

(Translation)

ARTICLES OF INCORPORATION

June 26, 2025

Sumitomo Pharma Co., Ltd.

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Chapter 1. General Provisions

Article 1. (Trade Name)

The name of the Company shall be Sumitomo Pharma *Kabushiki Kaisha* and, in English, its name shall be Sumitomo Pharma Co., Ltd.

Article 2. (Purposes)

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

- (1) Manufacture, processing, purchase, sale, and export and import of pharmaceuticals, regenerative medicine and other related products, non-medical drugs and chemicals, raw materials for drugs, quasi-drugs, in vitro diagnostic reagents, medical devices, medical materials, veterinary drugs, medical devices for animals, industrial chemicals, reagents, poisons, deleterious substances, spirits, *shochu* liquor, alcoholic beverages, food products, food additives, cosmetics, sanitary goods, gauges, weighing and measuring instruments, perfume, beverages, feed, feed additives, agricultural chemicals, fertilizers, house furnishings and any other chemical products, as well as any equipment/instruments for production, research and packaging in connection with any item described above;
- (2) Laboratory examination, and the examination and testing of pharmaceuticals, industrial chemicals, medical devices and any other chemical products;
- (3) Purchase, sale, rental/lease, agency services and management pertaining to real estate, and operation of parking lots;
- (4) Warehousing services, as well as cargo forwarder services and freight forwarding agency services;
- (5) Leasing services for automobiles and business machines;
- (6) Non-life insurance agency services and services related to the solicitation of life insurance;
- (7) Worker dispatching business; and
- (8) Any and all services incidental or related to any item described above.

Article 3. (Location of the Head Office)

The Company shall have its head office in Osaka City.

Article 4. (Organizations)

In addition to the Shareholders' Meeting and Directors, the Company shall have the following organizations:

- (1) Board of Directors
- (2) Audit and Supervisory Committee
- (3) Accounting Auditor

Article 5. (Method of Public Notices)

Public notices of the Company shall be issued by electronic means; provided, however, that in case the issuance of electronic public notices are impracticable due to any accident or any other unavoidable reason, the Company shall issue its public notices by publication in the Nihon Keizai Shimbun.

Chapter 2. Shares

Article 6. (Total Number of Shares Authorized to be Issued)

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

Article 7. (Acquisition of the Company's Own Shares)

The Company may, pursuant to Paragraph 2 of Article 165 of the Companies Act, acquire its own shares through market transactions and other methods by resolution of the Board of Directors.

Article 8. (Number of Shares Constituting One Unit)

The number of shares constituting one unit of share of the Company shall be one hundred (100).

Article 9. (Rights of Shareholders With Regard to Shares Less Than One Unit)

The shareholders of the Company are not entitled to exercise the rights with regard to the shares constituting less than one unit held by them except for the following:

- (1) Rights set forth in each item of Paragraph 2 of Article 189 of the Companies Act;
- (2) Right to make requests pursuant to Paragraph 1 of Article 166 of the Companies Act;
- (3) Right to receive allotments of shares for subscription and share options for subscription based on the number of shares held by the shareholder; and
- (4) Right to request the Company to sell shares constituting less than one unit.

Article 10. (Additional Purchase of Shares Less Than One Unit)

A shareholder of the Company may, pursuant to the Share Handling Regulations, request the

Company to sell such number of shares which, together with the number of shares constituting less than one unit held by such shareholder, will constitute one unit.

Article 11. (Share Handling Regulations)

The handling and commissions with respect to the shares, the share options of the Company and the like shall be governed by the Share Handling Regulations established by the Board of Directors, as well as applicable laws and regulations and these Articles of Incorporation.

Article 12. (Shareholder Register Administrator)

1. The Company shall have a shareholder register administrator for the shareholder registry.
2. The shareholder register administrator and its handling office shall be determined by resolution of the Board of Directors and public notices shall be issued with regard thereto.
3. The shareholder registry and the registry of share options of the Company shall be kept at the handling office of the shareholder register administrator, and any business relating to the shareholder registry and the registry of share options of the Company shall be handled by the shareholder register administrator, and not by the Company.

Chapter 3. Shareholders' Meeting

Article 13. (Holding of the Shareholders' Meeting)

The Annual Shareholders' Meeting of the Company shall be held in June of each year, and the Extraordinary Shareholders' Meeting shall be held whenever necessary.

Article 14. (Record Date)

The Company shall deem the shareholders holding voting rights who are stated or recorded in the shareholder registry at the close of business on March 31 of each year as the shareholders who will be entitled to exercise the rights at the Annual Shareholders' Meeting.

Article 15. (Convenor and Chairperson)

1. The Shareholders' Meeting shall be convened and presided over by the President.
2. In case the President is unable to act, one of the other Directors shall convene the Shareholders' Meeting and act as the chairperson pursuant to the predetermined order set forth in the resolution of the Board of Directors.

Article 16. (Measures for Electronic Provision of Information, etc.)

1. In convening the Shareholders' Meeting, the Company shall take measures for the electronic

provision of information contained in the reference documents and other related documents for the Shareholders' Meeting.

2. Among the matters for which measures for the electronic provision of information are to be taken, the Company may omit all or part of the matters prescribed by the Ministry of Justice Order from the documents to be delivered to shareholders who have made a request for the delivery of a paper copy of documents by the record date for voting rights.

Article 17. (Method of Resolutions)

1. Resolutions at the Shareholders' Meeting, unless otherwise provided by laws and regulations or in these Articles of Incorporation, shall be made by a majority of the votes of the shareholders present.
2. The resolutions set forth in Paragraph 2 of Article 309 of the Companies Act shall be made by two-thirds or more of the votes of the shareholders present at the meeting where shareholders holding one-third or more of the votes of the shareholders entitled to exercise their votes at such meeting are present.

Article 18. (Exercise of Voting Rights by Proxy)

Each shareholder may exercise his/her voting rights by appointing another shareholder who has voting rights in the Company as his/her proxy; provided, however, that such shareholder or proxy shall submit a document certifying the authority of representation to the Company at each Shareholders' Meeting.

Chapter 4. Directors and the Board of Directors

Article 19. (Number of Directors)

1. The Company shall have three (3) or more Directors (excluding Directors who are Audit and Supervisory Committee Members).
2. The Company shall have three (3) or more Directors who are Audit and Supervisory Committee Members.

Article 20. (Election of Directors)

1. The Directors shall be elected at the Shareholders' Meeting, which shall be implemented by distinguishing the Directors who are Audit and Supervisory Committee Members from other Directors.
2. The resolution for the election of the Directors shall be made by a majority of the votes of the shareholders present at the meeting where shareholders holding one-third or more of the

votes of the shareholders entitled to exercise their votes at such meeting are present.

3. Cumulative voting shall not be permitted for the election of the Directors.

Article 21. (Representative Directors and Directors with Titles)

1. By resolution of the Board of Directors, the Company shall appoint one or more Representative Directors from among the Directors (excluding Directors who are Audit and Supervisory Committee Members).
2. By resolution of the Board of Directors, the Company may appoint one Chairperson of the Board, one Vice Chairperson of the Board and one President from among the Directors (excluding Directors who are Audit and Supervisory Committee Members).

Article 22. (Term of Office of Directors)

1. The term of office of the Directors (excluding Directors who are Audit and Supervisory Committee Members) shall expire at the conclusion of the Annual Shareholders' Meeting held for the last business year that ends within one (1) year from their election.
2. The term of office of the Directors who are Audit and Supervisory Committee Members shall expire at the conclusion of the Annual Shareholders' Meeting held for the last business year that ends within two (2) years from their election.
3. The term of office of any Director who is an Audit and Supervisory Committee Member and elected as a substitute for a Director who is an Audit and Supervisory Committee Member that retired before the expiration of his/her term of office shall expire at the time when the term of office of the retired Director who was an Audit and Supervisory Committee Member expires.

Article 23. (Convenor and Chairperson of the Meeting of the Board of Directors)

1. Unless otherwise stipulated by laws and regulations, the meeting of the Board of Directors shall be convened and presided over by the Chairperson of the Board.
2. In case the Chairperson of the Board is not in office or is unable to act, one of the other Directors shall convene the meeting of the Board of Directors and act as the chairperson pursuant to the predetermined order set forth in the resolution of the Board of Directors.

Article 24. (Notice of Convocation of the Meeting of the Board of Directors)

1. The notice of convocation of the meeting of the Board of Directors shall be sent to each Director no later than three (3) days prior to the date of each meeting of the Board; provided, however, that in case of emergency, this notice period may be shortened.
2. Upon the consent of all the Directors, the meeting of the Board of Directors may be held

without following the convocation procedure.

Article 25. (Delegation of Decisions on Execution of Important Operations)

Pursuant to Paragraph 6 of Article 399-13 of the Companies Act, the Company may delegate all or part of the decisions on execution of important operations (excluding matters set forth in each item of Paragraph 5 of Article 399-13) to the Directors by resolution of the Board of Directors.

Article 26. (Omission of the Resolution of the Board of Directors)

In cases where a Director submits a proposal with respect to a matter which is the purpose of the resolution of the Board of Directors, if all the Directors who are entitled to participate in the voting with respect to such matter manifest their intention to agree to such proposal in writing or by means of electromagnetic record, it shall be deemed that the resolution to approve such proposal by the Board of Directors has been made.

Article 27. (Remuneration, etc. for Directors)

The remuneration, bonuses and other financial interests paid or transferred to the Directors by the Company as consideration for their services shall be determined by a resolution at the Shareholders' Meeting, which shall be implemented by distinguishing the Directors who are Audit and Supervisory Committee Members from other Directors.

Article 28. (Agreement to Limit the Liability of Non-Executive Directors)

Pursuant to Paragraph 1 of Article 427 of the Companies Act, the Company may enter into an agreement with the Directors (excluding Directors who are Executive Directors, etc.), which will limit the liability of the Directors for damages caused by their failure to perform their services; provided, however, that the maximum amount of liability that the Directors may become liable under the said agreement shall either be the amount specified in advance, which shall not be less than ten (10) million JPY, or the amount stipulated under applicable laws and regulations, whichever is higher.

Chapter 5. Audit and Supervisory Committee

Article 29. (Full-time Audit and Supervisory Committee Members)

The Audit and Supervisory Committee may appoint Full-time Audit and Supervisory Committee Members from among the Audit and Supervisory Committee Members.

Article 30. (Notice of Convocation of the Meeting of the Audit and Supervisory Committee)

1. The notice of convocation of the meeting of the Audit and Supervisory Committee shall be sent to each Audit and Supervisory Committee Member no later than three (3) days prior to the date of each meeting of the Audit and Supervisory Committee; provided, however, that in case of emergency, this notice period may be shortened.
2. Upon the consent of all the Audit and Supervisory Committee Members, the meeting of the Audit and Supervisory Committee may be held without following the convocation procedure.

Chapter 6. Accounts

Article 31. (Business Year)

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

Article 32. (Distribution of the Surplus)

1. The Company may, by a resolution at the Shareholders' Meeting, make a distribution of the surplus (hereinafter referred to as the "year-end dividends") to the shareholders or registered pledgees of the shares who are stated or recorded in the latest shareholder registry at the close of business on March 31 of each year.
2. The Company may, by resolution of the Board of Directors, make a distribution of the surplus as set forth in Paragraph 5 of Article 454 of the Companies Act (hereinafter referred to as the "interim dividends") to the shareholders or registered pledgees of the shares who are stated or recorded in the latest shareholder registry at the close of business on September 30 of each year.

Article 33. (Period of Exclusion from Payment of Dividends)

In case the year-end dividends or interim dividends are not received after a lapse of three (3) full years from the date of commencement of the payment thereof, the Company shall be relieved of the obligation to pay such dividends.

Supplementary Provisions

Article 1. (Transitional Measures Concerning Exemption from Liability of the Audit & Supervisory Board Members)

The Company may exempt liability for damages of the Audit and Supervisory Board Members (including those who were Audit and Supervisory Board Members) prescribed in Paragraph 1 of Article 423 of the Companies Act with respect to their acts prior to the conclusion of the 205th

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Annual Shareholders' Meeting to the extent permitted under applicable laws and regulations by resolution of the Board of Directors.