

# **Articles of Incorporation**

Revised on June 24, 2022

Enforced on June 24, 2022

**FUSO CHEMICAL CO., LTD.**

## **Chapter 1      General Provisions**

### **Article 1    Trade Name**

The company (the “Company”) shall be called “Fuso Kagaku Kogyo Kabushiki Kaisha” and shall be called in English “FUSO CHEMICAL CO., LTD.”

### **Article 2    Purpose**

The purpose of the Company shall be to engage in the following businesses.

1.    Manufacturing and selling fruit acids such as malic acid and citric acid
2.    Manufacturing and selling preparations using fruit acids, food additives, industrial chemicals, etc.
3.    Manufacturing, processing, and selling electronic materials for semiconductors
4.    Manufacturing and selling fine chemicals for pharmaceuticals, photochemicals, and agrochemicals
5.    Manufacturing and selling synthetic resins, synthetic fibers, and additive agents
6.    Manufacturing and selling coatings, coating solvents, dyes, and pigments
7.    Manufacturing and selling pharmaceutical products, quasi-pharmaceutical products, and medical machinery and appliances
8.    Manufacturing and selling nourishing foods, hygienic sundries, cosmetic products, and medical devices
9.    Importing, exporting, and selling all articles related to the preceding items
10.    Manufacturing and selling reagents, enzymes, food additives, feed additives, and raw materials
11.    Manufacturing and selling fruit juice, soft drinks, and alcohol
12.    Nori aquaculture business
13.    Being entrusted with analysis of quality of the goods and their raw materials mentioned in the preceding items
14.    Obtaining, planning, developing, protecting, using, and intermediating incorporeal property rights (such as industrial property rights, copyrights, and know-how), system engineering, etc.
15.    Warehousing business, consigned freight forwarding business, and forwarding agent business
16.    Businesses ancillary to the preceding items

### **Article 3    Location of Head Office**

The Company shall have its head office in Osaka-shi.

### **Article 4    Organs**

The Company shall establish the following organs in addition to the general meeting of shareholders and directors.

1. Board of directors
2. Audit and supervisory committee
3. Financial auditor

#### **Article 5 Method of Public Notice**

Public notices of the Company shall be given by way of electronic public notice. However, if the Company is unable to give an electronic public notice due to an accident or other unavoidable circumstances, public notices of the Company shall be given in the manner of the publication 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 95,000,000 shares.

#### **Article 7 Number of Shares Constituting One Unit**

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

#### **Article 8 Rights with Respect to Shares Representing Less than One Unit**

None of the shareholders of the Company may exercise any rights other than those mentioned below with respect to the shares representing less than one unit held by the shareholder.

1. The rights listed in the items of Paragraph 2 of Article 189 of the Companies Act
2. The right to demand in accordance with the provisions of Paragraph 1 of Article 166 of the Companies Act
3. The right to receive an allotment of shares for subscription and an allotment of share options for subscription in accordance with the number of shares held by the shareholder
4. The right to demand as stipulated in the following article

#### **Article 9 Sale of Shares Representing Less than One Unit**

Each shareholder of the Company may, in accordance with the provisions of the Share Handling Rules, demand the Company to sell a number of shares which will, when combined with the shares representing less than one unit already held by the shareholder, constitute a full unit of shares.

#### **Article 10 Share Handling Rules**

The handling, fees, shareholder right exercise procedures, and the like with respect to the shares of the Company shall be governed by (i) the applicable laws and regulations, (ii) these Articles of Incorporation, and (iii) the Share Handling Rules established by the board of directors.

#### **Article 11 Shareholder Register Administrator**

- (1) The Company shall have a shareholder register administrator.
- (2) The shareholder register administrator and its handling office shall be designated by a resolution of the board of directors and publicly notified.
- (3) The shareholder register administrator shall be entrusted with preparing, keeping, and otherwise administering the Company's shareholder register and share option register and the Company does not handle the same.

### **Chapter 3 General Meeting of Shareholders**

#### **Article 12 Convocation**

An annual general meeting of shareholders of the Company shall be convened in June of each year and an extraordinary general meeting of shareholders of the Company shall be convened whenever necessary.

#### **Article 13 Record Date of Annual General Meeting of Shareholders**

The record date of voting rights for an annual general meeting of shareholders of the Company shall be March 31 of each year.

#### **Article 14 Convenor and Chairperson**

- (1) The director serving as president shall convene and chair a general meeting of shareholders.
- (2) When the director serving as president is unable to act, one of the other directors in the order of priority predetermined by the board of directors shall convene and chair the meeting.

#### **Article 15 Measures, Etc. for Providing Information in Electronic Format**

- (1) When convening a general meeting of shareholders, the Company shall take measures for providing information that constitutes the content of reference documents, etc. for the meeting in electronic format.
- (2) Among the items for which the measures for providing information in electronic format will be taken, the Company may exclude all or some of those items designated by the applicable orders of the Ministry of Justice from the statements in the paper-based documents to be delivered to the shareholders who requested the delivery of paper-based

documents by the relevant record date of voting rights.

#### **Article 16 Method of Making Resolutions**

- (1) Unless otherwise provided for in a law or regulation or in these Articles of Incorporation, the resolutions at a general meeting of shareholders shall be passed by a majority of the votes of the shareholders in attendance who are entitled to vote.
- (3) The resolutions provided for in Paragraph 2 of Article 309 of the Companies Act shall be passed by two thirds or more of the votes of the shareholders in attendance who hold one third or more of the voting rights of the shareholders who are entitled to vote.

#### **Article 17 Voting by Proxy**

- (1) Each shareholder may exercise its voting rights by appointing a proxy who is another shareholder of the Company with voting rights.
- (2) The shareholder or its proxy must submit to the Company a document evidencing the authority of proxy at each general meeting of shareholders.

### **Chapter 4 Directors and Board of Directors**

#### **Article 18 Number of Directors**

- (1) The number of directors of the Company (excluding those who are audit and supervisory committee members) shall be 10 or less.
- (2) The number of directors of the Company who are audit and supervisory committee members shall be 7 or less.

#### **Article 19 Method of Election**

- (1) Directors shall be elected at a general meeting of shareholders. However, directors who are audit and supervisory committee members shall be elected separately from the other directors.
- (2) The resolution for the election in the preceding paragraph shall be passed by a majority of the votes of the shareholders in attendance who hold one-third or more of the voting rights of the shareholders who are entitled to vote.
- (3) Resolutions for the election of directors shall not be made by cumulative voting.

#### **Article 20 Term of Office**

- (1) The term of office of directors (excluding those who are audit and supervisory committee members) shall continue until the conclusion of the annual general meeting of shareholders for the last business year which ends within one year from the time of their election.

- (2) The term of office of directors who are audit and supervisory committee members shall continue until the conclusion of the annual general meeting of shareholders for the last business year which ends within two years from the time of their election.
- (3) The term of office of the director who is an audit and supervisory committee member and elected as substitute for a director who is an audit and supervisory committee member and retired before expiry of its term of office shall be by the time when the term of office of the retired director who was an audit and supervisory committee member expires.

#### **Article 21 Representative Directors and Directors with Specific Powers**

- (1) The board of directors shall, by its resolution, appoint representative directors from among the directors (excluding those who are audit and supervisory committee members).
- (2) The board of directors may, by its resolution, appoint one director serving as honorary chairman, one director serving as chairman, one director serving as president, some directors serving as vice chairman, some directors serving as vice president, some senior managing directors, some managing directors, and some directors serving as adviser.

#### **Article 22 Convenor and Chairperson of Meetings of Board of Directors**

- (1) The director serving as president shall convene and chair a meeting of board of directors unless otherwise provided for in a law or regulation.
- (2) When the director serving as president is unable to act, one of the other directors in the order of priority predetermined by the board of directors shall convene and chair the meeting.

#### **Article 23 Notice of Convocation of Meetings of Board of Directors**

- (1) The notice of convocation of a meeting of board of directors shall be issued to each director no later than three days prior to the date of the meeting. However, such period of notice may be shortened if there is urgent necessity.
- (2) The meeting may be held without taking the procedures of convocation if so agreed by all of the directors.

#### **Article 24 Delegation of Determination on Execution of Important Operations**

The Company may, in accordance with the provisions of Paragraph 6 of Article 399-13 of the Companies Act and by a resolution of the board of directors, delegate all or part of determination on execution of important operations (excluding the matters listed in the items of Paragraph 5 of the same article) to directors.

#### **Article 25 Omission of Resolution at Meetings of Board of Directors**

If the Company fulfills the requirements in Article 370 of the Companies Act, it shall be deemed

that the resolution to approve a proposal has been passed at a meeting of the board of directors.

#### **Article 26 Remunerations**

Directors' remuneration, bonus, and other property benefits paid by the Company as consideration for the execution of their duties (the "Remunerations") shall be decided by a resolution at a general meeting of shareholders. However, the Remunerations for directors who are audit and supervisory committee members shall be decided by a resolution at a general meeting of shareholders separately from the Remunerations for the other directors.

#### **Article 27 Board of Directors Regulations**

Matters relating to the board of directors shall be governed by (i) the applicable laws and regulations, (ii) these Articles of Incorporation, and (iii) the Board of Directors Regulations established by the board of directors.

#### **Article 28 Exemption of Directors from Liability**

- (1) The Company may, in accordance with the provisions of Paragraph 1 of Article 426 of the Companies Act and by a resolution of the board of directors, exempt the liability of each director (including each person who was a director) for damages due to neglect of its duties to the extent permitted by an applicable law or regulation.
- (2) The Company may, in accordance with the provisions of Paragraph 1 of Article 427 of the Companies Act, enter into an agreement with each director (excluding a person who is an executive director, etc.) limiting the liability for damages due to neglect of its duties. However, the amount of liability under the agreement shall be limited to the amount permitted by an applicable law or regulation.

### **Chapter 5 Audit and Supervisory Committee**

#### **Article 29 Audit and Supervisory Committee**

The audit and supervisory committee shall decide the matters provided for in the applicable laws and regulations and exercise the powers necessary to perform its duties.

#### **Article 30 Notice of Convocation of Meetings of Audit and Supervisory Committee**

- (1) The notice of convocation of a meeting of audit and supervisory committee shall be issued to each audit and supervisory committee member no later than three days prior to the date of the meeting. However, such period of notice may be shortened if there is urgent necessity.
- (2) The meeting may be held without taking the procedures of convocation if so agreed by all of the audit and supervisory committee members.

**Article 31 Audit and Supervisory Committee Regulations**

Matters relating to the audit and supervisory committee shall be governed by (i) the applicable laws and regulations, (ii) these Articles of Incorporation, and (iii) the Audit and Supervisory Committee Regulations established by the audit and supervisory committee.

**Chapter 6 Financial Auditor**

**Article 32 Method of Election**

The financial auditor shall be elected at a general meeting of shareholders.

**Article 33 Term of Office**

- (1) The term of office of financial auditor shall continue until the conclusion of the annual general meeting of shareholders for the last business year which ends within one year from the time of its election.
- (2) Unless otherwise resolved at the annual general meeting of shareholders in the preceding paragraph, the financial auditor shall be deemed to have been re-elected at the meeting.

**Article 34 Agreement Limiting Liability of Financial Auditor**

The Company may, in accordance with the provisions of Paragraph 1 of Article 427 of the Companies Act, enter into an agreement with the financial auditor limiting the liability for damages due to neglect of its duties. However, the amount of liability under the agreement shall be limited to the amount permitted by an applicable law or regulation.

**Chapter 7 Accounts**

**Article 35 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 36 Record Date of Dividend of Surplus**

- (1) The record date of dividend of surplus of the Company shall be March 31 of each year.
- (2) In addition to the preceding paragraph, dividend of surplus may be paid by setting a record date.

**Article 37 Interim Dividend**

The Company may, by a resolution of the board of directors, pay an interim dividend by setting September 30 of each year as the record date thereof.



**Article 38 Acquisition of Own Shares**

The Company may, in accordance with the provisions of Paragraph 2 of Article 165 of the Companies Act and by a resolution of the board of directors, obtain shares of the Company by market transactions.

**Article 39 Prescription Period for Payment of Dividends**

If the dividend property consists of cash, the Company shall be released from the obligation to pay dividends if dividends have not been accepted after the lapse of three full years from the date of commencement of payment thereof.

**Supplementary Provisions**

**Article 1 Transitional Measures for Exemption of Directors from Liability**

The Company may, by a resolution of the board of directors and to the extent permitted by an applicable law or regulation, exempt the liability of each director (including each person who was a director) for damages provided for in Paragraph 1 of Article 423 of the Companies Act in relation to the director's acts before the close of the 61st annual general meeting of shareholders. In such case, agreement from each audit and supervisory committee member shall be required.

**Article 2 Transitional Measures for Exemption of Corporate Auditors from Liability**

The Company may, by a resolution of the board of directors and to the extent permitted by an applicable law or regulation, exempt the liability of each person who was a corporate auditor for damages provided for in Paragraph 1 of Article 423 of the Companies Act in relation to the person's acts before the close of the 61st annual general meeting of shareholders.