

May 11, 2022

Notice regarding Partial Amendments to the Articles of Incorporation

Ono Pharmaceutical Co., Ltd. (Osaka, Japan; President, Representative Director, Gyo Sagara; “the Company”) announced that the Company resolved at the meeting of the Board of Directors held today to propose an agenda “Partial Amendments to the Articles of Incorporation” at the 74th Ordinary General Meeting of Shareholders to be held on June 23, 2022 as follows:

1. Reasons for the Amendments

- 1) In order to give flexibility to the operation of the general shareholders’ meeting, the provisions of the convener and chairperson of the general shareholders’ meeting (Article 13 of the current Articles of Incorporation) will be changed.
- 2) The revised provisions stipulated in the supplementary provision of Article 1 of the Act Partially Amending the Companies Act (Act No.70 of 2019) will be enforced on September 1, 2022. In order to prepare for the introduction of the system for providing general shareholders’ meeting materials in electronic format, the Articles of Incorporation of the Company will be amended as follows:
 - (1) The proposed amendments to Article 14, Paragraph 1 will stipulate that the Company will take electronic provision measures for information contained in the reference documents for the general shareholders’ meeting, etc.
 - (2) The proposed amendments to Article 14, Paragraph 2 will establish a provision to limit the scope of matters to be described in the paper-based documents to be delivered to shareholders who have requested it.
 - (3) The provisions related to the internet disclosure and deemed provision of reference documents for the general shareholders’ meeting, etc. (Article 14 of the current Articles of Incorporation) will become unnecessary and therefore will be deleted.
 - (4) In line with the above establishment and deletion of the provisions, supplementary provisions related to the effective date, etc. will be established.

2. Contents of the Amendments

Details of the proposed amendments are shown in the attachment.

3. Schedule

Date of General Shareholders’ Meeting to amend the Articles of Incorporation: June 23, 2022

Effective date of the amendments to the Articles of Incorporation: June 23, 2022

Contact :

Ono Pharmaceutical Co., Ltd.

Corporate Communications

public_relations@ono.co.jp

Attachment:

Contents of the Amendments (Amended parts are underlined.)

Current	Proposed Amendments
<p data-bbox="188 309 740 342">Chapter III General Shareholders' Meeting</p> <p data-bbox="188 344 647 378">Article 13 (Convener and Chairperson)</p> <p data-bbox="204 380 791 443"><u>The President</u> shall convene and be a chairperson of a general shareholders' meeting.</p> <p data-bbox="204 557 791 730">In case, however, <u>the President</u> is prevented by unavoidable circumstances from so acting, another Board of Director shall convene and be a chairperson of such meeting, in accordance with the order previously determined at the Board of Directors meeting.</p> <p data-bbox="188 777 791 864"><u>Article 14 (Internet Disclosure and Deemed Provision of Reference Documents for the General Shareholders' Meeting, etc.)</u></p> <p data-bbox="204 871 791 1131"><u>In the process of convening a general shareholders meeting, the Company may deem to provide shareholders with the information to be stated or indicated in Reference Documents for the general shareholders meeting, business report, non-consolidated financial statements, and consolidated financial statements by way of disclosing such information via the internet as prescribed by the Ministry of Justice Ordinance.</u></p> <p data-bbox="368 1146 608 1180">(Newly established)</p> <p data-bbox="368 1518 608 1552">(Newly established)</p>	<p data-bbox="817 309 1369 342">Chapter III General Shareholders' Meeting</p> <p data-bbox="817 344 1276 378">Article 13 (Convener and Chairperson)</p> <p data-bbox="833 380 1420 557"><u>Unless otherwise provided by laws and regulations, the Board of Director 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.</u></p> <p data-bbox="833 557 1420 759">In case, however, <u>such Director determined by the preceding paragraph</u> is prevented by unavoidable circumstances from so acting, another Board of Director shall convene and be a chairperson of such meeting, in accordance with the order previously determined at the Board of Directors meeting.</p> <p data-bbox="1054 801 1171 835">(Deleted)</p> <p data-bbox="817 1146 1362 1180"><u>Article 14 (Electronic Provision Measure, Etc.)</u></p> <p data-bbox="833 1182 1420 1328"><u>The Company shall, when convening a general shareholders' meeting, take the electronic provision measure for information included in the Reference Documents for the shareholders' meeting, etc.</u></p> <p data-bbox="833 1328 1420 1503"><u>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.</u></p> <p data-bbox="817 1518 1126 1552"><u>Supplementary Provisions</u></p> <p data-bbox="833 1554 1420 1641"><u>Amendments to Article 14 of the Articles of Incorporation shall take effect on September 1, 2022.</u></p> <p data-bbox="833 1641 1420 1843"><u>Notwithstanding the provision of the preceding paragraph, Article 14 (Internet Disclosure and Deemed Provision of Reference Documents for the Shareholders' Meeting, etc.) of the current Articles of Incorporation shall remain in force with respect to a general shareholders' meeting to be held on or before February 28, 2023.</u></p> <p data-bbox="833 1843 1420 1989"><u>These supplementary provisions shall be deleted on March 1, 2023 or after the lapse of three months from the date of the general shareholders' meeting set forth in the preceding paragraph, whichever is later.</u></p>