

# Articles of Incorporation

## Chapter 1. General Provisions

### Article 1. Corporate Name

The name of the Company shall be “Kabushiki Kaisha Mirubon,” which shall be rendered in English as “Milbon Co., Ltd.”

### Article 2. Purpose

The purpose of the Company shall be to conduct the following businesses.

- (1) Manufacture and sale of quasi-drugs, cosmetics, and industrial chemicals, health foods;
- (2) Manufacture and sale of beauty equipment;
- (3) Export and import of beauty equipment, beauty materials, cosmetics, and quasi-drugs; and
- (4) All business incidental to the businesses specified in the preceding items.

### Article 3. Location of Head Office

The head office of the Company shall be located in Osaka City.

### Article 4. Establishment of Organizational Bodies

The Company shall have a Board of Directors, Audit & Supervisory Board Members, and Audit & Supervisory Board, and Accounting Auditors.

### Article 5. Method of Public Notice

The Company shall provide public notice by electronic means; provided, however, that if the provision of public notice by electronic means is not possible due to accident or other unavoidable circumstances, public notice shall be provided by publication in the Nihon Keizai Shimbun.

## Chapter 2. Shares

### Article 6. Total Number of Authorized Shares

The total number of authorized shares of the Company shall be 120,408,000.

### Article 7. Number of Shares Constituting One Share Unit

The number of shares constituting one unit of shares shall be 100.

### Article 8. Share Handling Rules

Handling of shares of the Company shall comply with the Share Handling Rules established by the Board of Directors.

### Article 9. Shareholder Register Administrator

The Company shall appoint a shareholder register administrator.

### Article 10. Request for Additional Purchase of Shares of Less than One Share Unit

A shareholder who holds shares constituting less than one unit of shares may make a request to the Company to the effect that the Company sell to the shareholder the number of shares that, together with the shares held constituting less than one unit of shares, will constitute one unit of shares.

### Article 11. Rights of Shareholders Holding Shares Constituting Less Than One Share Unit

Shareholders holding less than one unit of the Company’s shares may not exercise rights other than the rights listed below.

- (1) Rights that may not be restricted by the Articles of Incorporation pursuant to laws and regulations;
- (2) Rights to receive allotments of shares for subscription and share options for subscription by way of shareholder allotment; and
- (3) The right to demand additional purchase of shares constituting less than one unit of shares.

## Chapter 3. General Meeting of Shareholders

### Article 12. Record Date

Shareholders entitled to exercise rights at the ordinary General Meeting of Shareholders shall be those shareholders recorded in the shareholder register as of December 31 of each year.

#### Article 13. Timing of Convocation

Ordinary General Shareholders Meetings of the Company shall be convened within three months from the day after the last day of each fiscal year. Extraordinary General Shareholders Meeting shall be convened from time to time as necessary.

#### Article 14. Convenor and Chairperson

General Meeting of Shareholders shall be convened and chaired by the Representative Director. If the Representative Director is unable to perform his/her duties, the General Meeting of Shareholders shall be convened and chaired by another Director in the order determined by the Board of Directors in advance.

#### Article 15. Exercise of Voting Rights by Proxy

A shareholder may exercise his/her voting rights by authorizing one other shareholder of the Company who has voting rights; provided, however, that the shareholder or the proxy must submit written authorization of the proxy rights to the Company.

#### Article 16. Conditions for the Adoption of Resolutions

1. Unless otherwise provided in laws and regulations or these Articles of Incorporation, resolutions of the General Shareholders Meeting shall be adopted by a majority of the voting rights of shareholders in attendance.
2. Resolutions of the General Meeting of Shareholders specified in Article 309, Paragraph 2 of the Companies Act shall be adopted by the votes of at least two-thirds of the voting rights of shareholders in attendance with shareholders holding at least one-third of all voting rights entitled to vote in attendance.

#### Article 17. Electronic Provision of General Shareholders Meeting Materials

1. When convening a General Meeting of Shareholders, the Company shall take measures for electronic provision of information constituting the content of reference materials and the like for the General Meeting of Shareholders.
2. The Company may omit all or part of the matters for which it takes measures for electronic provision specified by Ordinance of the Ministry of Justice from documents to be delivered to shareholders who made a request for the delivery of documents by the record date.

### Chapter 4. Directors and Board of Directors

#### Article 18. Number of Directors

The Company shall have no more than 15 Directors.

#### Article 19. Election of Directors

1. Directors shall be elected by the General Shareholders Meeting by a majority of voting rights of the shareholders in attendance at the meeting with shareholders holding at least one-third of the voting rights of shareholders entitled to exercise voting rights in attendance.
2. Cumulative voting shall not be applied to the election of Directors.

#### Article 20. Term of Office

1. The term of office of a Director shall be until the conclusion of the Ordinary General Meeting of Shareholders relating to the last fiscal year ending within two years after the Director's election.
2. The term of office of a Director elected to fill a vacancy or in the case of an increase in the number of Directors shall expire when the terms of office of the incumbent Directors expires.

#### Article 21. Representative Director and Executive Directors

1. The Board of Directors shall appoint a Representative Director from among the Directors.
2. The Board of Directors may, by resolution, appoint one Chairman, one Deputy Chairman, and one President and a small number of Vice Presidents, Senior Executive Directors, and Managing Executive Directors.

#### Article 22. Convenor and Chairperson of Board of Directors Meetings

Meetings of the Board of Directors shall be convened and chaired by the Representative Director. If the Representative Director is unable to perform his/her duties, the Board of Directors shall be convened and chaired by another Director in the order determined by the Board of Directors in advance.

#### Article 23. Notice of Convocation of Board of Directors Meetings

Notice of the convocation of a Board of Directors meeting shall be provided to each Director and each Audit & Supervisory Board Member at least three days prior to the day of the meeting; provided, however, that the notice period may be shortened in the case of urgency.

#### Article 24. Conditions for Adoption of Resolutions

1. Resolutions of the Board of Director shall be adopted by a majority of the votes of the directors in attendance with a majority of the directors in attendance.
2. Audit & Supervisory Board members may attend Board of Directors meetings and express their opinions.

#### Article 25. Omission of Resolutions of the Board of Directors

In the case where a Director submits a proposal concerning a matter that is the subject of a resolution of the Board of Directors, if all of the Directors entitled to vote on a resolution concerning that matter express their consent in writing or by electromagnetic record and there are no objections by any Audit & Supervisory Board Member, the Company shall deem a resolution of the Board of Directors approving such matter to have been adopted.

#### Article 26. Board of Directors Rules

Matters regarding operation of the Board of Directors and other matters shall be provided in the Board of Directors Rules established by the Board of Directors.

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

#### Article 27. Number of Audit & Supervisory Board Members

The Company shall have no more than four Audit & Supervisory Board Members.

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

Audit & Supervisory Board Members shall be elected by the General Meeting of Shareholders by a majority of voting rights of the shareholders in attendance at the meeting with shareholders holding at least one-third of the voting rights of shareholders entitled to exercise voting rights in attendance.

#### Article 29. Term of Office

1. The term of office of an Audit & Supervisory Board Member shall be until the conclusion of the Ordinary General Meeting of Shareholders relating to the last fiscal year ending within four years after the Audit & Supervisory Board Member's election.
2. The term of office of an Audit & Supervisory Board Member elected to fill a vacancy as a result of a Member leaving office before expiration of his/her term shall expire when the term of office of the predecessor Audit & Supervisory Board Member expires.

#### Article 30. Full-Time Audit & Supervisory Board Members

The Audit & Supervisory Board shall appoint full-time Audit & Supervisory Board Members from among the Audit & Supervisory Board Members.

#### Article 31. Notice of Convocation of Audit & Supervisory Board Meetings

Notice of the convocation of an Audit & Supervisory Board meeting shall be provided to each Audit & Supervisory Board Member at least three days prior to the day of the meeting; provided, however, that the notice period may be shortened in the case of urgency.

#### Article 32. Conditions for Adoption of Resolutions

Unless otherwise provided in laws and regulations, resolutions of the Audit & Supervisory Board shall be adopted by a majority of the votes of the Audit & Supervisory Board Members.

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

Matters regarding operation of the Audit & Supervisory Board and other matters shall be provided in the Audit & Supervisory Board Rules established by the Audit & Supervisory Board.

### Chapter 6. Exemption from Liability of Directors, Audit & Supervisory Board Members, and Accounting Auditors

#### Article 34. Partial Exemption from Liability to Pay Compensation for Damage

1. The Company may, by resolution of the Board of Directors, exempt Directors (including former Directors) and Audit & Supervisory Board Members (including former Audit & Supervisory Board Members) from

- liability to pay compensation for damage to the Company to the extent provided by laws and regulations.
2. The Company may enter into agreements with directors (excluding Executive and other comparable Directors), Audit & Supervisory Board Members, and accounting auditors concerning liability to pay compensation for damage to the Company; provided, however, that the limit of liability to pay compensation for damage shall be the amount specified by laws and regulations.

#### Chapter 7. Accounting

##### Article 35. Business Year

The business year of the Company shall be from January 1 to December 31 of each year.

##### Article 36. Distribution of Surplus

1. The Company may, by resolution of the General Meeting of Shareholders, pay a year-end dividend to shareholders or registered share pledgees recorded in the shareholder register on the last day of each business year.
2. In addition to the preceding paragraph, the Company may, by resolution of the Board of Directors, pay an interim dividend to shareholders or registered share pledgees recorded in the shareholder register on June 30 of each year.

##### Article 37. Acquisition of the Company's Own Shares

The Company may, by resolution of the Board of Directors, acquire its own shares through market transactions and the like.

##### Article 38. Exclusion Period for the Payment of Dividends

If year-end dividends or interim dividends are not received even after the lapse of three years from the day of the commencement of payment, the Company shall be released from its duty to make payment.

#### Chapter 8. Takeover Defense Measures

##### Article 39. Introduction, Modification, Elimination, etc. of Takeover Defense Measures

1. The Company may, by resolution of the General Shareholders Meeting, introduce, modify, or eliminate takeover defense measures.
2. The Company may, by resolution of the Board of Directors, make changes that do not constitute fundamental changes or eliminate takeover defense measures introduced pursuant to a resolution of the General Shareholders Meeting or initiate countermeasures based on takeover defense measures introduced pursuant to a resolution of the General Shareholders Meeting.

#### Supplementary Provisions

##### Article 1. Provisional Measures concerning Electronic Provision of General Shareholders Meeting Materials

1. The deletion of Article 17 from the prior version of the Articles of Incorporation and the establishment of Article 17 in the new version of the Articles of Incorporation shall take effect on the effective date specified in the proviso to Article 1 of the Supplementary Provisions to the Act for Partial Amendment of the Companies Act (Act No. 70 of 2019), i.e., September 1, 2022 (the "Effective Date").
2. Notwithstanding the preceding paragraph, Article 17 of the current Articles of Incorporation shall remain effective concerning a General Shareholders Meeting held within six months after the Effective Date.
3. This article shall automatically be deleted on the day six months after the Effective Date or the date three months after the day of the General Shareholders Meeting specified in the preceding paragraph, whichever is later.