



February 14, 2022

To Whom It May Concern:

Company Name: KIRIN HOLDINGS COMPANY, LIMITED

Name and Title of Representative: Yoshinori Isozaki, President & CEO

Code Number: 2503

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Name and Title of Contact Person:

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Notice Regarding Partial Amendment to the Articles of Incorporation

Kirin Holdings Company Limited (“Kirin”) announces that, at a meeting of its Board of Directors held earlier today, Kirin resolved to propose a "Partial Amendment to the Articles of Incorporation" at its 183rd Ordinary General Meeting of Shareholders, scheduled for March 30, 2022. The nature of the proposed amendment is described below.

1. REASONS FOR THE AMENDMENT

- (1) As part of Kirin’s Long-Term Management Vision “Kirin Group Vision 2027,” the Company is launching and developing businesses in the health science field. To encourage continued expansion and growth of these businesses, the Company intends to modify Article 2 (Purposes of the Company) of the Articles of Incorporation in order to update and clarify that the Articles of Incorporation remain consistent with the Company’s current businesses.
- (2) In order to begin implementing a system that enables electronic provision of relevant reference documents for general meetings of shareholders, Article 15 of the Articles of Incorporation shall require amending, as listed below. Incidental changes will also need to be made to supplementary provisions to accommodate timing, among other things. This amendment is proposed in anticipation of the proviso to Article 1 of the Supplementary Provisions of the "Act for Partial Revision of the Companies Act" (Act No. 70 of 2019) which is scheduled to become effective from September 1, 2022.
 - (a) Article 15 (1) of the proposed amendment stipulates that information contained within the reference documents and other documents for general meetings of shareholders shall be provided by electronic means.
 - (b) Article 15 (2) of the proposed amendment establishes the scope of information to be stated in the documents to be delivered to shareholders who have requested hardcopies of documents.
 - (c) The provision on internet disclosure and deemed provision of reference documents and other documents for the general meeting of shareholders (Article 15 of the current Articles of Incorporation) will become unnecessary and shall be deleted.

- (3) Articles 28 and 38 of the Articles of Incorporation shall be partially amended to enable the Company to conclude contracts for limitation of liability with Directors (excluding Executive Directors, etc.) and Corporate Auditors. By doing this, the Company can prepare an environment in which appropriately talented people can be widely invited as Directors and Corporate Auditors and Directors and Corporate Auditors can fully fulfill their expected roles. The Company has already obtained the consent of the Corporate Auditors to amend Article 28 of the Articles of Incorporation.

2. CONTENTS OF THE AMENDMENT

The details of this amendment are described in the attached document.

3. SCHEDULE

The General Meeting of Shareholders to amend the Articles of Incorporation is scheduled for March 30, 2022.
The anticipated effective date of the proposed amendments to the Articles of Incorporation is March 30, 2022
(scheduled)

ATTACHMENT

(Underlined parts are changes.)

Current Articles of Incorporation	Proposed Amendment
<p>(Purposes)</p> <p>Article 2: The purposes of the Company shall be to own shares or interests in companies (including foreign companies), associations (<i>kumiai</i>) (including foreign associations similar to <i>kumiai</i>), and other similar business entities that engage in the following businesses and to control and manage business activities of such companies and entities.</p> <p>(1) – (5) (Omitted) (Newly established)</p> <p>(6) – (15) (Omitted)</p> <p><u>(Internet disclosure and deemed provision of reference documents and other information for the general meeting of shareholders)</u></p> <p><u>Article 15: As for the convocation notice of the general meeting of shareholders, the Company is considered to have provided the information to be stated or indicated in the reference documents for the general meeting of shareholders, business reports, financial statements and consolidated financial statements to the shareholders by disclosing such information via the internet in accordance with the Ordinance of the Ministry of Justice.</u></p> <p>(Newly established)</p>	<p>(Purposes)</p> <p>Article 2 (Unchanged)</p> <p>(1) – (5) (Unchanged)</p> <p><u>(6) Manufacture and sale of products and provision of services related to health</u></p> <p>(7) – (16) (Unchanged)</p> <p>(Deleted)</p> <p><u>(Measure for provision of information electronically)</u></p> <p><u>Article 15: The Company shall electronically provide information contained in reference documents and other documents for the general meeting of shareholders in convening the general meeting of shareholders.</u></p> <p><u>Among information to be provided electronically, the Company reserves the right to exclude, in whole or in part, any or all of the information set forth by the Ordinance of the Ministry of Justice in the documents to be delivered to shareholders who have requested delivery of hardcopies of documents by the record date for voting rights.</u></p>
<p>(Exemption of Directors from liabilities)</p> <p>Article 28: The Company may, by resolution of the Board of Directors, exempt any Director (including former Directors) from liabilities to the extent</p>	<p>(Exemption of Directors from liabilities)</p> <p>Article 28: The Company may, by resolution of the Board of Directors <u>pursuant to the provisions of Article 426(1) of the Companies Act</u>, exempt any</p>

provided in laws and regulations.

(Newly established)

Director (including former Directors) from liabilities to the extent provided in laws and regulations.

The Company may, pursuant to the provisions of Article 427(1) of the Companies Act, enter into agreements with Directors (excluding Executive Directors, etc.) to limit their liability for damages arising from negligence in the performance of their duties. Provided, however, that any limitation of liabilities under such agreements shall be consistent with all relevant laws and regulations.

(Exemption of Corporate Auditor from liabilities)

Article 38. The Company may, by resolution of the Board of Directors, exempt any Corporate Auditor (including former Corporate Auditors) from liability to the extent provided in laws and regulations.

(Newly established)

(Newly established)

(Exemption of Corporate Auditor from liabilities)

Article 38: The Company may, by resolution of the Board of Directors pursuant to the provisions of Article 426(1) of the Companies Act, exempt any Corporate Auditor (including former Corporate Auditors) from liability to the extent provided in laws and regulations.

The Company may, pursuant to the provisions of Article 427(1) of the Companies Act, enter into agreements with Corporate Auditors to limit their liabilities for damages arising from negligence in the performance of their duties. Provided, however, that any limitation of liabilities under such agreements shall be consistent with all relevant laws and regulations.

Supplementary Provisions

The replacement of Article 15 (Internet disclosure and deemed provision of reference documents and other information for the general meeting of shareholders) from the Articles of Incorporation prior to amendment, with Article 15 (Measure for provision of information electronically) of the Article of Incorporation after amendment shall become effective on September 1, 2022, being the effective date of the proviso to Article 1 of the Supplementary Provisions of the Act for Partial Revision of the Companies Act (Act No. 70 of 2019) (hereinafter referred to as the Effective Date).

Notwithstanding the provisions of the preceding paragraph, Article 15 (Internet disclosure and deemed provision of reference documents and other information for the general meeting of shareholders) of the Articles of Incorporation prior to amendment shall remain in force with respect to general meetings of shareholders held within 6 months from the Effective Date.

These Supplementary Provisions shall be deleted after six months have elapsed from the Effective Date or after three months have elapsed from the day of the general meeting of shareholders set forth in the preceding paragraph, whichever comes later.