

[Translation]

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# ARTICLES OF INCORPORATION

Takara Bio Inc.

[Translation]

## ARTICLES OF INCORPORATION

OF

Takara Bio Inc.

### Chapter 1. General Provisions

#### Article 1. Trade Name

The name of the company shall be Takara Baio Kabushiki Kaisha and shall be expressed as TAKARA BIO INC. in English.

#### Article 2. Purpose

The purpose of the company shall be to engage in the following business activities:

- (1) Manufacturing, buying and selling pharmaceutical products, diagnostics, veterinary drugs, agricultural chemicals, reagents, industrial chemicals, microbial industrial products, regenerative medicine products, specific cell-processed products, research consumables, quasi-pharmaceutical products and cosmetics;
- (2) Manufacturing, buying and selling scientific instruments, and medical devices;
- (3) Designing, manufacturing, buying, selling, lending and borrowing machinery and equipment for manufacturing products listed in the preceding items, and developing, buying, selling, lending and borrowing techniques related to those products;
- (4) Conducting genetic and other scientific analysis and medical inspections on contract, and manufacturing, conducting inspections on and storing samples of products such as regenerative medicine products and specific cell-processed products on contract;
- (5) Acquiring, maintaining, managing, licensing and transferring industrial property rights;

[Translation]

- (6) Manufacturing, buying and selling soft drinks, seasonings and other groceries and food additives;
- (7) Manufacturing, buying and selling fertilizers and feed;
- (8) Producing, buying and selling agricultural products and processed agricultural products;
- (9) Developing, buying and selling new varieties of mushroom, vegetables, fruit trees and flowering plants, and lending and borrowing culture and cultivation techniques for these new varieties;
- (10) Producing, buying and selling marine products and processed marine products;
- (11) Engaging in the business of selling, buying, lending, borrowing, managing, operating and developing real estate;
- (12) Collecting and transporting industrial wastes;
- (13) Running restaurants;
- (14) Engaging in the printing business, and planning, editing, producing and selling books, magazines, and publications on media such as video tapes and compact disks;
- (15) Engaging in the information processing service business, communications service business and telecommunications service business;
- (16) Developing, buying and selling computer software;
- (17) Buying, selling, leasing and maintaining computers and peripherals;
- (18) Engaging in the business of holding education seminars and publishing-related business;
- (19) Engaging in the worker dispatching business; and
- (20) Engaging in business activities incidental to any of those set forth in the preceding items, and any and all operations related thereto.

### Article 3. Location of Head Office

The head office of the company shall be located in Kusatsu-city, Shiga.

[Translation]

#### Article 4. Organizations

The company shall have the following organizations in addition to the general meeting of shareholders and directors:

- (1) Board of Directors;
- (2) Audit & Supervisory Board members;
- (3) Audit & Supervisory Board; and
- (4) Accounting Auditors.

#### Article 5. Method of Public Notice

Public notices of the company shall be published electronically; provided, however, that if it is unable to give an electronic public notice due to an accident or other unavoidable circumstances, such notice shall be published in the Nihon Keizai Shimbun.

### Chapter 2. Shares

#### Article 6. Total Number of Authorized Shares

The total number of shares of stock authorized to be issued by the company shall be four hundred million (400,000,000) shares.

#### Article 7. Number of Shares in One Unit

The number of shares in one unit of the company shall be one hundred (100) shares.

#### Article 8. Shareholder Register Administrator

1. The company shall have an administrator of the shareholder register.

[Translation]

2. The shareholder register administrator and place where the administrator handles administrative affairs pertaining to the register shall be determined by a resolution of the Board of Directors, and a public notice thereon shall be provided.
3. The company shall entrust the shareholder register administrator with the preparation and keeping of the shareholder register and share option register of the company and other administrative affairs pertaining thereto, and shall not handle such matters by itself.

#### Article 9. Share Handling Regulations

Handling and fees pertaining to shares of the company shall be as set forth in the Share Handling Regulations established by the Board of Directors, in addition to those provided for in applicable laws and regulations or these Articles of Incorporation.

#### Chapter 3. General Meeting of Shareholders

##### Article 10. Convocation

The annual general meeting of shareholders of the company shall be convened in June each year, and an extraordinary general meeting of shareholders shall be convened whenever necessary.

##### Article 11. Place of General Meeting of Shareholders

The company shall hold a general meeting of shareholders in Otsu-city, Shiga or a place adjacent thereto.

##### Article 12. Record Date of Annual General Meeting of Shareholders

The company shall regard shareholders who hold voting rights and are entered or recorded in the latest shareholder register on the last day of each business year as the shareholders who are entitled to exercise their rights at the annual general meeting of shareholders for that business year.

[Translation]

#### Article 13. Convener and Chairperson

1. The President shall convene and preside over a general meeting of shareholders.
2. If the President is unable to attend to a general meeting of shareholders, such other director as may be appointed in the order prescribed by the Board of Directors shall convene and preside over the general meeting of shareholders.

#### Article 14. Measures for Providing Information in Electric Format, etc.

1. When the Company convenes a general meeting of shareholders, it shall take measures for providing information contained in the reference documents of the general meeting of shareholders, etc. in electric format.
2. Among the matters for which the measures for providing information in electric format will be taken, the Company may exclude all or some of those matters designated by the Ministry of Justice order from statements in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents by the record date of voting right.

#### Article 15. Method of Resolutions

1. Except as otherwise provided for in applicable laws and regulations or these Articles of Incorporation, a resolution at a general meeting of shareholders shall be adopted by the majority of the votes of the shareholders present at the meeting where the shareholders holding the majority of the votes of the shareholders who are entitled to exercise their votes are present.
2. The resolution at the general meeting of shareholders provided for in Article 309, Paragraph 2 of the Companies Act shall be adopted by the majority of two-thirds or more of the votes of the shareholders present at the meeting where the shareholders holding one-third or more of the votes of the shareholders entitled to exercise their votes at such general meeting of shareholders are present.

#### Article 16. Voting by Proxy

[Translation]

1. A shareholder may exercise the shareholder's voting right through a proxy who is another shareholder holding the voting right of the company.
2. A shareholder or the shareholder's proxy is obliged to submit to the company a document proving the power of representation for each general meeting of shareholders.

#### Chapter 4. Directors and Board of Directors

##### Article 17. Number of Directors

The company shall have not more than ten (10) directors.

##### Article 18. Method of Election

1. Directors shall be elected by a resolution at a general meeting of shareholders.
2. A resolution for the election of directors shall be adopted by the majority of the votes of the shareholders present at the general meeting of shareholders where the shareholders holding one-third or more of the votes of the shareholders who are entitled to exercise their votes are present.
3. No cumulative voting shall be used for the election of directors.

##### Article 19. Term of Office

The term of office of directors shall continue until the conclusion of the annual general meeting of shareholders for the last business year which ends within one (1) year from the time of their election.

##### Article 20. Representative Directors and Directors with Management Responsibilities

1. The Board of Directors shall appoint representative directors by its resolution.

[Translation]

2. The Board of Directors may, by its resolution, appoint one (1) Chairman, one (1) Vice Chairman, one (1) President, and several Vice Presidents, Senior Executive Directors, and Executive Directors.

#### Article 21. Convener and Chairperson of Board of Directors Meeting

1. Except as otherwise provided for in applicable laws and regulations, the President and director shall convene and preside over a Board of Directors meeting.
2. If the President and director is unable to attend to a Board of Directors meeting, such other director as may be appointed in the order prescribed by the Board of Directors shall convene and preside over the Board of Directors meeting.

#### Article 22. Notice of Convocation of Board of Directors Meeting

1. The notice of a Board of Directors meeting shall be issued to each director and each Audit & Supervisory Board member not later than three (3) days prior to the date thereof; provided, however, that in the event of an urgent need, such period of time may be shortened.
2. A Board of Directors meeting may be held without procedures for convocation when the consent of all directors and Audit & Supervisory Board members is obtained.

#### Article 23. Omission of Resolutions at Board of Directors Meeting

The company shall deem that a resolution has been adopted at a Board of Directors meeting when requirements under Article 370 of the Companies Act are met.

#### Article 24. Board of Directors Regulations

Matters related to the Board of Directors shall be as set forth in the Board of Directors Regulations established by that Board, in addition to those provided for in applicable laws and regulations or these Articles of Incorporation.

[Translation]

#### Article 25. Remuneration, etc.

Remuneration, bonuses and other financial benefits directors receive from the company in consideration for the execution of their respective duties (hereinafter referred to as “Remuneration, etc.”) shall be determined by a resolution at a general meeting of shareholders.

#### Article 26. Exemption of Directors from Liability

1. Pursuant to the provisions of Article 426, Paragraph 1 of the Companies Act, the company may exempt directors (including former directors) from their liability for damages caused by a failure to perform their respective duties by a resolution of the Board of Directors to the extent permitted by applicable laws and regulations.
2. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the company may enter into an agreement with directors (excluding executive directors and other directors with management responsibilities) to limit their liability for damages caused by a failure to perform their respective duties; provided, however, that the liability under such agreement shall be limited to the amount provided for in applicable laws and regulations.

#### Article 27. Honorary Chairman and Advisors

The Board of directors may, by its resolution, appoint one (1) Honorary Chairman and several advisors.

#### Chapter 5. Audit & Supervisory Board Members and Audit & Supervisory Board

#### Article 28. Number of Audit & Supervisory Board Members

The company shall have not more than five (5) Audit & Supervisory Board members.

#### Article 29. Method of Election

1. Audit & Supervisory Board members shall be elected by a resolution at a general meeting of shareholders.

[Translation]

2. A resolution for the election of Audit & Supervisory Board members shall be adopted by the majority of the votes of the shareholders present at the general meeting of shareholders where the shareholders holding one-third or more of the votes of the shareholders who are entitled to exercise their votes are present.

#### Article 30. Term of Office

1. The term of office of Audit & Supervisory Board members shall continue until the conclusion of the annual general meeting of shareholders for the last business year which ends within four (4) years from the time of their election.
2. The term of office of Audit & Supervisory Board members elected as substitutes for the Audit & Supervisory Board members who retired before the expiration of the term of office shall continue until the expiration of the term of office of the retiring Audit & Supervisory Board members.

#### Article 31. Standing Audit & Supervisory Board Members

The Audit & Supervisory Board shall, by its resolution, appoint standing Audit & Supervisory Board members.

#### Article 32. Notice of Convocation of Audit & Supervisory Board Meeting

1. The notice of an Audit & Supervisory Board meeting shall be issued to each Audit & Supervisory Board member not later than three (3) days prior to the date thereof; provided, however, that in the event of an urgent need, such period of time may be shortened.
2. An Audit & Supervisory Board meeting may be held without procedures for convocation when the consent of all Audit & Supervisory Board members is obtained.

#### Article 33. Audit & Supervisory Board Regulations

Matters related to the Audit & Supervisory Board shall be as set forth in the Audit & Supervisory Board Regulations established by that Board, in addition to those provided for in applicable laws and regulations or these Articles of Incorporation.

[Translation]

#### Article 34. Remuneration, etc.

Remuneration, etc. for Audit & Supervisory Board members shall be determined by a resolution at a general meeting of shareholders.

#### Article 35. Exemption of Audit & Supervisory Board Members from Liability

1. Pursuant to the provisions of Article 426, paragraph 1 of the Companies Act, the company may exempt Audit & Supervisory Board members (including former Audit & Supervisory Board members) from their liability for damages caused by a failure to perform their respective duties by a resolution of the Board of directors to the extent permitted by applicable laws and regulations.
2. Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the company may enter into an agreement with Audit & Supervisory Board members to limit their liability for damages caused by a failure to perform their respective duties; provided, however, that the liability under such agreement shall be limited to the amount provided for in applicable laws and regulations.

#### Chapter 6. Accounting

##### Article 36. Business Year

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

##### Article 37. Dividends of Surplus

1. The company may, by a resolution at a general meeting of shareholders, distribute a year-end dividend to shareholders or registered pledgees of shares who are entered or recorded in the latest shareholder register as of March 31 each year.

[Translation]

2. In addition to what is provided for in the preceding paragraph, the company may, by a resolution of the Board of Directors, distribute an interim dividend to shareholders or registered pledgees of shares who are entered or recorded in the latest shareholder register as of September 30 each year.

#### Article 38. Acquisition of Treasury Shares

The company may, by a resolution of the Board of Directors, acquire its own shares through market transactions or by other means pursuant to the provision of Article 165, Paragraph 2 of the Companies Act.

#### Article 39. Period of Exclusion for Dividends of Surplus

If any one of year-end dividends and interim dividends is not received after the lapse of three (3) years from the day on which the payment of the dividend has commenced, the company shall be exempt from the obligation to pay such dividend.