



May 25, 2016  
Sysmex Corporation

## **Announcement of Partial Revision of the Articles of Incorporation**

Sysmex hereby announces that at the meeting of the Managing Board held on May 25th, 2016, Sysmex resolved to submit the bill “Partial Revision of the Articles of Incorporation” for approval at the 49th Ordinary General Meeting of Shareholders. The details are as follows.

### **1. Purpose of Revision**

As announced in “Sysmex to Transition to a Company with an Audit and Supervisory Committee” issued on February 25th, 2016, Sysmex plans to make the transition into a Company with an Audit and Supervisory Committee, in order to further enhance the corporate governance system by strengthening the Managing Board’s audit supervisory functions. With respect to this transition, Sysmex plans to make partial revisions to its Articles of Incorporation, such as (i) establishment of new provisions regarding the Audit and Supervisory Committee and its members, and (ii) deletion of provisions regarding the Board of Corporate Auditors and its members.

### **2. Contents of Revision**

The contents of the Revision are as described in the attachment.

### **3. Schedule**

Scheduled date of the 49th Ordinary General Meeting of Shareholders: June 24th, 2016

Effective date of the Revision of the Articles of Incorporation: June 24th, 2016

(Attachment)

Current Articles of Incorporation	Proposed Revision
<p>CHAPTER I GENERAL PROVISIONS Article 1. ~ Article 3. (Omitted)</p> <p>(Governing Bodies) Article 4. The Company shall have the following governing bodies in addition to general meetings of shareholders and directors.</p> <ol style="list-style-type: none"> <li>1. Board of Directors</li> <li>2. <u>Corporate Auditor</u></li> <li>3. <u>Board of Corporate Auditors</u></li> <li>4. <u>Accounting Auditors</u></li> </ol> <p>Article 5. ~ Article 11. (Omitted)</p> <p>CHAPTER III GENERAL MEETING OF SHAREHOLDERS</p> <p>Article 12. ~ Article 13. (Omitted)</p> <p>(Convener and Chairperson)</p> <p>Article 14. General meetings of shareholders, except where otherwise provided for separately in laws and regulations, shall be convened by the President, who shall serve as its Chairperson. In case the President <u>is unable</u> to act, another Director shall, in the order previously established by the Board of Directors, convene and act as Chairperson of such meeting.</p> <p>Article 15. ~ Article 17. (Omitted)</p> <p>(Minutes) Article 18. The outline of proceedings and results of the general meeting of shareholders, and other items required by laws and regulations shall be entered in the minutes and the Chairperson shall affix their names and seals thereto.</p>	<p>CHAPTER I GENERAL PROVISIONS Article 1. ~ Article 3. (Same as the current provision)</p> <p>(Governing Bodies) Article 4. The Company shall have the following governing bodies in addition to general meetings of shareholders and directors.</p> <ol style="list-style-type: none"> <li>1. Board of Directors</li> <li>2. <u>Audit and Supervisory Committee</u> (Deleted)</li> <li>3. <u>Accounting Auditors</u></li> </ol> <p>Article 5. ~ Article 11. (Same as the current provision)</p> <p>CHAPTER III GENERAL MEETING OF SHAREHOLDERS</p> <p>Article 12. ~ Article 13. (Same as the current provision)</p> <p>(Convener and Chairperson)</p> <p>Article 14. General meetings of shareholders, except where otherwise provided for separately in laws and regulations, shall be convened by <u>the Chairman or</u> the President, who shall <u>also</u> serve as its Chairperson. In case <u>neither the Chairman nor the President are able</u> to act, another Director shall, in the order previously established by the Board of Directors, convene and act as Chairperson of such meeting.</p> <p>Article 15. ~ Article 17. (Same as the current provision)</p> <p>(Minutes) Article 18. The outline of proceedings and results of the general meeting of shareholders, and other items required by laws and regulations shall be entered <u>or recorded</u> in the minutes and the Chairperson shall affix their names and seals thereto <u>or put their electronic signatures thereon</u>.</p>

Current Articles of Incorporation	Proposed Revision
<p data-bbox="229 304 778 360">CHAPTER IV DIRECTORS AND BOARD OF DIRECTORS</p> <p data-bbox="229 398 480 427">(Number of Directors)</p> <p data-bbox="229 432 347 461">Article 19.</p> <p data-bbox="300 465 778 521">1. The Company shall have at least three (3) Directors.</p> <p data-bbox="389 622 619 651">(Newly established)</p> <p data-bbox="229 819 480 848">(Election of Directors)</p> <p data-bbox="229 853 347 882">Article 20.</p> <p data-bbox="300 887 730 976">1. A Director shall be elected by resolution of a general meeting of shareholders.</p> <p data-bbox="300 1077 491 1106">2. ~ 3. (Omitted)</p> <p data-bbox="229 1140 448 1169">(Term of Directors)</p> <p data-bbox="229 1173 347 1202">Article 21.</p> <p data-bbox="300 1207 767 1391">1. The term of office of a Director shall expire at the conclusion of the ordinary general meeting of shareholders pertaining to the last business year ending within <u>two (2) years</u> after the director's election.</p> <p data-bbox="300 1491 778 1648">2. <u>The term of office of a Director elected to increase or supplement the number of Directors shall be until the end of the term of office of the incumbent Directors.</u></p> <p data-bbox="389 1682 619 1711">(Newly established)</p>	<p data-bbox="817 304 1359 360">CHAPTER IV DIRECTORS AND BOARD OF DIRECTORS</p> <p data-bbox="817 398 1067 427">(Number of Directors)</p> <p data-bbox="817 432 935 461">Article 19.</p> <p data-bbox="887 465 1366 589">1. The Company shall have at least three (3) Directors <u>(excluding Directors who are Audit and Supervisory Committee Members).</u></p> <p data-bbox="887 622 1366 779">2. <u>The Company shall have at least three (3) Directors who are Audit and Supervisory Committee Members (hereinafter, "Audit and Supervisory Committee Members").</u></p> <p data-bbox="817 819 1067 848">(Election of Directors)</p> <p data-bbox="817 853 935 882">Article 20.</p> <p data-bbox="887 887 1326 1043">1. A Director shall be elected by resolution of a general meeting of shareholders, <u>while distinguishing Audit and Supervisory Committee Members and other Directors.</u></p> <p data-bbox="887 1077 1318 1106">2. ~ 3. (Same as the current provision)</p> <p data-bbox="817 1140 1035 1169">(Term of Directors)</p> <p data-bbox="817 1173 935 1202">Article 21.</p> <p data-bbox="887 1207 1366 1458">1. The term of office of a Director <u>(excluding a Director who is an Audit and Supervisory Committee Member)</u> shall expire at the conclusion of the ordinary general meeting of shareholders pertaining to the last business year ending within <u>one (1) year</u> after the director's election.</p> <p data-bbox="1031 1491 1142 1520">(Deleted)</p> <p data-bbox="887 1682 1366 1906">2. <u>The term of office of an Audit and Supervisory Committee Member shall expire at the conclusion of the ordinary general meeting of shareholders pertaining to the last business year ending within two (2) years after his/her election.</u></p>

Current Articles of Incorporation	Proposed Revision
<p>(Newly established)</p> <p>(Newly established)</p>	<p>3. <u>The term of office of the Audit and Supervisory Committee Member elected as a substitute for another Audit and Supervisory Committee Member who retired before the expiration of his/her term shall be the remaining term of office of the retired Audit and Supervisory Committee Member.</u></p> <p>4. <u>The effective term of the resolution for election of a substitute Audit and Supervisory Committee Member under Article 329, Paragraph 3 of the Companies Act shall expire at the commencement of the ordinary general meeting of shareholders pertaining to the last business year ending within two (2) years after his/her election.</u></p>
<p>Article 22.(Omitted)</p> <p>(Convocation of the Meetings of the Board of Directors and its Chairperson)</p> <p>Article 23.</p> <ol style="list-style-type: none"> <li>1. Meetings of the Board of Directors, except where otherwise provided for separately in laws and regulations, shall be convened by the President, who shall serve as its Chairperson. In case the President <u>is unable</u> to act, another Director shall, in the order previously established by the Board of Directors, convene and act as Chairperson of such meeting.</li> <li>2. Convocation notices of Meetings of the Board of Directors shall be dispatched to all Directors <u>and Corporate Auditors</u> at least three days prior to the meeting; provided, however, that this period may be shortened in the event of an emergency.</li> </ol>	<p>Article 22.(Same as the current provision)</p> <p>(Convocation of the Meetings of the Board of Directors and its Chairperson)</p> <p>Article 23.</p> <ol style="list-style-type: none"> <li>1. Meetings of the Board of Directors, except where otherwise provided for separately in laws and regulations, shall be convened by <u>the Chairman or</u> the President, who shall serve as its Chairperson. In case <u>neither the Chairman nor the President are able</u> to act, another Director shall, in the order previously established by the Board of Directors, convene and act as Chairperson of such meeting.</li> <li>2. Convocation notices of Meetings of the Board of Directors shall be dispatched to all Directors at least three days prior to the meeting; provided, however, that this period may be shortened in the event of an emergency.</li> </ol>
<p>Article 24.(Omitted)</p>	<p>Article 24.(Same as the current provision)</p>

Current Articles of Incorporation	Proposed Revision
<p>(Omission of Resolution by Board of Directors)  Article 25. The Company shall deem that a proposal of a Meeting of the Board of Directors has been effectively approved upon resolution of the Board of Directors when the Directors (limited to those who are entitled to participate in a vote with respect to the proposal) unanimously declare their intent to approve the proposal either in writing or by electromagnetic recording; <u>provided, however, that this does not apply when a Corporate Auditor raises an objection with respect to the proposal.</u></p> <p>(Newly established)</p>	<p>(<u>Omission</u> of Resolution by Board of Directors)  Article 25. The Company shall deem that a proposal of a Meeting of the Board of Directors has been effectively approved upon resolution of the Board of Directors when the Directors (limited to those who are entitled to participate in a vote with respect to the proposal) unanimously declare their intent to approve the proposal either in writing or by electromagnetic recording.</p> <p>(<u>Delegation of Decisions on Execution of Operations to Directors</u>)  Article 26. <u>The Company may, pursuant to the provisions of Article 399-13, Paragraph 6 of the Companies Act, delegate all or part of decisions on execution of important operations (excluding matters listed in items of Article 399-13, Paragraph 5 of the Companies Act) to Directors by resolution of the Board of Directors.</u></p>
<p>(Minutes of Meeting of Board of Directors)</p> <p>Article <u>26</u>. The outline of proceedings, results of Meeting of the Board of Directors and other items required by laws and regulations shall be entered in the minutes, and the Directors <u>and Corporate Auditors</u> present shall affix their names and seals thereto.</p>	<p>(Minutes of Meeting of Board of Directors)</p> <p>Article <u>27</u>. The outline of proceedings, results of Meeting of the Board of Directors and other items required by laws and regulations shall be entered <u>or recorded</u> in the minutes, and the Directors present shall affix their names and seals thereto <u>or put their electronic signatures thereon.</u></p>
<p>Article <u>27</u>. (Omitted)</p>	<p>Article <u>28</u>. (Same as the current provision)</p>
<p>(Remunerations, etc. for Directors)</p> <p>Article <u>28</u>. Remuneration, bonus and other economic benefits to be provided by the Company as a consideration for the execution of duties (hereinafter, "Remunerations, etc.") to the Directors shall be determined by resolution of a general meeting of shareholders.</p>	<p>(Remunerations, etc. for Directors)</p> <p>Article <u>29</u>. Remuneration, bonus and other economic benefits to be provided by the Company as a consideration for the execution of duties (hereinafter, "Remunerations, etc.") to the directors shall be determined by resolution of a general meeting of shareholders, <u>while distinguishing Audit and Supervisory Committee Members and other Directors.</u></p>

Current Articles of Incorporation	Proposed Revision
<p data-bbox="389 304 619 331">(Newly established)</p> <p data-bbox="226 815 769 904"><u>CHAPTER V CORPORATE AUDITORS AND BOARD OF CORPORATE AUDITORS</u></p> <p data-bbox="226 945 593 972"><u>(Number of Corporate Auditors)</u></p> <p data-bbox="226 976 782 1039"><u>Article 29. The Company shall have at least three (3) Corporate Auditors.</u></p> <p data-bbox="226 1075 593 1102"><u>(Election of Corporate Auditors)</u></p> <p data-bbox="226 1106 347 1133"><u>Article 30.</u></p> <ol data-bbox="300 1137 782 1554" style="list-style-type: none"> <li data-bbox="300 1137 782 1232">1. <u>A Corporate Auditor shall be elected by resolution of a general meeting of shareholders.</u></li> <li data-bbox="300 1267 782 1554">2. <u>A resolution to elect a Corporate Auditor shall be made by the majority of the voting rights of the shareholders present at the meeting where the shareholders holding at least one third (1/3) of the voting rights of the shareholders entitled to exercise their voting rights are in present.</u></li> </ol> <p data-bbox="226 1585 549 1612"><u>(Term of Corporate Auditor)</u></p> <p data-bbox="226 1617 347 1644"><u>Article 31.</u></p> <ol data-bbox="300 1648 782 1841" style="list-style-type: none"> <li data-bbox="300 1648 782 1841">1. <u>The term of office of a Corporate Auditor shall expire at the conclusion of the ordinary general meeting of shareholders pertaining to the last business year ending within four (4) years after his/her election.</u></li> </ol>	<p data-bbox="807 304 1264 331"><u>(Exemption from Liability of Directors)</u></p> <p data-bbox="807 336 1362 748"><u>Article 30. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into agreements with Directors (excluding those are Executive Directors, etc.) which limit the liability of the Directors under Article 423, Paragraph 1 of the Companies Act; provided, however, that the maximum amount of liability under such agreements shall be the Minimum Liability Amount specified by laws and regulations.</u></p> <p data-bbox="807 815 1321 878"><u>CHAPTER V AUDIT AND SUPERVISORY COMMITTEE</u></p> <p data-bbox="1031 945 1139 972">(Deleted)</p> <p data-bbox="1031 1075 1139 1102">(Deleted)</p> <p data-bbox="1031 1585 1139 1612">(Deleted)</p>

Current Articles of Incorporation	Proposed Revision
<p>2. <u>The term of office of the statutory Corporate Auditor as a substitute of another Corporate Auditor who retired before the expiration of his/her term shall be the remaining term of office of the predecessor.</u></p>	
<p>(Full-time Corporate Auditor)  <u>Article 32.</u>The Board of Corporate Auditors shall select a Full-time Corporate Auditor from among the Corporate Auditors.</p>	<p>(Deleted)</p>
<p>(Convocation of the Meetings of <u>Board of Corporate Auditors</u> )  <u>Article 33.</u>Convocation notices of Meetings of the <u>Board of Corporate Auditors</u> shall be dispatched to <u>all Corporate Auditors</u> at least three days prior to the meeting; provided, however, that this period may be shortened in the event of an emergency.</p>	<p>(Convocation of the Meetings of <u>Audit and Supervisory Committee</u> )  <u>Article 31.</u>Convocation notices of Meetings of the <u>Audit and Supervisory Committee</u> shall be dispatched to <u>all Audit and Supervisory Committee Members</u> at least three days prior to the meeting; provided, however, that this period may be shortened in the event of an emergency.</p>
<p>(Method of Resolution by the Meetings of <u>Board of Corporate Auditors</u>)  <u>Article 34.</u>The resolutions of Meetings of the <u>Board of Corporate Auditors</u> shall be made by a majority of <u>the Corporate Auditors, unless where otherwise provided for separately by laws and regulations.</u></p>	<p>(Method of Resolution by the Meetings of <u>Audit and Supervisory Committee</u>)  <u>Article 32.</u>The resolutions of Meetings of the <u>Audit and Supervisory Committee</u> shall be made by a majority of <u>the Audit and Supervisory Committee Members present at the meeting where the majority of the Audit and Supervisory Committee Members entitled to participate in the vote are present.</u></p>
<p>(Minutes of Meeting of <u>Board of Corporate Auditors</u>)  <u>Article 35.</u>The outline of proceedings, results of Meeting of the <u>Board of Corporate Auditors</u> and other items required by laws and regulations shall be entered in the minutes, and the <u>Corporate Auditors</u> present shall affix their names and seals thereto.</p>	<p>(Minutes of Meeting of <u>Audit and Supervisory Committee</u>)  <u>Article 33.</u>The outline of proceedings, results of Meeting of the <u>Audit and Supervisory Committee</u> and other items required by laws and regulations shall be entered <u>or recorded</u> in the minutes, and the <u>Audit and Supervisory Committee Members</u> present shall affix their names and seals thereto <u>or put their electronic signatures thereon.</u></p>

Current Articles of Incorporation	Proposed Revision
<p>(<u>Board of Corporate Auditors Rules</u>)  Article <u>36</u>.Matters regarding the <u>Board of Corporate Auditors</u> shall be governed by the <u>Board of Corporate Auditors Rules</u> established by the <u>Board of Corporate Auditors</u> in addition to laws and regulations and these Articles of Incorporation.</p>	<p>(<u>Audit and Supervisory Committee Rules</u>)  Article <u>34</u>.Matters regarding the <u>Audit and Supervisory Committee</u> shall be governed by the <u>Audit and Supervisory Committee Rules</u> established by the <u>Audit and Supervisory Committee</u> in addition to laws and regulations and these Articles of Incorporation.</p>
<p>(<u>Remunerations, etc. for Corporate Auditors</u>)  Article <u>37</u>.<u>Remunerations, etc. for Corporate Auditors shall be determined by resolution of a general meeting of shareholders.</u></p>	<p>(Deleted)</p>
<p>CHAPTER VI ACCOUNTING AUDITORS</p>	<p>CHAPTER VI ACCOUNTING AUDITORS</p>
<p>Article <u>38</u>. ~ Article <u>39</u>. (Omitted)</p>	<p>Article <u>35</u>. ~ Article <u>36</u>. (Same as the current provision)</p>
<p>(<u>Remunerations, etc. for Accounting Auditors</u>)  Article <u>40</u>.<u>Remunerations, etc. for Accounting Auditors shall be determined upon approval of the Board of Corporate Auditors</u> as obtained by the Representative Director.</p>	<p>(<u>Remunerations, etc. for Accounting Auditors</u>)  Article <u>37</u>.<u>Remunerations, etc. for Accounting Auditors shall be determined upon approval of the Audit and Supervisory Committee</u> as obtained by the Representative Director.</p>
<p>CHAPTER VII CALCULATION</p>	<p>CHAPTER VII CALCULATION</p>
<p>Article <u>41</u>. ~ Article <u>42</u>. (Omitted)</p>	<p>Article <u>38</u>. ~ Article <u>39</u>. (Same as the current provision)</p>
<p>(<u>Interim Dividend</u>)  Article <u>43</u>.The Company may, by resolution of the Board of Directors, distribute dividends of surplus (hereinafter “Interim Dividends”) as stipulated in Article 454, Paragraph 5 of the Companies Act, to registered or recorded shareholders or registered pledgees in the shareholders register as of the close of business on September 30 of each year.</p>	<p>(<u>Interim Dividend</u>)  Article <u>40</u>.The Company may, by resolution of the Board of Directors, distribute dividends of surplus (hereinafter, “Interim Dividends”) as stipulated in Article 454, Paragraph 5 of the Companies Act, to registered or recorded shareholders or registered pledgees in the shareholders register as of the close of business on September 30 of each year.</p>
<p>Article <u>44</u>. (Omitted)</p>	<p>Article <u>41</u>. (Same as the current provision)</p>