

**RESONAC HOLDINGS CORPORATION
ARTICLES OF INCORPORATION**

Chapter 1 General Rules

(Name)

Article 1

The name of this corporation shall be Resonac Holdings Corporation.

(Principal Office)

Article 2

The principal office of this corporation shall be at Minato-ku, Tokyo.

(Objects and Purposes)

Article 3

① The objects and purposes of this corporation shall be to control the management of companies and foreign companies engaged in the following businesses by owning their shares or equity interest:

1. Manufacturing, selling, buying, exporting and importing related to the following:

- (1) Semiconductors, electronic materials, recording media, as well as other electronic components, devices and electronic circuits
- (2) Organic industrial chemicals, inorganic industrial chemicals, pharmaceuticals, industrial gases, chemical fertilizers, agricultural chemicals, and other industrial chemical products
- (3) Plastic products
- (4) Non-ferrous metal and metal products
- (5) Electrical machinery and equipment
- (6) Food additives, enzymes, amino acids, other food articles as well as feed and feed additives
- (7) Carbon and graphite products as well as other ceramics and soil/stone products
- (8) Regenerative medicine and other pharmaceuticals-related products
- (9) Medical equipment and other machinery and equipment for professional use
- (10) Civil engineering and architectural materials, housing materials and agricultural materials
- (11) Facilities, systems, machinery and equipment, and precision machinery and

- equipment for industrial use and environmental protection
- (12) Products manufactured by processing any of the above-mentioned products, application products, and products related to those mentioned above
2. Undertaking of research in, development of, and investigations on biochemistry, and undertaking of these services for a third party as a contract job
 3. Mining, processing, selling and buying of oil, bauxite and other kinds of minerals
 4. Private electric utilities, and electricity supply business
 5. Recycling and processing of industrial/general wastes
 6. Designing, execution, supervision and undertaking of electrical work, electrical communication work, installation of machinery and equipment, civil engineering, steel structures work, and other types of construction work
 7. Selling and buying, and lease of real estate
 8. Lending of money and cashing of bills
 9. Non-life insurance agency, and businesses pertaining to the sale of life insurance
 10. Assistance and support for commissioning non-life insurance companies to conduct the specified financial instruments exchange business
 11. Designing, technical guidance, and provision of other services related to the above items
 12. All other businesses incidental or related to the above items
- ② This corporation may engage in all businesses incidental or related to the preceding paragraph.

(Organs)

Article 4

This corporation shall, besides the general meeting of the shareholders and the directors, have the following organs:

1. board of directors
2. audit & supervisory board members
3. audit & supervisory board
4. accounting auditor

(Official Notices)

Article 5

The official notices of this corporation shall be given electronically; provided, however, in the event it is not possible to give an electronic official notice due to accident or any other unavoidable circumstances, the official notice shall be carried in the *Nihon Keizai Shimbun* published in Tokyo.

Chapter 2 Shares

(Total Number of Shares That Can Be Issued)

Article 6

The total number of shares of the capital stock that can be issued by this corporation shall be 330 million.

(Acquisition of Own Shares)

Article 7

This corporation may, by resolution of the board of directors, acquire its own shares in accordance with the provisions of Article 165, paragraph 2, of the Companies Act.

(Number of Shares of Each Transferable Unit, and Handling of Shares Less Than a Transferable Unit)

Article 8

- ① The number of shares of each transferable unit of this corporation shall be 100.
- ② Shareholders of this corporation who own shares less than the transferable unit (hereinafter referred to as “less-than-the-transferable-unit shares”) shall be entitled to request that a certain number of shares be sold in line with the rules for handling shares so that, together with the shares already held, they come to own one transferable unit of shares.

(Rights regarding Less-than-the-transferable-unit Shares)

Article 9

Shareholders of this corporation shall not be entitled, regarding the less-than-the-transferable-unit shares they hold, to exercise rights except the following:

1. Rights stated in respective items of Article 189, paragraph 2, of the Companies Act
2. Rights to file a request in accordance with the provisions in Article 166, paragraph 1, of the Companies Act
3. Rights to the allotment of shares and share options in proportion to the number of shares already held
4. Rights to file a request in accordance with Paragraph 2 of the preceding article

(Shareholders Register Administrator)

Article 10

- ① This corporation shall appoint a shareholders register administrator.

- ② The shareholders register administrator and its office for handling related procedures shall be selected by resolution of the board of directors and this corporation shall make an official announcement thereof.
- ③ Preparation, maintenance, and other matters relating to the shareholders register and the original register of share options of this corporation shall be entrusted to the shareholders register administrator, and they shall not be handled by this corporation.

(Rules for Handling Shares)

Article 11

Matters relating to the shares of this corporation, relevant fees, and ways of exercising shareholders' rights shall be subject to the rules for handling shares established by the board of directors, in addition to relevant laws and regulations and these articles of incorporation.

Chapter 3 General Meeting of Shareholders

(Convocation of General Meeting of Shareholders)

Article 12

- ① The ordinary general meeting of the shareholders shall be held in March of each year and an extraordinary meeting of the shareholders shall be convened when necessary.
- ② The general meeting shall be convened by the president-director on the basis of a resolution of the board of directors. In case the position of president-director is vacant or the person in that position is unable to act, another director, determined in accordance with the order decided in advance by the board of directors, shall convene the general meeting.

(Chairman of General Meeting of Shareholders)

Article 13

The president-director shall act as chairman at the general meeting of the shareholders. In case the position of president-director is vacant or the person in that position is unable to attend, another director, determined in accordance with the order decided in advance by the board of directors, shall act as chairman at the general meeting.

(Base Date for Ordinary General Meeting of Shareholders)

Article 14

The base date for voting rights at this corporation's ordinary general meeting of the shareholders shall be December 31 in each year.

(Provision of Information via Electronic Media, etc.)

Article 15

- ① This corporation shall provide information contained in Reference Materials for the General Meeting of Shareholders and other materials via electronic media, when this corporation convokes a general meeting of shareholders.
- ② This corporation may deliver printed documents that do not include the entire, or a part of, information provided via electronic media regarding matters stipulated by relevant ordinances of the Ministry of Justice, to shareholders who ask this corporation by the Record Date, which is set to determine shareholders with voting rights, to provide them with such printed documents.

(Method of Adopting Resolutions)

Article 16

- ① Unless otherwise provided by laws, ordinances or by these articles of incorporation, resolutions of a general meeting of shareholders shall be adopted by a majority of the votes of the shareholders with exercisable voting rights present.
- ② Resolutions on matters stipulated in Article 309, paragraph 2, of the Companies Act shall be adopted through a concurring vote of two-thirds or more of the shareholders present who hold shares representing one-third or more of the total number of the shares with exercisable voting rights.

(Voting by Proxy)

Article 17

A shareholder may exercise his/her voting rights by appointing a single proxy, who is also shareholder of this corporation and entitled to vote. In this case, the shareholder or his/her proxy is required to submit the letter of attorney to this corporation at each general meeting of shareholders.

Chapter 4 Directors and Board of Directors

(Number of directors)

Article 18

The number of directors of this corporation shall not exceed 12.

(Election)

Article 19

- ① The directors shall be elected at the general meeting of the shareholders.
- ② Resolutions for the election under the preceding paragraph shall be adopted by a majority of the votes of the shareholders present who hold shares representing one-third or more of the total number of the shares with exercisable voting rights.
- ③ The directors shall not be elected by cumulative voting.

(Term of Office)

Article 20

- ① The term of office of the directors shall expire at the close of the ordinary general meeting of the shareholders relating to the last business term ending within one year after their election to the office.
- ② In case a director or directors are elected for a reason of filling vacancies or increasing the number of directors, the term of office of such directors shall be the unexpired portion of the term of directors who continue in office.

(Representative Directors and Others)

Article 21

- ① The board of directors shall, by resolution, elect representative directors.
- ② The board of directors shall, by resolution, elect one president from among directors or corporate officers.
- ③ The board of directors may, by resolution, appoint chairman and other officer directors.

(Notification of Convocation of Board of Directors Meeting)

Article 22

A notice of convocation of the board of directors meeting shall be sent to each director and each audit & supervisory board member at least three days in advance of the date of the meeting; provided, however, that this period may be shortened in case of urgent necessity.

(Resolutions of the Board of Directors Deemed to Have Been Made)

Article 23

When the conditions under Article 370 of the Companies Act are met, this corporation shall deem that there was a resolution of the board of directors with respect to matters to be resolved upon by the board of directors.

(Rules of Board of Directors Meeting)

Article 24

Matters concerning the board of directors meeting shall be governed by the rules established by the board of directors, in addition to relevant laws and regulations and these articles of incorporation.

(Remuneration, etc.)

Article 25

The remuneration, bonuses and other financial benefits to be provided by this corporation to directors as compensation for their performance of duties (hereinafter referred to as "Remuneration, etc.") shall be determined by resolution of the general meeting of the shareholders.

(Exemption of Directors from Liabilities)

Article 26

- ① This corporation may, by resolution of the board of directors and pursuant to the provisions of Article 426, paragraph 1, of the Companies Act, exempt directors (including former directors) from their liabilities for damages caused by their negligence to the extent permitted by laws and regulations.
- ② This corporation may, pursuant to the provisions of Article 427, paragraph 1, of the Companies Act, conclude agreements with directors (except for executive directors, etc.) to limit their liabilities for damages caused by their negligence; provided, however, that the amount of limited liability under the agreements shall not fall below the minimum liability as stipulated by relevant laws and regulations.

(Appointment of Advisors)

Article 27

The board of directors may, by resolution, appoint advisors.

(Corporate Officers)

Article 28

This corporation may, by resolution of the board of directors, appoint corporate officers for execution of its operations.

Chapter 5 Audit & Supervisory Board Member and Audit & Supervisory Board

(Number of auditors)

Article 29

The number of the Audit & Supervisory Board members of this corporation shall not exceed six.

(Election)

Article 30

- ① The audit & supervisory board members shall be elected at the general meeting of the shareholders.
- ② Resolutions for the election under the preceding paragraph shall be adopted by a majority of the votes of the shareholders present who hold shares representing one-third or more of the total number of the shares with exercisable voting rights.

(Term of Office)

Article 31

- ① The term of office of the audit & supervisory board members shall expire at the close of the ordinary general meeting of the shareholders relating to the last business term ending within four years after their election to the office.
- ② In case an audit & supervisory board member or audit & supervisory board members are elected for a reason of filling vacancies of audit & supervisory board members, the term of office of such audit & supervisory board members shall be the unexpired portion of the term of audit & supervisory board members who resigned.

(Standing Statutory Audit & Supervisory Board Members and Standing Audit & Supervisory Board Members)

Article 32

- ① The audit & supervisory board shall, by resolution, elect standing statutory audit & supervisory board members.
- ② The audit & supervisory board may, by resolution, appoint standing audit & supervisory board members

(Notification of Convocation of Audit & Supervisory Board Meeting)

Article 33

A notice of convocation of the audit & supervisory board meeting shall be sent to each audit & supervisory board member at least three days in advance of the date of the meeting; provided, however, that this period may be shortened in case of urgent

necessity.

(Rules of Audit & Supervisory Board Meeting)

Article 34

Matters concerning the audit & supervisory board meeting shall be governed by the rules established by the audit & supervisory board, in addition to relevant laws and regulations and these articles of incorporation.

(Remuneration, etc.)

Article 35

The remuneration, etc. for audit & supervisory board members shall be determined by resolution of the general meeting of the shareholders.

(Exemption of Audit & Supervisory Board Members from Liabilities)

Article 36

- ① This corporation may, by resolution of the board of directors and pursuant to the provisions of Article 426, paragraph 1, of the Companies Act, exempt audit & supervisory board members (including former audit & supervisory board members) from their liabilities for damages caused by their negligence to the extent permitted by laws and regulations.
- ② This corporation may, pursuant to the provisions of Article 427, paragraph 1, of the Companies Act, conclude agreements with audit & supervisory board members to limit their liabilities for damages caused by their negligence; provided, however, that the amount of limited liability under the agreements shall not fall below the minimum liability as stipulated by relevant laws and regulations.

Chapter 6 Accounting Auditor

(Election)

Article 37

The accounting auditor shall be elected at the general meeting of the shareholders.

(Term of Office)

Article 38

- ① The term of office of the accounting auditor shall expire at the close of the ordinary general meeting of the shareholders relating to the last business term ending within one year after his/her election to the office.

- ② If no resolution is made at the ordinary general meeting of the shareholders under the preceding paragraph, the accounting auditor shall be deemed to have been re-elected at the ordinary general meeting of the shareholders.

Chapter 7 Accounts

(Business Term)

Article 39

The business term of this corporation shall be one year, commencing with January 1 and ending with December 31 in each year.

(Record Date for Appropriation of Surplus)

Article 40

- ① The record date for the term-end dividends shall be December 31 in each year.
② The record date for the interim dividends shall be June 30 in each year.

(Payment of Term-end Dividends)

Article 41

Term-end dividends shall be paid to the shareholders or registered pledgees listed in the shareholders register as of the record date.

(Payment of Interim Dividends)

Article 42

This corporation may, by resolution of the board of directors, pay interim dividends (meaning the appropriation of surplus under the provisions of Article 454, paragraph 5, of the Companies Act) to the shareholders or registered pledgees listed in the shareholders register as of the record date.

(Period of Limitations in Respect of Appropriation of Surplus)

Article 43

- ① In the case of cash dividends and if those dividends are not received after expiration of three full years from the day on which such dividends became due and payable, this corporation shall be relieved of the obligation to pay such dividends.
② Dividends under the preceding paragraph shall carry no interest.

[History]

Established June 1, 1939
Amended April 30, 1940
Amended November 26, 1942
Amended March 31, 1943
Amended November 29, 1943
Amended January 29, 1944
Amended May 8, 1944
Amended November 28, 1944
Amended May 2, 1945
Amended May 30, 1945
Amended May 30, 1946
Amended October 9, 1946
Amended September 20, 1949
Amended August 30, 1950
Amended May 30, 1951
Amended November 20, 1951
Amended August 28, 1956
Amended February 27, 1959
Amended February 26, 1965
Amended February 26, 1971
Amended August 27, 1971
Amended August 30, 1972
Amended February 27, 1975
Amended March 28, 1980
Amended March 30, 1982
Amended March 28, 1991
Amended March 30, 1994
Amended March 28, 1996
Amended March 30, 1999
Amended March 28, 2002
Amended March 28, 2003
Amended April 1, 2003
Amended March 30, 2004
Amended March 29, 2007
Amended March 28, 2008
Amended March 27, 2009
Amended January 5, 2010
Amended March 30, 2016
Amended March 30, 2017
Amended March 26, 2020

Amended March 30, 2022
Amended September 29, 2022
Amended January 1, 2023
Amended March 2, 2023