

Articles of Incorporation

(October, 2018)

SUMITOMO CHEMICAL COMPANY.,LIMITED

English translation (for reference only)

ARTICLES OF INCORPORATION
OF
SUMITOMO CHEMICAL COMPANY, LIMITED

CHAPTER I - GENERAL PROVISIONS

Article 1 (Trade Name)

The Company shall be called “Sumitomo Kagaku Kabushiki Kaisha” and in English, “SUMITOMO CHEMICAL COMPANY, LIMITED.”

Article 2 (Location of Head Office)

The Company shall have its head office in Chuou-ku, Tokyo.

Article 3 (Purposes)

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

1. Manufacture, process, sale and purchase of the following products;
 - (1) inorganic and organic industrial chemicals, fertilizers, and gases for industrial use;
 - (2) synthetic resins, synthetic rubbers, and other petrochemical products and polymers;
 - (3) dyes and other various fine chemicals ;
 - (4) insecticides, fungicides, herbicides and other pesticides;
 - (5) drugs, quasi-drugs, veterinary drugs, diagnostic products, medical equipment and appliances, medical materials, animal feeds, animal feed additives, enzymes and food additives;
 - (6) light metals, rare metals, and other various metals and rare earthes, and compounds thereof;
 - (7) carbon fibers and other various fibers, composites and ceramics, and ingredients thereof;
 - (8) electronic devices and components, and materials thereof;
 - (9) materials for civil engineering and construction, materials for housing, and materials for agriculture and horticulture;
 - (10) any materials relating to any of the foregoing products; and
 - (11) any processed goods of any of the foregoing products;
2. Export and import of the products listed in the preceding item;
3. Production, processing, sale, purchase, export and import of foods, seeds, seedlings and agricultural and marine products;
4. Research, investigation, design, manufacture, construction, sale and purchase of machinery, equipment, systems and devices for the chemical industry, food industry, nuclear industry, electronic industry, environmental protection, agriculture and horticulture and other various purposes, and undertaking of the operation, maintenance and others, and provision of the technical guidance in respect thereof;
5. Provision of the technical guidance and development, manufacture, sale and purchase of the equipment and devices in respect of medical care, healthcare and gymnastics, and management of the systems and facilities in respect thereof;
6. Chemical analysis and other various analyses, tests and examinations, and undertaking of the investigation and provision of the technical guidance in respect thereof;

7. Undertaking of the collection and processing of information, and development of the systems relating thereto, provision of the technical guidance and provision of various information;
8. Design, construction and supervision of various construction works, and provision of the technical guidance in respect thereof;
9. Sale, purchase, lease and management of land and buildings;
10. Worker dispatch businesses and job placement businesses;
11. Non-life insurance agency and life insurance solicitation;
12. Cargo transportation by truck, cargo forwarding, domestic marine transportation, harbor transportation and warehousing;
13. Collection, transportation, disposal and re-use or recycling of industrial wastes and non-industrial wastes;
14. Supply of electricity;
15. Refinement, processing, purchase and sale, and export and import of petroleum and other mineral resources and by-products thereof; and
16. Any and all businesses incidental to any of the foregoing items.

Article 4 (Governing Bodies of the Company)

In addition to the General Meeting of Shareholders and Directors, the Company shall have the following:

1. Board of Directors,
2. Corporate Auditors,
3. Board of Corporate Auditors, and
4. Accounting Auditors.

Article 5 (Method of Public Notice)

Public notices by the Company shall be given electronically; provided, however, that if public notice cannot be given electronically due to an accident or for other unavoidable causes, it shall be given by publication in the Japanese newspaper, the *Nihon Keizai Shinbun*.

CHAPTER II - SHARES

Article 6 (Total Number of Shares Authorized to Be Issued and Number of Voting Unit (*tangen*) Shares)

- (i) The total number of shares authorized to be issued by the Company shall be five-billion (5,000,000,000) shares.
- (ii) Number of the Company's voting unit (*tangen*) shares shall be 100 shares.

Article 7 (Record Date)

- (i) The shareholders whose names are recorded on the list of shareholders (including the list of substantial shareholders hereinafter) as of the last day of each fiscal year (*jigyounendo*) shall be deemed by the Company to be the shareholders who are entitled to exercise their rights at the Ordinary General Meeting of Shareholders in respect of such fiscal year (*jigyounendo*).
- (ii) In addition to the preceding paragraph, if it is necessary, the Company may temporarily establish a record date with the prior public notice by a resolution of the Board of Directors.

Article 8 (Claim for Additional Purchase by Shareholders Having Shares Less than One Voting Unit)

The shareholder of the Company may make a claim to the Company for selling such number of shares that shall, together with the shares constituting less than one voting unit (*tangen*), constitute a voting unit (*tangen*) in accordance with the share handling regulation.

Article 9 (Administrator of Shareholders' Register)

- (i) The Company shall have an administrator of the shareholders' register .
- (ii) The administrator of the shareholders register and its place of business shall be designated by a resolution of the Board of Directors and shall be announced by public notice.
- (iii) The preparation and keeping of the list of shareholders and the register of share purchase warrants, and other affairs related thereto shall be entrusted to the administrator of shareholders register , and the Company shall not handle such affairs.

Article 10 (Handling of Shares)

The handling of the shares of the Company and commission fee thereof shall be prescribed by the share handling regulation set by the Board of Directors

CHAPTER III - GENERAL MEETINGS OF SHAREHOLDERS

Article 11 (Time of Meeting)

- (i) The Ordinary General Meeting of Shareholders of the Company shall be held in June of each year.
- (ii) In addition to the preceding paragraph, if it is necessary, an Extraordinary General Meeting of Shareholders shall be held.

Article 12 (Place of Meeting)

The General Meeting of Shareholders shall be held at the location of the head office, at a location adjacent thereto, at Osaka-shi, or at a location adjacent thereto.

Article 13 (Chairperson)

The President shall preside over the General Meeting of Shareholders. In the case of an inability of the President to so preside, any one of the other Directors shall act in his/her place in accordance with an order previously determined by resolution of the Board of Directors.

Article 14 (Internet Disclosure of Reference Documents, etc. for the General Meeting of Shareholders)

The Company may, in convening the General Meeting of Shareholders, disclose via the internet information on the matters which are to be described or presented in the reference documents for the General Meeting of Shareholders, a business report, non-consolidated financial statements and consolidated financial statements as provided by the Order of the Ministry of Justice.

Article 15 (Requirements of Resolution)

- (i) Resolutions of General Meetings of Shareholders shall be made by a majority of the votes of the shareholders present, unless otherwise provided in laws or these Articles of Incorporation.

- (ii) Resolutions of General Meetings of Shareholders as provided for in paragraph 2, Article 309 of the Corporate Law shall be made by the majority of two-thirds (2/3) or more of the votes of the shareholders present, which shareholders shall collectively have not less than one-third (1/3) of the voting rights held by the shareholders having the right to vote.

Article 16 (Exercise by Proxy of a Voting Right)

Any shareholder of the Company may exercise his/her voting right by appointing one proxy who is another shareholder of the Company having the right to vote. However, such shareholder or proxy shall submit to the Company a document certifying his/her authority.

CHAPTER IV - DIRECTORS AND BOARD OF DIRECTORS

Article 17 (Number of Directors)

The Company shall have not more than fifteen (15) Directors.

Article 18 (Election of Directors)

- (i) A resolution for the election of Directors shall be made by a majority of the votes of the shareholders present at a General Meeting of Shareholders at which the shareholders having not less than one-third (1/3) of the voting rights held by the shareholders having the right to vote shall be present.
- (ii) A resolution for the election of Directors shall not be made by cumulative voting.

Article 19 (Term of Office of Directors)

The term of office of a Director shall expire at the time of termination of an Ordinary General Meeting of Shareholders with respect to the last fiscal year ending within one (1) year from his or her election.

Article 20 (Notice to Convene Board of Directors' Meeting)

A convocation notice for each Board of Directors' Meeting shall be dispatched to each Director and each Corporate Auditor at least three (3) days before the scheduled date of such meeting; provided, however, that such period may be shortened in case of urgency.

Article 21 (Representative Directors, etc.)

- (i) The Board of Directors shall designate one (1) or more Representative Director(s) by its resolution.
- (ii) The Board of Directors shall designate one (1) President from among the Directors or Executive Officers by its resolution.
- (iii) The Board of Directors may appoint a Chairman and a Vice Chairman from among the Directors by its resolution.

Article 22 (Remuneration, etc. of Directors)

The remuneration, etc. of the Directors shall be determined by the resolution of a General Meeting of Shareholders.

Article 23 (Outside Directors' Liability for Damages)

The Company may, pursuant to paragraph 1, Article 427 of the Corporate Law, enter into an agreement with an Outside Director to limit such Outside Director's

liability for damages to the Company. However, the limit on the amount of liability under such agreement shall be the amount stipulated in applicable laws.

Article 24 (Executive Officers)

The Board of Directors may elect Executive Officers by its resolution and have them execute the business of the Company assigned to them.

CHAPTER V - AUDITORS AND BOARD OF AUDITORS

Article 25 (Number of Corporate Auditors)

The Company shall have not more than six (6) Corporate Auditors.

Article 26 (Election of Corporate Auditors)

A resolution for the election of Corporate Auditors shall be made by a majority of the votes of the shareholders present at a General Meeting of Shareholders at which the shareholders having not less than one-third (1/3) of the voting rights held by the shareholders having the right to vote shall be present.

Article 27 (Term of Office of Corporate Auditors)

- (i) The term of office of a Corporate Auditor shall expire at the time of termination of the Ordinary General Meeting of Shareholders with respect to the last fiscal year ending within four (4) years from his or her election.
- (ii) The term of office of the Corporate Auditor who was elected and has assumed office as a substitute shall expire at the expiration of the term of office of his/her predecessor.

Article 28 (Notice to Convene Board of Corporate Auditors' Meeting)

A convocation notice for each Board of Corporate Auditors' Meeting shall be dispatched to each Corporate Auditor at least three (3) days before the scheduled date of such meeting; provided, however, that such period may be shortened in case of urgency.

Article 29 (Standing Corporate Auditors)

The Board of Corporate Auditors shall appoint by its resolution one or more Standing Corporate Auditor(s).

Article 30 (Remuneration, etc. of Corporate Auditors)

The remuneration, etc. of the Corporate Auditors shall be determined by the resolution of a General Meeting of Shareholders.

Article 31 (Outside Corporate Auditors' Liability for Damages)

The Company may, pursuant to paragraph 1, Article 427 of the Corporate Law, enter into an agreement with an Outside Corporate Auditor to limit such Outside Corporate Auditor's liability for damages to the Company. However, the limit on the amount of liability under such agreement shall be the amount stipulated in applicable laws.

CHAPTER VI - CALCULATION

Article 32 (Fiscal Year)

The fiscal year (*jigyounendo*) of the Company shall commence on the 1st day of April each year and end on the 31st day of March of the next year.

Article 33 (Decision Making Body for Distribution of Surplus Funds, etc.)

Unless otherwise provided in laws, the Company shall determine the matters provided in each item of paragraph 1, Article 459 of the Corporate Law, such as the distribution of surplus funds, by a resolution of the Board of Directors and not by a resolution of the General Meeting of Shareholders.

Article 34 (Record Date for Dividend Payment from Retained Earnings)

- (i) The record date for the year-end dividend payment by the Company shall be the 31st day of March of each year.
- (ii) The record date for the interim dividend payment by the Company shall be the 30th day of September of each year.
- (iii) In addition to the preceding two paragraphs, record dates may be set for dividend payment from retained earnings.

Article 35 (Exclusion Period of Dividends)

In the event that dividends have not been received yet when three (3) full years have passed from the date of commencement of payment, the Company shall be relieved of the obligation to make such payment.