regarded as being approved when all the regular members approve it in writing or through an electromagnetic record. Paragraph 3 of Article 22 shall not apply to such a resolution in writing or electromagnetic record.

Article 25 Minutes of general meetings

Minutes of general meetings shall be prepared pursuant to the stipulations of law, and the directors and auditors present at the meeting shall affix their names and seals to the minutes.

Chapter V Directors and the Board of Directors

Article 26 Number of Directors

The number of Directors of CIPA shall be no less than three (3) and no more than seventeen (17).

Article 27 Nomination to the Board of Directors

Any regular member may nominate its designated person to the Board of Directors. Such persons shall be a director, an executive officer, a general manager or any other employee of the regular member.

Article 28 Election

1. Any Director shall be elected at a general meeting from among those who are nominated in accordance with the provision of Article 27.
2. Notwithstanding the provision of Paragraph 2 of Article 10, for the purpose of election of

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Directors at the general meeting, each regular member shall be entitled to a number of votes equal to the number of Directors to be elected thereat. Those votes may either be cast for a single candidate or be distributed among two or more candidates in such proportion as the regular member deems appropriate. Candidates receiving the highest number of votes up to the number of the Directors to be elected shall be elected as Directors.

Article 29 Term of office

1. The term of office of a Director shall expire upon conclusion of the regular general meeting held for the last business year ending within two years after his or her election.
2. Notwithstanding the preceding paragraph, the term of office for a Director elected to fill a vacancy caused by a resignation, removal or other cause shall be for the unexpired term of his or her predecessor in office.

Article 30 Structure of the Board of Directors

1. CIPA shall have a Board of Directors.
2. The Board of Directors shall consist of all the directors.

Article 31 Authority of the Board of Directors

1. The Board of Directors shall manage the affairs and business of CIPA, supervise the Representative Directors and the other Directors in the execution of their duties, and select and dismiss the Representative Directors.
2. The Board of Directors shall be responsible and have sole authority for the following matters and any other important duties, and may not delegate such responsibility or authority to the Representative Directors or other Directors:
 - (1) Matters subject to a resolution or approval of the Board of Directors under the General Incorporated Associations/Foundations Act and these Articles of Association
 - (2) Matters related to the adoption, use and diffusion of the standards for the compatibility or interoperability of the Visual Equipment
 - (3) Acquisition and disposal of real property (including leases)
 - (4) Opening and closing of current accounts and issuance, acceptance, endorsement or other transaction on behalf of CIPA relating to bills, notes or cheques
 - (5) Borrowing (including finance lease) of no less than 1 million yen and guarantees for debts
 - (6) Donation

Article 32 Convening a board meeting

1. Any Director may convene a board meeting as he or she deems necessary. In this case, the Director shall send a notification of the meeting to all the Directors and Auditors no

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later than one week before the meeting.

2. Notwithstanding the preceding paragraph, the convocation procedure may be waived with the consent of all the Directors and Auditors.

Article 33 Resolutions at board meetings

1. The Chair & Representative Director shall chair a board meeting and conduct the proceedings. If the Chair & Representative Director is unable to attend, the Vice Chair & Representative Director shall assume the chair instead.
2. Resolutions shall be passed by the approval of a majority of all the Directors in attendance with the exception of those Directors who have a special interest in the proceedings.
3. Matters for resolutions at board meetings shall be regarded as having been adopted once they have been approved in writing or through an electromagnetic record (with the exception of cases in which an Auditor expresses an objection to the proceedings) by all the Directors (with the exception of those Directors who have a special interest in the proceedings).

Article 34 Minutes of board meetings

Minutes of board meetings shall be prepared pursuant to the stipulations of law, and the directors and auditors present at the meeting shall affix their names and seals to the minutes.

Article 35 Chair & Representative Director and Vice Chair & Representative Director

1. From among the full complement of Directors, the Board of Directors shall select two Representative Directors, of which one shall be elected as the Chair and the other be the Vice Chair. The Chair & Representative Director and the Vice Chair & Representative Director each have the authority to represent CIPA severally. The other Directors have no authority to represent CIPA.
2. The Chair & Representative Director shall execute CIPA's duties according to resolutions at general meetings and board meetings.
3. The Vice Chair & Representative Director shall assist the Chair & Representative Director and execute CIPA's duties according to resolutions at general meetings and board meetings and under the direction of the Chair & Representative Director.

Article 36 Director remuneration

1. The Chair & Representative Director, the Vice Chair & Representative Director and the other Directors shall receive no remuneration for their services as such.
2. The preceding paragraph shall not be construed to preclude any Director from claiming against CIPA prepayment or reimbursement of travel and other expenses necessary for the

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execution of the duties.

Chapter VI Committees

Article 37 Establishment of committees

1. The Board of Directors may, by its resolution, establish one or more committees as advisory bodies to the Board of Directors.
2. The Board of Directors may, by its resolution, establish working groups within a committee and allot among them the task of deliberation on the relevant matters referred to the committee.
3. When a committee or working group is established according to the preceding two paragraphs, the Board of Directors shall establish its rules so that the matters to be referred to, and the name of the committees or working groups, and the budget of expenses for the committee's activities, the calculation basis therefore, procedures for deliberation (including procedures for voting) at the committee or working group, etc., may be specified.

Article 38 Committee members

1. To participate in the activities organized by a committee, each regular or supporting member may appoint a person as a member of the committee.
2. Any committee member shall be a director, an executive officer, a general manager or any other employee of the regular or supporting member who has appointed him or her or any other corporation within the same corporate group as the said CIPA member that satisfies the qualifications specified in Paragraph 1 of Article 10 or Paragraph 1 of Article 11.
3. The details of the appointment, replacement and expulsion of a committee member shall be as set forth in the rules established by the Board of Directors.
4. The committee members shall receive no remuneration for their services as such. Travel and other expenses necessary for the activities carried out by a committee member shall be borne by the regular or supporting member who appointed the committee member.
5. The preceding paragraph shall not be construed to preclude the regular or supporting member from claiming against CIPA consideration for development or any other project outsourced from CIPA to the member in activities of the committee. The basis of the consideration, billing procedures or any other details shall be as set forth in the rules established by the Board of Directors.

Chapter VII Project council

[English translation for the sake of convenience. Original written in Japanese language.]

Article 39 Establishment of project council and projects

1. The Board of Directors may, when it judges it to be necessary due to the reasons stated below, by its resolution, establish a project council as a consultative body to the Board of Directors, establish one or more project within the project council, and make it responsible for deliberating over consultative matters:
 - (1) When immediate decisions are required;
 - (2) When the content of the matter being deliberated over extends across several committees;
 - (3) When a special obligation of confidentiality is imposed.
2. The Board of Directors shall, when it established a project council and a project as provided for in the preceding paragraph, decide the consultative matters for the project council and the purpose and term of each of its projects.
3. The Board of Directors may, by its resolution, cause the continuation of projects that have reached the end of their term.
4. The Board of Directors may, by its resolution, transfer the activities of a project to the business of the Secretariat or to the activities of committees.

Article 40 Project council members and project members

1. The Board of Directors, by its resolution, shall appoint the members of the project council and the members of the projects.
2. The members shall be a regular or supporting member, or a director, an executive officer, a general manager or any other employee (hereinafter ‘a participatory member’) of a corporation within the same corporate group as a regular or supporting member that satisfies the qualifications specified in Paragraph 1 of Article 10 or Paragraph 1 of Article 11.
3. Notwithstanding the previous paragraph, the Board of Directors may, by its resolution, appoint as a member of the project council or a project an individual not affiliated to a participatory member, when doing so is recognized as being beneficial in order to meet the objectives of CIPA.
4. The members of the project council and the members of the projects shall receive no remuneration for their services as such. Travel and other expenses necessary for the activities carried out by members shall be borne by the participatory member; however, remuneration in the case that a member is not affiliated to a participatory member, and the travel and other expenses necessary for the activities carried out by the member shall be decided separately as set forth in the rules established by the Board of Directors.
5. The preceding paragraph shall not be construed to preclude the regular or supporting member from claiming against CIPA consideration for development or any other project outsourced from CIPA to the member in activities of the project council or projects. The

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basis of the consideration, billing procedures or any other details shall be as set forth in the rules established by the Board of Directors.

Chapter VIII Auditors

Article 41 Number and election of Auditors

1. The number of Auditors of CIPA shall be no more than three (3).
2. The Auditors shall be elected at a general meeting.

Article 42 Disqualification

1. The Directors, the Secretary General and the other officers of CIPA shall be disqualified as Auditors.
2. The directors, executive officers, managers and other employees of a Director Member (including other corporations belonging to the same corporate group with such Director Member) shall be disqualified as Auditors during the term of office of the Director that the Director Member nominated to the Board of Directors.

Article 43 Term of office

1. The term of office of an Auditor shall expire upon conclusion of the regular general meeting held for the last business year ending within four years after his or her election.
2. Notwithstanding the preceding paragraph, the term of office for an Auditor elected to fill a vacancy caused by a resignation, removal or other cause shall be for the unexpired term of the predecessor in office.

Article 44 Authority and duties as Auditor

1. The Auditor shall audit the execution of the Director's duties, and produce an audit report pursuant to the stipulations of law. If there are two or more Auditors, each Auditor may exercise its authority independently.
2. The Auditor shall attend the general meeting and the Board of Directors, and state his or her opinion when deemed necessary.

Article 45 Remuneration of auditors

1. Auditors shall receive such appropriate remuneration as fixed by a resolution at a general meeting.
2. In addition to remuneration as provided for in the preceding paragraph, Auditors may claim prepayment or reimbursement of travel and other expenses required in the execution of their duties.

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Chapter IX Calculation

Article 46 Business year

The business year of CIPA shall be from every April 1 through March 31 of the following year.

Article 47 Business plan and budget

The Representative Directors shall, prior to the first day of the following business year, draft a business plan and a budget for the following business year, receive approval thereon from the Board of Directors, and make a report at the nearest general meeting. The same shall apply in the case of any changes to the business plan and budget.

Article 48 Preparation and approval of the statements of accounts

1. Forthwith after the end of each business year, the Representative Directors shall prepare a balance sheet, a profit and loss statement, and a business report (hereinafter collectively called the "Statement of Accounts") and undergo an audit by the Auditor.
2. After undergoing the audit of the Auditor with respect to the Statement of Accounts etc. as provided for in the preceding paragraph, the Representative Directors shall submit the Statement of Accounts to the Board of Directors for approval.
3. The Representative Directors shall submit the Statement of Accounts approved by the Board of Directors to a regular general meeting, provided, that, with respect to the business report, only reporting of the contents thereof shall be required.

Chapter X Changes to the Articles of Association, and Dissolution

Article 49 Changes to the Articles of Association

These Articles of Association may be changed by resolution of a general meeting at which a majority of all regular members are in attendance, and at which at least two thirds all the regular members vote to do so.

Article 50 Dissolution

CIPA shall be dissolved by resolution of the general meeting or pursuant to the stipulations of law.

Article 51 Liquidator

In case of the dissolution of CIPA, the Representative Directors shall assume the role of

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liquidators, except in the case of a merger or bankruptcy.

Article 52 Ownership of residual assets

In case of the dissolution of CIPA, the remaining assets after the full payment of debts shall belong to a corporation or an organization decided upon by a resolution of a general meeting from among the domestic and foreign corporations and organizations engaged in the same or a similar business to CIPA.

Chapter XI Supplementary provisions

Article 53 Secretariat

1. CIPA shall have a Secretariat. The Secretariat shall be responsible for compiling and keeping the membership list, drawing up the minutes of general and board meetings, keeping accounts, managing budgets and conducting other affairs concerning CIPA's business activities.
2. The Secretariat shall have a Secretary General. The Secretary General shall be appointed by a resolution of the Board of Directors. The Secretary General shall coordinate the Secretariat's business under the direction of the Representative Directors.
3. Important matters concerning the personnel of the Secretariat shall be determined by resolutions of the Board of Directors.

Article 54 Inspection of documents

Any regular member may ask the Representative Directors for permission to inspect or have a copy/copies of the following documents:

- (1) These Articles of Association and the Rules established by the Board of Directors
- (2) The membership list
- (3) The Statement of Accounts and the audit reports for the past ten business years
- (4) The minutes of the general meetings held within the past ten business years and any substitutive written consent or electromagnetic records for general meetings
- (5) The minutes of the board meetings held within the past ten business years and any substitutive written consent or electromagnetic records for board meetings

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