

[English translation, for reference purpose only]

ARTICLES OF INCORPORATION OF CHUGAI PHARMACEUTICAL CO., LTD.

(Amended as of July 1, 2020)

CHAPTER 1 GENERAL RULES

(Trade Name)

Article 1 The Company shall be called Chugai Seiyaku Kabushiki Kaisha and the English name of the Company shall be CHUGAI PHARMACEUTICAL CO., LTD.

(Purposes)

Article 2 The purpose of the Company shall be to engage in the following businesses:

- (1) Research, development, manufacturing, sale, importation, and exportation of the pharmaceuticals.
- (2) Any other legally authorized business.

(Location of Head Office)

Article 3 The Company shall have its head office in Kita-ku, Tokyo.

(Organizations)

Article 4 The Company shall have the following organizations:

- (1) General Meeting of Shareholders;
- (2) Directors;
- (3) Board of Directors;
- (4) Audit & Supervisory Board Members;
- (5) Audit & Supervisory Board;
- (6) Accounting Auditor.

(Method of Giving Public Notice)

Article 5 Public notices of the Company shall be given electronically. Provided, however, that if public notice cannot be made electronically by reason of an accident or any other unavoidable event, public notices shall be given by publication of the Nihon Keizai Shimbun.

CHAPTER 2 SHARES

(Total Number of Shares Issuable)

Article 6 The total number of shares issuable of the Company shall be 2,399,415,150 shares.

(Acquisition of Shares)

Article 7 The Company may acquire its own shares through market transactions, etc. upon resolution of the Board of Directors.

(Number of Shares to Constitute One Unit (tangen))

Article 8 The number of shares to constitute one unit (tangen) of shares of the Company shall be 100 shares.

(Rights to Share Certificates Constituting Less than One Unit)

Article 9 The shareholders of the Company shall not exercise any rights other than the rights stated below with respect to shares constituting less than one unit:

- (1) the rights stated in each item, Article 189, Paragraph 2 of the Japanese Companies Act;
- (2) the right to make a demand pursuant to Article 166, Paragraph 1 of the Japanese Companies Act;
- (3) the right to be allotted offered shares and stock acquisition rights corresponding to the number of shares owned by shareholders; and
- (4) the right to make a demand pursuant to the following Article.

(Request by a Shareholder for Sale of Shares Less than One Unit)

Article 10 The shareholder of the Company may request the Company to sell such number of shares as will constitute one unit of shares when combined with shares constituting less than one unit held by the shareholder under the Share Handling Regulations.

(Share Registrar)

Article 11 The Company shall have a share registrar.

2. The share registrar and the location for the handling of its business shall be selected by resolution of the Board of Directors and public notice thereof shall be made.
3. The preparation and maintenance of the register of shareholders and a register of stock acquisition rights and other matters relating to the register of shareholders, and a register of stock acquisition rights shall be entrusted to the share registrar but shall not be handled by the Company.

(Share Handling Regulations)

Article 12 Any handling relating to shares of the Company, stock acquisition rights, and fees therefor as well as procedures, etc. for the exercise of rights by the shareholders shall be governed by Share Handling Regulations to be established by the Board of Directors in addition to the laws and ordinances or the Articles of Incorporation.

(Record Date)

Article 13 The Company shall treat the shareholders with voting rights entered or recorded in the last register of shareholders as of December 31 of each year as shareholders entitled to exercise shareholder's rights at the ordinary General Meeting of Shareholders relating to the relevant financial year.

CHAPTER 3 GENERAL MEETING OF SHAREHOLDERS

(Convocation and Chairman of a General Meeting of Shareholders)

- Article 14 The ordinary General Meeting of Shareholders of the Company shall be convened in March of each year, and an extraordinary General Meeting of Shareholders shall be convened when necessary.
2. Unless otherwise provided in laws and ordinances, the Director, as previously fixed by the Board of Directors, shall convene and be a chairman of a General Meeting of Shareholders. In case such Director is unable to convene and be a chairman, another Director shall, in the order previously fixed by the Board of Directors, convene and be a chairman of such meeting.
 3. The General Meeting of Shareholders of the Company shall be convened in Tokyo.

(Disclosure on Internet of Reference Materials for General Meeting of Shareholders Deemed and Deemed Provision of that Information)

Article 15 If the Company discloses information relating to matters stated or indicated in reference documents, business report, accounting documents and consolidated financial statements (including Accounting Auditor's report and Audit & Supervisory Board Members' report relating to any such consolidated accounting documents) in connection with convening the General Meeting of Shareholders through the Internet pursuant to the Ordinance of the Ministry of Justice, the Company may deem that it has provided the same to shareholders.

(Method of Ordinary Resolution)

Article 16 Unless otherwise provided in laws and ordinances or in these Articles of Incorporation, resolutions of a General Meeting of Shareholders shall be adopted by a majority of the votes of shareholders present who are entitled to exercise voting rights.

(Exercise of Voting Rights by Proxy)

Article 17 A shareholder may exercise his/her voting rights through another shareholder having voting rights in the Company, as his/her proxy.

CHAPTER 4 DIRECTORS AND BOARD OF DIRECTORS

(Election of Directors)

Article 18 Directors shall be elected at a General Meeting of Shareholders by resolution.

2. The resolution for the election of Directors shall be adopted by a majority of the votes of shareholders present at a General Meeting of Shareholders a quorum of which is shareholders holding shares representing not less than one-third (1/3) of the total number of the voting rights of all shareholders who may exercise voting rights.
3. The resolution for the election of Directors shall not be by cumulative voting.

(Term of Office of Directors)

Article 19 The term of office of Directors shall be until the close of the ordinary General Meeting of Shareholders held with respect to the last business term ending within two (2) years after election.

(Convening a Meeting of the Board of Directors and Chairman)

Article 20 Unless otherwise provided in laws and ordinances, the Director, as previously fixed by the Board of Directors, shall convene a meeting of the Board of Directors and shall act as a chairman of such meeting. In case such Director is unable to act, another Director shall, in the order previously fixed by the Board of Directors, convene and act as a chairman of such meeting.

2. The notice of convocation of a meeting under the preceding paragraph shall be notified to each Director and each Audit & Supervisory Board Member one (1) week prior to the date of the meeting; provided, however, that the meeting may be held without such convening procedure, if consented to by all of the Directors and Audit & Supervisory Board Members.

(Omission of Resolutions of Board of Directors Meetings)

Article 21 The Company may, when all of the Directors who are entitled to vote on a proposal indicate their consent in writing or by electromagnetic record, deem such indication to be the resolution of the Board of Directors adopting the proposal, unless the Audit & Supervisory Board Members have stated their objection to that proposal.

(Regulations of the Board of Directors)

Article 22 Unless otherwise provided by laws and ordinances and in these Articles of Incorporation, any matter relating to the Board of Directors shall be governed by the regulations of the Board of Directors established by the Board of Directors.

(Representative Directors and Directors with Specific Titles)

Article 23 Representative Directors shall be elected by resolution of the Board of Directors.

2. The Board of Directors may appoint a Chairman of the Board, a Deputy Chairman and a President.

(Remuneration, Etc. for Directors)

Article 24 Remuneration, bonuses, and other financial benefits of Directors given by the Company in consideration of the performance of duties to Directors shall be determined by resolution of a General Meeting of Shareholders.

(Agreement with Director to Limit Liability)

Article 25 The Company and Directors (excluding Executive Directors, etc.) may, if a case falls under requirements specified by laws and ordinances regarding the liability of Director under Article 423, Paragraph 1 of the Japanese Companies Act, enter into an agreement which limits the liability of such Directors (excluding Executive Directors, etc.); provided that the limit of such liability shall be the amount of equal to the minimum liability limit regulated by laws and ordinances.

CHAPTER 5 AUDIT & SUPERVISORY BOARD MEMBERS AND AUDIT & SUPERVISORY BOARD

(Election of Audit & Supervisory Board Members)

Article 26 Audit & Supervisory Board Members shall be elected at a General Meeting of Shareholders by its resolution.

2. The resolution for the election of Audit & Supervisory Board Members shall be adopted by a majority of the votes of shareholders present at a shareholders meeting a quorum of which is shareholders holding shares representing not less than one-third (1/3) of the total number of the voting rights of shareholders who may exercise voting rights.

(Term of Office of Audit & Supervisory Board Members)

Article 27 The term of office of Audit & Supervisory Board Members shall be until the close of the ordinary General Meeting of Shareholders held with respect to the last business term ending within four (4) years after election.

2. The term of office of Audit & Supervisory Board Members elected to fill vacancies shall expire at the same time as the term of office of their predecessor would have expired.

(Substitute Audit & Supervisory Board Member)

Article 28 The effective term of the resolution for election of a Substitute Audit & Supervisory Board Member under Article 329, Paragraph 3 of the Japanese Companies Act shall expire at the beginning of an annual General Meeting of Shareholders relating to the last fiscal year ending within four (4) years from his/her election.

2. The term of office of an Audit & Supervisory Board Member assumed by a Substitute Audit & Supervisory Board Member under the previous paragraph shall be the remaining term of office of the retired Audit & Supervisory Board Member. Provided, however, that such term shall not exceed the closing of the annual General Meeting of shareholders relating to the last fiscal year ending within four (4) years from his/her election.

(Convening a Meeting of the Audit & Supervisory Board)

Article 29 The notice of convocation of a meeting of the Audit & Supervisory Board shall be notified to each Audit & Supervisory Board Member three (3) days prior to the date of the meeting; provided, however, that the meeting may be held without such convening procedure, if consented to by all of Audit & Supervisory Board Members.

(Regulations of the Audit & Supervisory Board)

Article 30 Unless otherwise provided in laws and ordinances and in these Articles of Incorporation, any matter relating to the Audit & Supervisory Board shall be governed by the regulations of the Audit & Supervisory Board established by the Audit & Supervisory Board.

(Full-time Audit & Supervisory Board Members)

Article 31 The Audit & Supervisory Board shall elect one (1) or more Full-time Audit & Supervisory Board Members among all the Audit & Supervisory Board Members.

(Remuneration of Audit & Supervisory Board Members)

Article 32 Remuneration of Audit & Supervisory Board Members shall be determined by a resolution of a General Meeting of Shareholders.

(Agreement with Audit & Supervisory Board Member to Limit Liability)

Article 33 The Company and Audit & Supervisory Board Member may, if a case falls under requirements specified by laws and ordinances regarding the liability of Audit & Supervisory Board Members under Article 423, Paragraph 1 of the Japanese Companies Act, enter into an agreement which limits the liability of such Audit & Supervisory Board Member; provided that the limit of such liability shall be the amount equal to the minimum liability limit

regulated by laws and ordinances.

CHAPTER 6 ACCOUNTING

(Business Year)

Article 34 The Company's business year shall be from January 1 to December 31 of each year.

(Distribution of Surplus)

Article 35 The Company may, by resolution of a General Meeting of Shareholders, make term-end dividends to the shareholders or registered or recorded pledgees appearing on the last register of shareholders as of December 31 of each year.

2. The Company may, by resolution of the Board of Directors, make interim dividends to the shareholders or registered or recorded pledgees appearing on the last register of shareholders as of June 30 in each year.

(Period of Limitations for Dividends, Etc.)

Article 36 Regarding distribution of surplus, if assets to be distributed as dividend are cash, the Company shall be exempt from the obligation to pay dividend if such dividend is not received for three (3) full years following the date when payment becomes due.