

Articles of Incorporation of Shionogi & Co., Ltd.  
(Revised June, 2022)

Chapter 1  
General Provisions

Article 1 (Trade Name)

The Company shall be called Shionogi Seiyaku Kabushiki Kaisha, and written in English as Shionogi & Co., Ltd.

Article 2 (Location of Head Office)

The head office of the Company shall be located in Osaka City.

Article 3 (Purpose)

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

1. Manufacture, sale and purchase, export and import of pharmaceuticals, animal health products, agricultural chemicals, industrial chemicals, quasi-drugs, cosmetics, fertilizer and other chemical products, and medical instruments and other machinery and equipment
2. Manufacture, sale and purchase, export and import of food, food additives, seeds, animal feed and feed additives
3. Chemical analysis and other analysis, experimentation and testing of pharmaceuticals, animal health products, agricultural chemicals, etc.
4. Breeding and sale of medical laboratory animals
5. Real estate leasing
6. All activities incidental or related to the businesses above

Article 4 (Organ)

The Company shall have, in addition to the General Meeting of Shareholders and Directors, a Board of Directors, Auditors, a Board of Auditors and an Accounting Auditor.

Article 5 (Method of Giving Public Notice)

Public notices of the Company shall be electronic public notice; provided, however, that if the Company is unable to give an electronic public notice due to an accident or other unavoidable reason, the public notice shall be published 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 (1,000,000,000).

Article 7 (Acquisition of the Company's Own Shares)

The Company may, by a resolution of the Board of Directors, acquire its own shares pursuant to Article 165, paragraph (2) of the Companies Act.

Article 8 (Number of Shares Constituting One Trading Unit and Rights for Shares Less Than One Trading Unit)

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

2 No shareholder of the Company may exercise any rights other than the following rights with respect to the shares less than one trading unit held by the shareholder:

- (1) The rights stipulated in Article 189, paragraph (2) of the Companies Act
- (2) The right to receive allotment of shares solicited and allotment of share options according to the number of shares held by the shareholder.

Article 9 (Shareholder Register Administrator)

The Company shall have a shareholder register administrator.

- 2 The shareholder register administrator and its handling office shall be appointed by a resolution of the Board of Directors and public notice shall be given with regard thereto.
- 3 The preparation and keeping of the shareholder register and the share option register of the Company, and other affairs related to the shareholder register and the share option register shall be delegated to the shareholder register administrator and shall not be handled by the Company.

Article 10 (Rules for Handling Shares)

The handling of shares of the Company and fees related thereto shall be governed by laws and regulations, these Articles of Incorporation, and the rules for handling shares established by the Board of Directors.

### Chapter 3 General Meeting of Shareholders

Article 11 (Timing of Convocation of General Meeting of Shareholders)

The Annual General Meeting of Shareholders of the Company shall be convened in June each year. An Extraordinary General Meeting of Shareholders shall be convened whenever necessary.

Article 12 (Record Date of Annual General Meeting)

The record date for voting rights at the Annual General Meeting of Shareholders of the Company shall be March 31 of each year.

Article 13 (Convener and Chairperson of General Meeting of Shareholders)

Unless otherwise provided for by laws and regulations, a General Meeting of Shareholders shall be convened and chaired by the President and CEO pursuant to a resolution of the Board of Directors.

- 2 Should the President and CEO be unable to act, one of the other Directors shall take the chair in accordance with the order previously determined by the Board of Directors.

Article 14 (Electronic Provision Measure, etc.)

Upon convening a General meeting of shareholders, the Company shall take an electronic provision measure with respect to information that constitutes the content of reference documents, etc. for General Meetings of Shareholders.

- 2 Among matters for which the electronic provision measure shall be taken, the Company shall not be required to state all or part of the matters prescribed by the relevant Ministerial Ordinance of the Ministry of Justice in the document that shall be delivered to shareholders who requested delivery of the document in a paper-based format by the record date for voting rights.

Article 15 (Resolution Method)

Resolutions at a General Meeting of Shareholders shall be made by a majority of the votes of the shareholders entitled to exercise their voting rights and present at the meeting, unless otherwise stipulated by laws and regulations or these Articles of Incorporation.

- 2 Resolutions at a General Meeting of Shareholders as provided for in Article 309, paragraph (2) of the Companies Act shall be made by a two-thirds (2/3) or more majority of the votes

of the shareholders present at the meeting where the shareholders holding at least one-third of the voting rights of the shareholders entitled to exercise their voting rights at such meeting are present.

Article 16 (Exercise of Voting Rights by Proxy)

Each shareholder of the Company may exercise his/her voting rights through a proxy who is a shareholder of the Company having the voting rights of the Company; provided that such shareholder or proxy shall submit a document evidencing the authority of proxy to the Company.

## Chapter 4 Directors and Board of Directors

Article 17 (Number of Directors)

The number of Directors of the Company shall be three (3) or more and seven (7) or less.

Article 18 (Election of Directors)

The directors shall be elected at a General Meeting of Shareholders.

2 A resolution to appoint a Director shall be made by a majority of the votes of the shareholders present at the meeting where the shareholders holding at least one-third of the voting rights of the shareholders entitled to exercise their voting rights at such meeting are present.

3 Cumulative voting shall not be used for the election of Directors.

Article 19 (Representative Directors and Directors with Special Titles)

Representative Director(s) of the Company shall be elected by a resolution of the Board of Directors.

2 The Board of Directors may, upon its resolution, appoint one President and CEO, and if necessary, a Chairman of the Board and some other Directors with special titles.

Article 20 (Business Execution of Directors)

The President and CEO shall enforce the resolutions of the Board of Directors and exercise control over the business of the company.

2 If the President and CEO is unable to act, one of the other Directors shall act on his/her behalf in accordance with the order previously determined by the Board of Directors.

Article 21 (Term of Office of Directors)

The term of office of Directors shall expire at the closing of the Annual General Meeting of Shareholders for the fiscal year that ends within one (1) year from the time of their election.

2 The term of office of a Director who is elected to fill a vacancy or increase the number of Directors shall expire at the time when the term of office of the other currently serving Directors expires.

Article 22 (Remuneration, etc. for Directors)

Remunerations, bonuses and other benefits received by Directors from the Company in consideration for their execution of duties (hereinafter referred to as "Remuneration, etc.") shall be determined by a resolution of a General Meeting of Shareholders.

Article 23 (Notice of Convocation of the Board of Directors)

Notices of convocation of a meeting of the Board of Directors shall be dispatched to each Director and Auditor three (3) days prior to the date set for the meeting; provided, however, that in case of emergency this period may be shortened.

Article 24 (Omission of Resolutions of the Board of Directors)

The Company shall be deemed to have made a resolution of the Board of Directors when it meets the requirements of Article 370 of the Companies Act.

Article 25 (Limited Liability Contract with Directors)

Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company may conclude a contract with Directors (excluding those who are Executive Directors, etc.) to limit liability for damages caused by neglect of duties. However, the maximum amount of liability based under such contract shall be the amount stipulated by laws and regulations.

Article 26 (Regulation of the Board of Directors)

The issues related to the Board of Directors shall be governed by laws and regulations, these Articles of Association, and the Regulation of the Board of Directors established by the Board of Directors.

## Chapter 5 Auditors and Board of Auditors

Article 27 (Number of Auditors)

The number of Auditors of the Company shall be three (3) or more and seven (7) or less.

Article 28 (Election of Auditors)

The Auditors shall be elected at a General Meeting of Shareholders.

2 A resolution to appoint an Auditor shall be made by a majority of the votes of the shareholders present at the meeting where the shareholders holding at least one-third (1/3) of the voting rights of the shareholders entitled to exercise their voting rights at such meeting are present.

Article 29 (Term of Office of Auditors)

The term of office of Auditors shall expire at the closing of the Annual General Meeting of Shareholders for the last fiscal year that ends within four (4) years from the time of their election.

2 The term of office of an Auditor elected as substitute for an Auditor who resigned before the expiry of his/her term of office shall expire at the time when the office term of the predecessor shall have expired.

Article 30 (Remuneration, etc. for Auditors)

Remuneration, etc. for the Auditors shall be determined at a General Meeting of Shareholders.

Article 31 (Notice of Convocation of the Board of Auditors)

Notices of convocation of a meeting of the Board of Auditors shall be dispatched to each Auditor three (3) days prior to the date set for the meeting; provided, however, that in case of emergency this period may be shortened.

Article 32 (Limited Liability Contract with Auditors)

Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company may conclude a contract with Auditors to limit liability for damages caused by neglect of duties. However, the maximum amount of liability under the contract shall be the amount stipulated by laws and regulations.

Article 33 (Regulation of the Board of Auditors)

The issues related to the Board of Auditors shall be governed by laws and regulations, these Articles of Association, and the Regulation of the Board of Auditors established by the Board of Auditors.

## Chapter 6 Accounts

### Article 34 (Business Year)

The business year of the Company shall be one (1) year beginning on April 1 and ending on the following March 31.

### Article 35 (Dividends of Surplus)

By a resolution of the General Meeting of Shareholders, year-end dividends may be paid to the shareholders or registered share pledgees listed or recorded in the final shareholder register on March 31 of each year.

2 In addition to the previous paragraph, the Company may, by a resolution of the Board of Directors, pay interim dividends to the shareholders or registered share pledgees listed or recorded in the final shareholder register on September 30 of each year.

### Article 36 (Period of Exclusion Concerning Dividends)

If a year-end dividend or interim dividend is not claimed by the person entitled thereto within three (3) years from the day of commencement of payment thereof, the Company shall be discharged from any liability for payment thereof.

## Supplementary Provisions

### Article 1 (Transitional Measures Concerning Electronic Provision of Materials for General Meeting of Shareholders)

The deletion of Article 14 of the current Articles of Incorporation and the new establishment of Article 14 of the amended Articles of Incorporation shall come into force on the date of enforcement stipulated in the proviso of Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (hereinafter referred to as "Enforcement Date").

2 Notwithstanding the provisions of the preceding paragraph, Article 14 of the current Articles of Incorporation shall remain in force with respect to a General Meeting of Shareholders to be held within six (6) months from the Enforcement Date.

3 This article shall be deleted automatically on the date on which six (6) months have elapsed from the Enforcement Date or the date on which three (3) months have elapsed from the date of the shareholder meeting under the preceding paragraph, whichever is later.