

*(TRANSLATION)*

# **ARTICLES OF INCORPORATION**

(Amended on June 27, 2023)

**TERUMO CORPORATION**

**ARTICLES OF INCORPORATION**  
**OF**  
**TERUMO CORPORATION**  
(The “Company”)

**CHAPTER I**  
**GENERAL PROVISIONS**

*(Trade Name)*

**Article 1.**

The name of the Company shall be Terumo Kabushiki Kaisha and in English translation it shall be TERUMO CORPORATION.

*(Location of the Head Office)*

**Article 2.**

The Company’s head office shall be located in Shibuya-ku, Tokyo.

*(Purpose)*

**Article 3.**

The Company shall conduct the following business activities:

- (1) Manufacture, purchase and sale, and export and import of drugs, quasi-drugs, drugs for animals, reagents, and related chemical industrial products;
- (2) Manufacture, purchase and sale, lease, repair, and export and import of medical machines and appliances, medical supplies, other medical equipment, veterinary medical equipment, and meters;
- (3) Manufacture, purchase and sales, and export and import of foods, beverages, and food additives;
- (4) Manufacture, purchase and sale, lease, repair, and export and import of electric equipment, electronic applied equipment, measuring apparatus, analytical instruments, and other machines and appliances related to those mentioned in the preceding items;
- (5) Manufacture, purchase and sale, lease, repair, and export and import of products related to those mentioned in the preceding items made of or with glass, rubber, synthetic resin, and metal;

- (6) All businesses and investments, which are incidental to or related to those mentioned in the preceding items.

*(Governing Bodies)*

**Article 4.**

In addition to the general meeting of shareholders and Directors, the Company shall have the following bodies:

- (1) Board of Directors;
- (2) Audit/Supervisory Committee; and
- (3) Accounting Auditors.

*(Method of Public Notice)*

**Article 5.**

Public notices of the Company shall be given by means of electronic notification.

2. However, in cases where electronic notification is not available due to any unavoidable reason, public notices shall be given in the Nihon Keizai Shimbun issued in Tokyo.

## **CHAPTER II SHARES**

*(Total Number of Shares Authorized to be Issued)*

**Article 6.**

The total number of shares authorized to be issued by the Company shall be three billion thirty-eight million (3,038,000,000).

*(Acquisition of the Company's Own Shares)*

**Article 7.**

The Company may, by a resolution of the Board of Directors, acquire its own shares pursuant to Article 165, Paragraph 2 of the Corporation Law.

*(Number of Shares Constituting One Full Unit of Stock)*

**Article 8.**

1. The number of shares constituting one full unit of stock (“*tangen*”) shall be one hundred (100).

*(Rights Vested in Shares Constituting Less Than One Full Unit)*

**Article 9.**

Shareholders of the Company shall not exercise rights other than those listed below with respect to shares constituting less than one full unit:

- (1) Rights set out in Article 189, Paragraph 2 of the Corporation Law;
- (2) The right to make requests pursuant to Article 166, Paragraph 1 of the Corporation Law;
- (3) The right to subscribe for shares or share purchase warrants allocated based on the number of shares held by each shareholder.

*(Administrator of the Registry of Shareholders)*

**Article 10.**

The Company shall appoint an administrator of the registry of shareholders.

2. The administrator of the registry of shareholders and its handling office shall be designated by a resolution of the Board of Directors of the Company and public notice thereof shall be given by the Company.

3. The register of shareholders and the register of share purchase warrants of the Company shall be kept at the handling office of the administrator of the registry of shareholders. The Company shall entrust the administrator of the registry of shareholders to handle the business pertaining to shares and share purchase warrants, such as listing and recording in the register of shareholders, and the register of share purchase warrants, purchase of shares constituting less than one full unit, and other matters relating to handling of shares and share purchase warrants. The Company itself shall not handle the above matters directly.

*(Share Handling Regulations)*

**Article 11.**

The business pertaining to shares and share purchase warrants of the Company, such as listing and recording in the register of shareholders, and the register of share purchase warrants, purchase of shares constituting less than one full unit, and other matters relating to handling of shares and share purchase warrants and the commissions thereof, shall be governed by applicable laws and regulations and/or these Articles of Incorporation as well as the Share Handling Regulations determined by the Board of Directors.

*(Record Date)*

**Article 12.**

1. The Company shall deem any shareholder with voting rights who is listed or recorded on the register of shareholders as of the close of March 31 each year to be a shareholder who is entitled to exercise voting rights at the ordinary general meeting of shareholders for that particular business year.

2. Despite the provisions of the preceding paragraph, with respect to the shares newly issued after the close of the related business year, the Company may, by a resolution of the Board of Directors of the Company and upon giving prior public notice, deem any shareholder who is listed or recorded on the register of shareholders at the time of issuance of the new shares, in addition to those stipulated in the preceding paragraph, as a shareholder entitled to exercise voting rights at the ordinary general meeting of shareholders for that particular business year.

3. In addition to the preceding two paragraphs, whenever necessary, the Company may, by a resolution of the Board of Directors and upon giving prior public notice, deem any shareholder or registered pledgee of shares who is listed or recorded on the register of shareholders as of the close of a specified day as a shareholder or registered pledgee of shares entitled to exercise the rights of a shareholder or a pledgee of shares.

### **CHAPTER III GENERAL MEETINGS OF SHAREHOLDERS**

*(Convocation)*

**Article 13.**

1. The ordinary general meeting of shareholders shall be convened in June each year, and an extraordinary general meeting of shareholders may be convened whenever necessary.

2. The Company may hold a general meeting of shareholders without a designated location when the Board of Directors decides that it is not appropriate to hold a general meeting of shareholders with a designated location in light of the interests of shareholders, due to factors such as the spread of infectious diseases or occurrences of natural disasters, and other similar circumstances.

*(Convener and Chairperson)*

**Article 14.**

1. Except as otherwise provided by law, the Representative Director shall, by a

resolution of the Board of Directors, convene the general meeting of shareholders and act as the chairperson thereof.

2. When the Representative Director is unable to act, another Director, who shall be decided in accordance with an order previously determined by a resolution of the Board of Directors, shall convene such general meetings and act as the chairperson thereof.

*(Measures for Electronic Provision, Etc.)*

**Article 15.**

The Company shall, when convening a general meeting of shareholders, provide information contained in the reference documents for the general meeting of shareholders, etc. electronically.

2. Among the matters to be provided electronically, 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.

*(Method of Adopting Resolutions)*

**Article 16.**

1. Except as otherwise provided by law or by these Articles of Incorporation, all resolutions of a general meeting of shareholders shall be adopted by a majority of the voting rights held by the attending shareholders who are entitled to exercise voting rights.
2. Except as otherwise provided by these Articles of Incorporation, resolutions to be adopted pursuant to Article 309, Paragraph 2 of the Corporation Law may be adopted by not less than two-thirds (2/3) of the votes held by the attending shareholders who hold not less than one-third (1/3) of the votes of the shareholders who are entitled to exercise voting rights.

*(Exercise of Voting Rights by Proxy)*

**Article 17.**

A shareholder may exercise its voting rights by authorizing one (1) shareholder who holds voting rights of the Company.

2. The shareholder or a proxy must file a document evidencing the authority of a proxy with the Company at each general meeting of shareholders.



## **CHAPTER IV**

### **DIRECTORS AND BOARD OF DIRECTORS**

*(Number of Directors)*

**Article 18.**

The Company shall have up to fifteen (15) Directors (excluding Directors who serve as Audit/Supervisory Committee Members).

2. The Company shall have up to five (5) Directors who serve as Audit/Supervisory Committee Members.

*(Election of Directors)*

**Article 19.**

Directors shall be elected by resolution of the general meeting of shareholders, while making a distinction between Directors serving as Audit/Supervisory Committee Members and other Directors.

2. A resolution on the election of Directors shall be made by a majority of the voting rights of the shareholders present holding not less than one-third (1/3) of the voting rights of the shareholders who are entitled to exercise voting rights.

3. Resolutions on the election of Directors shall be made by no cumulative voting.

*(Term of Office of Directors)*

**Article 20.**

The term of office of a Director (excluding Directors who serve as Audit/Supervisory Committee Members) shall expire at the conclusion of the ordinary general meeting of shareholders held with respect to the latest business year ending within one (1) year after his or her election to the office.

2. The term of office of a Director who serves as an Audit/Supervisory Committee Member shall expire at the conclusion of the ordinary general meeting of shareholders held with respect to the latest business year ending within two (2) years after his or her election to the office.

3. The term of office of a Director who serves as an Audit/Supervisory Committee Member elected to fill a vacancy created by the retirement of a Director serving as an Audit/Supervisory Committee Member before the expiration of his or her term of office shall expire at the time of expiration of the term of office of the retired Director serving as an Audit/Supervisory Committee Member.



*(Representative Director)*

**Article 21.**

The Board of Directors shall appoint Representative Director(s) by resolution from among Directors (excluding Directors who serve as Audit/Supervisory Committee Members).

*(Convener and Chairperson of the Meeting of the Board of Directors)*

**Article 22.**

Except as otherwise provided by law, a Director, who shall be decided in accordance with the order previously determined by a resolution of the Board of Directors of the Company, shall convene a meeting of the Board of Directors and act as the chairperson thereof.

*(Notice of Meetings of the Board of Directors)*

**Article 23.**

Notice of a meeting of the Board of Directors of the Company shall be sent to each Director at least five (5) days prior to date of such meeting; provided, however, that in case of urgency, such period may be shortened.

2. With unanimous consent of the Directors, meetings of the Board of Directors may be convened without following the usual procedures for convening the meetings of the Board of Directors.

*(Delegation of Decision regarding Execution of Important Duties)*

**Article 24.**

Pursuant to the provisions of Article 399-13, Paragraph 6 of the Corporation Law, the Company may delegate all or part of a decision regarding execution of important duties (excluding matters set forth in items of Article 399-13, Paragraph 5 of the said law) to a Director by resolution of the Board of Directors.

*(Method of Adopting Resolutions of the Board of Directors)*

**Article 25.**

Resolutions of the Board of Directors of the Company shall be adopted by a majority of the Directors present, who shall constitute in number a majority of the total number of Directors.

*(Omission of Adoption of Resolutions of the Board of Directors)*

**Article 26.**

Where all Directors have given consent in writing or electromagnetic records for an issue that requires a resolution of the Board of Directors, the Company shall deem the Board of Directors to have adopted a resolution on the said issue.

*(Board of Directors Regulations)*

**Article 27.**

Matters relating to the Board of Directors shall be governed by applicable laws and regulations and/or these Articles of Incorporation as well as the Board of Directors Regulations established by the Board of Directors of the Company.

*(Compensation and Other Payment for Directors)*

**Article 28.**

The compensation and other payment for Directors shall be determined by a resolution of the general meeting of shareholders, while making a distinction between Directors serving as Audit/Supervisory Committee Members and other Directors.

*(Immunity for Directors)*

**Article 29.**

Where the statutory requirements relating to liability under Article 423, Paragraph 1 of the Corporation Law are satisfied, the Company may, by a resolution of the Board of Directors, grant its active or former Directors immunity from liability up to the amount calculated by deducting the statutory minimum amount of liability from the actual amount of liability.

2. The Company may, pursuant to Article 427, Paragraph 1 of the Corporation Law, enter into a contract with Directors (excluding Executive Directors) to apply the statutory limit with respect to liability under Article 423, Paragraph 1 of the said law.

## **CHAPTER V**

### **AUDIT/SUPERVISORY COMMITTEE**

*(Authority of Audit/Supervisory Committee)*

#### **Article 30.**

The Audit/Supervisory Committee shall determine matters that are provided for in laws and regulations and exercise the authority necessary to perform its duties.

*(Convocation Notice regarding Meeting of Audit/Supervisory Committee)*

#### **Article 31.**

Convocation notice regarding a meeting of the Audit/Supervisory Committee shall be issued to each Audit/Supervisory Committee Member at least five (5) days prior to the date of such a meeting provided, however, that such period may be shortened in the case of urgent necessity.

2. A meeting of the Audit/Supervisory Committee may be held without implementing the convocation procedures upon the consent of all the Audit/Supervisory Committee Members.

*(Audit/Supervisory Committee Regulations)*

#### **Article 32.**

Matters relating to the Audit/Supervisory Committee shall be governed by applicable laws and regulations and/or these Articles of Incorporation as well as the Audit/Supervisory Committee Regulations established by the Audit/Supervisory Committee of the Company.

## **CHAPTER VI**

### **ACCOUNTING AUDITORS**

*(Election of Accounting Auditors)*

#### **Article 33.**

Accounting Auditors shall be elected by a resolution of the general meeting of shareholders.

*(Term of Office of Accounting Auditors)*

**Article 34.**

The term of office of Accounting Auditors shall expire at the conclusion of the ordinary general meeting of shareholders held with respect to the latest business year ending within one year after their election to the office.

2. In the absence of any resolution to the contrary at the ordinary general meeting of shareholders, the Accounting Auditors shall be deemed to have been reelected at the ordinary general meeting of shareholders.

*(Compensation and Other Payment for Accounting Auditors)*

**Article 35.**

The compensation and other payment for Accounting Auditors shall be determined by the Representative Directors with consent from the Audit/Supervisory Committee.

## **CHAPTER VII**

### **ACCOUNTS**

*(Business Year)*

**Article 36.**

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

*(Year-End Dividends)*

**Article 37.**

The Company shall, by a resolution of the general meeting of shareholders, pay surplus dividends (“Year-End Dividend”) in cash to the shareholders and/or registered pledgees of shares listed or recorded on the register of shareholders as of the close of March 31 each year.

*(Interim Dividends)*

**Article 38.**

The Company may, by a resolution of the Board of Directors of the Company, pay surplus dividend (“Interim Dividends”) to the shareholders and/or registered pledgees of shares listed or recorded on the register of shareholders as of the close of September 30 each year in accordance with Article 454, Paragraph 5 of the Corporation Law.

*(Expiration Period of Dividends)*

**Article 39.**

In case a dividend or interim dividend shall not be received within three (3) years after the date of commencement of payment, the Company shall be relieved of the obligation for the payment thereof.

*(Supplementary provision)*

**Article 1.**

*(Transitional Measures for Immunity for Audit and Supervisory Board Members)*

Pursuant to the provisions of Article 426, Paragraph 1 of the Corporation Law, the Company may, by resolution of the Board of Directors, grant its active or former Audit and Supervisory Board Members immunity from liability for damages arising from their failure to perform their duties up to the statutory limit regarding their conduct before the partial amendment to the Articles of Incorporation resolved at the 100th Annual General Meeting of Shareholders takes effect.