



May 14, 2025

For Immediate Release

Company Name:	Sumitomo Chemical Co., Ltd.
Representative:	Nobuaki Mito President
Securities Code:	4005
Stock Exchange	Prime Section of the Tokyo Stock Exchange
Listings:	
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Notice Regarding Partial Amendments to the Articles of Incorporation

Sumitomo Chemical (the "Company") hereby announces that, at its Board of Directors' meeting held on May 14, 2025, it resolved to propose "Partial Amendments to the Articles of Incorporation" to the 144th Ordinary General Meeting of Shareholders, which is scheduled to be held on June 20, 2025.

1. Purposes of the Amendments to the Articles of Incorporation

(1) As announced in the "Notice Regarding Sumitomo Chemical's Transition to a Company with an Audit and Supervisory Committee" dated March 3, 2025, the Company will transition to a Company with an Audit and Supervisory Committee, subject to approval at the 144th Ordinary General Meeting of Shareholders, which is scheduled to be held on June 20, 2025. In conjunction with such transition, the Company intends to newly establish provisions regarding Directors who are Audit and Supervisory Committee Members and the Audit and Supervisory Committee and delete provisions regarding the Audit and Supervisory Board Members and the Audit and Supervisory Board, as well as newly establish a provision regarding delegation of decisions on execution of important operations to Directors.

(2) While resolutions of the Board of Directors of the Company will generally be made at actual Board of Directors' meetings, in order to achieve more flexible decision-making by the Board of Directors, the Company intends to newly establish a provision pursuant to which the Company may deem a resolution of the Board of Directors to be passed with the consent of the Directors, either in writing or by electromagnetic record, pursuant to Article 370 of the Companies Act.

(3) In addition to the above, necessary amendments, including editorial changes, in conjunction with the above amendments, will be made.

2. Details of the Amendments to the Articles of Incorporation

The details of the amendments are as set out in the attachment.

3. Schedule

- Date of the General Meeting of Shareholders to amend the Articles of Incorporation: June 20, 2025 (tentative)
- Effective Date of the amendments to the Articles of Incorporation: June 20, 2025 (tentative)

Attachment

(the underlined portions indicate amendments)

Present Articles of Incorporation	Proposed Amendments
<p>CHAPTER I - GENERAL PROVISIONS</p> <p>Article 4 (Governing Bodies of the Company) In addition to the General Meeting of Shareholders and Directors, the Company shall have the following:</p> <ol style="list-style-type: none"> 1. Board of Directors, 2. <u>Audit & Supervisory Board Members,</u> 3. <u>Audit & Supervisory Board, and</u> 4. Accounting Auditors. <p>CHAPTER IV - DIRECTORS AND BOARD OF DIRECTORS</p> <p>Article 17 (Number of Directors) The Company shall have not more than <u>fifteen</u> (15) Directors.</p> <p>(Newly established)</p> <p>Article 18 (Election of Directors) (Newly established)</p> <p>(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-</p>	<p>CHAPTER I - GENERAL PROVISIONS</p> <p>Article 4 (Governing Bodies of the Company) In addition to the General Meeting of Shareholders and Directors, the Company shall have the following:</p> <ol style="list-style-type: none"> 1. Board of Directors, 2. <u>Audit & Supervisory Committee, and</u> (Deleted) 3. Accounting Auditors. <p>CHAPTER IV - DIRECTORS AND BOARD OF DIRECTORS</p> <p>Article 17 (Number of Directors)</p> <p>(i) The Company shall have not more than <u>ten (10) Directors (excluding Directors who are Audit & Supervisory Committee Members).</u></p> <p>(ii) <u>The Company shall have not more than five (5) Directors who are Audit & Supervisory Committee Members.</u></p> <p>Article 18 (Election of Directors)</p> <p>(i) <u>Directors shall be elected by a resolution of a General Meeting of Shareholders, and such election shall be implemented by distinguishing between Director who are Audit & Supervisory Committee Members and other Directors.</u></p> <p>(ii) (Unchanged)</p>

Present Articles of Incorporation	Proposed Amendments
<p>third (1/3) of the voting rights held by the shareholders having the right to vote shall be present.</p> <p>(ii) A resolution for the election of Directors shall not be made by cumulative voting.</p> <p>Article 19 (Term of Office of Directors)</p> <p>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.</p> <p>(Newly established)</p> <p>(Newly established)</p> <p>(Newly established)</p>	<p>(iii) (Unchanged)</p> <p>Article 19 (Term of Office of Directors)</p> <p>(i) The term of office of a Director <u>(excluding Directors who are Audit & Supervisory Committee Members)</u> 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.</p> <p>(ii) <u>The term of office of a Director who is an Audit & Supervisory Committee Member shall expire at the time of termination of an Ordinary General Meeting of Shareholders with respect to the last fiscal year ending within two (2) years from his or her election.</u></p> <p>(iii) <u>The term of office of a Director who is an Audit & Supervisory Committee Member elected to fill a vacancy caused by retirement of a Director who was an Audit & Supervisory Committee Member prior to the expiration of his or her term of office shall expire at the expiry of the term of office of such retiring Director who was an Audit & Supervisory Committee Member.</u></p> <p>(iv) <u>A resolution for the election of a substitute Director who is an Audit & Supervisory Committee Member pursuant to Article 329, Paragraph 3 of</u></p>

Present Articles of Incorporation	Proposed Amendments
<p>Article 20 (Notice to Convene Board of Directors' Meeting)</p> <p>A convocation notice for each Board of Directors' Meeting shall be dispatched to each Director <u>and each Audit & Supervisory Board Member</u> at least three (3) days before the scheduled date of such meeting; provided, however, that such period may be shortened in case of urgency.</p> <p>(Newly established)</p> <p>Article <u>21</u> (Representative Directors, etc.)</p> <p>(i) The Board of Directors shall designate one (1) or more Representative Director(s) by its resolution.</p>	<p><u>the Companies Act shall remain in effect until the time of commencement of an Ordinary General Meeting of Shareholders with respect to the last fiscal year ending within two (2) years from his or her election.</u></p> <p>Article 20 (Notice to Convene Board of Directors' Meeting)</p> <p>A convocation notice for each Board of Directors' Meeting shall be dispatched to each Director at least three (3) days before the scheduled date of such meeting; provided, however, that such period may be shortened in case of urgency.</p> <p><u>Article 21 (Omission of Resolution of a Board of Directors)</u></p> <p><u>In the event a Director submits a proposal with respect to a matter which is the purpose of a resolution of a Board of Directors' Meeting, if all of the Directors (limited to those who are entitled to participate in votes with respect to such matter) indicate their consent to such proposal, either in writing or by electromagnetic record, it shall be deemed by the Company that the resolution of the Board of Directors to approve such proposal has been passed.</u></p> <p>Article <u>22</u> (Representative Directors, etc.)</p> <p>(i) The Board of Directors shall designate one (1) or more Representative Director(s) <u>from among the Directors (excluding Directors who are Audit &</u></p>

Present Articles of Incorporation	Proposed Amendments
<p>(ii) The Board of Directors shall designate one (1) President from among the Directors or Executive Officers by its resolution.</p> <p>(iii) The Board of Directors may appoint a Chairman and a Vice Chairman from among the Directors by its resolution.</p> <p>(Newly established)</p> <p>Article <u>22</u> (Remuneration, etc. of Directors) The remuneration, etc. of the Directors shall be determined by the resolution of a General Meeting of Shareholders.</p> <p>Article <u>23</u> (Omitted)</p>	<p><u>Supervisory Committee Members</u>) by its resolution.</p> <p>(ii) The Board of Directors shall designate one (1) President from among the Directors <u>(excluding Directors who are Audit & Supervisory Committee Members)</u> or Executive Officers by its resolution.</p> <p>(iii) The Board of Directors may appoint a Chairman and a Vice Chairman from among the Directors <u>(excluding Directors who are Audit & Supervisory Committee Members)</u> by its resolution.</p> <p><u>Article 23 (Delegation of Decisions on Execution of Important Operations)</u> <u>Pursuant to Article 399-13, Paragraph 6 of the Companies Act, the Company may delegate all or part of the decisions on execution of important operations (excluding matters set out in items of Article 399-13, Paragraph 5 of the Companies Act) to Directors by a resolution of the Board of Directors.</u></p> <p>Article <u>24</u> (Remuneration, etc. of Directors) The remuneration, etc. of the Directors shall be determined by the resolution of a General Meeting of Shareholders, <u>and such determination shall be made by distinguishing between Directors who are Audit & Supervisory Committee Members and other Directors.</u></p> <p>Article <u>25</u> (Unchanged)</p>

<p><u>CHAPTER V – AUDIT & SUPERVISORY BOARD MEMBERS AND AUDIT & SUPERVISORY BOARD</u></p> <p><u>Article 25 (Number of Audit & Supervisory Board Members)</u></p> <p><u>The Company shall have not more than six (6) Audit & Supervisory Board Members.</u></p> <p><u>Article 26 (Election of Audit & Supervisory Board Members)</u></p> <p><u>A resolution for the election of Audit & Supervisory Board Members 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.</u></p> <p><u>Article 27 (Term of Office of Audit & Supervisory Board Members)</u></p> <p><u>(i) The term of office of an Audit & Supervisory Board Member 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.</u></p> <p><u>(ii) The term of office of the Audit & Supervisory Board Member who was elected and has assumed office as a substitute shall expire at the expiration of the term of office of his/her predecessor.</u></p>	<p>(Deleted)</p> <p>(Deleted)</p> <p>(Deleted)</p> <p>(Deleted)</p>
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Present Articles of Incorporation	Proposed Amendments
<p><u>Article 28 (Notice to Convene Audit & Supervisory Board Meeting)</u></p> <p><u>A convocation notice for each Audit & Supervisory Board Meeting shall be dispatched to each Audit & Supervisory Board Member at least three (3) days before the scheduled date of such meeting; provided, however, that such period may be shortened in case of urgency.</u></p>	(Deleted)
<p><u>Article 29 (Standing Audit & Supervisory Board Members)</u></p> <p><u>The Audit & Supervisory Board shall appoint by its resolution one or more Standing Audit & Supervisory Board Member(s).</u></p>	(Deleted)
<p><u>Article 30 (Remuneration, etc. of Audit & Supervisory Board Members)</u></p> <p><u>The remuneration, etc. of the Audit & Supervisory Board Members shall be determined by the resolution of a General Meeting of Shareholders.</u></p>	(Deleted)
<p><u>Article 31 (Outside Audit & Supervisory Board Members' Liability for Damages)</u></p> <p><u>The Company may, pursuant to paragraph 1, Article 427 of the Corporate Law, enter into an agreement with an Outside Audit & Supervisory Board Member to limit such Outside Audit & Supervisory Board Member'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.</u></p>	(Deleted)
(Newly established)	<p><u>CHAPTER V – AUDIT & SUPERVISORY COMMITTEE</u></p>

Present Articles of Incorporation	Proposed Amendments
(Newly established)	<u>Article 27 (Notice to Convene Audit & Supervisory Committee Meeting)</u> <u>A convocation notice for each Audit & Supervisory Committee Meeting shall be dispatched to each Audit & Supervisory Committee Member at least three (3) days before the scheduled date of such meeting; provided, however, that such period may be shortened in case of urgency.</u>
(Newly established)	<u>Article 28 (Standing Audit & Supervisory Committee Members)</u> <u>The Audit & Supervisory Committee may appoint by its resolution one or more Standing Audit & Supervisory Committee Member(s).</u>
CHAPTER VI - CALCULATION	CHAPTER VI - CALCULATION
Article <u>32</u> } (Omitted)	Article <u>29</u> } (Unchanged)
Article <u>35</u> (Newly established)	Article <u>32</u> <u>(Supplementary Provision)</u> <u>With respect to the agreements to limit the liability for damages to the Company regarding the acts of Outside Audit & Supervisory Board Members (including those who were Outside Audit & Supervisory Board Members) prior to the termination of the 144th Ordinary General Meeting of Shareholders, Article 31 of the Articles of Incorporation before the amendment thereof by the resolution of the said ordinary general meeting of shareholders shall apply.</u>