

(Translation)

**ARTICLES OF INCORPORATION  
OF  
KAO CORPORATION**

Amendment:

May 20, 1948	June 27, 1980	March 25, 2022
November 22, 1948	June 29, 1982	
February 25, 1949	June 29, 1984	
May 20, 1949	June 28, 1985	
May 30, 1950	June 29, 1988	
November 30, 1950	June 27, 1991	
May 26, 1951	June 29, 1994	
November 27, 1951	June 27, 1996	
July 30, 1954	June 27, 1997	
November 29, 1955	June 29, 1999	
September 14, 1956	June 27, 2002	
November 28, 1958	June 27, 2003	
May 29, 1959	June 29, 2004	
May 30, 1960	June 29, 2005	
November 28, 1964	June 29, 2006	
May 30, 1968	June 28, 2007	
May 29, 1970	April 24, 2009	
May 30, 1972	June 26, 2009	
May 30, 1974	June 28, 2012	
November 29, 1974	March 25, 2015	
May 30, 1975	March 25, 2020	

**CHAPTER I GENERAL PROVISIONS**

*(Trade Name)*

**Article 1** The name of the Company shall be “Kao Kabushiki Kaisha” which is expressed in English as "Kao Corporation" (the “Company”).

*(Purposes)*

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

1. Manufacture and sale of the following products:

- (1) Personal care products such as soap, shampoo, toothpaste and bath additives;
- (2) Cosmetics such as cream, lipsticks and foundation;
- (3) Household products such as detergents, bleach, fabric softener, starch and home cleaning products;
- (4) Hygiene products such as sanitary napkins and disposable diapers;
- (5) Foodstuffs, food additives and beverages;
- (6) Paper, packing and packaging materials, goods for daily use, and clothing;
- (7) Pet foods and pet care products;

- (8) Pharmaceuticals, quasi-pharmaceuticals, medical equipment, pharmaceuticals and quasi-pharmaceuticals for animals, agricultural chemicals, fertilizers, feed, reagents and chemicals;
  - (9) Chemical products such as oleo chemical products and their derivatives, surface active agents, high molecular compounds, enzymes, fragrances and flavors; and
  - (10) Information technology equipment and home electrical appliances.
2. Provision of information and services and guidance in relation to hygienic, beauty and health care, and training of technicians and management of facilities for the same;
  3. Development and sale of information systems, and services related to information processing and communication;
  4. Cargo transportation via trucking, utilization of freight forwarding and warehousing business;
  5. Sale, purchase, lease and management of real estate and travel business;
  6. Operation of training institute and accommodations;
  7. Worker dispatching business;
  8. Disposal of disused items by the Company and its subsidiaries and affiliates;
  9. Design, development and production of machinery, equipment, systems and computer software related to each of the above items, and sale and consultation of the related technologies;
  10. Import and export of raw materials, products and by-products related to each of the above items; and
  11. All other business activities incidental to the foregoing.

*(Location of the Head Office)*

**Article 3** The head office of the Company shall be located in Chuo-ku, Tokyo, Japan. It may establish branches and local offices as occasion demands.

*(Method of Public Notice)*

**Article 4** Public notice of the Company shall be given by means of electronic notification. However, in case electronic notification is not available due to an accident or any other unavoidable reason, notices shall be given in the Nihon Keizai Shimbun.

*(Governing Bodies)*

**Article 5** In addition to the General Meeting of Shareholders and Directors, the Company shall have the Board of Directors, Audit & Supervisory Board Members, Audit & Supervisory Board and Accounting Auditor.

## CHAPTER II SHARES

*(Total Number of Shares Authorized To Be Issued by the Company)*

**Article 6** The total number of Shares authorized to be issued by the Company shall be one (1) billion shares.

*(Acquisition of Own Shares)*

**Article 7** The Company may acquire its own Shares by resolution of the Board of Directors.

*(Number of Shares in Each Unit Share)*

**Article 8** One Unit Share (*tangen kabu*) of the Company's Shares shall comprise one hundred (100) shares.

*(Rights of Less than One Unit Share)*

**Article 9** Shareholders holding Shares of less than One Unit Share may not exercise their rights except the followings:

1. Rights provided in Article 189.2 of the Corporation Law;
2. Right to demand according to the Article 166.1 of the Corporation Law;
3. Right to receive the allotment of offered Shares or offered Stock Acquisition Rights per numbers of holding Shares;
4. Right to request for sale in relation to any Shares that are less than One Unit Share.

*(Increasing Shares of Less than One Unit Share through Purchase)*

**Article 10** Shareholders may request that the Company sell them the number of Shares that will constitute One Unit Share when added to their original Shares of less than One Unit Share.

*(Rules for Handling Shares)*

**Article 11** Handling of the Shares and the Stock Acquisition Rights, fees thereof and procedures for exercising the rights of Shareholders shall be in accordance with applicable laws and ordinances, Articles of Incorporation, and the Rules for Handling of Shares established by the Board of Directors.

*(Administrator of Shareholder Register)*

**Article 12** The Company shall have an Administrator of Shareholder Register in connection with its Shares.

2. Appointment of the Administrator of Shareholder Register and its business office shall be made by resolution of the Board of Directors and shall be announced by public notice.
3. Preparation and administration of the Shareholder Register, the Stock Acquisition Rights Register and other businesses connected therewith shall be consigned to the Administrator of Shareholder Register and not handled by the Company.

### **CHAPTER III GENERAL MEETING OF SHAREHOLDERS**

*(Record Date of Annual General Meeting of Shareholders)*

**Article 13** The Company's Record Date to determine voting rights at Annual General Meeting of Shareholders shall be December 31 of each year.

*(Convocation)*

**Article 14** The Annual General Meeting of Shareholders of the Company shall be convened within three (3) months from the day following the closing date of each business year, and an extraordinary General Meeting of Shareholders shall be convened whenever necessary.

2. The General Meeting of Shareholders may be convened in any of the wards of Tokyo.

*(Chairperson)*

**Article 15** The Director selected in advance by the Board of Directors shall act as chairperson of the General Meeting of Shareholders.

*(Measures for providing information in electronic format, etc.)*

**Article 16** For convocation of General Meeting of Shareholders, the Company shall take measures for providing information that constitutes the content of the reference materials for General Meeting of Shareholders, etc. in electronic format.

2. Among items to be provided information in electronic format, the Company may exclude all or part of the items 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.

*(Resolution)*

**Article 17** Unless otherwise provided for by laws or ordinances, or by the Articles of Incorporation, all resolutions of the General Meeting of Shareholders shall be adopted by an affirmative vote of a majority of the votes of the Shareholders present with exercisable voting rights.

2. The resolutions of the General Meeting of Shareholders set forth in Article 309.2 of the Corporation Law shall be adopted by an affirmative vote of two-thirds (2/3) or more of the Shareholders present, who hold one-third (1/3) or more of the total number of voting rights of all the Shareholders with exercisable voting rights.

*(Voting by Proxy)*

**Article 18** Shareholders may exercise their voting rights by authorizing another Shareholder with voting rights to act as their proxies.

## **CHAPTER IV DIRECTORS AND THE BOARD OF DIRECTORS**

*(Election)*

**Article 19** Directors shall be elected at the General Meeting of Shareholders by an

affirmative vote of a majority of the Shareholders present, who hold one-third (1/3) or more of the total number of voting rights of all the Shareholders with exercisable voting rights.

2. Cumulative voting shall not be used for the election of Directors.

*(Term of Office)*

**Article 20** The term of office of each Director shall expire at the conclusion of the Annual General Meeting of Shareholders for the last business year ending within one (1) year from his/her election of office; provided, however, that the term of office of any Director elected to fill a vacancy due to a retirement of Director prior to his/her term of office or due to an increase in number shall expire at the time of expiration of term of office of the existing Directors.

*(Board of Directors)*

**Article 21** The Board of Directors shall decide matters of importance related to the business and the affairs of the Company in addition to the matters provided by law and ordinances or by the Articles of Incorporation.

2. Resolutions of the Board of Directors are deemed to be made when the Company fulfills the conditions of Article 370 of the Corporation Law.

*(Notice of Convocation)*

**Article 22** Except as otherwise provided for by laws or ordinances, a meeting of the Board of Directors shall be called by the Director selected in advance by the Board of Directors, and notice of the meeting shall be given to each of the Directors and Audit & Supervisory Board Members not less than three (3) days prior to the date of the meeting; provided, however, that in the event of emergency such period may be shortened if the notice is given in an appropriate manner.

*(Representative Directors and Director, Chair)*

**Article 23** The Board of Directors shall appoint by resolution one (1) or more Directors to represent the Company.

2. Representative Director(s) shall represent the Company in managing the affairs of the Company according to resolutions of the Board of Directors.

3. The Board of Directors may appoint by resolution one (1) Director, Chair.

*(Limitation of Directors' Liabilities)*

**Article 24** The Company may, by resolution of the Board of Directors and if it considers particularly necessary, limit the liabilities of a Director (including a former Director) in respect of his/her liabilities under Article 423.1 of the Corporation Law; provided that such Director must have acted in good faith and without gross negligence in performing his/her duties and provided that such limitation of the liabilities will be in accordance with the parameters set forth in applicable laws and regulations. In making its determination, the Board of Directors must take into account the matter giving rise to

such liabilities, and examine the standard of conduct of the Director and other circumstances.

2. The Company may enter into an agreement with each of the Directors (excluding Executive Directors and the like) to the effect that any liability of such Director under Article 423.1 of the Corporation Law shall be limited to the higher of (i) a prescribed amount that is no less than and including ten (10) million yen, or (ii) an amount set by applicable laws and regulations; provided that such Director must have acted in good faith and without gross negligence in performing his/her duties.

## **CHAPTER V AUDIT & SUPERVISORY BOARD MEMBERS AND AUDIT & SUPERVISORY BOARD**

*(Election, Term of Office and Full-time Audit & Supervisory Board Members)*

**Article 25** Audit & Supervisory Board Members shall be elected at the General Meeting of Shareholders by an affirmative vote of a majority of the Shareholders present, who hold one-third (1/3) or more of the total number of voting rights of all the shareholders with exercisable voting rights.

2. The term of office of each Audit & Supervisory Board Member shall expire at the conclusion of Annual General Meeting of Shareholders for the last business year ending within four (4) years from his/her election of office; provided, however, that the term of office of any Audit & Supervisory Board Member elected to fill a vacancy due to a retirement of Audit & Supervisory Board Member prior to his/her term of office shall expire at the time of expiration of term of office of the preceding Audit & Supervisory Board Member.

3. Audit & Supervisory Board shall elect among Audit & Supervisory Board Members one or more full-time Audit & Supervisory Board Member(s).

*(Audit & Supervisory Board)*

**Article 26** Audit & Supervisory Board shall decide matters relevant to the exercise of the function of the office of the Audit & Supervisory Board Members in addition to the matters provided by law and ordinances or by the Articles of Incorporation.

*(Notice of Convocation)*

**Article 27** The meeting of Audit & Supervisory Board shall be called by giving a notice of the meeting to each of the Audit & Supervisory Board Members not less than three (3) days prior to the date of meeting; provided, however, that in the case of emergency such period may be shortened if notice is given in an appropriate manner.

*(Limitation of Audit & Supervisory Board Members' Liabilities)*

**Article 28** The Company may, by resolution of the Board of Directors and if it considers particularly necessary, limit the liabilities of a Audit & Supervisory Board Member(including a former Audit & Supervisory Board Member) in respect of his/her

liabilities under Article 423.1 of the Corporation Law; provided that such Audit & Supervisory Board Member must have acted in good faith and without gross negligence in performing his/her duties and provided that such limitation of the liabilities will be in accordance with the parameters set forth in applicable laws and regulations. In making its determination, the Board of Directors must take into account the matter giving rise to such liabilities, and examine the standard of conduct of the Audit & Supervisory Board Member and other circumstances.

2. The Company may enter into an agreement with each of the Audit & Supervisory Board Members to the effect that any liability of such Audit & Supervisory Board Members under Article 423.1 of the Corporation Law shall be limited to the higher of (i) a prescribed amount that is no less than and including ten (10) million yen, or (ii) an amount set by applicable laws and regulations; provided that such Audit & Supervisory Board Members must have acted in good faith and without gross negligence in performing his/her duties.

## CHAPTER VI ACCOUNTS

*(Business Year)*

**Article 29** The business year of the Company shall commence on January 1 of each year and shall end on December 31 of the same year.

*(Record Date of Year-End Dividends)*

**Article 30** The Company's Record Date of payment of Year-End Dividends shall be December 31 of each year.

*(Record Date of Interim Dividends)*

**Article 31** The Company may, by resolution of the Board of Directors, make a payment of Interim Dividends pursuant to the provisions of Article 454.5 of the Corporation Law, with Record Date of Interim Dividends being June 30 of each year.

*(Statute of Limitations for Monetary Dividends)*

**Article 32** In case monetary Dividends remain unreceived for three (3) years from the first date of payment, the Company shall be relieved of its obligation to make such payment.

## SUPPLEMENTRY PROVISION

Article 1       The deletion of Article 16 (Disclosure of Reference Materials for General Meeting of Shareholders by the Internet) of the current Articles of Incorporation and the establishment of the proposed Article 16 (Measures for providing information in electronic format, etc.) shall come into effect on September 1, 2022.

2.       Notwithstanding the provisions of the preceding paragraph, Article 16 of the current Articles of Incorporation shall remain in force with respect to a General Meeting of Shareholders to be held up to the end of February 2023.

3.       These supplementary provisions shall be deleted on March 1, 2023 or the lapse of three months from the date of the General Meeting of Shareholders set forth in the preceding paragraph, whichever is later.

End



## Reference

For the convenience of readers who may not easily check relevant provisions of the Corporation Law in English, this document summarizes the content of respective articles of the Corporation Law, which are referenced to in the Articles of Incorporation, using general terms and expressions only for reference purposes. Accordingly, it is not an integral part of the Articles of Incorporation.

1. The items in Article 189.2 of the Corporation Law, which are stated in Article 9, Item 1 of the Articles of Incorporation, stipulate the following rights:

- (1) Right to receive the consideration provided for the acquisition of shares classified as those with a complete acquisition clause;
- (2) Right to receive money, etc. provided in exchange for the acquisition of shares with a (complete) acquisition clause;
- (3) Right to receive the gratis allotment of shares;
- (4) Right to request that the Company purchase less than one Unit Share;
- (5) Right to request the distribution of residual properties; and
- (6) Other rights as set forth in the Ministerial Ordinance of the Ministry of Justice.

2. The Article 166.1 of the Corporation Law, which is stated in Article 9, Item 2 of the Articles of Incorporation, stipulates that the right of shareholder of shares with a (complete) acquisition demand to make a demand upon the Company that the Company purchase the shares owned by such shareholder.

3. Matters to be resolved in relation to the Company as per Article 309.2 of the Corporation Law, which are stated in Article 17.2 of the Articles of Incorporation, are as follows:

- (1) Paid acquisition of treasury stock from any specified person(s);
- (2) Reverse stock split;
- (3) Delegation of decision-making authority to the Board of Directors on the subscription procedure for shares and stock acquisition rights to be offered for subscription (if the matter pertains to a case where shares are issued under certain preferential conditions);
- (4) Amendments to any provision(s) in the Articles of Incorporation and transfer of business, etc.; and
- (5) Merger, demerger, stock swap and transfer of stock (excluding relatively simple organizational restructuring).

4. Article 423.1 of the Corporation Law, which is stated in Article 24 and Article 28 of the Articles of Incorporation, stipulates that if Director or Audit & Supervisory Board Member has neglected any of his/her duties, such Director or Audit & Supervisory Board Member shall be liable to the Company for the amount of damages suffered by the Company.