

*Articles of Incorporation (Translation)*

*Ajinomoto Co., Inc.*

***【Translation】***

**Articles of Incorporation  
of  
Ajinomoto Co., Inc.**

Amendments:

August 28, 1951  
(Full-fledged amendment due to revision of the Commercial Law)  
August 28, 1952  
February 20, 1954  
February 28, 1956  
February 27, 1958  
February 28, 1959  
November 30, 1959  
November 29, 1961  
November 29, 1962  
November 29, 1963  
November 29, 1965  
May 30, 1967  
November 29, 1967  
November 29, 1969  
November 29, 1971  
November 29, 1973  
May 30, 1975  
June 29, 1977  
June 29, 1981  
June 29, 1982  
June 28, 1985  
June 26, 1987  
June 29, 1989  
June 27, 1991  
June 29, 1994  
June 26, 1998  
June 28, 2001  
June 27, 2002  
June 27, 2003  
June 29, 2004  
June 29, 2006  
June 26, 2009  
April 1, 2016  
June 27, 2017  
June 25, 2019  
June 24, 2020  
June 23, 2021  
(Transition to “Company with Three Committees”)  
June 23, 2022

*Note: This document has been translated from the Japanese original for reference purpose only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.*

**Articles of Incorporation  
of  
Ajinomoto Co., Inc.**

**CHAPTER I  
GENERAL PROVISIONS**

**Article 1 (Trade Name)**

The name of the Company shall be “*Ajinomoto Kabushiki Kaisha.*” In English, it shall be indicated as “Ajinomoto Co., Inc.”

**Article 2 (Purpose)**

The purpose of the Company shall be to engage in the following businesses:

1. Manufacture, process, sale and purchase, export and import, and research and development of the following products, their raw materials, by-products and related products:
  - (a) Seasonings, sweeteners and edible salt;
  - (b) Foodstuffs, frozen foods, and soft and alcoholic beverages;
  - (c) Starches, oils and fats, vegetable proteins and oil meal;
  - (d) Agricultural, livestock and marine products;
  - (e) Various amino acids, nucleic acid related substances and enzymatic products;
  - (f) Agrichemicals, pharmaceuticals, veterinary drugs, quasi-drugs, toiletries, detergents and medical appliances;
  - (g) Industrial chemicals, synthetic resins and other chemical products;
  - (h) Fertilizers, feedstuffs and feed additives; and
  - (i) Packaging materials.
2. Acid-proof lining and sale and purchase of acid-proof lined facilities and equipments.
3. Commissioned business of physical and chemical analyses and examinations.
4. Packaging, packing, unpacking and sorting of items.
5. Design, development, maintenance and operation, and consultation of information systems.
6. Contractual undertaking of civil engineering, construction and electrical facilities related works.
7. Design, manufacture, sale and purchase, lease, and export and import of machineries, equipments, apparatus and facilities, and technical assistance, relating to the preceding Items.
8. Sale and Purchase of general merchandise.
9. Intermediating business for trade overseas.
10. Motor truck transportation, freight forwarding, warehousing, maritime transportation and harbor transportation.
11. Publicity and advertising agency.
12. Licensing, assignment, management and surveys of copyrights, neighboring rights, design rights, trademark (use) rights, patent rights, know-how and other intellectual property rights.
13. Lease, sale and purchase, and management of real estate, and intermediating business therefor.
14. Casualty insurance agency and solicitation of life insurance.
15. Labor dispatch service.
16. Intercompany loan, financing, foreign exchange transactions and fund

- management related to the businesses of affiliated companies, and agency thereof.
17. Management of restaurants.
  18. Subscription, holding and utilization of shares of stock, and management consulting.
  19. All businesses related to the preceding Items.

**Article 3 (Location of Head Office)**

The head office of the Company shall be located in Chuo-ku, Tokyo, Japan.

**Article 4 (Establishment of Governing Bodies)**

The Company, as a “Company with Three Committees”, shall have a Board of Directors, a Nomination Committee, a Compensation Committee, an Audit Committee, Executive Officers, and an Accounting Auditor, in addition to the General Meeting of Shareholders and Directors.

**Article 5 (Method of Public Notice)**

Public notices of the Company shall be given electronically. However, if due to accident or some other unavoidable reason public notification via electronic means is not possible, public notices of the Company shall be given by means of publication in the *Nihon Keizai Shimbun* published in Tokyo.

**CHAPTER II  
SHARES**

**Article 6 (Number of Issuable Shares)**

The total number of shares that the Company may issue shall be one billion (1,000,000,000).

**Article 7 (Acquisition of Own Shares)**

The Company may, by a resolution of the Board of Directors, acquire its own shares by market trading, etc. pursuant to Article 165, paragraph 2 of the Companies Act.

**Article 8 (Number of Shares per Share Unit)**

The number of shares of the Company per share unit shall be one hundred (100).

**Article 9 (Rights for Fractional Unit Shares)**

Shareholders of the Company shall not be able to exercise any rights with regard to shares of less than a share unit (hereafter referred to as “fractional unit shares”) held except as provided for in the following items:

1. Rights provided for in the respective items of Article 189, paragraph 2 of the Companies Act
2. Right to demand acquisition of shares with acquisition demanding rights in accordance with the provision of Article 166, paragraph 1 of the Companies Act
3. Right to receive allocation of shares for subscription in accordance with the provision of Article 202, paragraph 2 of the Companies Act
4. Rights to receive allocation of the rights to subscribe for new shares for subscription in accordance with the provision of Article 241, paragraph 2 of the Companies Act
5. Right to demand to sell fractional unit shares in accordance with the provision of the following Article

**Article 10 (Additional Purchase of Fractional Unit Shares)**

A shareholder of the Company may demand the Company to sell to such shareholder, such number of shares as may, together with such number of fractional unit shares held by the shareholder, constitute a share unit (hereinafter referred to as “additional purchase”), in accordance with the share handling regulations determined by the Board of Directors or by an Executive Officer delegated by the Board of Directors (hereinafter referred to as “the Share Handling Regulations”).

**Article 11 (Shareholder Registrar)**

1. The Company shall have a shareholder registrar.
2. The shareholder registrar and its place of business for handling of shares of the Company shall be determined by a resolution of the Board of Directors or by an Executive Officer delegated by the Board of Directors, and public notice thereof shall be given.
3. The register of shareholders and the register of rights to subscribe for new shares of the Company shall be kept at the shareholder registrar’s place of business for handling shares of the Company, and listing or recording in the shareholders register and register of rights to subscribe for new shares, purchase of fractional unit shares, additional purchase of fractional unit shares, acceptance of various notifications and other matters relating to shares or rights to subscribe for new shares shall be handled by the shareholder registrar and not by the Company.

**Article 12 (Record Date)**

1. The Company shall regard shareholders recorded in the register of shareholders as of March 31 of each year as the shareholders entitled to exercise their rights at the ordinary General Meeting of Shareholders for the relevant business term.
2. In addition to the preceding paragraph, whenever necessary, the Company may, with a prior public notice pursuant to a resolution of the Board of Directors or by the decision of an Executive Officer delegated by resolution of the Board of Directors, regard the shareholders or registered pledgees (pledgees with respect to whom matters listed in each item of Article 148 of the Companies Act are recorded in the register of shareholders, hereinafter the same shall apply) recorded in the final register of shareholders as of a designated date to be the shareholders or registered pledgees entitled to exercise their rights.

**Article 13 (Handling of Shares and Fees, and Method of Exercise of Rights by Shareholders)**

The handling of shares and the fees therefor as well as the method of exercise of rights by shareholders shall be governed by the relevant laws and regulations, the provisions of these Articles of Incorporation, the Share Handling Regulations and other determinations by the Board of Directors or by the decision of an Executive Officer delegated by resolution of the Board of Directors.

**CHAPTER III  
GENERAL MEETING OF SHAREHOLDERS**

**Article 14 (Convocation)**

1. An ordinary General Meeting of Shareholders shall be convened in June each year and an extraordinary General Meeting of Shareholders shall be convened whenever necessary.
2. A Director previously determined by a resolution of the Board of Directors shall convene a General Meeting of Shareholders pursuant to a resolution of the Board of Directors. In case the Director is prevented from so acting, another Director shall act in his/her place in the order previously determined by a resolution of the Board of Directors.
3. The General Meeting of Shareholders shall be convened to be held in a special ward of

Tokyo. However, if it is difficult to be convened to be held in the special wards of Tokyo, another area may be chosen as the place of the General Meeting of Shareholders. This shall not apply in case the General Meeting of Shareholders is to be a General Meeting of Shareholders with no specified venue, pursuant to the following paragraph.

4. A General Meeting of Shareholders may be held without specifying a venue when the Board of Directors determines that, considering the interests of shareholders as well, it is not appropriate to hold the General Meeting of Shareholders with a specified venue in situations such as the spread of infectious disease or the occurrence of a natural disaster, etc.

#### **Article 15 (Chairperson)**

1. A Director or an Executive Officer previously delegated by a resolution of the Board of Directors shall act as chairperson of a General Meeting of Shareholders. In case the Director or the Executive Officer is prevented from so acting, another Director or Executive Officer shall act in his/her place in the order previously determined by a resolution of the Board of Directors.
2. The chairperson of the General Meeting of Shareholders shall perform duties pertaining to the preparation of the minutes of such General Meeting of Shareholders in accordance with relevant laws and regulations, and shall affix his/her name and seal or electronic signature to such minutes. If the chairperson of the General Meeting of Shareholders is prevented from so acting, another Director or Executive Officer shall act in his/her place in the order previously determined by a resolution of the Board of Directors.

#### **Article 16 (Measures for Electronic Provision, etc.)**

1. The Company shall electronically provide the information of the Reference Documents for a General Meeting of Shareholders, etc. in convening a General Meeting of Shareholders.
2. Among the matters to be provided electronically, the Company may choose to omit all or some of the matters stipulated by the Ordinance of the Ministry of Justice in documents to be delivered to shareholders who make a request for the delivery of hard copies by the record date of voting rights.

#### **Article 17 (Method of Adopting Resolution)**

1. Unless otherwise provided for in the relevant laws and regulations or these Articles of Incorporation, resolution of the General Meeting of Shareholders shall be adopted by a majority vote of shareholders entitled to exercise voting rights present thereat.
2. Resolutions set forth in Article 309, paragraph 2 of the Companies Act shall be adopted by a majority of two-thirds (2/3) of the voting rights held by the shareholders entitled to exercise voting rights present at a General Meeting of Shareholders holding not less than one-third (1/3) of the voting rights of shareholders entitled to exercise voting rights.

#### **Article 18 (Exercise of Voting Right by Proxy)**

Shareholders may exercise their voting rights by appointing one (1) proxy who is a shareholder of the Company entitled to exercise voting rights. In such case, such proxy shall submit a document evidencing his/her power of representation at each General Meeting of Shareholders.

#### **Article 19 (Postponement and Change of Place of Meeting)**

A General Meeting of Shareholders may, by its own resolution, postpone, continue or change the place of its meeting.

## **CHAPTER IV DIRECTORS AND BOARD OF DIRECTORS**

### **Article 20 (Number of Directors)**

The Company shall have not more than twelve (12) Directors.

### **Article 21 (Election)**

1. A resolution to elect Directors shall be adopted by a majority vote of shareholders entitled to exercise voting rights present at a General Meeting of Shareholders holding not less than one-third (1/3) of the voting rights of shareholders entitled to exercise voting rights.
2. No cumulative voting shall be used for the election of Directors.

### **Article 22 (Term of Office)**

The term of office of Directors shall expire at the conclusion of the ordinary General Meeting of Shareholders relating to the last business term ending within one (1) years following their election. Provided, however, that, the term of office of Directors elected for an increase in the number of or to fill vacancies shall be for the remaining term of the incumbent Directors.

### **Article 23 (Board of Directors)**

1. In convening a meeting of the Board of Directors, notice shall be dispatched to each Director three (3) days prior to the date of the meeting. Provided, however, that, the period may be shortened in case of urgency.
2. Unless otherwise provided for in the relevant laws and regulations, a Director previously delegated by a resolution of the Board of Directors shall convene meetings of the Board of Directors and preside thereat. In case the Director is prevented from so acting, another Director shall act in his/her place in the order previously determined by a resolution of the Board of Directors.
3. In cases where a Director has made a proposal in respect of a subject matter of resolution by the Board of Directors and such proposal satisfies the requirements under Article 370 of the Companies Act, it shall be deemed that there has been a resolution by the Board of Directors to pass a resolution accepting such proposal.

### **Article 24 (Internal Regulations of the Company Concerning the Board of Directors)**

Matters concerning the Board of Directors shall be governed by the relevant laws and regulations, the provisions of these Articles of Incorporation and Internal Regulations of the Company Concerning the Board of Directors, established by the Board of Directors.

### **Article 25 (Senior Corporate Advisor)**

The Company may appoint Senior Corporate Advisors by a resolution of the Board of Directors.

### **Article 26 (Agreement on Limitation of Liability of Outside Directors)**

The Company may enter into an agreement with an Outside Director to the effect that his/her liability to the Company be limited to the sum of the amounts set forth in the respective items of Article 425, paragraph 1 of the Companies Act if such Outside Director has acted in good faith and without gross negligence in performing his/her duties, with respect to liabilities of Outside Directors under Article 423, paragraph 1 of the Companies Act.



**CHAPTER V  
NOMINATION COMMITTEE, COMPENSATION COMMITTEE AND  
AUDIT COMMITTEE**

**Article 27 (Selection)**

Members of the Company's Nomination Committee, Compensation Committee and Audit Committee shall be selected from among the Directors by a resolution of the Board of Directors.

**Article 28 (Internal Regulations of the Company Concerning Each Committee)**

Matters concerning the Nomination Committee, Compensation Committee and Audit Committee shall be governed by the relevant laws and regulations, the provisions of these Articles of Incorporation and the Internal Regulations of the Company concerning each Committee, established by the Board of Directors.

**CHAPTER VI  
EXECUTIVE OFFICERS**

**Article 29 (Election)**

Executive Officers of the Company shall be elected by a resolution of the Board of Directors.

**Article 30 (Term of Office)**

The term of office of Executive Officers shall expire at the conclusion of the first meeting of the Board of Directors convened after the conclusion of the ordinary General Meeting of Shareholders for the last business term ending within one (1) year after their election.

**Article 31 (Representative Executive Officers and Executive Officers & President, Vice President, etc.)**

1. The Company shall select its Representative Executive Officers from the Executive Officers by a resolution of the Board of Directors.
2. The Company shall select one (1) Representative Executive Officer and President by a resolution of the Board of Directors. The Company may also select other Executive Officers & President, Vice President, etc. by a resolution of the Board of Directors.

**Article 32 (Internal Regulations of the Company Concerning Executive Officers)**

Matters concerning Executive Officers shall be governed by the relevant laws and regulations, the provisions of these Articles of Incorporation and the Internal Regulations of the Company Concerning Executive Officers, established by the Board of Directors.

**CHAPTER VII  
ACCOUNTS**

**Article 33 (Business Term)**

The business term of the Company shall be from April 1 each year through March 31 of the following year.

**Article 34 (Dividends of Surplus and Other Matters)**

1. Unless otherwise provided for in the relevant laws and regulations, the Company may determine dividends of surplus and other matters listed in each item of Article 459, Paragraph 1 of the Companies Act, decided by a resolution of the Board of Directors.
2. The Company may pay dividends of surplus to shareholders or registered pledgees recorded in the final register of shareholders as of March 31 or September 30 each year.

**Article 35 (Period of Exclusion, etc.)**

1. If dividends remain un-received after three (3) full years from the date of commencement of payment thereof, the Company shall be relieved of the obligation for such payment.
2. Unpaid dividends shall not bear interest.