

ARTICLES OF INCORPORATION

ROHTO PHARMACEUTICAL CO., LTD.

As of January 1st, 2023

DEFINITIONS

In the Articles of Incorporation (“AOI”), unless there be something in the subject or context inconsistent therewith, the following words or expressions shall have the meanings as below:

“The Company” means ROHTO PHARMACEUTICAL CO., LTD.

“The Laws” is a translation of the Japanese word “Hourei” and means laws, acts, ordinances, rules, regulations, orders, and the like issued in Japan.

“The Act” means the Companies Act of Japan promulgated on July 26th, 2005.

“AOI” means these Articles of Incorporation of the Company hereby prescribed and amended from time to time by special resolutions of a General Meeting of Shareholders.

“Board of Directors” or “the Board” means the board of the Company’s directors appointed under the AOI and the Act.

“Shareholders” means persons holding one or more shares of the Company.

“General Meeting of Shareholders” means a meeting of the Shareholders of the Company.

CHAPTER I GENERAL PROVISIONS

Article 1. (Trade Name)

The name of the Company is **ROHTO SEIYAKU KABUSHIKI KAISHA** and, in English, indicated as **ROHTO PHARMACEUTICAL CO., LTD.**

Article 2. (Philosophy)

The Company conducts its business based on the following philosophies:

1. For the people to enjoy their fulfilled and happy life, the Company takes the greatest responsibility to contribute to their mental and physical health continuously, and to attain such responsibility, the Company endeavors to operate its business from a long-term perspective and generate value.
2. Being fully aware of its mission as a public organ, the Company endeavors to cooperate with all persons surrounding the Company to solve social issues and share all benefits gained through such efforts.

Article 3. (Objectives)

The Company aims to realize its company philosophy in the preceding Article by engaging in the following business as its objectives:

1. To manufacture, manufacture on entrustment, buy, sell, import, and export the following products: pharmaceuticals, quasi-pharmaceutical products, regenerative medicine products, specific cell processed products, consumables for research, in-vitro diagnostics, pharmaceuticals for animals, agricultural chemicals, industrial chemicals, cosmetics, detergents, soap, toothpaste and other chemical products, sanitary goods and household sundries, makeup tools and goods, clothing and miscellaneous goods, foods, alcoholic beverages, alcohol (spirits), beverages, flavoring agents, food additives, glass products, office supplies, goods for hobbies and relaxation, as well as machinery, appliances, containers and other cases for each of the products above.
2. To manufacture, buy, sell, import, and export raw materials and material of the products listed in item 1 above.
3. To manufacture, buy, sell, import, and export medical devices and health and beauty appliances.
4. To design, manufacture, sell, lease, construct, repair, maintain, manage, export, and import manufacturing instruments, mechanical apparatus, and

- equipment, for the products listed in the preceding three (3) items; and provide technical assistance therefor.
5. To obtain, license, manage, and transfer patent rights, utility model rights, design rights, trademarks, copyrights, neighboring rights, merchandising rights, know-how, and other intellectual property rights; and intermediate those intellectual property transactions.
 6. To practice clinical testing
 7. To operate and operate on entrustment hospitals, clinics, and medical institutions, and provide consulting services therefor.
 8. To operate and operate on entrustment beauty salons and aesthetic and relaxation salons, and provide consulting services therefor.
 9. To operate and operate on entrustment restaurants.
 10. To develop, import, sell, and lease computer equipment and software; and provide consulting services for the usage of computers.
 11. To produce, sell, export, and import agricultural products.
 12. To perform the survey, research, and development work for producing and selling agricultural products; and provide consulting services therefor.
 13. To conduct farm operations on behalf of a third party, contract, or entrustment.
 14. To operate fishery and related businesses.
 15. To process, sell, export, and import fishery products.
 16. To conduct the survey, research, and development work for the processing and sales of fishery products; and provide consulting services therefor.
 17. To conduct fishery business on behalf of a third party, contract, or entrustment.
 18. To conduct multi-discipline engineering for environmental improvement and provide consulting services therefor.
 19. To dispose of and recycle general and industrial wastes, develop technologies for, design, produce, manufacture, procure, install, operate, maintain, manage, repair, dismantle, buy, sell, import, export, lease, and rent equipment and facilities therefor.
 20. To sell heavy oil, biofuel, jet fuel, and other petroleums; and intermediate those sales.
 21. To trade emission quotas for carbons, such as greenhouse effect gas, and intermediate those transactions.
 22. To publish, import, and sell books.

23. To conduct motor truck transportation and forwarding businesses.
24. To conduct warehousing business.
25. To conduct worker dispatching business.
26. To conduct education business for a variety of companies and organizations.
27. To promote cultural events, such as music, art, theatrical plays, and sports; and sell admission tickets for those events.
28. To operate various leisure facilities for welfare, health, sports, and the like.
29. To manage, sell, buy, rent, and lend real estate.
30. To offer loans and provide loan guarantees.
31. To conduct any and all businesses incidental or related to the preceding items.

Article 4. (Location of Head Office)

The head office of the Company shall be situated in Osaka-shi.

Article 5. (Organizational Bodies)

The Company shall have, other than the General Meeting of Shareholders and Directors, the following bodies:

1. Board of Directors
2. Audit & Supervisory Board Members (*Kansayaku*)
3. Audit & Supervisory Board (*Kansayaku-kai*)
4. Accounting Auditor

Article 6. (Method of Public Notice)

The method of public notice of the Company shall be electronic. If the Company is unable to make electronic public notice due to an accident or another unavoidable reason, the notice shall be posted on the Nihon Keizai Shimbun.

CHAPTER II SHARES

Article 7. (Total Number of Shares Issuable)

The total number of shares issuable of the Company shall be three hundred ninety-nine million three hundred ninety-six thousand (798,792,000) shares.

Article 8. (Share Unit)

The number of shares constituting one unit of the shares of the Company shall be

one hundred (100) shares.

Article 9. (Rights Regarding Shares less than One Unit)

A Shareholder of the Company may not exercise any rights for the shares in a number less than one unit other than the following:

1. The rights specified in items of paragraph 2 under Article 189 of the Act.
2. The right to make requests under paragraph 1 of Article 166 of the Act.
3. The right to receive the allotment of shares for subscription or share options for subscription in proportion to the number of shares held by the Shareholder.
4. The right to make requests under the provisions of the following Article.

Article 10. (Additional Purchase of Shares Less than One Unit)

- 1) Subject to the “Share Handling Rules,” a Shareholder of the Company may demand that the Company sells a certain number of shares to add to the shares less than one unit held by the Shareholder so that those shares constitute one share unit.
- 2) At the time of receipt of the demand in the preceding paragraph 1), if the Company does not hold a sufficient number of shares to sell, it may refuse the demand.

Article 11. (Share Handling Rules)

The handling process and its fees for the shares of the Company are subject to the Laws, the AOI, and the “Share Handling Rules” stipulated by the Board of Directors.

Article 12. (Shareholder Register Administrator)

- 1) The Company shall have a Shareholder Register Administrator.
- 2) The Shareholder Register Administrator and its office shall be decided by resolution of the Board of Directors and announced by public notice.
- 3) The Company shall entrust the Shareholder Register Administrator with the preparation and maintenance of the Shareholders Register and the original register of share options and related affairs, and it shall not handle those affairs on its own.

CHAPTER III GENERAL MEETING OF SHAREHOLDERS

Article 13. (Convocation for General Meeting of Shareholders)

- 1) An ordinary General Meeting of Shareholders of the Company shall be convened in June every year, and an Extraordinary General Meeting of Shareholders at any time in need.
- 2) The Company may hold a General Meeting of Shareholders without a designated location.

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

The record date for determining the eligibility to vote at an ordinary General Meeting of Shareholders of the Company shall be March 31st every year.

Article 15. (Person Who Convenes and Chairs General Meeting of Shareholders)

- 1) The President (Director) of the Company shall convene and chair a General Meeting of Shareholders unless otherwise specified by the Laws.
- 2) If the President is unavailable, another Director shall convene and chair the General Meeting of Shareholders in the order predetermined by the Board of Directors.

Article 16. (Measures for Electronic Provision, Etc.)

- 1) The Company shall, when calling a General Meeting of Shareholders, provide information contained in the reference documents for the General Meeting of Shareholders, etc. electronically.
- 2) Among the matters to be provided electronically, the Company may choose not to include all or part of the matters stipulated in the Ministry of Justice Order in the paper copy to be sent to shareholders who have requested it by the record date for voting rights.

Article 17. (Resolutions at General Meeting of Shareholders)

- 1) Unless otherwise specified in the Laws or the AOI, a resolution at the General Meeting of Shareholders shall be decided by a simple majority of the voting

rights held by Shareholders entitled to vote and present thereat.

- 2) A resolution specified by paragraph 2, Article 309 of the Act shall be decided by two-thirds or more of the voting rights held by the Shareholders present where they hold one-third or more of the aggregate voting rights of all the Shareholders entitled to vote thereat.

Article 18. (Votes by Proxy)

A Shareholder may exercise a voting right by appointing another shareholder entitled to vote as its proxy. However, the Shareholder or proxy must submit to the Company a document evidencing the proxy authority for each General Meeting of Shareholders.

CHAPTER IV DIRECTORS AND BOARD OF DIRECTORS

Article 19. (Number of Directors)

The number of Directors of the Company shall be no more than fifteen (15).

Article 20. (Appointment and Dismissal of Director)

- 1) Directors shall be appointed and dismissed at a General Meeting of Shareholders.
- 2) A resolution for appointment or dismissal of Directors shall be decided by a simple majority of the voting rights held by Shareholders present where they hold one-third or more of the aggregate voting rights of all the Shareholders entitled to vote thereat.
- 3) A resolution for the appointment of Directors shall not be conducted by cumulative voting.

Article 21. (Term of Office of Directors)

The term of office of a Director shall expire at the closing of the ordinary General Meeting of Shareholders held for the last business year that terminates within one (1) year from the time of appointment.

Article 22. (Representative Directors, Executive Directors, and Corporate Advisors)

- 1) By its resolution, the Board of Directors shall select a few Directors representing the Company.
- 2) By its resolution, the Board of Directors may select one (1) Chairman of the Board, one (1) President (Director), and a few Executive Vice Presidents (Directors), Senior Managing Directors, and Managing Directors.
- 3) By its resolution, the Board of Directors may select Directors as Corporate Advisors.

Article 23. (Person Who Convene and Chair the Board)

- 1) Unless otherwise specified in the Laws, the Chairman of the Board shall convene and chair the Board meeting.
- 2) If the Chairman of the Board is unavailable, the President (Director) shall convene and chair the Board meeting. If the President (Director) is also unavailable, another Director shall convene and chair the meeting in the order predetermined by the Board of Directors.

Article 24. (Convocation Notice for the Board Meeting)

- 1) A convocation notice for the Board meeting shall be issued to all Directors and Audit & Supervisory Board Members at least three (3) days before the meeting date. However, in an unavoidable situation, the notification period may be shortened, or the notice may be given verbally instead.
- 2) With the unanimous consent of all the Directors and Audit & Supervisory Board Members, the Board meeting may be held without the convocation process.

Article 25. (Omission of Resolution at the Board)

If the requirements specified in Article 370 of the Act are fulfilled, the resolution shall be deemed approved by the Board of Directors.

Article 26. (Rules of the Board of Directors)

The matters regarding the Board shall be subject to the “Rules of the Board of Directors” stipulated on its own.

Article 27. (Remunerations)

Remunerations, bonuses, and other financial profits that Directors receive from the Company for their performance of duties (“Remunerations”) shall be decided by resolution of a General Meeting of Shareholders.

Article 28. (Reduction in Liabilities of Director)

- 1) Subject to paragraph 1, Article 426 of the Act and the extent permitted by the Laws, the Company may exempt Directors (including ex-Directors) from their liabilities for damages for negligence of their duties by resolution of the Board of Directors.
- 2) Subject to paragraph 1, Article 427 of the Act, the Company may execute an agreement with its External Directors to limit their liabilities for damages for negligence of their duties. However, the limit of a Director’s liability under the agreement shall be ten million (10,000,000) yen or more as agreed in advance or the amount specified by the Laws, whichever is higher.

CHAPTER V AUDIT & SUPERVISORY BOARD AND ITS MEMBERS

Article 29. (Number of Audit & Supervisory Board Members)

The number of Audit & Supervisory Board Members (hereinafter sometimes referred to as “Members”) shall be no more than four (4).

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

- 1) Audit & Supervisory Board Members shall be appointed at a General Meeting of Shareholders.
- 2) A resolution of appointment of Audit & Supervisory Board Members shall be decided with a simple majority of the voting rights held by the Shareholders present where they hold more than one-third of the voting rights of all the Shareholders entitled to vote thereat.
- 3) Subject to paragraph 3, Article 329 of the Act, in order to prepare for a contingency in which the number of Audit & Supervisory Board Members falls below the number specified by the Laws, the Company may elect a substitute Member at a General Meeting of Shareholders in advance.

- 4) A resolution concerning the appointment of a substitute Member under the preceding paragraph shall remain valid until the opening of an ordinary General Meeting of Shareholders held for the last business year that terminates within four (4) years from such resolution.

Article 31. (Term of Office of Audit & Supervisory Board Members)

- 1) The term of office of Audit & Supervisory Board Members shall expire at the closing of the General Meeting of Shareholders held for the last business year that terminates within four (4) years from the time of appointment.
- 2) The term of office of an Audit & Supervisory Board Member appointed to substitute another Member who retired during the term of office shall expire at the expiry of the predecessor's original term of office.

Article 32. (Full-time Audit & Supervisory Board Members)

The Audit & Supervisory Board Members shall select full-time Members by its resolution.

Article 33. (Convocation Notice for the Audit & Supervisory Board Meeting)

- 1) A convocation notice for the Audit & Supervisory Board meeting shall be issued to all its Members at least three (3) days before the meeting date. However, in an unavoidable situation, the notification period may be shortened, or the notice may be given verbally instead.
- 2) With the unanimous consent of all its Members, the Audit & Supervisory Board meeting may be held without the convocation process.

Article 34. (Rules of Audit & Supervisory Board)

The matters regarding the Audit & Supervisory Board shall be subject to the "Rules of the Audit & Supervisory Board" stipulated on its own.

Article 35. (Remunerations for Audit & Supervisory Board Members)

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

Article 36. (Reduction in Liabilities of Audit & Supervisory Board Members)

- 1) Subject to paragraph 1, Article 426 of the Act and the extent permitted by the Laws, the Company may exempt Audit & Supervisory Board Members (including ex-Members) from their liabilities for damages for negligence of their duties by resolution of the Audit & Supervisory Board.
- 2) Subject to paragraph 1, Article 427 of the Act, the Company may execute an agreement with External Audit & Supervisory Board Members to limit their liabilities for damages for negligence of their duties. However, the limit of a Member's liability under the agreement shall be five million (5,000,000) yen or more as agreed in advance or the amount specified by the Laws, whichever is higher.

CHAPTER VI ACCOUNTING AUDITOR

Article 37. (Limited Liability Agreement with Accounting Auditor)

Subject to paragraph 1, Article 427 of the Act, the Company may execute an agreement with an Accounting Auditor to limit its liability for damages for negligence of its duties. However, the limit of the Accounting Auditor's liability under the agreement shall be fifty million (50,000,000) yen or more as agreed in advance or the amount specified by the Laws, whichever is higher.

CHAPTER VII ACCOUNTS

Article 38. (Business Year)

A business Year of the Company begins on April 1st every year and ends on March 31st of the following year

Article 39. (Decision-Making Body for Distribution of Dividend of Surplus)

Unless otherwise specified by the Laws, the distribution of dividends of surplus and other matters described in items of paragraph 1, Article 459 of the Act shall be decided by resolution of the Board of Directors, not a resolution of a General Meeting of Shareholders.

Article 40. (Record Date for Distribution of Dividend of Surplus)

- 1) The record date for determining the eligibility to receive the year-end dividends

of the Company shall be March 31st every year.

- 2) The record date for interim dividends of the Company shall be September 30th every year.
- 3) Besides the preceding two paragraphs, the dividends of surplus may be distributed after designating a record date.

Article 41. (Period of Exclusion for Payment of Dividends of Surplus)

If the dividend property is monies and not received within three (3) years from the start date of the payment, the Company shall be relieved of its obligation to pay such dividends.

SUPPLEMENTARY PROVISIONS

- 1) The amendments to Article 16 of the AOI shall come into effect as of September 1st, 2022, the date of enforcement of the amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (the “Effective Date”).
- 2) Notwithstanding the provisions of the preceding paragraph, existing Article 16 (Internet Notification Substitutes for Notification of Reference Document for General Meeting) of the AOI shall remain in force with respect to a General Meeting of Shareholders to be held on a date within six months after the Effective Date.
- 3) These supplementary provisions shall be deleted six months after the Effective Date or three months after the date of the General Meeting of Shareholders set forth in the preceding paragraph, whichever is later.

End of the AOI.