

(Translation)

ARTICLES  
OF  
INCORPORATION

(AMENDED AS OF March 30, 2022)

Kirin Holdings Company, Limited

(Translation)

ARTICLES OF INCORPORATION  
OF  
Kirin Holdings Company, Limited

Chapter I. General Provisions

Article 1. The Company shall be called KIRIN HOLDINGS KABUSHIKI KAISHA, which shall be written in English Kirin Holdings Company, Limited.

Article 2. The purposes of the Company shall be to own shares or interests in companies (including foreign companies), *kumiai* (including foreign associations similar to *kumiai*), and other similar business entities that engage in the following businesses and to control and manage business activities of such companies and entities.

- (1) Manufacture and sale of beer and other liquors.
- (2) Manufacture and sale of soft and other drinks.
- (3) Manufacture and sale of foods.
- (4) Manufacture and sale of chemical products.
- (5) Manufacture, sale, import and export of pharmaceutical products and medical machinery and equipment.
- (6) Manufacture and sale of products and provision of services related to health
- (7) Manufacture and sale of fertilizers and feedstuffs.
- (8) Sale and purchase, leasing and renting and administration and management of real estates.
- (9) Warehousing business.
- (10) Operation of sporting facilities.
- (11) Operation of eating establishments, inns and hotels.
- (12) Designing, manufacture, installation work, operation and management of manufacturing equipment for liquors, various kinds of drinks and the like and its related apparatus and technical instructions therein and sale thereof.
- (13) Production and sale of such agricultural products as seeds and saplings, flowering plants, vegetables, fruit and the like.
- (14) Financial business.
- (15) Cargo transportation by automobiles.
- (16) Business incidental or related to the businesses in each of the preceding items.

The Company may engage in any business set forth in each of the items in the preceding Paragraph and any business incidental or related thereto.

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Article 3. The Company shall have its head office in Nakano-ku, Tokyo.

Article 4. Public notices of the Company shall be issued electronically. However, if for some unavoidable reason, such as an accident, it is unable to issue them electronically, the Company shall place the public notices in the *Nihon Keizai Shimbun*.

## Chapter II. Shares

Article 5. The total number of shares authorized to be issued by the Company shall be 1,732,026,000 shares.

Article 6. In accordance with the provisions of Article 165(2) of the Corporation Law, the Company may, by a resolution of the Board of Directors of the Company, acquire treasury shares.

Article 7. The number of shares to constitute a unit share of the Company (Tangen-kabu) shall be 100.

Article 8. Shareholders holding fractional unit share may request the Company to sell the number of shares that will, together with such fractional unit share, constitute one unit share of the Company.

Article 9. Shareholders of fractional unit shares of the Company may not exercise their rights in relation to such fractional unit shares other than those stipulated in each of the following items.

- (1) Rights provided in each of the items of Article 189(2) of the Corporation Law
- (2) Rights to request pursuant to the provisions of Article 166(1) of the Corporation Law
- (3) Rights to receive allotment of share offering and allotment of share subscription rights in accordance with the number of shares possessed by the shareholders
- (4) Rights to request provided in Article 9

Article 10. The handling relating to shares, and share subscription rights together with the fees therefor and procedures for the exercise of shareholders' rights shall be governed by the provisions of the relevant laws and regulations or the Articles of Incorporation of the Company and the Share Handling Regulations to be established by the Board of Directors.

Article 11. The Company shall have a shareholder register administrator with respect to shares.

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The shareholder register administrator and its business office shall be determined by resolution of the Board of Directors and public notice shall be given thereof.

The preparation and maintenance of the shareholder register and the register of share subscription rights of the Company and other businesses relating to shares and share subscription rights shall be entrusted to the shareholder register administrator and not handled by the Company.

Article 12. The Company shall treat the shareholders appearing or recorded in the final shareholder register as of December 31 of each year as the shareholders entitled to exercise their rights at the ordinary general meeting of shareholders.

If it is necessary, in addition to the case of the preceding paragraph or other cases set forth in the Articles of Incorporation, the Company may, upon giving prior public notice, set a certain date and treat the shareholders or the registered share pledgees appearing or recorded in the register of shareholders as of such date as the shareholders or the pledgees entitled to exercise their rights as such.

### Chapter III. General Meeting of Shareholders

Article 13. The ordinary general meeting of shareholders shall be convened in March of each year.

Extraordinary general meetings of shareholders shall be convened whenever necessary.

Article 14. Chairmanship of a general meeting of shareholders shall be assumed by the President. If the office of the President is vacant or if the President is unable to act, the chairmanship shall be assumed by another Director in the order previously fixed by resolution of the Board of Directors.

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.

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.

Article 16. A Shareholder may appoint one proxy who exercises such shareholder's voting rights on behalf of such shareholder; provided, however, that such proxy must be a shareholder of the Company entitled to vote.

A shareholder or a proxy shall submit a document certifying the power of representation to the Company at each general meeting of shareholders.

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Article 17. Unless otherwise provided for in laws and regulations, or the Articles of Incorporation, the resolutions of a general meeting of shareholders shall be adopted by a majority of the shareholders present.

Resolutions of a general meeting of shareholders as provided for in Article 309(2) of the Corporation Law shall be adopted, at such meeting at which shareholders holding 1/3 or more of the voting rights of all shareholders entitled to exercise their voting rights are present, by 2/3 or more of the voting rights of the shareholders so present.

Article 18. The gist of the proceedings and the actions taken at a general meeting of shareholders and other matters provided by relevant laws and regulations shall be recorded in minutes, and such minutes shall be kept at the Company.

#### Chapter IV. Directors and Board of Directors

Article 19. The Company shall establish a Board of Directors.

Article 20. The Company shall have not more than 12 Directors.

Article 21. Directors shall be elected at a general meeting of shareholders.

For the purpose of election under the preceding paragraph, the presence of holders of 1/3 or more of the voting rights held by all shareholders entitled to exercise their voting rights and a majority of the voting rights of the shareholders so present shall be required.

No cumulative voting shall be used for the election of Directors.

Article 22. The term of office of Directors shall expire at the close of the ordinary general meeting of shareholders relating to the last fiscal year that closes within 1 year after the election.

Article 23. The remuneration, bonuses and any other proprietary benefits to be paid to Directors by the Company in consideration for their performance of duty (hereinafter referred to as “remunerations”) shall be subject to the resolution of a general meeting of shareholders.

Article 24. The Board of Directors shall be composed of the Directors, and shall decide the management of corporate affairs and supervise the execution of the duties by Directors.

Article 25. The Board of Directors may, by its resolution, appoint one Chairman of the Board and one President, and appoint several Vice Presidents, Senior Managing Directors and Managing Directors.

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The President shall represent the Company.

In addition to the preceding paragraph, the Board of Directors may, by its resolution, select one or more other Directors to represent the Company.

Article 26. Convocation notice of a meeting of the Board of Directors shall be dispatched to each Director and each Corporate Auditor at least three (3) days prior to the date of the meeting; provided, however, that such period may be shortened in case of urgency.

Article 27. The resolutions of the Board of Directors shall be made by a majority of the Directors present when a majority of the Directors entitled to participate in the vote are present.

Propositions relating to matters to be resolved by the Board of Directors shall be deemed to have been resolved by the Board of Directors if all the Directors (limited to those Directors entitled to participate in the vote) agreed in writing or by electromagnetic means; provided, however, that a proposition shall not be deemed to be resolved if any of the Corporate Auditors objected to such proposition.

Article 28. The Company may, by resolution of the Board of Directors pursuant to the provisions of Article 426(1) of the Companies Act, exempt any 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.

#### Chapter V. Corporate Auditors and Board of Corporate Auditors

Article 29. The Company shall appoint Corporate Auditors and establish a Board of Corporate Auditors.

Article 30. The Company shall have not more than 5 Corporate Auditors.

Article 31. Corporate Auditors shall be elected at a general meeting of shareholders.

For the purpose of election under the preceding paragraph, the presence of holders of 1/3 or more of the voting rights held by all shareholders entitled to exercise their voting rights and a majority of the voting rights of the shareholders so present shall be required.

Article 32. The term of office of Corporate Auditors shall expire at the close of the ordinary general meeting of shareholders relating to the last fiscal year that closes within 4 years after

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the election; provided, however, that the term of office of Corporate Auditors elected to fill the vacancies created by the retirement of Corporate Auditors before expiration of their term of office will expire at such time as the term of office of the retired Corporate Auditors would have expired.

Article 33. The remunerations to Corporate Auditors shall be subject to the resolution of a general meeting of shareholders.

Article 34. The Board of Corporate Auditors shall be composed of Corporate Auditors. The Board shall have the functions provided for in laws and regulations and shall also, by its resolution, be entitled to determine matters relating to the execution of duties of Corporate Auditors; provided, however, that the Board shall not interfere with the exercise of functions of Corporate Auditors.

Article 35. The Board of Corporate Auditors shall select a standing Corporate Auditor(s) from among the Corporate Auditors.

Article 36. Convocation notice of a meeting of the Board of Corporate Auditors shall be dispatched to each Corporate Auditor at least three (3) days prior to the date of the meeting; provided, however, that such period may be shortened in case of urgency.

Article 37. The resolutions of the Board of Corporate Auditors shall be made by a majority of Corporate Auditors.

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.

## Chapter VI. Accounting Auditors

Article 39. The Company shall have Accounting Auditors.

Article 40. The Accounting Auditors shall be elected at a general meeting of shareholders.

Article 41. The term of office of Accounting Auditors shall expire at the close of the ordinary general meeting of shareholders relating to the last fiscal year that closes within 1 year after

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the election.

Unless otherwise resolved at the ordinary general meeting of shareholders provided in the preceding paragraph, Accounting Auditors shall be deemed to be re-elected at such ordinary general meeting of shareholders.

## Chapter VII. Accounts

Article 42. The fiscal year of the Company shall commence on January 1 and end on December 31 of each year.

Article 43. The Company shall, by resolution of the general meeting of shareholders, appropriate dividends of surplus and pay the same to the shareholders or registered share pledgees appearing or recorded in the final shareholder register as of the last day of each fiscal year.

By resolution of the Board of Directors, the Company may pay interim dividends to the shareholders or registered share pledgees appearing or recorded in the final shareholder register as of June 30 of each year.

Article 44. The Company shall be relieved of the obligation to pay any dividends of surplus (including interim dividends; the same applies hereinafter) upon expiration of 5 years following the day on which such dividend became due and payable.

Dividends of surplus shall bear no interest.

## 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 six (6) months from the Effective Date.

These Supplementary Provisions shall be deleted after six months have elapsed from the Effective Date or after three (3) months have elapsed from the day of the general meeting of

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shareholders set forth in the preceding paragraph, whichever comes later.

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March 28, 1975: Amended in their entirety as a result of the amendment of the Commercial Code.

January 1, 1977: Article 3 amended (amendment with specified effective date adopted on April 28, 1976).

April 28, 1978: Article 16 amended, Supplementary Provisions deleted in their entirety.

April 28, 1980: Article 5 amended.

April 28, 1981: Article 16 amended.

April 28, 1982: Article 23 newly created, Articles 5, 6, 7, 8, 10, 11, 13, 17, 20 and 25 amended, Supplementary Provisions newly created.

April 27, 1984: Articles 2 and 16 amended.

April 26, 1985: Article 2 amended, Supplementary Provisions deleted in their entirety.

April 28, 1986: Article 16 amended.

April 28, 1988: Articles 10, 11, 16, 24, 25 and 27 amended, Supplementary Provisions newly created (deleted as of December 31, 1988).

March 29, 1990: Articles 5, 10, 11 and 25 amended.

March 28, 1991: Articles 6, 7, 8 and 9 amended.

March 27, 1992: Article 16 amended.

March 30, 1994: Articles 23, 24, 25, 26, 27 and 29 newly created, Articles 16, 17, 18 and 19 amended.

May 1, 1995: Article 3 amended (amendment with specified effective date adopted on March 30, 1995).

March 27, 1998: Article 5 amended.

March 30, 1999: Articles 2 and 5 amended.

March 30, 2000: Articles 2 and 5 amended.

March 29, 2001: Article 5 amended.

March 28, 2002: Articles 5, 6, 7, 8, 17 and 24 amended.

March 28, 2003: Articles 7, 8, 10, 14, 16, 18, 25 and 31 amended, Article 33 deleted, Supplementary Provisions newly created.

March 30, 2004: Articles 6 and 8 newly created, Articles 2, 9, 10 and 11 amended, Supplementary Provisions deleted in their entirety and Supplementary Provisions Articles 1 newly created.

March 30, 2006: Articles 25 and 33 newly created, Supplementary Provision Article 1 deleted.

May 1, 2006: Articles 6, 19, 27, 29, 37 and 39-41 newly created, Articles 5, 7-14, 17, 18, 21-23, 25, 31-35, and 42-44 amended (amendment with specified effective date adopted on March 30, 2006).

March 28, 2007: Articles 10 and 17 newly created, Articles 18 and 22 amended.

July 1, 2007: Articles 1 and 2 amended (amendment with specified effective date adopted on March 28, 2007).

March 26, 2008: Articles 4 and 11 amended.

March 26, 2009: Articles 7, 8, 10 and 11 amended, Articles 6 and 13 deleted, Supplementary Provisions newly created (deleted as of January 6, 2010).

March 29, 2012: Article 13 amended.

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March 28, 2013: Article 3 amended, Supplementary Provision newly created. (deleted as of May 10, 2013).

April 1, 2014 Article 7 amended, Supplementary Provision newly created. (deleted as of April 1, 2014).

March 30, 2022: Article 2, 15, 28 and 38 amended, Supplementary Provision newly created.