

FOR IMMEDIATE RELEASE

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Notice Regarding Partial Amendments to the Articles of Incorporation

Tokyo, February 22, 2022 – Kyowa Kirin Co., Ltd. (Headquarters: Chiyoda-ku, Tokyo; President and CEO: Masashi Miyamoto; hereinafter, the “Company”) hereby announces that, at a meeting held today, the Board of Directors resolved to submit a proposal at the 99th Ordinary General Meeting of Shareholders (hereinafter, the “Meeting”), to be held in March 2022, to partially amend its Articles of Incorporation.

These amendments are conditional upon approval and adoption at the Meeting.

1. Reasons for amendments

(1) Amendments related to convocation of General Meetings of Shareholders

The enforcement of the “Act for Partially Amending the Industrial Competitiveness Enhancement Act and Other Related Acts” (Act No. 70 of 2021) and the “Ministerial Order Concerning General Meetings of Shareholders without Specifying a Physical Venue under the Industrial Competitiveness Enhancement Act” (Order of the Ministry of Justice and the Ministry of Economy, Trade and Industry No. 1 of 2021) on June 16, 2021 has allowed listed companies obtaining confirmation from the Minister of Economy, Trade and Industry and the Minister of Justice that such companies satisfy the requirements specified in the Order of the Ministry of Economy, Trade and Industry and the Order of the Ministry of Justice (hereinafter “Ministerial Order Requirements”) to hold “general meetings of shareholders without specifying a physical venue (so-called virtual-only shareholders’ meetings).”

The Company will make partial changes to its Articles of Incorporation so that the Company may hold a General Meeting of Shareholders only in a virtual format if the Board of Directors decides that it is not appropriate to hold a physical General Meeting of Shareholders due to spread of an infectious disease such as COVID-19, occurrence of a natural disaster, or any other reasons, considering the interests of shareholders as well. The Company has obtained confirmation from the Minister of Economy, Trade and Industry and the Minister of Justice that it satisfies the Ministerial Order Requirements concerning these partial amendments to the Articles of Incorporation.

(2) Amendments related to the system for providing informational materials for General Meeting of Shareholders in electronic format

Since the revised provisions provided for in a proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) are to be enforced on September 1, 2022, the Company will make the following partial changes to its Articles of Incorporation in preparation for the introduction of the system for providing informational materials for the General Meeting of Shareholders in electronic format.

- i) Article 16, Paragraph 1 in “Proposed Amendments” below will stipulate that the Company shall take measures for providing information that constitutes the content of reference documents for the General Meeting of Shareholders, etc. in electronic format.
- ii) Article 16, Paragraph 2 in “Proposed Amendments” below will establish the provision to limit the scope of the items to be stated in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents.
- iii) Since the provisions for disclosure via the Internet and deemed provision of reference documents etc. for a General Meeting of Shareholders (Article 16 of the current Articles of Incorporation) will no longer be required, they will be deleted.
- iv) Accompanying the new establishment and deletion of provisions as described above, supplementary provisions regarding the effective date, etc. will be established.

2. Date of amendments

March 25, 2022

3. Details of amendments

The details of the proposed amendments are as follows. The amendments to Article 13 of the Articles of Incorporation shall take effect at the conclusion of the Meeting.

- (1) Amendments related to convocation of General Meetings of Shareholders

(Underlined parts are amended.)

Current Articles of Incorporation	Proposed Amendments
<p>Article 13. (Convocation of General Meetings of Shareholders)</p> <p>An Ordinary General Meeting of Shareholders shall be convened in March of each year.</p> <p>An Extraordinary General Meeting of Shareholders shall be convened whenever necessary.</p> <p><Newly established></p>	<p>Article 13. (Convocation of General Meetings of Shareholders <u>and method thereof</u>)</p> <p>An Ordinary General Meeting of Shareholders shall be convened in March of each year.</p> <p>An Extraordinary General Meeting of Shareholders shall be convened whenever necessary.</p> <p><u>The Company may hold a General Meeting of Shareholders without specifying a physical venue if the Board of Directors decides that it is not appropriate to hold a General Meeting of Shareholders with specifying a physical venue due to spread of an infectious disease, occurrence of a natural disaster, or any other reasons, considering the interests of shareholders as well.</u></p>

- (2) Amendments related to the system for providing informational materials for General Meeting of Shareholders in electronic format

(Underlined parts are amended.)

Current Articles of Incorporation	Proposed Amendments
<p><u>Article 16. (Disclosure via the Internet and deemed provision of reference documents etc. for a General Meeting of Shareholders)</u></p> <p><u>When convening a General Meeting of Shareholders, it may be deemed that the Company has provided shareholders with the information with respect to matters which shall be stated or presented in reference documents for the General Meeting of Shareholders, business reports, and non-consolidated and consolidated financial statements by disclosing said information via the Internet pursuant to the provisions of the applicable ordinance of the Ministry of Justice.</u></p> <p><Newly established></p>	<p><Deleted></p> <p><u>Article 16. (Measures for providing information in electronic format, etc.)</u></p> <p><u>In convening a General Meeting of Shareholders, the Company shall take measures for providing information that constitutes the content of reference documents for the General Meeting of Shareholders, etc. in electronic format.</u></p> <p><u>Among items for which the measures for providing information in electronic format will be taken, the Company may exclude all or some of those items set forth in the Order of the Ministry of Justice from statements in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents by the record date of voting rights.</u></p>

Current Articles of Incorporation	Proposed Amendments
<Newly established>	<p data-bbox="863 170 1214 203"><u>(Supplementary Provisions)</u></p> <p data-bbox="892 215 1431 501"><u>Amendments to Article 16 of the Articles of Incorporation shall be effective from September 1, 2022, which is the date of enforcement of the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (hereinafter referred to as the “Date of Enforcement”).</u></p> <p data-bbox="892 517 1431 804"><u>Notwithstanding the provision of the preceding paragraph, Article 16 of the Articles of Incorporation (Disclosure via the Internet and deemed provision of reference documents etc. for a General Meeting of Shareholders) shall remain effective regarding any General Meeting of Shareholders held on a date within six months from the Date of Enforcement.</u></p> <p data-bbox="892 819 1431 1037"><u>These Supplementary Provisions shall be deleted on the date when six months have elapsed from the Date of Enforcement or three months have elapsed from the date of the General Meeting of Shareholders in the preceding paragraph, whichever is later.</u></p>

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