

**ARTICLES OF
INCORPORATION**

As amended on June 21, 2018

KOBE STEEL, LTD.

HISTORY

- August 24, 1951 - Changes pursuant to the amendments to the Commercial Code
- November 29, 1952 - Changes in purposes, authorized capital, closure of the register of shareholders, election of the Representative Director and division of duties of Directors
- November 27, 1954 - Changes in purposes, authorized capital and establishment of supplemental provision (subscription right of new shares)
- May 30, 1956 - Changes in purposes and deletion of provision of subscription right of new shares
- November 30, 1956 - Changes in denomination of share certificates and in the full number of Directors
- May 29, 1958 - Changes in authorized capital and establishment of system of Chairman of the Board of Directors and matters pertaining thereto
- May 30, 1960 - Changes in demonstration of share certificates and in the full number of Directors
- November 29, 1960 - Changes in authorized capital and in the full number of Directors
- November 29, 1963 - Establishment of provisions of Transfer Agent
- November 30, 1964 - Changes in the full number of Directors
- May 31, 1965 - Changes in English corporate name and purpose
- November 27, 1970 - Changes in purpose and authorized capital
- May 30, 1975 - Changes pursuant to the amendments to the Commercial Code
- June 26, 1981 - Changes in the full number of Directors

- June 29, 1982 - Changes pursuant to the amendments to the Commercial Code, etc. and shortening of the period of suspension of alterations of entries in the register of shareholders
- June 29, 1983 - Changes in electron of Representative Directors and Directors with Special Titles, in Division of Duties of Directors with Special Powers, and in person to convene and to act as chairman at Meetings of the Board of Directors
- June 27, 1986 - Changes in purpose and deletion of supplemental provision
- June 29, 1988 - Changes in purpose
- June 28, 1990 - Changes in the full number of Directors
- June 27, 1991 - Changes in record date, transfer agent, and share handling regulations
- June 29, 1994 - Changes pursuant to the amendments to the Commercial Code, etc.
- June 29, 1995 - Changes in purpose
- June 26, 1998 - Establishment of provisions of redemption of shares
- June 29, 1999 - Changes in the full number and term of Directors
- June 26, 2002 - Changes in purpose and pursuant to the amendments to the Commercial Code, etc.
- June 25, 2003 - Changes in pursuant to the amendments to the Commercial Code, the full number of Directors and establishment of provisions of liability exemption of Directors and Audit & Supervisory Board Members from the Company
- June 25, 2004 - Establishment of provisions of purchase of own shares
- June 24, 2005 - Changes pursuant to adoption of electronic public notice

- June 28, 2006

 - Changes pursuant to enactment of the Companies Act, adoption of additional purchase of shares constituting less than one full unit
 - Changes in the provision regarding the share handling regulations
 - Changes to shorten notice for convocation of meetings of the Board of Directors and the Audit & Supervisory Board

- June 26, 2007

 - Establishment of provision of agreement for limiting the liability of Outside Directors

- June 24, 2009

 - Changes pursuant to enactment of the Law for Partial Amendments to the Law Concerning Book-Entry Transfer of Corporate Bonds and Other Securities for the Purpose of Settlement of Trade of Shares and Other Securities

- January 6, 2010

 - Deletion of supplemental provisions

- June 24, 2015

 - Changes in the provision of agreement for limiting the liability of Directors and Audit & Supervisory Board Members

- June 22, 2016

 - Establishment of and changes in the provisions pursuant to the transition to a Company with an Audit & Supervisory Committee
 - Establishment of the provision of delegation of important business execution decisions
 - Changes in the provisions of division of duties of directors with special titles

- October 1, 2016

 - Changes of the Total Number of Shares Authorized to Be Issued and Number of Shares Constituting One (1) Unit of Stock

- June 21, 2018

 - Changes in the provision of Directors with Special Titles
 - Changes in the provision of Person to convene and to Act as Chairman at Meetings of the Board of Directors

ARTICLES OF INCORPORATION

CHAPTER I. GENERAL PROVISIONS

Article 1. Name

The name of the Company shall be Kabushiki Kaisha Kobe Seikoshō. It shall be written in English as Kobe Steel, Ltd.

Article 2. Location of Head Office

The head office of the Company shall be located at Kobe, Japan.

Article 3. Purpose

The purpose of the Company shall be to engage in the following business:

1. Manufacture and sale of iron, steel, non-ferrous metals, alloys, and ceramics;
2. Manufacture and sale of cast iron products, cast and forged steel products, and cast and forged products of non-ferrous metal alloys;
3. Manufacture and sale of chemical products;
4. Supply of electricity;
5. Manufacture and sale of composite materials, metal powders, compacted products, various processed products, and by-products related to the preceding items;
6. Manufacture and sale of industrial, transportation, electrical, and other machinery and equipment;
7. Manufacture and sale of electronic machines and electronic materials;
8. Engineering of and contracting for the construction of steelmaking plants, chemical plants, cement plants, and other kinds of plants;
9. Manufacture and sale of arms and their parts;
10. Mining;
11. Design, management, and contracting of civil engineering works, building works, and the construction of steel structures, bridges and other construction works;
12. Sale, brokering, leasing, management and security service of real estate; and planning, execution, and management related to local development;
13. Manufacture and sale of enzymes and microorganisms, related products, and production equipment;
14. Manufacture, sale, exportation, and importation of medical supplies and medical equipment;

15. Business related to data processing, telecommunication systems, and other information services;
16. Business related to education, medical service, sports, leisure, and other services;
17. Treatment and reclamation of industrial waste and other wastes;
18. Sale of technology related to all of the foregoing; and
19. All other business incidental or related to all of the foregoing.

Article 4. Organizations

The Company shall have the following organizations in addition to the General Meeting of Shareholders and Directors:

1. Board of Directors;
2. Audit & Supervisory Committee; and
3. Accounting Auditors.

Article 5. Method of Public Notice

The method to make public notices of the Company shall be given by electronic public notices. Provided that if the Company is unable to give electronic public notices due to accidents or any other inevitable causes, the public notices shall be published in the "Nihon Keizai Shimbun".

CHAPTER II. SHARES

Article 6. Total Number of Shares Authorized to Be Issued and Number of Shares Constituting One (1) Unit of Stock

The total number of shares authorized to be issued by the Company shall be six hundred million (600,000,000).

The number of shares constituting one (1) unit of stock of the Company shall be one hundred (100).

Article 7. Limitation of the Right of Shareholders Holding Shares Constituting Less Than One (1) Full Unit

The Company's shareholders shall not be allowed to exercise any rights in respect of the shares constituting less than one (1) unit held by them, except for the following rights:

1. Rights stipulated in each item of Article 189, paragraph 2 of the Companies Act;
2. Rights to receive the allotment of offered shares and offered subscription rights, proportionate to the number of shares held by the shareholders; and

3. Rights to make the request provided in the following Article.

Article 8. Additional Purchase of Shares Constituting Less Than One (1) Full Unit

The Company's shareholders holding shares constituting less than one (1) unit may request the Company, in accordance with the Share Handling Regulations, to sell such number of shares that will constitute one (1) unit shares together with the shares constituting less than one (1) unit owned by shareholders.

Article 9. Administrator of the Register of Shareholders

The Company shall have an administrator of the register of shareholders.

The administrator of the register of shareholders and its business handling office shall be designated by resolution of the Board of Directors and the Company shall give public notice thereof. In this case, the preparation and retention of the register of shareholders and the ledger of subscription rights of the Company, as well as any other affairs concerning the register of shareholders and the ledger of subscription rights shall be entrusted to the administrator of the register of shareholders, and shall not be handled by the Company.

Article 10. Share Handling Regulations

Handling of the Company's shares and the fees therefor, and matters pertaining to the exercise of rights by shareholders shall be in accordance with laws and regulations, or these Articles of Incorporation as well as the Share Handling Regulations prescribed by the Board of Directors.

CHAPTER III. GENERAL MEETING OF SHAREHOLDERS

Article 11. Time of Holding of General Meeting of Shareholders

Ordinary General Meeting of Shareholders shall be convened in June of each year.

In addition to the preceding paragraph, the Company may convene Extraordinary General Meeting of Shareholders whenever necessary.

Article 12. The record date for General Meeting of Shareholders

The record date for voting rights at the General Meeting of Shareholders shall be March 31 of each year.

Article 13. Chairman of General Meeting of Shareholders

The President shall act as the chairman of General Meeting of Shareholders.

If the President is unable to act, another Director shall act for him in accordance with the order previously established by the Board of Directors.

Article 14. Disclosure via the Internet and Deemed Provision of Reference Documents, etc. for General Meeting of Shareholders

When convening a General Meeting of Shareholders, the Company may be deemed to have provided shareholders with necessary information that should be described or presented in reference documents for the General Meeting of Shareholders, business reports, non-consolidated and consolidated financial reports, if they are disclosed via the Internet in accordance with ordinances of the Ministry of Justice.

Article 15. Method of Making Resolution of General Meeting of Shareholders

Except as required by mandatory provisions of laws and regulations or as otherwise provided in these Articles of Incorporation, resolutions of General Meeting of Shareholders shall be adopted by the affirmative vote of shareholders representing a majority of the shares held by the shareholders with voting rights present thereat.

Resolutions of General Meeting of Shareholders provided in Article 309, paragraph 2 of the Companies Act shall be adopted by a vote of two-thirds (2/3) or more of the shareholders with voting rights who are present and who hold one-third (1/3) or more of the voting rights of all the shareholders.

Article 16. Voting by Proxy

In the event a shareholder exercises his or her voting right through a proxy, such proxy must be one (1) shareholder of the Company having the voting rights.

A shareholder and a proxy must submit a document evidencing his or her authority to the Company at each General Meeting of Shareholders.

Article 17. Minutes of General Meeting of Shareholders

The substance of the business at any General Meeting of Shareholders, the results thereof and other matters provided for by laws and regulations shall be described or recorded in the minutes of such meeting.

CHAPTER IV. DIRECTORS AND BOARD OF DIRECTORS

Article 18. Number of Directors

The number of Directors (excluding Directors who are Audit & Supervisory Committee Members) of the Company shall be no more than fifteen (15).

The number of Directors who are Audit & Supervisory Committee Members of the Company shall be no more than five (5).

Article 19. Election of Directors

The Directors shall be elected by resolution of a General Meeting of Shareholders. However, Directors who are Audit & Supervisory Committee Members shall be elected distinguishing from other Directors.

The Directors shall be elected by the affirmative vote of shareholders representing a majority of the shares held by the shareholders with voting rights present at such a meeting and the quorum requirement shall be not less than one-third (1/3) of the total number of voting rights of such shareholders. Provided, that cumulative voting shall not be used for the election of Directors.

The Company may elect Directors to be substitute Audit & Supervisory Committee Members at General Meeting of Shareholders by way of precaution against the cases where the number of Directors who are Audit & Supervisory Committee Members falls below the number required by laws and regulations.

Article 20. Representative Directors and Directors with Special Titles

The Board of Directors may by resolution select from among Directors (excluding Directors who are Audit & Supervisory Committee Members) one (1) President.

The Board of Directors shall by its resolution select the Representative Directors of the Company from among Directors (excluding Directors who are Audit & Supervisory Committee Members).

Article 21. Division of Duties of Directors with Special Titles

The President shall carry out the resolutions of the Board of Directors and supervise the Company's business.

If the President is unable to act, another Director shall act for him in accordance with the order previously established by resolution of the Board of Directors.

Article 22. Term of Directors

The term of office of Directors (excluding Directors who are Audit & Supervisory Committee Members) shall expire at the conclusion of the Ordinary General Meeting of Shareholders for the last business year that ends within one (1) year after their appointment.

The term of office of Directors (excluding Directors who are Audit & Supervisory Committee Members) appointed to fill a vacancy or due to an increase in

number shall be the same as the remainder of the terms of office of the remaining Directors (excluding Directors who are Audit & Supervisory Committee Members).

The term of office of Directors who are Audit & Supervisory Committee Members shall expire at the conclusion of the Ordinary General Meeting of Shareholders for the last business year that ends within two (2) years after their appointment.

The term of office of Directors who are Audit & Supervisory Committee Members appointed to fill a vacancy shall be the same as the remainder of the terms of office of the retired Directors who are Audit & Supervisory Committee Members.

Article 23. Remuneration, etc. of Directors

Remuneration, bonuses and other financial interest paid to Directors by the Company as consideration for their performance of duties (hereinafter referred to as "Remuneration, etc.") shall be determined by resolution of General Meeting of Shareholders.

However, Remuneration, etc., paid to Directors who are Audit & Supervisory Committee Members shall be determined by resolution of General Meeting of Shareholders distinguishing from other Director Remuneration, etc.

Article 24. Notice for Convocation of Meetings of the Board of Directors

Notice of meeting of the Board of Directors shall be sent to each Director no later than three (3) days prior to the date of the meeting. Provided, however, that in case of urgency, such period may be shortened.

Article 25. Person to convene and to Act as Chairman at Meetings of the Board of Directors

The Director previously determined by resolution of the Board of Directors shall convene and act as Chairman of Meetings of the Board of Directors except as required by mandatory provisions of laws and regulations.

If the Director set for the in the preceding paragraph is unable to act, the Director next in line in accordance with the order previously established by resolution of the Board of Directors shall convene the meeting and/or act as chairman.

Article 26. Delegation of Important Business Execution Decisions

In accordance with Article 399-13, paragraph 6 of the Companies Act, the Board of Directors may resolve to delegate all or part of decisions of execution of important operations (excluding matters listed in each item of paragraph 5 of the same Article) to Director(s).

Article 27. Method of Resolutions of Meetings of the Board of Directors

Resolutions of meetings of the Board of Directors shall be adopted by the affirmative vote of a majority of the number of Directors who are entitled to participate at such meetings, representing a majority of all Directors who are entitled to participate thereat.

In the event that the requirements under Article 370 of the Companies Act are satisfied, the Company shall deem that a relevant resolution has been passed by the Board of Directors.

Article 28. Minutes of Meetings of the Board of Directors

The summary of the proceedings at each meeting of the Board of Directors, the results thereof and other matters provided for by laws and regulations shall be recorded in the minutes and the Directors present shall affix their respective names and seal impressions on the minutes.

Article 29. Liability exemption of Directors from the Company

Under the provisions of Article 426, paragraph 1 of the Companies Act, the Company may, by resolution of the Board of Directors, exempt Directors (including the former Directors) from liability for damage stipulated by Article 423, paragraph 1 of the same law, within the limits permitted by laws and regulations.

In accordance with Article 427, paragraph 1 of the Companies Act, the Company may enter into agreements with Directors (excluding those are Executive Directors, etc.) in order to limit the liability for damages of such Directors stipulated in Article 423, paragraph 1 of the Companies Act. However, the total maximum liability under such agreements shall be an amount stipulated in laws and regulations.

CHAPTER V. AUDIT & SUPERVISORY COMMITTEE

Article 30. Notice for Convocation of Meetings of the Audit & Supervisory Committee

Notice of meeting of the Audit & Supervisory Committee shall be sent to each Audit & Supervisory Committee Member no later than three (3) days prior to the date of the meeting. Provided, however, that in case of urgency, such period may be shortened.

Article 31. Method of Resolutions of Meetings of the Audit & Supervisory Committee

Resolutions of meetings of the Audit & Supervisory Committee shall be adopted by the affirmative vote of a majority of the number of Audit & Supervisory Committee Members who are entitled to participate at such meetings, representing a majority of all Audit & Supervisory Committee Members who are entitled to participate thereat.

Article 32. Full-time Audit & Supervisory Committee Members

The Audit & Supervisory Committee may by resolution select full-time Audit & Supervisory Committee Members.

Article 33. Minutes of Meetings of the Audit & Supervisory Committee

The summary of the proceedings at each meeting of the Audit & Supervisory Committee, the results thereof and other matters provided for by laws and regulations shall be recorded in the minutes and the Audit & Supervisory Committee Members present shall affix their respective names and seal impressions on the minutes.

CHAPTER VI. ACCOUNTS

Article 34. Business Year

The business year of the Company shall be one (1) year, commencing on April first (1st) of each year and end on March thirty-first (31st) of the following year.

Article 35. Decision-Making Organization for Distribution, etc. of Retained Earnings

Except as otherwise provided in laws and regulations, the Company shall determine the matters concerning distribution of retained earnings, etc. stipulated in each item of Article 459, paragraph 1 of the Companies Act, by resolution of the Board of Directors instead of the resolution of a General Meeting of Shareholders.

Article 36. Record Date for Distribution of Retained Earnings

The record date for year-end dividends of the Company shall be March thirty-first (31st) of each year.

The record date for interim dividends of the Company shall be September thirtieth (30th) of each year.

In addition to the preceding paragraphs, the Company may set a record date to distribute retained earnings.

Article 37. Prescription Period of Dividends

In case of cash dividends, and the dividends are not claimed by shareholders within five (5) years after the date of commencement of payment, such dividends shall revert to the Company.

SUPPLEMENTAL PROVISIONS

Transitional Measures Regarding Liability Exemption of Audit & Supervisory Board Members Prior to Transitioning to a Company with an Audit & Supervisory Committee

The exemption of liability of Audit & Supervisory Board Members (including prior members) stipulated in Article 423, paragraph 1 of the Companies Act prior to the conclusion of the Ordinary General Meeting of Shareholders for the fiscal year ended March 31, 2016, as well as agreements concluded with Audit & Supervisory Board Members in order to limit the liability, shall be pursuant to Article 36, paragraphs 1 and 2 of the Articles of Incorporation prior to the amendments that will come into effect at the conclusion of the aforementioned Ordinary General Meeting of Shareholders.