
Press Release

May 13, 2025

Sumitomo Pharma Co., Ltd.

Notice of Partial Amendment to the Articles of Incorporation

Sumitomo Pharma Co., Ltd. (Head Office: Osaka, Japan; Representative Director, President and CEO: Toru Kimura) announced today that its Board of Directors resolved at a meeting held on May 13, 2025, to submit a proposal of a partial amendment to the Articles of Incorporation to the 205th Annual Shareholders' Meeting scheduled for June 2025, as described below.

1. Purpose of the Amendment

(1) As disclosed in the press release dated March 28, 2025, titled "Notice of Transition to Company with an Audit & Supervisory Committee," the Company has decided to transition from a company with an Audit & Supervisory Board to a company with an Audit & Supervisory Committee, subject to approval at the 205th Annual Shareholders' Meeting scheduled for June 26, 2025. The decision for the transition was made to further raise corporate value. This is to be achieved through strengthening the supervisory function of the Board of Directors and further improving corporate governance by having Audit & Supervisory Committee Members who are responsible for auditing the execution of duties as members of the Board of Directors, enabling rapid decision making under appropriate supervision by the Board of Directors, and enhancing strategic discussion for the medium- to long-term. Accordingly, amendments to the Articles of Incorporation will be made, including the establishment of provisions regarding Directors who are Audit & Supervisory Committee Members and the Audit & Supervisory Committee, as well as the deletion of provisions regarding Audit & Supervisory Board Members and the Audit & Supervisory Board.

(2) In accordance with Article 427, paragraph (1) of the Companies Act, the scope of Directors eligible to enter into Limited Liability Contracts will be revised to include Non-Executive Directors in order to enable them to fully perform their expected roles. This revision has been approved by all Audit & Supervisory Board Members.

(3) Necessary amendments, such as wording revisions, will be made in line with the above changes.

2. Details of the Amendment

The details of the amendment are provided in the attached document.

3. Schedule

Date of General Meeting of Shareholders for the amendment to the Articles of Incorporation: June 26, 2025 (scheduled)

Effective date of the amendment to the Articles of Incorporation: June 26, 2025 (scheduled)

Contact:

Corporate Communications, Corporate Governance

Sumitomo Pharma Co., Ltd.

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(Proposed amendments are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p>Chapter 1. General Provisions</p> <p>Article 1 - Article 3 (Provisions omitted)</p> <p>Article 4. (Organizations)</p> <p>In addition to the Shareholders' Meeting and Directors, the Company shall have the following organizations:</p> <p>(1) Board of Directors</p> <p>(2) <u>Audit & Supervisory Board Members</u></p> <p>(3) <u>Audit & Supervisory Board</u></p> <p>(4) Accounting Auditor</p> <p>Article 5. (Provisions omitted)</p> <p>Chapter 2. Shares</p> <p>Article 6 - Article 12 (Provisions omitted)</p> <p>Chapter 3. Shareholders' Meeting</p> <p>Article 13 - Article 18 (Provisions omitted)</p> <p>Chapter 4. Directors and the Board of Directors</p> <p>Article 19. (Number of Directors)</p> <p>The Company shall have three (3) or more Directors.</p> <p>(Newly established)</p> <p>Article 20. (Election of Directors)</p> <p>1. The Directors shall be elected at the Shareholders' Meeting.</p> <p>2. (Provisions omitted)</p> <p>3. (Provisions omitted)</p>	<p>Chapter 1. General Provisions</p> <p>Article 1 - Article 3 (Not amended)</p> <p>Article 4. (Organizations)</p> <p>In addition to the Shareholders' Meeting and Directors, the Company shall have the following organizations:</p> <p>(1) Board of Directors</p> <p>(2) <u>Audit and Supervisory Committee</u> (Deleted)</p> <p>(3) Accounting Auditor</p> <p>Article 5. (Not amended)</p> <p>Chapter 2. Shares</p> <p>Article 6 - Article 12 (Not amended)</p> <p>Chapter 3. Shareholders' Meeting</p> <p>Article 13 - Article 18 (Not amended)</p> <p>Chapter 4. Directors and the Board of Directors</p> <p>Article 19. (Number of Directors)</p> <p><u>1. The Company shall have three (3) or more Directors (excluding Directors who are Audit and Supervisory Committee Members).</u></p> <p><u>2. The Company shall have three (3) or more Directors who are Audit and Supervisory Committee Members.</u></p> <p>Article 20. (Election of Directors)</p> <p>1. The Directors shall be elected at the Shareholders' Meeting, <u>which shall be implemented by distinguishing the Directors who are Audit and Supervisory Committee Members from other Directors.</u></p> <p>2. (Not amended)</p> <p>3. (Not amended)</p>

<p>Article 21. (Representative Directors and Directors with Titles)</p> <ol style="list-style-type: none"> 1. By resolution of the Board of Directors, the Company shall appoint one or more Representative Directors from among the Directors. 2. By resolution of the Board of Directors, the Company may appoint one Chairperson of the Board, one Vice Chairperson of the Board and one President from among the Directors. <p>Article 22. (Term of Office of Directors)</p> <p>The term of office of the Directors shall expire at the conclusion of the Annual Shareholders' Meeting held for the last business year that ends within one (1) year from their election.</p> <p>(Newly established)</p> <p>(Newly established)</p> <p>Article 23 (Provisions omitted)</p> <p>Article 24. (Notice of Convocation of the Meeting of the Board of Directors)</p> <ol style="list-style-type: none"> 1. The notice of convocation of the meeting of 	<p>Article 21. (Representative Directors and Directors with Titles)</p> <ol style="list-style-type: none"> 1. By resolution of the Board of Directors, the Company shall appoint one or more Representative Directors from among the Directors <u>(excluding Directors who are Audit and Supervisory Committee Members)</u>. 2. By resolution of the Board of Directors, the Company may appoint one Chairperson of the Board, one Vice Chairperson of the Board and one President from among the Directors <u>(excluding Directors who are Audit and Supervisory Committee Members)</u>. <p>Article 22. (Term of Office of Directors)</p> <ol style="list-style-type: none"> 1. The term of office of the Directors <u>(excluding Directors who are Audit and Supervisory Committee Members)</u> shall expire at the conclusion of the Annual Shareholders' Meeting held for the last business year that ends within one (1) year from their election. 2. The term of office of the Directors who are <u>Audit and Supervisory Committee Members shall expire at the conclusion of the Annual Shareholders' Meeting held for the last business year that ends within two (2) years from their election.</u> 3. The term of office of any Director who is an <u>Audit and Supervisory Committee Member and elected as a substitute for a Director who is an Audit and Supervisory Committee Member that retired before the expiration of his/her term of office shall expire at the time when the term of office of the retired Director who was an Audit and Supervisory Committee Member expires.</u> <p>Article 23 (Not amended)</p> <p>Article 24. (Notice of Convocation of the Meeting of the Board of Directors)</p> <ol style="list-style-type: none"> 1. The notice of convocation of the meeting of
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<p>the Board of Directors shall be sent to each Director <u>and Audit & Supervisory Board Member</u> no later than three (3) days prior to the date of each meeting of the Board; provided, however, that in case of emergency, this notice period may be shortened.</p> <p>2. Upon the consent of all the Directors <u>and Audit & Supervisory Board Members</u>, the meeting of the Board of Directors may be held without following the convocation procedure.</p> <p>(Newly established)</p> <p>Article <u>25</u>. (Omission of the Resolution of the Board of Directors)</p> <p>In cases where a Director submits a proposal with respect to a matter which is the purpose of the resolution of the Board of Directors, if all the Directors who are entitled to participate in the voting with respect to such matter manifest their intention to agree to such proposal in writing or by means of electromagnetic record <u>and no objection is made by any Audit & Supervisory Board Member, then</u> it shall be deemed that the resolution to approve such proposal by the Board of Directors has been made.</p> <p>Article <u>26</u>. (Remuneration, etc. for Directors)</p> <p>The remuneration, bonuses and other financial interests paid or transferred to the Directors by the Company as consideration for their services</p>	<p>the Board of Directors shall be sent to each Director no later than three (3) days prior to the date of each meeting of the Board; provided, however, that in case of emergency, this notice period may be shortened.</p> <p>2. Upon the consent of all the Directors, the meeting of the Board of Directors may be held without following the convocation procedure.</p> <p><u>Article 25. (Delegation of Decisions on Execution of Important Operations)</u> <u>Pursuant to Paragraph 6 of Article 399-13 of the Companies Act, the Company may delegate all or part of the decisions on execution of important operations (excluding matters set forth in each item of Paragraph 5 of Article 399-13) to the Directors by resolution of the Board of Directors.</u></p> <p>Article <u>26</u>. (Omission of the Resolution of the Board of Directors)</p> <p>In cases where a Director submits a proposal with respect to a matter which is the purpose of the resolution of the Board of Directors, if all the Directors who are entitled to participate in the voting with respect to such matter manifest their intention to agree to such proposal in writing or by means of electromagnetic record, it shall be deemed that the resolution to approve such proposal by the Board of Directors has been made.</p> <p>Article <u>27</u>. (Remuneration, etc. for Directors)</p> <p>The remuneration, bonuses and other financial interests paid or transferred to the Directors by the Company as consideration for their services</p>
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<p><u>(hereinafter referred to as the “Remuneration, etc.”)</u> shall be determined by a resolution at the Shareholders’ Meeting.</p> <p>Article <u>27. (Agreement to Limit the Liability of Outside Directors)</u></p> <p>Pursuant to Paragraph 1 of Article 427 of the Companies Act, the Company may enter into an agreement with the <u>Outside Directors</u>, which will limit the liability of the <u>Outside Directors</u> for damages caused by their failure to perform their services; provided, however, that the maximum amount of liability that the <u>Outside Directors</u> may become liable under the said agreement shall either be the amount specified in advance, which shall not be less than ten (10) million yen, or the amount stipulated under applicable laws and regulations, whichever is higher.</p> <p><u>Chapter 5. Audit & Supervisory Board Members and the Audit & Supervisory Board</u></p> <p><u>Article 28. (Number of Audit & Supervisory Board Members)</u></p> <p><u>The Company shall have three (3) or more Audit & Supervisory Board Members.</u></p> <p><u>Article 29. (Election of Audit & Supervisory Board Members)</u></p> <p><u>1. The Audit & Supervisory Board Members shall be elected at the Shareholders’ Meeting.</u></p> <p><u>2. The resolution for the election of the Audit & Supervisory Board Members shall be made by a majority of the votes of the shareholders present at the meeting where shareholders holding one-third or more of the votes of the shareholders entitled to exercise their votes at such meeting are present.</u></p> <p><u>Article 30. (Full-Time Audit & Supervisory</u></p>	<p>shall be determined by a resolution at the Shareholders’ Meeting, <u>which shall be implemented by distinguishing the Directors who are Audit and Supervisory Committee Members from other Directors.</u></p> <p>Article <u>28. (Agreement to Limit the Liability of Non-Executive Directors)</u></p> <p>Pursuant to Paragraph 1 of Article 427 of the Companies Act, the Company may enter into an agreement with the <u>Directors (excluding Directors who are Executive Directors, etc.)</u>, which will limit the liability of the Directors for damages caused by their failure to perform their services; provided, however, that the maximum amount of liability that the Directors may become liable under the said agreement shall either be the amount specified in advance, which shall not be less than ten (10) million yen, or the amount stipulated under applicable laws and regulations, whichever is higher.</p> <p>(Deleted)</p> <p>(Deleted)</p> <p>(Deleted)</p> <p>(Deleted)</p>
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<p><u>Board Members)</u></p> <p><u>The Audit & Supervisory Board shall appoint Full-time Audit & Supervisory Board Members from among the Audit & Supervisory Board Members.</u></p> <p><u>Article 31. (Term of Office of Audit & Supervisory Board Members)</u></p> <p><u>1. The term of office of the Audit & Supervisory Board Members shall expire at the conclusion of the Annual Shareholders' Meeting held for the last business year that ends within four (4) years from their election.</u></p> <p><u>2. The term of office of any Audit & Supervisory Board Member, who is elected to fill a vacancy due to the retirement of a previous Audit & Supervisory Board Member who vacates his/her position before the expiration of the term of office, shall expire upon the expiration of such term of office of the previous Audit & Supervisory Board Member.</u></p> <p><u>Article 32. (Notice of Convocation of the Meeting of the Audit & Supervisory Board)</u></p> <p><u>1. The notice of convocation of the meeting of the Audit & Supervisory Board shall be sent to each Audit & Supervisory Board Member no later than three (3) days prior to the date of each meeting of the Board; provided, however, that in case of emergency, this notice period may be shortened.</u></p> <p><u>2. Upon the consent of all the Audit & Supervisory Board Members, the meeting of the Audit & Supervisory Board may be held without following the convocation procedure.</u></p> <p><u>Article 33. (Remuneration, etc. for Audit & Supervisory Board Members)</u></p> <p><u>The Remuneration, etc. for the Audit & Supervisory Board Members shall be</u></p>	<p>(Deleted)</p> <p>(Deleted)</p> <p>(Deleted)</p>
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<p><u>determined by a resolution at the Shareholders' Meeting.</u></p> <p><u>Article 34. (Agreement to Limit the Liability of Outside Audit & Supervisory Board Members)</u> <u>Pursuant to Paragraph 1 of Article 427 of the Companies Act, the Company may enter into an agreement with the Outside Audit & Supervisory Board Members, which will limit the liability of the Outside Audit & Supervisory Board Members for damages caused by their failure to perform their services; provided, however, that the maximum amount of liability that the Outside Audit & Supervisory Board Members may become liable for under the said agreement shall either be the amount specified in advance, which shall not be less than ten (10) million yen, or the amount stipulated under applicable laws and regulations, whichever is higher.</u></p> <p>(Newly established)</p> <p>(Newly established)</p> <p>(Newly established)</p>	<p>(Deleted)</p> <p><u>Chapter 5. Audit and Supervisory Committee</u> <u>Article 29. (Full-time Audit and Supervisory Committee Members)</u> <u>The Audit and Supervisory Committee may appoint Full-time Audit and Supervisory Committee Members from among the Audit and Supervisory Committee Members.</u></p> <p><u>Article 30. (Notice of Convocation of the Meeting of the Audit and Supervisory Committee)</u> <u>1. The notice of convocation of the meeting of the Audit and Supervisory Committee shall be sent to each Audit and Supervisory Committee Member no later than three (3) days prior to the date of each meeting of the Audit and Supervisory Committee; provided, however, that in case of emergency, this notice period may be shortened.</u> <u>2. Upon the consent of all the Audit and Supervisory Committee Members, the</u></p>
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<p>Chapter 6. Accounts</p> <p>Article <u>35</u>- Article <u>37</u> (Provisions omitted)</p> <p>(Newly established)</p>	<p><u>meeting of the Audit and Supervisory Committee may be held without following the convocation procedure.</u></p> <p>Chapter 6. Accounts</p> <p>Article <u>31</u> - Article <u>33</u> (Not amended)</p> <p><u>Supplementary Provisions</u></p> <p><u>Article 1. (Transitional Measures Concerning Exemption from Liability of the Audit & Supervisory Board Members)</u></p> <p><u>The Company may exempt liability for damages of the Audit and Supervisory Board Members (including those who were Audit and Supervisory Board Members) prescribed in Paragraph 1 of Article 423 of the Companies Act with respect to their acts prior to the conclusion of the 205th Annual Shareholders' Meeting to the extent permitted under applicable laws and regulations by resolution of the Board of Directors.</u></p>
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