

ARTICLES OF INCORPORATION

Amended on June 24, 2022

SANTEN PHARMACEUTICAL CO., LTD.

Articles of Incorporation
SANTEN PHARMACEUTICAL CO., LTD.

Chapter 1 General Provisions

Article 1 (Trade name)

The Company shall be called SANTEN SEIYAKU KABUSHIKI KAISHA in Japanese and shall be expressed as SANTEN PHARMACEUTICAL CO., LTD. in English.

Article 2 (Purpose)

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

1. Manufacture, sale and purchase, and export and import of pharmaceutical products, chemical drugs, industrial chemicals, drugs for animals, reagents, quasi-drugs, cosmetic items, foods, food additives, beverages, feedstuffs, feed additives, agricultural chemicals, epidemic-prevention insecticides, sanitary products, medical equipment, measuring equipment and other chemical products;
2. Sale and purchase, leasing and management of real estate;
3. Sale and purchase and leasing of and intermediary services for machinery and equipment;
4. Warehousing services;
5. Truck transportation business and vehicle transportation handling business;
6. Cleaning services;
7. Any and all businesses and investments incidental to and in connection with any of the above-mentioned items.

Article 3 (Location of head office)

The Company shall have its head office in Osaka City.

Article 4 (Organs)

The Company shall have the following organs in addition to the general meeting of shareholders and Directors:

1. Board of Directors;
2. Auditors;
3. Board of Auditors;
4. Accounting Auditor.

Article 5 (Method of public notice)

The public notice of the Company shall be given by way of electronic public notice; provided, however, that if any accident or other unavoidable event makes it impossible for the Company to give public notice by way of electronic public notice, the public notice shall be given by publishing in the Nihon Keizai Shimbun.

Chapter 2 Shares

Article 6 (Total number of authorized shares)

The total number of shares authorized to be issued by the Company shall be one billion and one hundred million (1,100,000,000) shares.

Article 7 (Acquisition of Company's own shares)

The Company shall be entitled to acquire its own shares by market transaction, etc. based on a resolution of the Board of Directors pursuant to the provisions of Article 165, Paragraph 2 of the Companies Act.

Article 8 (Number of shares constituting one unit)

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

Article 9 (Rights of shareholders holding shares less than one unit)

Shareholders of the Company shall not be entitled to exercise rights other than those listed below in relation to shares of less than one unit held by them:

- (1) Rights listed in respective items of Article 189, Paragraph 2 of the Companies Act;
- (2) Right to make a demand as provided for in the provisions of Article 166, Paragraph 1 of the Companies Act;
- (3) Right to receive allotments of shares for subscription and of share options for subscription corresponding to the number of shares held by them;
- (4) Right to make a demand as provided for in the next Article.

Article 10 (Request for sale of shares representing less than one unit)

Shareholders of the Company holding shares of less than one unit shall be entitled to request the Company sell them such number of additional shares that enables them to hold one unit by combining with the shares less than one unit originally owned by them as set forth in the Rules for Handling Shares.

Article 11 (Administrator of shareholders' registry)

1. The Company shall have an administrator of shareholders' registry.
2. The administrator of shareholders' registry and the place for handling its service shall be specified by a resolution of the Board of Directors and announced publicly.
3. The preparation and keeping of the shareholders' registry and the share option registry, and other matters relating to the shareholders registry and the share option registry, of the Company shall be entrusted to the administrator of shareholders' registry and shall not be dealt with by the Company.

Article 12 (Rules for handling shares)

The handling of shares of the Company and charges therefor shall be governed by the Rules for Handling Shares specified by the Board of Directors in addition to what is provided for in laws and regulations or these Articles of Incorporation.

Chapter 3 General Meeting of Shareholders

Article 13 (Convocation)

The Company shall convene an ordinary general meeting of shareholders in June of each year and extraordinary general meetings of shareholders when necessary from time to time.

Article 14 (Record date)

The record date for exercising voting rights at the ordinary general meeting of shareholders of the Company shall be March 31 of each year.

Article 15 (Convener and chairperson)

Unless otherwise provided for in laws and regulations, the general meeting of shareholders shall be convened by the Representative Director, who shall serve as the chairperson. If the Representative Director is not available, another Director, in the order specified by the Board of Directors in advance, shall convene the general meeting and serve as the chairperson.

Article 16 (Measures for Providing Information in Electronic Format, Etc.)

1. When the Company convenes a general meeting of shareholders, it shall take measures for providing information that constitutes the content of reference materials and other documents for the general meeting of shareholders in electronic format.
2. Among items for which the measures for providing information in electronic format will be taken, the Company may exclude all or a part of those items designated by the Ordinance 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 recorded date of voting rights.

Article 17 (Resolutions)

1. Unless otherwise provided for in laws and regulations or these Articles of Incorporation, a resolution of the general meeting of shareholders shall be adopted by a majority of the voting rights of the shareholders who are present and entitled to exercise their voting rights.
2. A resolution provided for in Article 309, Paragraph 2 of the Companies Act shall be adopted at a meeting where shareholders who hold one-third (1/3) or more of the voting rights of shareholders entitled to exercise their voting rights are present and by two-thirds (2/3) or more of their voting rights.

Article 18 (Exercise of voting rights by proxy)

A shareholder may exercise their voting rights through a proxy who is another shareholder holding voting rights of the Company: provided, that the shareholder or the proxy shall submit to the Company a power of attorney evidencing the authority of such proxy for each general meeting of shareholders.

Chapter 4 Directors and Board of Directors

Article 19 (Number of Directors)

The Company shall have twelve (12) or less Directors.

Article 20 (Appointment of Directors)

1. The Directors shall be appointed at the general meeting of shareholders.
2. A resolution for the appointment of the Directors shall be adopted at the general meeting where shareholders who hold one-third (1/3) or more of the voting rights of shareholders entitled to exercise their voting rights are present and by a majority of their voting rights.
3. The resolution for the appointment of the Directors shall not be adopted by cumulative voting.

Article 21 (Term of office of Directors)

The term of office of a Director shall expire at the time of conclusion of the ordinary general meeting of shareholders relating to the last business year which ends within one (1) year after the time of his/her appointment.

Article 22 (Representative Directors and Directors with special title)

1. The Board of Directors shall select three (3) or less Representative Directors by its resolution.
2. The Board of Directors may select one Chairperson, one President and a limited number of Executive Vice Chairperson, Executive Vice President, Senior Managing Directors, Managing Directors and advisors from among the Directors by its resolution.
3. The Board of Directors may specify one Chief Executive Officer (CEO) and one Chief Operating Officer (COO) from among the Directors by its resolution.

Article 23 (Convocation notice for meetings of Board of Directors)

A convocation notice for meetings of the Board of Directors shall be sent to each Director and each Auditor no later than three (3) days prior to the day of the meeting: provided, that this notice period may be shortened in case of urgency.

Article 24 (Omission of resolution of Board of Directors)

If all the Directors agree to a matter to be resolved by the Board of Directors in writing or by an electromagnetic record, the Company may deem that a resolution of the Board of Directors to approve the matter has been adopted; provided, however, that this shall not apply if any Auditor raises an objection.

Article 25 (Rules for the Board of Directors)

Affairs of the Board of Directors shall be governed by the Rules for the Board of Directors specified by it in addition to what is provided for in laws and regulations or these Articles of Incorporation.

Article 26 (Remuneration, etc. of Directors)

Remuneration, bonuses and any other financial benefits that the Directors receive from the Company as consideration for their execution of their duties (hereinafter, "Remuneration, etc.") shall be specified by a resolution of the general meeting of shareholders.

Article 27 (Agreement limiting liability with Outside Directors)

Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may execute an agreement with Outside Directors that limits their liability for compensation of damage caused by delinquent performance of their duties: provided that the amount of liability limit based on such agreement shall be the amount provided for in laws and regulations.

Chapter 5 Auditors and Board of Auditors

Article 28 (Number of Auditors)

The Company shall have five (5) or less Auditors.

Article 29 (Appointment of Auditors)

1. The Auditors shall be appointed at the general meeting of shareholders.
2. A resolution for the appointment of the Auditors shall be adopted at the general meeting where shareholders who hold one-third (1/3) or more of the voting rights of shareholders entitled to exercise their voting rights are present and by a majority of their voting rights.

Article 30 (Term of office of Auditors)

1. The term of office of an Auditor shall expire at the time of conclusion of the ordinary general meeting of shareholders relating to the last business year which ends within four (4) years after the time of his/her appointment.
2. The term of office of an Auditor who has been appointed to fill a vacancy shall expire at the time of the expiration of the term of office of the retired Auditor.

Article 31 (Full-time Auditors and Standing Auditors)

1. The Board of Auditors shall select full-time Auditors by its resolution.
2. In addition to the preceding paragraph, the Board of Auditors may select Standing Auditors by its resolution.

Article 32 (Convocation notice for meetings of Board of Auditors)

A convocation notice for meetings of the Board of Auditors shall be sent to each Auditor no later than three (3) days prior to the day of the meeting: provided, that this notice period may be shortened in case of urgency.

Article 33 (Rules for the Board of Auditors)

Affairs of the Board of Auditors shall be governed by the Rules for the Board of Auditors specified by it in addition to what is provided for in laws and regulations or these Articles of Incorporation.

Article 34 (Remuneration, etc. of Auditors)

The Remuneration, etc. for the Auditors shall be specified by a resolution of the general meeting of shareholders.

Article 35 (Agreement limiting liability with Outside Auditors)

Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may execute an agreement with Outside Auditors that limits their liability for compensation of damage caused by delinquent performance of their duties: provided that the amount of liability limit based on such agreement shall be the amount provided for in laws and regulations.

Chapter 6 Accounting

Article 36 (Business year)

The business year of the Company shall be one year from April 1 of each year to March 31 of the following year.

Article 37 (Year-end dividend and record date)

The Company may distribute surplus money as a year-end dividend to shareholders and registered pledgees of shares based on a resolution of the general meeting of shareholders by setting March 31 of each year as the record date for the year-end dividend.

Article 38 (Interim dividend and record date)

The Company may distribute surplus money as an interim dividend to shareholders and registered pledgees of shares based on a resolution of the Board of Directors by setting September 30 of each year as the record date for the interim dividend.

Article 39 (Statute of limitations)

If the dividends property is cash, and if dividends money remains unclaimed for three (3) years from the payment starting date, the Company shall be relieved of its obligation to make such payment.

Supplementary Provisions

1. The deletion of Article 16 (*Disclosure via Internet and the Deemed Provision of Reference Materials for the General Meetings of Shareholders and other Documents*) of the current Articles of Incorporation and the new establishment of Article 16 (*Measures for Providing Information in Electronic Format, Etc.*) of the proposed amendment shall come into effect on September 1, 2022 (the "Effective Date").
2. Notwithstanding the provisions of the preceding paragraph, Article 16 (*Disclosure via Internet and the Deemed Provision of Reference Materials for the General Meetings of Shareholders and other Documents*) of the current Articles of Incorporation shall remain in force with respect to general meetings of shareholders to be held on a date during the period from June 1, 2022 to the end of February, 2023.
3. These supplementary provisions shall be deleted after the lapse of six (6) months from the Effective Date or the lapse of three (3) months from the date of the general meeting of shareholders set forth in the preceding paragraph, whichever is later.