

(Translation)

## **ARTICLES OF INCORPORATION**

Mitsubishi Chemical Group Corporation

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OF  
Mitsubishi Chemical Group Corporation

CHAPTER 1 : GENERAL PROVISIONS

Article 1. Trade Name

The name of the Company shall be Mitsubishi Chemical Group Kabushiki Kaisha, and shall be rendered in English as Mitsubishi Chemical Group Corporation.

Article 2. Purpose

1. The purpose of the Company shall be, by means of holding shares or interests, to control and manage the business activities of companies engaged in the businesses provided for by each of the following items:
  - (1) Businesses for manufacture and marketing of the following products
    - a) Organic and inorganic industrial chemicals, pharmaceuticals, industrial gas and other chemical industries
    - b) Chemical fiber, carbon fiber and other fiber industries
    - c) Petroleum, coke and other coal products
    - d) Carbon and graphite products and other ceramic, stone and clay products
    - e) Plastics
    - f) Electrical machinery, equipment and supplies, including recording media
    - g) Electronic parts, devices and circuits
    - h) Pharmaceutical products, including regenerative medical products
    - i) Industrial instruments and machinery, including medical instruments and apparatus
    - j) Chemical machinery and devices
    - k) Plant cultivation systems, including plant factories and tank farming devices
    - l) Foodstuffs and soft drink
    - m) Non-ferrous metals and fabricated metal products
    - n) Household goods, including household articles and sporting equipment
  - (2) Businesses for provision of the following services
    - a) Wholesale and retail trade, including chemical products, pharmaceuticals and cosmetics and products listed in each item of (1) above
    - b) Inspection services, medical and other health services and care services
    - c) Information services, including data processing and information services
    - d) Supply of electricity, gas and heat

- e) Construction work, including plant engineering
- f) Information system services
- g) Logistics services
- h) Real estate services
- i) Financial services
- j) Crop farming
- k) Miscellaneous services, including scientific and development research services, travel sub-agency, services for amusement and hobbies, waste disposal business and worker dispatching services
- l) Education and learning support, including business relating vocational and educational support facilities
- m) Eating and drinking places, accommodations

- (3) Any and all businesses incidental and relating to any of the forgoing items
2. The Company may also engage in management consulting.
  3. The Company may conduct business accompanied with, or related to, operations stipulated in the aforementioned two Paragraphs.

#### Article 3. Location of Head Office

The head office of the Company shall be located in Chiyoda-ku, Tokyo.

#### Article 4. Organs

In addition to the General Meeting of Shareholders and Directors, the Company, as a Company with Nominating Committee, etc., shall establish the following organs.

- (1) Board of Directors
- (2) Nominating Committee, Audit Committee and Compensation Committee
- (3) Independent Auditors

#### Article 5. Method of Public Notices

Public notices of the Company shall be made by electronic notifications; provided, however, that in the case of an accident or other uncontrollable event that would prevent the electronic notification, such public notice shall be given in The Nikkei newspaper.

## CHAPTER 2 : SHARES

#### Article 6. Total Number of Shares Authorized to Be Issued by the Company

The total number of shares authorized to be issued by the Company shall be six billion (6,000,000,000) shares.

Article 7. Acquisition of Treasury Shares

The Company may acquire treasury shares through market trading or other manners by resolution of the Board of Directors in accordance with the provisions of Article 165, Paragraph 2 of the Companies Act.

Article 8. Shares Unit Number

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

Article 9. Requests for Sale of Shares Less than One Unit

Shareholders holding Shares Less than One Unit may request the Company to sell them shares to make up one unit in accordance with the provisions of the Share Handling Regulations.

Article 10. Limitations on the Rights Regarding Shares Less than One Unit

Shareholders holding Shares Less than One Unit may not exercise the rights regarding such shares, except for the following rights.

- (1) The rights as provided for in the items in Article 189, Paragraph 2 of the Companies Act;
- (2) The right to request acquisition of shares combined with acquisition claims;
- (3) The right to receive allotment of shares and stock acquisition rights for subscription; and
- (4) The right to request matters provided for in Article 10 above.

Article 11. Share Handling Regulations

In addition to laws and regulations or these Articles of Incorporation, the Share Handling Regulations established by the Board of Directors shall govern entries or recordings into the shareholder registry and the registry of stock acquisition rights, purchases and sales of Shares Less than One Unit, and other handling procedures and fees for shares and stock acquisition rights.

Article 12. Transfer Agent

1. The Company shall appoint a transfer agent for its shares.
2. The transfer agent and its place of business shall be determined by the Representative Executive Officer, and announced by public notice.
3. The shareholder registry and the registry of stock acquisition rights of the Company shall be kept at the place of business of the transfer agent, and any procedures for the handling of shares including entries or recordings into the shareholder registry, and the registry of stock acquisition rights, and other administrations relating to shares and stock acquisition rights shall be handled by the transfer agent, and not by the Company.

#### Article 13. Notifications

1. Shareholders and registered stock pledgees or their legal representatives shall submit notifications of their name or corporate name and address pursuant to the provisions of the Share Handling Regulations of the Company. This shall also apply to any changes thereto.
2. In addition to the preceding paragraph, shareholders and registered stock pledgees or their legal representatives residing abroad shall designate their mailing address in Japan or appoint a standing proxy in Japan, and shall submit notification thereof pursuant to the provisions of the Share Handling Regulations. This shall also apply to any changes thereto.

#### Article 14. Record Date

1. The shareholders who are entitled to exercise shareholders' rights at the Ordinary General Meeting of Shareholders for settlement of accounts for each business year shall be those entered or recorded on the final shareholder registry as of March 31 of each year.
2. In addition to the provisions in the preceding paragraph or the provisions in these Articles of Incorporation of the Company, if any, by a decision of the Representative Corporate Executive Officer, the Company may, as necessary, regard the shareholders who are entered or recorded on the final shareholder registry on any date designated by public notice in advance or registered stock pledgees as those shareholders and registered stock pledgees entitled to exercise their rights.

### CHAPTER 3 : GENERAL MEETING OF SHAREHOLDERS

#### Article 15. Convocation

The Ordinary General Meeting of Shareholders shall be convened in June of each year and an Extraordinary General Meeting of Shareholders shall be convened whenever necessary.

#### Article 16. Convener of the General Meeting of Shareholders

A Director appointed by the Board of Directors in advance shall act as the convener of the General Meeting of Shareholders. If the said Director is unable to act, one of the other Directors shall act as the convener thereof, in the order previously determined by the Board of Directors.

#### Article 17. Chairperson of the General Meeting of Shareholders

A Director or Corporate Executive Officer appointed by the Board of Directors in advance shall act as the Chairperson of the General Meeting of Shareholders. If the said Director or Corporate Executive Officer is unable to act, one of the other Directors or Corporate Executive Officers shall act as the Chairperson thereof, in the order previously determined by the Board of Directors.

#### Article 18. Measures, etc. for Providing Information in Electronic Format

1. When the Company convenes a general meeting of shareholders, it shall take measures for providing information that constitutes the content of reference materials for the general meeting of shareholders, etc. in electronic format.
2. Among 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 Ministry of Justice Order from statements in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents by the record date of voting rights.

#### Article 19. Methods of Resolutions

1. Except where otherwise provided for by laws and regulations or these Articles of Incorporation, resolutions at General Meeting of Shareholders shall be adopted by a majority vote of the shareholders present who hold the exercisable voting rights.
2. The quorum for a General Meeting of Shareholders to adopt resolutions as provided for in Article 309, Paragraph 2 of the Companies Act require the presence of shareholders representing one-third (1/3) of the exercisable voting rights, and such resolutions shall be adopted by a two-thirds (2/3) vote of the shareholders present.

#### Article 20. Exercise of Voting Rights by Proxy

1. A shareholder may exercise voting rights by a proxy who is also a shareholder of the Company with voting rights.
2. When voting under the provisions of the preceding paragraph, the shareholder or the proxy shall submit documentation certifying the concerned proxy rights to the Company for each General Meeting of Shareholders.

### CHAPTER 4 : DIRECTORS AND BOARD OF DIRECTORS

#### Article 21. Number

The number of Directors of the Company shall be twenty (20) or less.

#### Article 22. Election

1. Directors shall be elected at the General Meeting of Shareholders by a majority vote of the shareholders present and holding at least one-third (1/3) of all shareholders' voting rights.
2. The election of Directors shall not be made by cumulative voting.

#### Article 23. Term of Office

The term of office of Directors shall expire at the conclusion of the Ordinary General Meeting of Shareholders for the last business year that ends within one (1) year were elected.

Article 24. Directors in Title

The Chairperson and Vice Chairperson of the Board of Directors may be appointed by a resolution of the Board of Directors.

Article 25. Convener and Chairperson of Meetings of the Board of Directors

The Chairperson of the Board of Directors shall convene a Meeting of the Board of Directors and act as Chairperson thereat. If the Chairperson of the Board of Directors is unable to act or if the post of Chairperson of the Board of Directors is vacant, one of the other Directors shall act in place of the President and Director, in the order previously determined by the Board of Directors.

Article 26. Notice Convening Meetings

A notice convening Meetings of the Board of Directors shall be dispatched to each Director at least three (3) days prior to the date of the meeting. In the event of an urgency, however, this period may be shortened.

Article 27. Omission of Adoption of Resolutions

In the event that all Directors have given consent in writing or electromagnetic records for items that requires a resolution of the Board of Directors, the Company shall deem the Board of Directors to have adopted a resolution on the said issue.

Article 28. Board of Directors Regulations

In addition to the case where otherwise provided for by laws and regulations and in these Articles of Incorporation, matters regarding the Board of Directors shall be governed by the Board of Directors Regulations established by the Board of Directors.

Article 29. Limitation of Liability of Directors

1. In accordance with the provisions of Article 426, Paragraph 1 of the Companies Act, the Company may, by resolution of the Board of Directors, exempt any Director (including any former Director) from the liability as provided for by Article 423, Paragraph 1 of the Companies Act, to the extent permitted by laws and regulations.
2. In accordance with the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with a Director (excluding an Executive Director, etc.) to limit the liability of same as provided for by Article 423, Paragraph 1 of said Law, provided that the amount of the liability limitation under said agreement is the minimum liability amount provided for by Article 425, Paragraph 1 of the Companies Act.

## CHAPTER 5 : COMMITTEE

### Article 30. Appointment of Committee Members

Members of each Committee shall be appointed from Directors by a resolution of the Board of Directors.

### Article 31. Matters Regarding Committee

Matters regarding each Committee shall be determined in accordance with laws and regulations, these Articles of Incorporation or rules established by each Committee, or by the Board of Directors.

## CHAPTER 6 : CORPORATE EXECUTIVE OFFICER

### Article 32. Election

Corporate Executive Officers shall be elected by a resolution of the Board of Directors.

### Article 33. Term of Office

The term of office of Corporate Executive Officers shall expire at the last day of the business year that ends within one (1) year from assumption of office.

### Article 34. Representative Corporate Executive Officers and Corporate Executive Officers in Title

1. Representative Corporate Executive Officers shall be elected by resolution of the Board of Directors.
2. The President and Corporate Executive Officer, the Vice President and Corporate Executive Officer, Senior Management Corporate Executive Officers and Managing Corporate Executive Officers may be appointed by a resolution of the Board of Directors.

### Article 35. Limitation of Liability of Corporate Executive Officers

In accordance with the provisions of Article 426, Paragraph 1 of the Companies Act, the Company may, by resolution of the Board of Directors, exempt any Corporate Executive Officer (including any former Corporate Executive Officer) from the liability as provided for by Article 423, Paragraph 1 of the Companies Act, to the extent permitted by laws and regulations.

## CHAPTER 7 : INDEPENDENT AUDITOR

### Article 36. Election

The Independent Auditor shall be elected by resolution of the General Meeting of Shareholders.



Article 37. Term of Office

1. The term of office of the Independent Auditor shall expire at the conclusion of the Ordinary General Meeting of Shareholders for the last business year that ends within one (1) year from assumption of office.
2. When no special resolutions are made at the Ordinary General Meeting of Shareholders provided for by the preceding paragraph, the Independent Auditor shall be deemed to have been re-elected at said Ordinary General Meeting of Shareholders.

Article 38. Remunerations and Other Payments for Independent Auditor

The Remunerations, etc. of the Independent Auditor shall be determined by the Representative Corporate Executive Officer with the approval of the Audit Committee.

CHAPTER 8 : ACCOUNTS

Article 39. Business Year

The Company's business year shall begin on April 1 of each year and end on March 31 of the following year.

Article 40. Organ Which Determines Dividend Payment from Surplus, etc.

The Company may, by resolution of the Board of Directors, determine dividend payment from surplus and matters provided for in the items in Article 459, Paragraph 1 of the Companies Act.

Article 41. Record Date for Dividend Payment from Surplus, etc.

1. The Company may pay cash dividends from surplus to shareholders or registered stock pledgees whose names have been entered or recorded in the final shareholder registry as of March 31 or September 30 of each year.
2. When dividend property is cash and dividends are not claimed within three (3) years from the date of commencement of payment thereof, the Company shall be exempt from liability to make such payment.
3. When dividend property is cash, no interest shall accrue on unpaid dividend property.

SUPPLEMENTARY PROVISIONS

Article 1. Provisional Measures

The Company may, by resolution of the Board of Directors, exempt any former Corporate Auditor from the liability for any act prior to conclusion of the Tenth Ordinary General Meeting of Shareholders as provided for by Article 423, Paragraph 1 of the Companies Act, to the extent permitted by laws and regulations.

(Changes)

Enforced on October 3, 2005

Partially amended and enforced on

June 28, 2006

June 24, 2009

January 6, 2010

June 24, 2010

June 26, 2012

July 2, 2012

September 26, 2013

January 1, 2014

June 24, 2015

June 24, 2022

July 1, 2022

March 2, 2023