

# **Articles of Incorporation**

(Revised March 23, 2022)

Oenon Holdings, Inc.

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## **Chapter 1 General Provisions**

### **(Corporate name)**

#### **Article 1**

The name of the Company shall be Oenon Holdings, Inc. in English.

### **(Purpose)**

#### **Article 2**

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

1. To control and manage the business activities of companies engaged in the following businesses, and foreign companies engaged in businesses equivalent thereto, by holding shares of such companies:
  - (1) Manufacture, export, import, purchase and sale of alcoholic beverages, alcohol, and other beverages
  - (2) Manufacture, purchase and sale of acetone, butanol, various alcohols and their derivatives, chemical products, and liquid fuels
  - (3) Manufacture, export, import, purchase and sale of seasonings, food products, and food additives
  - (4) Manufacture, purchase and sale of animal feed, feed additives, and fertilizers
  - (5) Production, processing, export, import, purchase and sale of agricultural, livestock, and marine products
  - (6) Manufacture, export, import, purchase and sale of pharmaceuticals, quasi-drugs, veterinary pharmaceuticals, agricultural chemicals, and reagents
  - (7) Manufacture, export, import, purchase and sale of enzymes and industrial products utilizing microorganisms
  - (8) Export, import, purchase and sale of equipment, machinery, and instruments related to the foregoing, as well as patents, implementation rights, and technical guidance relating thereto
  - (9) Purchase, sale, leasing, management, and brokerage of real estate and facilities
  - (10) Operation of museums and archives, and maintenance, management, and operation of gardens
  - (11) Warehousing business
  - (12) Freight forwarding business
  - (13) Agency business for non-life insurance and insurance under the Automobile Liability Security Act
  - (14) All businesses incidental or related to the foregoing
2. Purchase, sale, leasing, management, and brokerage of real estate
3. Acquisition, maintenance, management, licensing, and assignment of industrial property rights
4. All businesses incidental or related to each of the preceding items

### **(Location of head office)**

#### **Article 3**

The Company shall have its head office in Sumida-ku, Tokyo.

### **(Organs)**

#### **Article 4**

In addition to a General Meeting of Shareholders and directors, the Company shall establish the following organs:

- (1) Board of Directors
- (2) Corporate Auditors
- (3) Board of Corporate Auditors
- (4) Accounting Auditors

**(Method of public notice)**

**Article 5**

Public notices of the Company shall be given by electronic public notice; provided, however, that in the event that electronic public notice cannot be given due to an accident or other unavoidable reason, such notice shall be given by publication in *The Nikkei*.

**Chapter 2 Shares**

**(Total number of authorized shares)**

**Article 6**

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

**(Acquisition of treasury shares)**

**Article 7**

Pursuant to the provisions of Article 165, Paragraph 2 of the Companies Act, the Company may acquire its own shares through market transactions or other means by resolution of the Board of Directors.

**(Number of shares constituting one trading unit)**

**Article 8**

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

**(Rights relating to shares constituting less than one trading unit)**

**Article 9**

A shareholder of the Company may not exercise any rights with respect to shares constituting less than one trading unit held by such shareholder, other than the following rights:

1. The rights listed in each item of Article 189, Paragraph 2 of the Companies Act
2. The right to make a request pursuant to the provisions of Article 166, Paragraph 1 of the Companies Act
3. The right to receive an allotment of offered shares and offered share acquisition rights in proportion to the number of shares held
4. The right to make a request for the purchase of additional shares constituting less than one trading unit as provided in the following Article

**(Purchase of additional shares constituting less than one trading unit)**

**Article 10**

A shareholder of the Company may, in accordance with the provisions of the Share-Handling Regulations, request the Company to sell to such shareholder a number of shares which, when combined with the shares constituting less than one trading unit held by such shareholder, will constitute one trading unit.

2. If, upon receipt of a request set forth in the preceding paragraph, the Company does not hold a sufficient number of shares to be sold, the Company may decline such request.

**(Stock transfer agent and share-handling regulations)**

**Article 11**

The Company shall appoint a stock transfer agent.

2. The stock transfer agent and the location of its administrative office shall be determined by resolution of the Board of Directors and publicly announced.
3. The preparation, maintenance, and safekeeping of the shareholders' registry and the register of share acquisition rights, and all other administrative matters relating thereto, shall be entrusted to the stock transfer agent, and the Company itself shall not handle such matters.
4. Matters relating to the handling of the Company's shares shall be governed by laws and regulations or these Articles of Incorporation, and otherwise by the Share-Handling Regulations established by the Board of Directors.

**Chapter 3 General Meetings of Shareholders**

**(Convocation)**

**Article 12**

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 as necessary.

2. General Meetings of Shareholders of the Company shall be held at the location of the head office of the Company or within the wards of Tokyo.

**(Record date for the Ordinary General Meeting of Shareholders)**

**Article 13**

The record date for voting rights at the Ordinary General Meeting of Shareholders of the Company shall be December 31 of each year.

**(Convener and chairperson)**

**Article 14**

General Meetings of Shareholders shall be convened by, and chaired by, the president and representative director.

2. In the event that the president and representative director is unable to act due to an accident or other reason, another director shall convene and chair the General Meeting of Shareholders in accordance with the order predetermined by the Board of Directors.

**(Electronic provision measures, etc.)**

**Article 15**

In convening a General Meeting of Shareholders, the Company shall take electronic provision measures with respect to information constituting the content of reference documents for the General Meeting of Shareholders, etc.

2. Of the matters subject to electronic provision measures, the Company may omit all or part of the matters specified by Ordinance of the Ministry of Justice from the documents delivered to shareholders who have made a Request for Delivery in Writing by the record date for voting rights.

**(Method of resolutions)**

**Article 16**

Resolutions of a General Meeting of Shareholders shall be adopted by a majority of the voting rights of shareholders present who are entitled to exercise voting rights, except as otherwise provided by laws and regulations or these Articles of Incorporation.

2. Notwithstanding the preceding paragraph, resolutions prescribed in Article 309, paragraph (2) of the Companies Act shall be adopted by shareholders holding one-third (1/3) or more of the voting rights of shareholders entitled to exercise voting rights being present, and by a two-thirds (2/3) or more majority of the voting rights of those shareholders present.

**(Exercise of voting rights by proxy)**

**Article 17**

A shareholder may exercise voting rights by proxy by appointing one (1) other shareholder of the Company who is entitled to exercise voting rights.

2. A shareholder or proxy shall submit a document evidencing the authority of such proxy to the Company for each General Meeting of Shareholders.

**Chapter 4 Directors and the Board of Directors**

**(Number of directors)**

**Article 18**

The Company shall have no more than ten (10) directors.

**(Method of election)**

**Article 19**

Directors shall be elected at a General Meeting of Shareholders.

2. A resolution for the election of directors pursuant to the preceding paragraph shall be adopted by shareholders holding one-third (1/3) or more of the voting rights of shareholders entitled to exercise voting rights being present, and by a majority of the voting rights of those shareholders present.
3. Resolutions for the election of directors shall not be made by cumulative voting.

**(Term of office)**

**Article 20**

The term of office of directors shall expire at the conclusion of the Ordinary General Meeting of Shareholders relating to the last business year ending within two (2) years after their election.

2. The term of office of a director elected as a substitute for a director who retired prior to the expiration of such director's term shall expire at the time when the term of office of the retiring director would have expired.

**(Representative directors and directors with titles)****Article 21**

The Board of Directors shall, by resolution, appoint one or more representative directors.

2. Each representative director shall represent the Company severally.
3. The Board of Directors may, by resolution, appoint one (1) chairperson of the Board of Directors, one (1) president and representative director, one (1) vice president and representative director, and several senior managing directors and managing directors.

**(Notice of convocation of meetings of the Board of Directors)****Article 22**

Notice of convocation of a meeting of the Board of Directors shall be given to each director and each corporate auditor at least five (5) days prior to the date of such meeting; provided, however, that this period may be shortened in cases of urgency.

**(Deemed resolutions of the Board of Directors)****Article 23**

Where the requirements set forth in Article 370 of the Companies Act are satisfied, the Company shall be deemed to have adopted a resolution of the Board of Directors.

**(Rules of the Board of Directors)****Article 24**

Matters concerning the Board of Directors and Directors with titles shall be governed by laws and regulations or these Articles of Incorporation, and otherwise by the Rules of the Board of Directors established by the Board of Directors.

**(Remuneration, etc.)****Article 25**

The remuneration, bonuses, and other economic benefits received from the Company as consideration for the execution of duties by directors (hereinafter referred to as "Remuneration, etc.") shall be determined by resolution of a General Meeting of Shareholders.

**(Advisors and counselors)****Article 26**

The Company may, by resolution of the Board of Directors, appoint advisors and counselors.

**Chapter 5 Corporate Auditors and the Board of Corporate Auditors****(Number of corporate auditors)****Article 27**

The Company shall have no more than four (4) corporate auditors.

**(Method of election)****Article 28**

Corporate auditors shall be elected at a General Meeting of Shareholders.

2. A resolution for the election of corporate auditors pursuant to the preceding paragraph shall be adopted by shareholders holding one-third (1/3) or more of the voting rights of shareholders entitled to exercise voting rights being present, and by a majority of the voting rights of those shareholders present.

**(Term of office)****Article 29**

The term of office of corporate auditors shall expire at the conclusion of the Ordinary General Meeting of Shareholders relating to the last business year ending within four (4) years after their election.

2. The term of office of a corporate auditor elected as a substitute for a corporate auditor who retired prior to the expiration of such corporate auditor's term shall expire at the time when the term of office of the retiring corporate auditor would have expired.

**(Full-time corporate auditors)****Article 30**

The Board of Corporate Auditors shall, by resolution, appoint full-time corporate auditors.

**(Notice of convocation of meetings of the Board of Corporate Auditors)****Article 31**

Notice of convocation of a meeting of the Board of Corporate Auditors shall be given to each corporate auditor at least five (5) days prior to the date of such meeting; provided, however, that this period may be shortened in cases of urgency.

**(Rules of the Board of Corporate Auditors)****Article 32**

Matters concerning the Board of Corporate Auditors shall be governed by laws and regulations or these Articles of Incorporation, and otherwise by the Rules of the Board of Corporate Auditors established by the Board of Corporate Auditors.

**(Remuneration, etc.)****Article 33**

The remuneration, etc. of corporate auditors shall be determined by resolution of a General Meeting of Shareholders.

**Chapter 6 Accounting****(Fiscal year)****Article 34**

The fiscal year of the Company shall be the one-year period from January 1 to December 31 of each year.

**(Dividends of surplus, etc.)**

**Article 35**

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

2. Where the dividend property set forth in the preceding paragraph consists of money and is not received within three (3) years from the date on which payment commences, the Company shall be released from its obligation to make such payment.
3. No interest shall accrue on such monetary amounts.