

(Translation)

Rules for Handling Shares

Revised September 2022

SHIONOGI & Co., Ltd.

Rules for Handling Shares

CHAPTER 1 GENERAL PROVISIONS

Article 1. (Purpose)

The handling of shares of the Company, including procedures for the exercise of shareholders' rights, shall be governed by the rules prescribed by the Japan Securities Depository Center, Inc., ("JASDEC") and account management institutions, such as securities companies with whom shareholders have opened transfer accounts (hereinafter referred to as "Securities Companies"), in addition to these Rules pursuant to the Articles of Incorporation.

Article 2. (Shareholder Register Administrator)

The shareholder register administrator and the handling office of the shareholder register administrator shall be as follows:

Shareholder register administrator:

Sumitomo Mitsui Trust Bank, Limited
1-4-1 Marunouchi, Chiyoda-ku, Tokyo

Handling office of shareholder register administrator:

Stock Transfer Agency Business Planning Dept., Sumitomo Mitsui Trust Bank, Limited
4-5-33 Kitahama, Chuo-ku, Osaka

Article 3. (Changes)

Changes to these Rules shall be by resolution of the Board of Directors. In cases corresponding to Article 4, Paragraph 2 of the SHIONOGI Group Rules Management Rules, however, the Rules may be revised by the decision of the Representative Director.

CHAPTER 2 RECORDING IN SHAREHOLDER REGISTER

Article 4. (Recording in the Shareholder Register)

1. Changes to the entries in the shareholder register shall be made in accordance with notifications from JASDEC, such as General Shareholders' Notifications (excluding notifications stipulated in Article 154, Paragraph 3 of the Act on Book-Entry Transfer of Corporate Bonds and Shares (hereinafter referred to as the "Book-Entry Transfer Act") (hereinafter "Individual Shareholder

Notification”)).

2. In addition to the preceding paragraph, where provided for by other laws or regulations such as the issuance of new shares, changes to the entries in the shareholder register shall be made regardless of notification from JASDEC.
3. Entries in the shareholder register shall be made using characters and symbols designated by JASDEC.

Article 5. (Notification Related to Entries in the Shareholder Register)

Shareholders shall notify their full name or corporate name and address through Securities Companies and JASDEC as stipulated by JASDEC. The same shall apply where any changes occur.

Article 6. (Representative of Corporate Shareholders)

Corporate shareholders shall notify the full name of their one representative through Securities Companies and JASDEC as stipulated by JASDEC. The same shall apply where any changes occur.

Article 7. (Representative of Joint Shareholders)

Shareholders who jointly own shares shall appoint one representative and notify the full name or corporate name and address of the representative through Securities Companies and JASDEC as stipulated by JASDEC. The same shall apply where any changes occur.

Article 8. (Legal Representative)

Legal representatives, such as a person with parental authority or a guardian, shall notify their full name or corporate name and address through Securities Companies and JASDEC as stipulated by JASDEC. The same shall apply where any changes or cancellations occur.

Article 9. (Notification of Nonresident Shareholders' Mailing Address for Receiving Notifications)

Nonresident shareholders and registered pledgees of shares, or legal representatives thereof, shall either appoint a standing proxy in Japan or designate a mailing address in Japan for receiving notifications and notify the full name or corporate name and address of the standing proxy or the mailing address for receiving notifications through Securities Companies and JASDEC as stipulated by JASDEC. The same shall apply where any changes or cancellations occur.

Article 10. (Method of Confirmation through JASDEC)

Where a notification by a shareholder is submitted to the Company through Securities Companies and JASDEC, such notification shall be deemed a notification by the shareholder him/herself.

CHAPTER 3 IDENTIFICATION OF SHAREHOLDERS

Article 11. (Identification of Shareholders)

1. Where a shareholder (including shareholders to whom Individual Shareholder Notifications

have been issued) exercises shareholders' rights, including making a claim (hereinafter referred to as "Claims"), such shareholder shall attach or provide materials certifying said Claims are made by the shareholder him/herself (hereinafter referred to as "Certification Materials"). However, this shall not apply where the Company is able to confirm the Claims have been made by the individual.

2. Where Claims by a shareholder are made to the Company through Securities Companies and JASDEC, such Claims shall be deemed Claims made by the shareholder him/herself and shall not require Certification Materials.
3. When making Claims by proxy, a letter of proxy with the signature or printed name and seal impression of the shareholder shall be attached, in addition to carrying out the procedures set forth in the preceding two paragraphs. Such letter of proxy must include the full name or corporate name and address of the mandatary.
4. The provisions of paragraphs 1 and 2 shall apply *mutatis mutandis* to proxies.

CHAPTER 4 PROCEDURES FOR EXERCISE OF SHAREHOLDERS' RIGHTS

Article 12. (Request for Delivery in Paper Form and Stating of Objections)

Requests for paper versions of reference materials for general meetings of shareholders provided in electronic form as stipulated in Article 325-5, Paragraph 1 of the Companies Act (hereinafter referred to as "request for delivery in paper form") and the stating of objections stipulated in Paragraph 5 of the above Article shall be made in writing. However, where the request for delivery in paper form is made through Securities Companies and JASDEC, it shall be made as stipulated by Securities Companies and JASDEC.

Article 13. (Minority Shareholders' Rights, etc.)

When a shareholder exercises minority shareholders' rights, etc. stipulated in Article 147, Paragraph 4 of the Transfer Act directly over the Company, it shall be made in writing, which shall include such shareholder's signature or printed name and seal impression and attach the receipt of the Individual Shareholder Notification.

Article 14. (Description of Proposal Submitted by Shareholders in Reference Materials for General Meetings of Shareholders)

Where proposals to a general meeting of shareholders are submitted by shareholders, the volume of their description stipulated by the Company pursuant to Article 93, Paragraph 1 of the Regulations for Enforcement of the Companies Act shall be as follows:

- (i) Reason for the proposal
400 characters per proposal
- (ii) Matters to be stated in the reference materials for general meetings of shareholders if the

proposal is for the appointment of officers
400 characters per candidate

Article 15. (Method of Request for Purchase of Odd-Lot Shares)

Requests for purchase of odd-lot shares shall be made through Securities Companies and JASDEC as stipulated by JASDEC.

Article 16. (Determination of Purchase Price)

1. The purchase price per share for the purchase request stated in the preceding article shall be the closing price of Company shares of a market established by the Tokyo Stock Exchange, Inc. on the day when the purchase request reaches the handling office of the shareholder register administrator. However, if there is no trading on such day or if such day falls on a day when the Tokyo Stock Exchange is closed, the first trading price of Company shares thereafter shall be deemed the purchase price per share.
2. The purchase price shall be obtained by multiplying the purchase price per share stated in the preceding paragraph by the number of shares requested for purchase.

Article 17. (Payment of Purchase Proceeds)

1. The Company shall, as stipulated by JASDEC, pay the proceeds of the purchase on the fourth business day from the day immediately following the day on which the purchase price per share is determined, unless otherwise prescribed by the Company. However, if the purchase price includes the right to receive dividends from surplus or shares from a stock split, etc., the purchase proceeds shall be paid by the record date.
2. The shareholder who requested the purchase may designate the payment method of the purchase proceeds or designate a proxy recipient.

Article 18. (Transfer of Shares Purchased)

Odd-lot shares for which a request for purchase is made shall be transferred to the transfer account of the Company on the day when the payment of purchase proceeds, as prescribed in the preceding article, or payment procedures have been completed.

CHAPTER 6 EXCEPTIONS FOR SPECIAL ACCOUNTS

Article 19. (Exceptions for Special Accounts)

The handling of special accounts, including the identification of shareholders who have opened such accounts, shall be as stipulated by JASDEC and by account management institutions for special accounts.

Supplementary Provision

Article 1. (Effective Date)

These Rules shall become effective on September 1, 2022.