

Articles of Incorporation of Kumiai Chemical Industry Co., Ltd.

Enforced:	November 1, 1968
Revised:	December 25, 1970
	December 23, 1974
	February 1, 1976
	January 29, 1982
	January 28, 1983
	January 30, 1992
	January 28, 1994
	January 26, 2000
	January 30, 2002
	January 30, 2003
	January 29, 2004
	January 30, 2007
	January 30, 2008
	January 29, 2009
	January 30, 2013
	January 29, 2015
	January 27, 2017
	January 28, 2021
	January 27, 2023

Chapter 1: General Provisions

Article 1 (Trade Name)

The trade name of the Company shall be *Kumiai Kagaku Kogyo Kabushiki Kaisha* and shall be rendered in English as Kumiai Chemical Industry Co., Ltd.

Article 2 (Purpose)

The Company shall engage in the businesses listed below:

- (1) the manufacture, export, import, and sale of agricultural chemicals, fertilizers, feeds, medical chemicals, agricultural materials, cosmetics, medical products for animals, quasi-pharmaceutical products, feed additives, and other chemical industrial products, excluding food additives;
- (2) the manufacture, export, import, and sale of machinery and materials necessary for the production of the products listed in the preceding item;
- (3) the production, export, import, and sale of agricultural products, seeds and seedlings, and flowers and ornamental plants;
- (4) the manufacture, export, import, and sale of biotechnology-based products, excluding food;
- (5) business activities related to environmental measurements and the analysis and measurement of chemical substances;
- (6) the manufacture and sale of environmental protection and pollution prevention equipment and other chemical equipment and materials;
- (7) general construction businesses;
- (8) the leasing and management of real estate;
- (9) business activities related to the generation, sale, and supply of electricity;
- (10) staffing businesses;
- (11) restaurant management;
- (12) any businesses which are incidental or related to any of the businesses listed in preceding items;

and

(13) acting as an incorporator who invests in or incorporates other companies.

Article 3 (Location of the Head Office)

The Company shall have its head office in Taito-ku, Tokyo.

Article 4 (Governing Body)

In addition to the General Meeting of Shareholders and Directors, the Company shall have the following governing bodies:

- (1) a Board of Directors;
- (2) Corporate Auditors;
- (3) a Board of Corporate Auditors; and
- (4) an Accounting Auditor.

Article 5 (Method of Public Notice)

The Company shall make public notices via electronic public notice. However, the Company shall publish public notices in the *Nihon Keizai Shimbun* if it cannot make an electronic public notice due to an incident or any other unavoidable reason.

Chapter 2: Shares

Article 6 (Total Number of Authorized Shares)

The total number of authorized shares of the Company shall be two hundred million (200,000,000) shares.

Article 7 (Acquisition of Own Shares)

The Company may, by a resolution of the Board of Directors, acquire its own shares through market transactions or the like pursuant to the provisions of Article 165, Paragraph 2 of the Companies Act.

Article 8 (Share Unit Number)

The number of shares of the Company constituting one (1) share unit shall be one hundred (100) shares.

Article 9 (Demand for Purchase of Shares Less than One Unit)

A shareholder of the Company who owns shares of a number less than one unit may demand the Company to sell to such shareholder the number of shares that will constitute one share unit when combined with the number of shares less than one unit owned by the demanding shareholder.

Article 10 (Rights for Shares Less than One Unit)

Shareholders of the Company who own shares of a number less than one unit may not exercise any right other than the rights listed below:

- (1) the rights set forth in each item of Article 189, Paragraph 2 of the Companies Act;
- (2) the right to demand the acquisition of shares with put options;
- (3) the right to receive an allotment of shares for subscription or an allotment of share options for subscription corresponding to the number of shares owned by the shareholder; and
- (4) the right to demand the purchase for shares less than one unit set out in the preceding Article.

Article 11 (Shareholder Register Administrator)

1. The Company shall appoint a shareholder register administrator.
2. The shareholder register administrator and the place of its administration shall be determined by a resolution of the Board of Directors and announced publicly.

Article 12 (Share Handling Rules)

The entering or recording of entries in the shareholder register of the Company, the purchase and sale of shares of a number less than one unit, and any other handling or fees related to shares or share options, the procedures for when a shareholder exercises their rights, and the like shall be governed by the share handling rules established by the Board of Directors.

Article 13 (Record Date)

1. The Company shall deem the shareholders with voting rights that are entered or recorded in the final shareholder register as of October 31 of each year to be the shareholders who are entitled to exercise their rights at the Ordinary General Meeting of Shareholders pertaining to that business year.
2. In addition to the provisions of the preceding paragraph, the Company may set an extraordinary record date by giving public notice thereof in advance if the Company deems it necessary to do so.

Chapter 3: General Meeting of Shareholders

Article 14 (Convocation of General Meetings of Shareholders)

1. The Company shall convene its Ordinary General Meeting of Shareholders every January, and an Extraordinary General Meeting of Shareholders whenever necessary.
2. General Meetings of Shareholders shall be held at either the location of the head office or in Shizuoka Prefecture, to be determined for each meeting by the Board of Directors.

Article 15 (Convenor)

Unless otherwise prescribed in laws or regulations, the President shall convene the General Meeting of Shareholders. If the President is unable to do so, another Director shall convene such meeting in accordance with the order preassigned by the Board of Directors.

Article 16 (Chairperson)

The President shall serve as the chairperson of the General Meeting of Shareholders. If the President is unable to do so, another Director shall serve as the chairperson in accordance with the order preassigned by the Board of Directors.

Article 17 (Measures for Provision in Electronic Format, etc.)

1. When the Company convenes a General Meeting of Shareholders, it shall take measures for the provision in electronic format of information constituting the contents of reference materials for such General Meeting of Shareholders and other materials.
2. Of the matters subject to measures for provision in electronic format, the Company may forgo stating all or part of the matters stipulated by applicable ordinances from the Ministry of Justice in written documents delivered to shareholders who have requested the delivery of the written documents by no later than the record date for voting rights.

Article 18 (Resolutions at General Meetings of Shareholders)

1. Unless otherwise provided in laws and regulations or these Articles of Incorporation, resolutions

at a General Meeting of Shareholders shall be made by a majority of the votes of the shareholders present at the meeting who are entitled to vote.

2. Resolutions as prescribed in Article 309, Paragraph 2 of the Companies Act shall be made by a majority equivalent to two-thirds or more of the votes of the shareholders present at a meeting where the shareholders holding one-third or more of the votes of the shareholders entitled to vote are present.

Article 19 (Proxy Voting)

Shareholders may vote by proxy, who shall be one of the other shareholders with voting rights of the Company. In such case, such shareholders or proxies shall submit a document proving the authority of proxy for each General Meeting of Shareholders.

Chapter 4: Directors and the Board of Directors

Article 20 (Number and Election of Directors)

1. The Company shall have no more than nine (9) Directors.
2. Directors shall be elected at a General Meeting of Shareholders by a majority of the votes of the shareholders present at a meeting where the shareholders holding one-third or more of the votes of the shareholders entitled to vote are present. Directors shall not be elected by cumulative voting.
3. If there is a vacancy which results in a shortfall in the number of Directors, a substitute shall be elected; provided, however, that pursuant to a resolution of the Board of Directors, the Company may choose to not elect a substitute as long as the statutory number of Directors is maintained.

Article 21 (Dismissal of Directors)

Resolutions for the dismissal of Directors shall be made by a majority equivalent to two-thirds or more of the votes of the shareholders present at a General Meeting of Shareholders where the shareholders holding a majority of the votes of the shareholders entitled to vote are present.

Article 22 (Term of Office of Directors)

1. The term of office of a Director shall last until the conclusion of the Ordinary General Meeting of Shareholders pertaining to the last fiscal year which ends within two (2) years from the time of his or her election.
2. The term of office of a Director elected as a substitute or to increase the total number of Directors shall last until the expiration of the terms of the other incumbent Directors.

Article 23 (Representative Directors)

Directors who represent the Company shall be appointed by a resolution of the Board of Directors.

Article 24 (Directors with Titles)

One (1) President shall be appointed by a resolution of the Board of Directors. In addition, one (1) Chairman may be appointed by a resolution of the Board of Directors.

Article 25 (Convocation of Meetings of the Board of Directors)

1. Notice of a meeting of the Board of Directors shall be issued to each Director and Corporate Auditor at least three (3) days prior to the date of the relevant meeting; provided, however, that such period may be shortened in case of urgent necessity.
2. Convocation procedures for holding a meeting of the Board of Directors may be omitted if

unanimous approval therefor is obtained from all Directors and Corporate Auditors.

Article 26 (Omission of Resolutions of the Board of Directors)

If all Directors agree in writing or by means of electromagnetic record on a matter to be resolved at a meeting of the Board of Directors, the Company shall deem that a resolution to approve such matter was made by the Board of Directors; provided, however, that this shall not apply if any Corporate Auditor expresses any objection to such resolution.

Article 27 (Board of Directors Rules)

In addition to the Articles of Incorporation, the Board of Directors shall be governed by the Board of Directors Rules established by the Board of Directors.

Article 28 (Exemption of Liability of Directors)

1. Pursuant to the provisions of Article 426, Paragraph 1 of the Companies Act, the Company may, by a resolution of the Board of Directors and to the extent permitted by applicable laws and regulations, exempt a Director (including a former Director) from the liability for damages set forth in Article 423, Paragraph 1 of the Companies Act.
2. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may conclude an agreement with a Director (excluding those who are Executive Directors, etc.) to limit the liability for damage set forth in Article 423, Paragraph 1 of the Companies Act; provided, however, that the maximum limit of liability under such agreement shall be the amount prescribed in laws and regulations.

Chapter 5: Corporate Auditors and the Board of Corporate Auditors

Article 29 (Number and Election of Corporate Auditors)

1. The Company shall have no more than five (5) Corporate Auditors.
2. Corporate Auditors shall be elected at a General Meeting of Shareholders by a majority of the votes of the shareholders present at a meeting where the shareholders holding one-third or more of the votes of the shareholders entitled to vote are present.
3. If there is a vacancy which results in a shortfall in the number of Corporate Auditors, a substitute shall be elected; provided, however, that pursuant to a resolution of the Board of Directors, the Company may choose to not elect a substitute as long as the statutory number of Corporate Auditors is maintained.

Article 30 (Effectiveness of Resolutions for Election of Substitute Corporate Auditors)

The effectiveness of a resolution pertaining to the election of a substitute Corporate Auditor shall last until the start of the Ordinary General Meeting of Shareholders pertaining to the last fiscal year which ends within four (4) years from the time of his or her election.

Article 31 (Term of Office of Corporate Auditors)

1. The term of office of a Corporate Auditor shall last until the conclusion of the Ordinary General Meeting of Shareholders pertaining to the last fiscal year which ends within four (4) years from the time of his or her election.
2. The term of office of a Corporate Auditor elected as a substitute for a Corporate Auditor who resigned before the expiration of his or her term shall last until the expiration of the term of the Corporate Auditor who resigned.

Article 32 (Full-Time Corporate Auditors)

The Board of Corporate Auditors shall appoint at least one (1) full-time Corporate Auditor from among the Corporate Auditors.

Article 33 (Authority of the Board of Corporate Auditors)

1. The Board of Corporate Auditors shall decide matters related to the performance of duties of the Corporate Auditors in addition to the matters set forth in laws and regulations and these Articles of Incorporation.
2. Any decision made pursuant to the preceding paragraph shall not preclude Corporate Auditors from exercising their authority.

Article 34 (Convocation of Meetings of the Board of Corporate Auditors)

1. Notice of a meeting of the Board of Corporate Auditors shall be issued to each Corporate Auditor at least three (3) days prior to the date of the relevant meeting; provided, however, that such period may be shortened in case of urgent necessity.
2. Convocation procedures for holding a meeting of the Board of Corporate Auditors may be omitted if unanimous approval therefor is obtained from all Corporate Auditors.

Article 35 (Board of Corporate Auditors Rules)

In addition to the Articles of Incorporation, the Board of Corporate Auditors shall be governed by the Board of Corporate Auditors Rules established by the Board of Corporate Auditors.

Article 36 (Exemption of Liability of Corporate Auditors)

1. Pursuant to the provisions of Article 426, Paragraph 1 of the Companies Act, the Company may, by a resolution of the Board of Directors and to the extent permitted by applicable laws and regulations, exempt a Corporate Auditor (including a former Corporate Auditor) from the liability for damages set out in Article 423, Paragraph 1 of the Companies Act.
2. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may conclude an agreement with a Corporate Auditor to limit the liability for damage set forth in Article 423, Paragraph 1 of the Companies Act; provided, however, that the maximum limit of liability under such agreement shall be the amount prescribed in laws and regulations.

Chapter 6: Accounts

Article 37 (Fiscal Year)

The fiscal year of the Company shall commence on November 1 of each year and end on October 31 of the following year.

Article 38 (Dividends of Surplus)

1. The Company shall pay dividends of surplus in money ("Cash Dividends") to the shareholders or registered pledgees of shares who are entered or recorded in the final shareholder register as of October 31 of each year.
2. The Company shall be released from its payment obligation of Cash Dividends if such dividends are not received after three (3) full years have elapsed from the date on which the payment of the Cash Dividends commenced.

Article 39 (Interim Dividend)

Pursuant to a resolution of the Board of Directors, the Company may pay an interim dividend to the shareholders or the registered pledgees of shares of the Company recorded in the final shareholder register as of April 30 of each year.