

ARTICLES OF INCORPORATION

Kyowa Kirin Co., Ltd.

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ARTICLES OF INCORPORATION
of
Kyowa Kirin Co., Ltd.

Established and approved: June 6, 1949

Revised: March 25, 2022

Chapter I. General Provisions

Article 1. (Trade name)

The Company shall be called KYOWA KIRIN KABUSHIKI KAISHA, which shall be expressed in English as Kyowa Kirin Co., Ltd.

Article 2. (Location of head office)

The Company shall have its head office in Chiyoda-ku, Tokyo.

Article 3. (Purpose)

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

1. Manufacture, export and import, and purchase and sale of petrochemical products such as solvents and plasticizer, and chemical industrial products such as fertilizers;
2. Manufacture, export and import, and purchase and sale of pharmaceutical products;
3. Manufacture, export and import, and purchase and sale of liquors and other beverages, and raw material alcohol;
4. Exploitation, manufacture, processing, export and import, and purchase and sale of petroleum, natural gas and minerals, and by-products related thereto;
5. Manufacture, export and import, and purchase and sale of confectionery and bread, and materials for the manufacture of said products;
6. Manufacture, export and import, and purchase and sale of seasonings such as monosodium glutamate, food additives, salt, miso, soy sauce and vinegar, and other food;
7. Cold storage, freezing, and ice manufacture, and sale of products thereof;
8. Manufacture, export and import, and purchase and sale of feed and feed additives;

9. Manufacture, export and import, and purchase and sale of agrochemicals and animal health products;
10. Manufacture, export and import, and purchase and sale of quasi-pharmaceuticals, reagents, and cosmetics;
11. Manufacture, export and import, and purchase and sale of medical health equipment, medical instruments, cooking appliances and food inspection appliances, and materials therefor;
12. Production, export and import, and purchase and sale of agriculture, livestock and fishery products;
13. Warehouse business, transportation business and transportation handling business;
14. Management of medical facilities, health facilities, amusement facilities, dining facilities and hotels;
15. Land preparation, construction of buildings, and purchase and sale, lease, and management of real properties;
16. Design, production, installation, export and import, and purchase and sale of machinery and equipment relating to any of the foregoing items, as well as instruction on, export and import of, and purchase and sale of technology thereof;
17. Money lending to subsidiaries and affiliated companies; and
18. Any and all businesses incidental or relating to the businesses referred to in any of the preceding items.

Article 4. (Organization)

The Company shall establish the following organizations, in addition to the General Meeting of Shareholders and Directors.

1. Board of Directors;
2. Audit & Supervisory Board Members;
3. Audit & Supervisory Board; and
4. Accounting Auditor.

Article 5. (Method of public notice)

The method of public notices of the Company shall be electronic public notices; provided, however, that in the event that electronic public notice is unavailable due to an accident or any

other unavoidable reason, the public notice shall be given in the manner of the publication in the Nikkei (*Nihon Keizai Shimbun*) newspaper.

Chapter II. Shares

Article 6. (Total number of authorized shares)

The total number of shares authorized to be issued by the Company shall be 987.9 million (987,900,000).

Article 7. (Share buyback)

The Company may, by resolution of the Board of Directors, acquire its own shares, pursuant to Article 165, Paragraph 2 of the Companies Act of Japan (hereinafter referred to as the “Companies Act”).

Article 8. (Number of shares per share unit)

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

Article 9. (Rights pertaining to shares less than one unit)

A shareholder of the Company may not exercise any rights, except for the rights set forth below, with respect to shares less than one (1) unit held by such shareholder:

1. Rights set forth in each of items of Article 189, Paragraph 2 of the Companies Act;
2. Rights to make a request in accordance with Article 166, Paragraph 1 of the Companies Act;
3. Rights to receive the allotment of offered shares and offered share acquisition rights, in proportion to the number of shares held by the shareholder; and
4. Rights to make a request which is provided for in the following Article.

Article 10. (Additional purchase of shares less than one unit)

A shareholder of the Company may request the Company to sell to the shareholder such number of shares which will, if combined with the shares less than one (1) unit already held by such shareholder, constitute one (1) unit of shares, pursuant to the Share Handling Regulations.

Article 11. (Shareholder register administrator)

The Company shall have a shareholder register administrator.

The shareholder register administrator and its business handling office shall be decided by resolution of the Board of Directors and a public notice shall be given thereof.

The preparation and keeping of the register of shareholders and the register of share acquisition rights of the Company, and other businesses relating to the register of shareholders and the register of share acquisition rights of the Company shall be entrusted to the shareholder register administrator and shall not be handled by the Company.

Article 12. (Share Handling Regulations)

Handling of shares in the Company, and fees therefor shall be governed by, in addition to laws and regulations and these Articles of Incorporation, the Share Handling Regulations established by the Board of Directors.

Chapter III. General Meetings of Shareholders

Article 13. (Convocation of General Meetings of Shareholders and method thereof)

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

An Extraordinary General Meeting of Shareholders shall be convened whenever necessary.

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.

Article 14. (Record date for an Ordinary General Meeting of Shareholders)

The record date for voting rights at an Ordinary General Meeting of Shareholders of the Company shall be December 31 of each year.

Article 15. (Convener and Chairman of a General Meeting of Shareholders)

A General Meeting of Shareholders shall be convened by the President, who shall act as Chairman.

In cases where the President is unable to so act, another Director of the Board shall take his or her place in the order previously determined by the Board of Directors to convene the General Meeting of Shareholders and assume the chairmanship thereof.

Article 16. (Measures for providing information in electronic format, etc.)

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.

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.

Article 17. (Method of resolution of a General Meeting of Shareholders)

Unless otherwise provided for in laws and regulations and these Articles of Incorporation, a resolution of a General Meeting of Shareholders shall be adopted by a majority vote of the shareholders present at the General Meeting of Shareholders who are entitled to exercise their voting rights.

The resolution as provided for in Article 309, Paragraph 2 of the Companies Act shall be adopted by two thirds (2/3) or more of the voting rights of the shareholders present at the General Meeting of Shareholders where the shareholders holding in aggregate one third (1/3) or more of the voting rights of shareholders entitled to exercise their voting rights are present.

Article 18. (Proxy voting)

A shareholder may exercise his or her voting rights by one (1) proxy who is also a shareholder holding voting rights to the Company; provided, however, that the proxy shall submit to the Company a document evidencing the authority of the proxy to represent the shareholder at each General Meeting of Shareholders.

Chapter IV. Directors of the Board and Board of Directors

Article 19. (Number of Directors of the Board)

The Company shall have not more than ten (10) Directors of the Board.

Article 20. (Election of Directors of the Board)

Directors of the Board shall be elected at a General Meeting of Shareholders.

A resolution for election of Directors of the Board shall be adopted by a majority of the voting rights of the shareholders present at the General Meeting of Shareholders where the shareholders

holding in aggregate one third (1/3) or more of the voting rights of shareholders who are entitled to exercise their voting rights are present.

Cumulative voting shall not be used for a resolution for the election of Directors of the Board.

Article 21. (Term of office of Directors of the Board)

The term of office of Directors of the Board shall expire at the conclusion of the Ordinary General Meeting of Shareholders concerning the last business year ending within one (1) year from the time of their election.

Article 22. (Remunerations for Directors of the Board)

Remunerations, bonuses or other economic benefits from the Company as a consideration for the performance of the duties (hereinafter referred to as “Remunerations”) to be received by Directors of the Board shall be determined by resolution of a General Meeting of Shareholders.

Article 23. (Chairman of a meeting of the Board of Directors)

The Board of Directors shall, by resolution of the same, appoint from among the Directors of the Board one (1) Chairman.

In cases where the Director of the Board is unable to so act, another Director of the Board shall take his or her place in the order previously determined by the Board of Directors.

Article 24. (Notice of convocation of Board of Directors meeting)

The notice of convocation of a meeting of the Board of Directors shall be dispatched to each Director of the Board and each Audit & Supervisory Board Member no later than three (3) days prior to the day of the meeting; provided, however, that the above period may be shortened if it is urgently necessary.

Article 25. (Appointment of Directors of the Board with titles)

The Board of Directors shall, by resolution of the same, appoint from among the Directors of the Board one (1) President, and may, by resolution of the same, appoint from among the Directors of the Board one (1) Chairman of the Board, one (1) Vice Chairman of the Board, and one (1) or a small number of Vice Presidents.

Article 26. (Representative Director)

The Board of Directors shall, by resolution of the same, appoint Representative Directors.

Article 27. (Omission of resolution of Board of Directors meeting)

In cases where requirements under Article 370 of the Companies Act are satisfied, it shall be deemed that a resolution at a meeting of the Board of Directors of the Company has been adopted.

Article 28. (Regulations of the Board of Directors)

Matters regarding the Board of Directors shall be governed by, in addition to laws and regulations and these Articles of Incorporation, the Regulations of the Board of Directors established by the Board of Directors.

Article 29. (Exemption from liability of Directors of the Board)

Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company may enter into agreements with Directors of the Board (excluding executive directors, etc.) to limit their liability for damages arising from their failure to perform their duties; provided, however, that the maximum amount of liability for damages under such agreements shall be the higher of either (i) the predetermined amount of not less than five million (5,000,000) yen, or (ii) the amount provided for in laws and regulations.

Chapter V. Audit & Supervisory Board Members and Audit & Supervisory Board

Article 30. (Number of Audit & Supervisory Board Members)

The Company shall have three (3) or more Audit & Supervisory Board Members.

Article 31. (Election of Audit & Supervisory Board Members)

Audit & Supervisory Board Members shall be elected at a General Meeting of Shareholders.

A resolution for election of Audit & Supervisory Board Members shall be adopted by a majority of the voting rights of the shareholders present at the General Meeting of Shareholders where the shareholders holding in aggregate one third (1/3) or more of the voting rights of shareholders who are entitled to exercise their voting rights are present.

Article 32. (Term of office of Audit & Supervisory Board Members)

The term of office of Audit & Supervisory Board Members shall expire at the conclusion of the Ordinary General Meeting of Shareholders concerning the last business year ending within four (4) years from the time of their election.

The term of office of an Audit & Supervisory Board Member who is elected to fill a vacancy of an Audit & Supervisory Board Member who retired from office before the expiration of the term of office, shall expire at the time at which the term of office of the retired Audit & Supervisory Board Member would have expired.

Article 33. (Remunerations for Audit & Supervisory Board Members)

Remunerations for Audit & Supervisory Board Members shall be determined by resolution of a General Meeting of Shareholders.

Article 34. (Notice of convocation of the Audit & Supervisory Board meeting)

The notice of convocation of the Audit & Supervisory Board meeting shall be dispatched to each Audit & Supervisory Board Member no later than three (3) days prior to the day of the meeting; provided, however, that the above period may be shortened if it is urgently necessary.

Article 35. (Full-time Audit & Supervisory Board Members)

The Audit & Supervisory Board shall, by its resolution, appoint full-time Audit & Supervisory Board Members from among the Audit & Supervisory Board Members.

Article 36. (Regulations of the Audit & Supervisory Board)

Matters regarding the Audit & Supervisory Board shall be governed by, in addition to laws and regulations and these Articles of Incorporation, the Regulations of the Audit & Supervisory Board established by the Audit & Supervisory Board.

Article 37. (Exemption from liability of Audit & Supervisory Board Members)

Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company may enter into agreements with Audit & Supervisory Board Members to limit their liability for damages arising from their failure to perform their duties; provided, however, that the maximum amount of liability for damages under such agreements shall be the higher of either (i) the predetermined amount of not less than five million (5,000,000) yen, or (ii) the amount provided for in laws and regulations.

Chapter VI. Accounts

Article 38. (Business year)

The business year of the Company shall be one (1) year commencing on January 1 and ending on December 31 of each year.

Article 39. (Record date for dividends of surplus)

The record date for the year-end dividends of the Company shall be December 31 of each year.

Article 40. (Interim dividends)

The Company may, by resolution of the Board of Directors, distribute interim dividends for which the record date is June 30 of each year.

Article 41. (Period of exclusion concerning payment of dividends)

In cases where the dividends are to be paid in cash, the Company shall be relieved of the obligation to pay such dividends if the dividends have not been received after the passage of three (3) full years from the date of commencement of payment thereof.

Supplementary Provisions

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”).

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.

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.