

(TRANSLATION)

ARTICLES OF INCORPORATION

Enacted: December 8, 2010

Amended: March 26, 2024

CHAPTER I. GENERAL PROVISIONS

Article 1. (*Trade Name*)

The name of the Company shall be KH ネオケム株式会社 (KH Neochem Kabushiki Kaisha) and indicated as “KH Neochem Co., Ltd.” in English.

Article 2. (*Location of Head Office*)

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

Article 3. (*Purpose*)

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

- (1) Manufacture, processing and sale of ethylene and propylene products, and other petrochemical products;
- (2) Manufacture, processing and sale of various industrial chemical products relating to the preceding items;
- (3) Manufacture, processing and sale of pharmaceutical products, quasi-pharmaceutical products and reagents;
- (4) Manufacture, processing and sale of food additives;
- (5) Manufacture, processing and sale of amino-acid resins;
- (6) Manufacture, processing and sale of higher alcohol;
- (7) Manufacture, processing and sale of detergent raw materials;
- (8) Manufacture, processing and sale of intermediates generated from the manufacturing process of higher alcohol and detergent raw materials;
- (9) Manufacture, processing and sale of organic or inorganic industrial chemicals, such as silicone compounds and high-purity hydrochloric acid;
- (10) Manufacture, processing and sale of fine chemicals;
- (11) Manufacture, processing and sale of chemical products made from natural raw materials, etc.;
- (12) Warehousing business;
- (13) Purchase, sale, import and export of goods relating to the businesses referred to in any of the foregoing items; and
- (14) Any other business incidental or relating to any of the foregoing items.

Article 4. *(Governing Bodies)*

The Company shall have the following governing bodies in addition to the general meeting of shareholders and Directors:

- (1) Board of Directors;
- (2) Audit and Supervisory Committee; and
- (3) Accounting Auditors.

Article 5. *(Method of Public Notice)*

Public notices of the Company shall be given by way of electronic public notice; provided, however, that if public notice cannot be given by way of electronic public notice due to an accident or other unavoidable circumstances, public notice shall be given by way of publication in the *Nihon Keizai Shimbun*.

CHAPTER II. SHARES

Article 6. *(Total Number of Authorized Shares)*

The total number of shares authorized to be issued by the Company shall be 136,200,000 shares.

Article 7. *(Acquisition of Treasury Shares)*

Pursuant to the provision of Article 165, Paragraph 2 of the Companies Act, the Company may acquire treasury shares by resolution of the Board of Directors.

Article 8. *(Share Unit)*

The share unit of the Company shall be 100 shares.

Article 9. *(Rights Concerning Shares Less than One (1) Unit)*

A shareholder of the Company may not exercise any rights concerning shares less than one (1) unit held by such shareholder, except for the following rights:

- (1) The rights provided for in each of the items of Article 189, Paragraph 2 of the Companies Act;
- (2) The right to make a demand pursuant to the provision of Article 166, Paragraph 1 of the Companies Act;
- (3) The right to receive allotment of shares for subscription and allotment of share options for subscription, in proportion to the number of shares held by such shareholder; and
- (4) The right to make a demand under the immediately following article.

Article 10. *(Additional Purchase of Shares Less than One (1) Unit)*

A shareholder of the Company may demand that the Company sell shares that are less than one (1) unit to the shareholder to the extent that the shares of less than one (1) unit held by the shareholder constitute one (1) unit share, as stipulated in the Share Handling Regulations; provided, however, that this shall not apply when the Company does not hold the number of treasury shares that the Company is required to sell to the shareholder.

Article 11. *(Shareholder Register Administrator)*

1. The Company shall have a Shareholder Register Administrator.
2. The Shareholder Register Administrator and the place for handling the administration thereof shall be determined by a resolution of the Board of Directors.
3. The preparation and maintenance of the Shareholder Register (*kabunushi meibo*), the Share Option Register (*shinkabu yoyakuken genbo*) and the Register of Lost Share Certificates (*kabuken souchitu tourokubo*) of the Company, as well as other business relating to such Shareholder Register and Share Option Register, shall be entrusted to the Shareholder Register Administrator and shall not be handled by the Company.

Article 12. *(Share Handling Regulations)*

The handling of the Company's shares and the fees therefor shall be governed by applicable laws and regulations or these Articles of Incorporation, as well as the Share Handling Regulations prescribed by the Board of Directors.

CHAPTER III. GENERAL MEETING OF SHAREHOLDERS

Article 13. *(Convocation)*

The ordinary general meeting of shareholders of the Company shall be convened within three (3) months after the end of each business year, and an extraordinary general meeting of shareholders shall be convened whenever necessary.

Article 14. *(Record Date of Ordinary General Meeting of Shareholders)*

The record date for the voting rights at the ordinary general meeting of shareholders of the Company shall be December 31 of each year.

Article 15. *(Convener and Chairperson)*

1. Unless otherwise provided for in any applicable laws or regulations, a Board Director, President & Chief Executive Officer shall convene the general meeting of shareholders by a resolution of the Board of Directors and act as the chairperson thereof.
2. In the event of Paragraph 1 of this Article 15, if such Board Director, President & Chief Executive Officer is unable to so act, another Director who is designated in accordance with an order of priority determined in advance by the Board of Directors shall convene such general meeting or act as the chairperson thereof.

Article 16. *(Measures for Electronic Provision)*

1. In convening a general meeting of shareholders, the Company shall take measures for electronically

providing information on the contents of the reference documents for general meetings of shareholders, etc.

2. The Company may opt not to include all or part of the matters subject to the measures for electronically providing information which are designated by the Order of the Ministry of Justice, in a document to be delivered to shareholders who made a document delivery request by the record date for the voting rights.

Article 17. *(Method of Adopting Resolutions)*

1. Unless otherwise provided for in any applicable laws or regulations or these Articles of Incorporation, a resolution of a general meeting of shareholders shall be adopted by a majority of votes of the shareholders present at the meeting who are entitled to exercise their voting rights.
2. Resolutions provided for in Article 309, Paragraph 2 of the Companies Act shall be adopted by two-thirds (2/3) or more of the votes of the shareholders present at the meeting where shareholders holding one-third (1/3) or more of the votes of the shareholders who are entitled to exercise their voting rights are present.

Article 18. *(Exercise of Voting Rights by Proxy)*

1. A shareholder of the Company may exercise his/her voting rights by proxy, who shall be another shareholder of the Company holding voting rights of the Company.
2. In the case of the preceding Paragraph, the shareholder or the proxy thereof must submit to the Company a document evidencing the authority of proxy in respect of each general meeting of shareholders.

CHAPTER IV. DIRECTORS AND BOARD OF DIRECTORS

Article 19. *(Number of Directors)*

1. The Company shall have no more than ten (10) Directors, excluding those who are Audit and Supervisory Committee Members.
2. The Company shall have no more than five (5) Directors who are Audit and Supervisory Committee Members.

Article 20. *(Method of Election of Directors)*

1. Directors shall be elected through a resolution at a general meeting of shareholders, that distinguishes between those who are Audit and Supervisory Committee Members and those who are not.
2. A resolution for the election of Director(s) shall be adopted by a majority of the votes of the shareholders present at the meeting where shareholders holding one-third (1/3) or more of the votes of the shareholders who are entitled to exercise their voting rights are present.
3. A resolution for the election of Director(s) shall not be adopted by cumulative votes.

Article 21. *(Term of Office)*

1. The term of office of a Director (excluding a Director who is an Audit and Supervisory Committee

Member) shall continue until the conclusion of the ordinary general meeting of shareholders for the last business year ending within one (1) year after his/her election.

2. The term of office of a Director who is an Audit and Supervisory Committee Member shall continue until the conclusion of the ordinary general meeting of shareholders for the last business year ending within two (2) years after his/her election.
3. The term of office of a Director who is an Audit and Supervisory Committee Member elected to fill a vacancy left by a Director who is an Audit and Supervisory Committee Member and retires before the expiration of the his/her term of office shall continue until the expiration of the term of office of the retiring Director who is an Audit and Supervisory Committee Member.
4. The qualification of a Director who is elected as a substitute Audit and Supervisory Committee Member shall be effective until the beginning of the ordinary general meeting of shareholders for the last business year ending within two (2) years after the general meeting of shareholders at which such election is made.

Article 22. *(Representative Directors and Directors with Titles)*

1. The Board of Directors shall appoint one (1) or more Representative Directors by its resolution from among Directors (excluding Directors who are Audit and Supervisory Members).
2. A Representative Director shall represent the Company and execute the business of the Company.
3. The Board of Directors shall appoint, from among Directors (excluding Directors who are Audit and Supervisory Members), one (1) Board Director, President & Chief Executive Officer and may appoint, as necessary, one (1) Board Director and chairman as well as several Board Directors, Executive Vice Presidents, Executive Corporate Officers, and Senior Corporate Officers by its resolution.

Article 23. *(Notice of Convocation of Board of Directors)*

1. A notice of convocation of a meeting of the Board of Directors shall be sent to each Director at least three (3) days prior to the meeting; provided, however, that such period may be shortened in the case of urgent necessity.
2. If the consent of all Directors is obtained, a meeting of the Board of Directors may be held without following the procedures for convening a meeting.

Article 24. *(Omission of Resolution of Board of Directors)*

The Company shall deem that the matters to be resolved by the Board of Directors are adopted by a resolution of the Board of Directors when all the Directors (limited to those who are eligible to participate in the voting on such matters) have given their consent thereto in writing or through electromagnetic records.

Article 25. *(Delegation of Important Business Execution Decisions)*

The Company may, pursuant to Article 399-13, Paragraph 6 of the Companies Act, by a resolution of the Board of Directors, delegate all or part of the decisions on the execution of important business affairs (excluding the matters listed in the items of Paragraph 5 of the same Article) to the Directors.

Article 26. *(Regulations of Board of Directors)*

Matters relating to the Board of Directors shall be governed by applicable laws and regulations and these Articles of Incorporation as well as the Regulations of the Board of Directors prescribed by the Board of Directors.

Article 27. *(Remuneration)*

Directors' remuneration, bonuses, and other financial benefits received from the Company as consideration for the execution of duties shall be determined by a resolution of the general meeting of shareholders, that distinguishes between Directors who are Audit and Supervisory Committee Members and those who are not.

Article 28. *(Exemption of Directors' Liabilities)*

1. Pursuant to the provision of Article 426, Paragraph 1 of the Companies Act, the Company may, by a resolution of the Board of Directors, exempt Directors (including former Directors) from their liabilities of damages under Article 423, Paragraph 1 of the Companies Act, to the extent permitted by applicable laws and regulations.
2. Pursuant to the provision of Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with Directors (except for those who are Executive Directors, etc.), which shall limit their liabilities of damages under Article 423, Paragraph 1 of the Companies Act; provided, however, that the maximum amount of the liability of damages under such agreement shall be the amount prescribed by applicable laws and regulations.

CHAPTER V. AUDIT AND SUPERVISORY COMMITTEE

Article 29. *(Notice of Convocation of Audit and Supervisory Committee)*

1. Notice of convocation of a meeting of the Audit and Supervisory Committee shall be sent to each Audit and Supervisory Committee Member at least three (3) days prior to the meeting; provided, however, that such period may be shortened in the case of urgent necessity.
2. If the consent of all Audit and Supervisory Committee Members is obtained, a meeting of the Audit and Supervisory Committee may be held without following the procedures for convening a meeting.

Article 30. *(Full-Time Audit and Supervisory Committee Members)*

The Audit and Supervisory Committee may appoint one (1) or more Full-Time Audit and Supervisory Committee Members from among Audit and Supervisory Committee Members by its resolution.

Article 31. *(Regulations of Audit and Supervisory Committee)*

Matters relating to the Audit and Supervisory Committee shall be governed by applicable laws and regulations or these Articles of Incorporation as well as the Regulations of the Audit and Supervisory Committee prescribed by the Audit and Supervisory Committee.

CHAPTER VI. ACCOUNTING

Article 32. *(Business Year)*

The business year of the Company shall commence on January 1 of each year and end on December 31 of the same year.

Article 33. *(Record Date for Distribution of Dividends from Surplus)*

The record date for the year-end dividends of the Company shall be December 31 of each year.

Article 34. *(Interim Dividends)*

The Company may, by resolution of the Board of Directors, distribute interim dividends with June 30 of each year as the record date.

Article 35. *(Period of Exclusion for Dividend Property)*

1. If any dividend property consists of money, the Company shall be exempted from its obligation to pay such dividend property, to the extent that such dividend property is not received within three (3) full years after the date on which the payment thereof has commenced.
2. No interest shall accrue on unpaid dividend property.

SUPPLEMENTARY PROVISIONS

Article 1. *(Transitional Measures Concerning Exemption from Liability of Audit and Supervisory Board Members Prior to Transition to a Company with Audit and Supervisory Committee)*

The Company may, pursuant to Article 426, Paragraph 1 of the Companies Act, by a resolution of the Board of Directors, exempt Audit and Supervisory Board Members (including those who were formerly Audit and Supervisory Board Members) from liability of damages under Article 423, Paragraph 1 of the Companies Act, concerning acts committed prior to the conclusion of the 14th ordinary general meeting of shareholders to the extent permitted by laws and regulations.