

[Translation]

Articles of Incorporation

Ono Pharmaceutical Co., Ltd.

1-5, Doshomachi 2-chome, Chuo-ku, Osaka

Amended on June 23, 2022

Chapter I General Provisions

Article 1 (Trade Name)

The Company's trade name shall be Ono Yakuhin Kogyo Kabushiki Kaisha in Japanese and ONO PHARMACEUTICAL CO., LTD. in English.

Article 2 (Purposes)

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

1. Manufacturing, purchase and sale, or import and export of pharmaceuticals, quasi-drugs, non-medical chemicals, veterinary pharmaceuticals, reagents, diagnostic reagents, reagents for veterinary use, pharmaceutical ingredients, fragrances, cosmetics, foodstuffs, food additives, beverages, agricultural chemicals, fertilizers, feed, feed additives, medical equipment or its materials, measuring devices, other chemical products, and machinery and equipment related to any of the aforementioned products
2. Consignment of pharmaceutical research and development
3. Consignment of clinical studies and safety tests
4. Management, purchase and sale, and leasing of real estate properties
5. Printing and publishing
6. Leasing of automobiles, office equipment, and others
7. Non-life insurance agency and life insurance solicitation
8. Warehousing, freight forwarding, and freight forwarding agency
9. Consignment of computer-based data processing and related services
10. Temporary personnel placement service
11. All other businesses incidental to or relating to the preceding items

Article 3 (Location of Head Office)

The head office of the Company shall be located in Osaka City.

Article 4 (Organizational bodies)

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

1. Board of Directors
2. Audit & Supervisory Board Members
3. Audit & Supervisory Board
4. Accounting Auditor

Article 5 (Method of Public Notices)

Public notices of the Company shall be made by method of electronic notifications. However, if electronic notifications cannot be implemented due to unavoidable causes, public notices shall be placed in the Nikkei newspaper.

Chapter II Shares

Article 6 (Total Number of Authorized Shares)

The total number of shares authorized to be issued by the Company shall be one thousand five hundred million (1,500,000,000) shares.

Article 7 (Acquisition of Treasury Shares)

The Company may, by resolution of the Board of Directors, acquire its own shares pursuant to the provision of Article 165, Paragraph 2 of the Companies Act.

Article 8 (Number of Shares Constituting One Unit)

The number of shares which will constitute one unit of the shares of the Company shall be one hundred (100) shares.

Article 9 (Administrator of Shareholder Registry)

The Company shall have an Administrator of Shareholder Registry.

The Administrator of Shareholder Registry and its handling office shall be determined by resolution of the Board of Directors.

Preparation and custody of the shareholder register and the original register of stock acquisition rights of the Company and other affairs relating to such registers shall be entrusted to the Administrator of Shareholder Registry and shall not be handled by the Company.

Article 10 (Share Handling Regulations)

Unless otherwise provided for by laws and regulations or in the Articles of Incorporation, the procedures and the fees related to the handling of Company's shares shall be governed by the Share Handling Regulations established by the Board of Directors.

Chapter III General Shareholders' Meeting

Article 11 (Convocation of General Shareholders' Meetings)

An ordinary general shareholders' meeting of the Company shall be convened in June of each year, whereas an extraordinary general shareholders' meeting shall be convened from time to time whenever necessary.

Article 12 (Record Date of Ordinary General Shareholders' Meetings)

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

Article 13 (Convenor and Chairperson)

Unless otherwise provided by laws and regulations, the Member of Board of Directors previously determined by the Board of Directors, in accordance with a resolution of the Board of Directors' meeting, shall convene and be a chairperson of a general shareholders' meeting.

In case, however, such Member of Board of Directors determined by the preceding paragraph is prevented by unavoidable circumstances from so acting, another Member of Board of Directors shall convene and be a chairperson of such general shareholders' meeting in accordance with the order previously determined at the Board of Directors' meeting.

Article 14 (Electronic Provision Measure, Etc.)

The Company shall, when convening a general shareholders' meeting, take the electronic provision measure for information included in the reference materials for the general shareholders' meeting, etc.

Among the matters subject to the electronic provision measure, the Company may choose not to include all or part of the matters stipulated in the Ordinance of the Ministry of Justice in the paper copy to be sent to shareholders who have requested it by the record date for voting rights.

Article 15 (Method for Resolution)

Unless otherwise provided for by laws and regulations or in the Articles of Incorporation, the adoption of resolutions at a general shareholders' meeting shall require the majority of the voting rights of the attending shareholders capable of exercising such rights.

The adoption of a resolution prescribed by Article 309, Paragraph 2 of the Companies Act shall require not less than two-thirds of the voting rights of the attending shareholders owning not less than one-third of the total voting rights of the shareholders capable of exercising such rights.

Article 16 (Exercise of Voting Right by Proxy)

A shareholder may appoint another one shareholder with voting rights of the Company to be his or her proxy in order to exercise his or her voting rights.

In such cases, the shareholder or proxy shall submit to the Company a document evidencing such appointment as a proxy for each general shareholders' meeting.

Chapter IV Directors and Board of Directors

Article 17 (Number of Directors)

The number of Directors of the Company shall be three (3) or more.

Article 18 (Method of Election)

Directors shall be elected at a general shareholders' meeting.

The adoption of resolutions for the said election shall require the majority of the voting rights of the attending shareholders owning not less than one-third of the total voting rights of the shareholders capable of exercising such rights.

Resolutions for the election of Directors shall not be by cumulative voting.

Article 19 (Representative Director(s) and Directors with Specific Titles)

Representative Director(s) shall be elected by resolution of the Board of Directors.

The Board of Directors may, by its resolution, appoint one (1) Chairperson, one (1) Vice Chairperson, and one (1) President, as well as one (1) or more Executive Vice President(s), Senior Managing Director(s), Managing Director(s), and Senior Advisor(s) and Director(s).

Article 20 (Term of Office)

The term of office of Directors shall expire at the close of the ordinary general shareholders' meeting held for the last business year that ends within one (1) year from assumption of office.

The term of office of any Directors elected to fill a vacancy or to increase the number shall expire when the term of office of remaining Directors expires.

Article 21 (Remuneration, etc.)

Remuneration, bonuses, or any other economic benefits given to Directors by the Company as considerations for execution of their duties shall be determined by resolution of a general shareholders' meeting.

Article 22 (Contracts for Limitation of Liability with Outside Directors)

The Company may enter into contracts with its Outside Directors that limit their liability for damages provided for in Article 423, Paragraph 1 of the Companies Act to the minimum liability amounts stipulated in laws and regulations.

Article 23 (Convocation Notice of Meetings of the Board of Directors)

Convocation notice of a meeting of the Board of Directors shall be given to each Director and Audit & Supervisory Board Member at least three (3) days before the meeting date. In the event of an emergency, however, such period may be shortened.

Article 24 (Omission of Resolution by the Board of Directors)

The Company shall deem a matter subject to resolution by the Board of Directors as resolved if the requirements of Article 370 of the Companies Act are met.

Article 25 (Regulations of the Board of Directors)

Unless otherwise provided for by laws and regulations or in the 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.

Article 26 (Senior Advisors and Advisors)

The Board of Directors may, by its resolution, appoint Senior Advisors and Advisors for the Company.

Chapter V Audit & Supervisory Board Members and the Audit & Supervisory Board

Article 27 (Number of Audit & Supervisory Board Members)

The number of Audit & Supervisory Board Members of the Company shall be three (3) or more.

Article 28 (Method of Election)

Audit & Supervisory Board Members shall be elected at a general shareholders' meeting.

The adoption of resolutions for the said election shall require the majority of the voting rights of the attending shareholders owning not less than one-third of the total voting rights of the shareholders capable of exercising such rights.

Article 29 (Full-time Audit & Supervisory Board Members)

The Audit & Supervisory Board shall, by its resolution, elect full-time Audit & Supervisory Board Members.

Article 30 (Term of Office)

The term of office of each Audit & Supervisory Board Member shall expire at the close of the ordinary general shareholders' meeting held for the last business year that ends within four (4) years from assumption of office.

The term of office of any Audit & Supervisory Board Member elected to fill a vacancy left by Audit & Supervisory Board Member who retired before their term of office expires shall expire when the term of office of the retired Audit & Supervisory Board Member expires.

Article 31 (Remuneration, etc.)

Remuneration, bonuses, or any other economic benefits given to Audit & Supervisory Board Members by the Company as considerations for execution of their duties shall be determined by resolution of a general shareholders' meeting.

Article 32 (Contracts for Limitation of Liability with Outside Audit & Supervisory Board Members)

The Company may enter into contracts with its Outside Audit & Supervisory Board Members that limit their liability for damages provided for in Article 423, Paragraph 1 of the Companies Act to the minimum liability amounts stipulated in laws and regulations.

Article 33 (Convocation Notice of Meetings of the Audit & Supervisory Board)

Convocation notice of a meeting of the Audit & Supervisory Board shall be given to each Audit & Supervisory Board Member at least three (3) days before the meeting date. In the event of an emergency, however, such period may be shortened.

Article 34 (Regulations of the Audit & Supervisory Board)

Unless otherwise provided for by laws and regulations or in the 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.

Chapter VI Accounting Auditor

Article 35 (Method of Election)

Accounting Auditor shall be elected at a general shareholders' meeting.

Article 36 (Term of Office)

The term of office of Accounting Auditor shall expire at the close of the ordinary general shareholders' meeting held for the last business year that ends within one (1) year from assumption of office.

Unless otherwise resolved at the said ordinary general shareholders' meeting, Accounting Auditor shall be deemed to have been reelected at that ordinary general shareholders' meeting.

Chapter VII Accounting

Article 37 (Business Year)

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

Article 38 (Record Date for Payment of Dividends of Surplus)

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

Article 39 (Interim Dividends)

The Company may, by resolution of the Board of Directors, pay interim dividends with the record date of September 30 of each year.

Article 40 (Period of Exclusion of Payment of Dividends)

In the event that dividends are paid in cash, if such dividends are not received within three (3) full years from the date of commencement of payment thereof, the Company shall be relieved of the obligation to pay such dividends.