



April 27, 2022
JCR Pharmaceuticals Co., Ltd.

Translation

Notice Regarding Partial Amendments to the Articles of Incorporation

Apr. 27, 2022 -- JCR Pharmaceuticals Co., Ltd. (TSE 4552; Chairman and President: Shin Ashida; “JCR”) announced today that it resolved at the Board of Directors meeting held today to submit a proposal for partial amendments to its Articles of Incorporation at the Ordinary General Meeting of Shareholders to be held in June 2022.

1. Reasons for the amendments

(1) Article 16 (Disclosure via the Internet and Deemed Provision of Reference Documents, etc. for the General Meeting of Shareholders)

Since the revised provisions provided for in the proviso to Article 1 of the supplementary provisions of the Act for Partial Amendment of the Companies Act (Act. No. 70 of 2019) will take effect on September 1, 2022, the Company proposes to make the following changes to its Articles of Incorporation to prepare for the introduction of the system for providing reference materials for the General Meeting of Shareholders in electronic format.

- 1) The proposed amended Paragraph 1 of Article 16 stipulates that measures will be taken to provide information contained in the reference materials for the General Meeting of Shareholders in electronic format.
- 2) The proposed amended Paragraph 2 of Article 16 establishes a provision to limit the scope of the matters to be described in paper-based documents to be delivered to shareholders who have requested the delivery of paper-based documents.
- 3) Since the provisions regarding disclosure via the internet of reference documents, etc. for the General Meeting of Shareholders (Article 16 of the current Articles of Incorporation) will no longer be required, they will be deleted.
- 4) In line with the above additions and deletions, supplementary provisions concerning the effective date and related matters will be established.

(2) Article 19 (Number of Directors)

The Company proposes to increase the maximum number of directors from ten (10) to eleven (11) to further strengthen and enhance the management oversight framework and facilitate business expansion and globalization.

2. Details of amendments

Details of the amendments are as follows.

Current Articles of Incorporation	Proposed amendments
<p><u>(Disclosure via the Internet and Deemed Provision of Reference Documents, etc. for the General Meeting of Shareholders)</u> <u>Article 16: When convening the General Meeting of Shareholders, the Company may deem that it has provided shareholders with information concerning matters that should be described or presented in reference documents for the General Meeting of Shareholders, business reports, financial statements and consolidated financial statements in the event that they are disclosed via the internet in accordance with the Ministry of Justice Ordinance.</u> (Newly added)</p>	<p>(Deleted)</p> <p><u>(Measures for Provision of Information in Electronic Format, etc.)</u> <u>Article 16: When convening the General Meeting of Shareholders, the Company shall take measures to provide information contained in reference documents, etc. for the General Meeting of Shareholders in electronic format.</u> 2: <u>Of the items for which measures will be taken to provide information in electronic format, the Company may exclude all or some of those items stipulated in the Ministry of Justice Ordinance from the paper-based documents to be delivered to shareholders who have requested paper-based documents by the record date for voting rights.</u></p>
<p>(Number of Directors) Article 19: The number of directors shall not exceed ten (10).</p>	<p>(Number of Directors) Article 19: The number of directors shall not exceed eleven (11).</p>
<p>(Newly added)</p>	<p><u>Supplementary Provisions</u> <u>(Transitional Measures Concerning Provision of Materials for the General Shareholders Meeting in Electronic Format)</u></p>

	<p><u>Article 1: The deletion of Article 16 of the current Articles of Incorporation (Disclosure via the Internet and Deemed Provision of Reference Documents, etc. for the General Meeting of Shareholders) and the addition of the proposed amended Article 16 (Measures for Provision of Information in Electronic Format, etc.) shall become effective as of September 1, 2022.</u></p> <p><u>2: Notwithstanding the provisions of the preceding paragraph, Article 16 of the current Articles of Incorporation (Disclosure via the Internet and Deemed Provision of Reference Documents, etc. for the General Meeting of Shareholders) shall remain in effect with respect to a General Meeting of Shareholders to be held on or before February 28, 2023.</u></p> <p><u>3: These provisions shall be deleted on March 1, 2023, or on the date when three (3) months have elapsed from the date of the General Meeting of Shareholders described in the preceding paragraph, whichever is later.</u></p>
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3. Schedule

Date for the Ordinary General Meeting of Shareholders to amend the Articles of Incorporation
June 22, 2022 (planned)

Effective date of the amendments to the Articles of Incorporation
June 22, 2022 (planned)

About JCR Pharmaceuticals Co., Ltd.

JCR Pharmaceuticals Co., Ltd. (TSE 4552) is a global specialty pharmaceuticals company that is redefining expectations and expanding possibilities for people with rare and genetic diseases worldwide. We continue to build upon our 46-year legacy in Japan while expanding our global footprint into the US, Europe, and Latin America. We improve patients' lives by applying our scientific expertise and unique technologies to research, develop, and deliver next-generation therapies. Our approved products in Japan include therapies for the treatment of growth disorder, Fabry disease, acute graft-versus host disease, and renal anemia. Our investigational products in development worldwide are aimed at treating rare diseases including MPS I (Hurler, Hurler-Scheie and Scheie syndrome), MPS II (Hunter syndrome), Pompe disease, and more. JCR strives to expand the possibilities for patients while accelerating medical advancement at a global level.

Our core values – reliability, confidence, and persistence – benefit all our stakeholders, including employees, partners, and patients. Together we soar. For more information, please visit <https://www.jcrpharm.co.jp/en/site/en/>.

Cautionary Statement Regarding Forward-Looking Statements

This document contains forward-looking statements that are subject to known and unknown risks and uncertainties, many of which are outside our control. Forward-looking statements often contain words such as “believe,” “estimate,” “anticipate,” “intend,” “plan,” “will,” “would,” “target” and similar references to future periods. All forward-looking statements regarding our plans, outlook, strategy and future business, financial performance and financial condition are based on judgments derived from the information available to us at this time. Factors or events that could cause our actual results to be materially different from those expressed in our forward-looking statements include, but are not limited to, a deterioration of economic conditions, a change in the legal or governmental system, a delay in launching a new product, impact on competitors’ pricing and product strategies, a decline in marketing capabilities relating to our products, manufacturing difficulties or delays, an infringement of our intellectual property rights, an adverse court decision in a significant lawsuit and regulatory actions.

This document involves information on pharmaceutical products (including those under development). However, it is not intended for advertising or providing medical advice. Furthermore, it is intended to provide information on our company and businesses and not to solicit investment in securities we issue.

Except as required by law, we assume no obligation to update these forward-looking statements publicly or to update the factors that could cause actual results to differ materially, even if new information becomes available in the future.

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