



FOR IMMEDIATE RELEASE

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Announcement regarding the Partial amendments to the Articles of Incorporation

Tokyo, Japan, February 19, 2026 - Kyowa Kirin Co., Ltd. (President and COO: Abdul Mullick; hereinafter, the "Company") hereby announces that, at a meeting of the Board of Directors held today, it was resolved to submit a proposal for "Partial Amendment to the Articles of Incorporation" to the Ordinary General Meeting of Shareholders scheduled to be held on March 19, 2026. The details are as follows.

1. Purpose of Amendment

i. Amendments related to business purpose

In order to expand the scope of the Company's business and prepare for future business development, the Company proposes to add a new business purpose to Article 3 (Purpose) of the current Articles of Incorporation.

ii. Amendments related to the transition to a company with an Audit & Supervisory Committee

By transitioning to a company with an Audit & Supervisory Committee, the Company aims to further strengthen the Board of Directors' supervising function of business execution. This will enable the Board of Directors to more clearly distinguish matters that should be entrusted to the executive management and those that require deliberation by the Board of Directors. Leveraging the diverse skills and expertise of the Directors of the Board, the Board of Directors will further focus on discussing medium- to long-term and overarching strategies, as well as the management infrastructure necessary to support such strategies, under the highly uncertain business environment. Through these measures, the Company aims to enable swift and decisive decision-making accompanied by appropriate risk-taking, and to establish a framework to support such decision-making. In addition, by appointing Audit & Supervisory Committee Members, who are responsible for auditing and supervising the execution of duties by Directors of the Board, as members of the Board of Directors, the Company will further enhance its supervising framework. At the same time, by strengthening the instruction and coordination framework between the Audit & Supervisory Committee and the Internal Audit Department, the Company will enhance the effectiveness of audits of executive management.

In connection with this transition, provisions related to Directors of the Board who are Audit & Supervisory Committee Members and the Audit & Supervisory Committee will be newly established, provisions related to Audit & Supervisory Board Members and the Audit & Supervisory Board will be deleted, and provisions related to the number of Directors of the Board, and delegation of important business execution decisions will be newly established.

In addition, other necessary amendments will be made, including revisions of wording and

adjustments to article numbering, in connection with the above amendments.

2. Details of amendments

The details of the amendments to the Articles of Incorporation are as set forth in the attached sheet (amended portions are underlined).

3. Schedule

Date of Annual Shareholders Meeting	March 19, 2026 (scheduled)
Effective Date of Amendment	March 19, 2026 (scheduled)

END

(Attachment)

(Underlined parts are amended)

Current Articles of Incorporation	Proposed Amendment
Chapter I. General Provisions Article 1. (Trade name) <Omitted>	Chapter I. General Provisions Article 1. (Trade name) <Unchanged>
Article 2. (Location of head office) <Omitted>	Article 2. (Location of head office) <Unchanged>
Article 3. (Purpose) <p>The purpose of the Company shall be to engage in the following businesses:</p> <ol style="list-style-type: none"> 1. Manufacture, export and import, and purchase and sale of petrochemical products such as solvents and plasticizers, and chemical industrial products such as fertilizers; 	Article 3. (Purpose) <p>The purpose of the Company shall be to engage in the following businesses:</p> <ol style="list-style-type: none"> 1. Manufacture, export and import, and purchase and sale of petrochemical products such as solvents and plasticizers, and chemical industrial products such as fertilizers;
<ol style="list-style-type: none"> 2. Manufacture, export and import, and purchase and sale of pharmaceutical products; 	<ol style="list-style-type: none"> 2. Manufacture, export and import, and purchase and sale of pharmaceutical products <u>and regenerative medicine products and the like</u>;
3. -18. <Omitted>	3. -18. <Unchanged>
Article 4. (Organization) <p>The Company shall establish the following organizations, in addition to the General Meeting of Shareholders and Directors.</p> <ol style="list-style-type: none"> 1. Board of Directors; 2. <u>Audit & Supervisory Board Member</u> 3. <u>Audit & Supervisory Board</u>; and 4. Accounting Auditor. 	Article 4. (Organization) <p>The Company shall establish the following organizations, in addition to the General Meeting of Shareholders and Directors.</p> <ol style="list-style-type: none"> 1. Board of Directors; 2. <u>Audit & Supervisory Committee</u>; <Deleted> 3. Accounting Auditor.
Article 5. (Method of public notice) <Omitted>	Article 5. (Method of public notice) <Unchanged>

(Underlined parts are amended)

Current Articles of Incorporation	Proposed Amendment
<p>Chapter II. Shares</p> <p>Article 6. - Article 12.</p> <p><Omitted></p>	<p>Chapter II. Shares</p> <p>Article 6. - Article 12.</p> <p><Unchanged></p>
<p>Chapter III. General Meetings of Shareholders</p> <p>Article 13. - Article 18.</p> <p><Omitted></p>	<p>Chapter III. General Meetings of Shareholders</p> <p>Article 13. - Article 18.</p> <p><Unchanged></p>
<p>Chapter IV. Directors of the Board and Board of Directors</p> <p>Article 19. (Number of Directors of the Board)</p> <p>The Company shall have not more than ten (10) Directors of the Board.</p>	<p>Chapter IV. Directors of the Board and Board of Directors</p> <p>Article 19. (Number of Directors of the Board)</p> <p>The Company shall have not more than ten (10) Directors of the Board <u>(excluding Directors of the Board who are Audit & Supervisory Committee Members)</u>. The Company shall have not more than five (5) Directors of the Board <u>who are Audit & Supervisory Committee Members</u>.</p>
<p>Article 20. (Election of Directors of the Board)</p> <p>Directors of the Board shall be elected at a General Meeting of Shareholders.</p>	<p>Article 20. (Election of Directors of the Board)</p> <p>Directors of the Board shall be elected at a General Meeting of Shareholders <u>by distinguishing those Directors of the Board who are Audit & Supervisory Committee Members and other Directors of the Board</u>.</p>
<p>A resolution for election of Directors of the Board shall be adopted by a majority of the voting rights of the shareholders present at the General Meeting of Shareholders where shareholders holding in aggregate one third (1/3) or more of the voting rights of shareholders who are entitled to exercise their voting rights are present.</p> <p>Cumulative voting shall not be used for a resolution for the election of Directors of the Board.</p>	<p>A resolution for election of Directors of the Board shall be adopted by a majority of the voting rights of the shareholders present at the General Meeting of Shareholders where the shareholders holding in aggregate one third (1/3) or more of the voting rights of shareholders who are entitled to exercise their voting rights are present.</p> <p>Cumulative voting shall not be used for a resolution for the election of Directors of the Board.</p>

(Underlined parts are amended)

Current Articles of Incorporation	Proposed Amendment
	<u>The effect of the resolution for election of a substitute Directors of the Board who are Audit & Supervisory Committee Members, elected pursuant to Article 329, Paragraph 3 of the Companies Act, shall extend through the commencement of the Ordinary General Meeting of Shareholders associated with the last fiscal year ending within two (2) years after their election.</u>
<p>Article 21. (Term of office of Directors of the Board)</p> <p>The term of office of Directors of the Board shall expire at the conclusion of the Ordinary General Meeting of Shareholders concerning the last business year ending within one (1) year from the time of their election.</p>	<p>Article 21. (Term of office of Directors of the Board)</p> <p>The term of office of Directors of the Board <u>(excluding Directors of the Board who are Audit & Supervisory Committee Members)</u> shall expire at the conclusion of the Ordinary General Meeting of Shareholders concerning the last business year ending within one (1) year from the time of their election.</p> <p><u>The term of office of Directors of the Board who are Audit & Supervisory Committee Members shall expire at the conclusion of the Ordinary General Meeting of Shareholders concerning the last business year ending within two (2) years from the time of their election.</u></p> <p><u>The term of office of a Director of the Board who is an Audit & Supervisory Committee Member that was elected to fill a vacancy for a Director of the Board who was an Audit & Supervisory Committee Member that resigned prior to the expiration of his or her term of office shall extend through the expiration of the term of office for the resigning Director of the Board who was an Audit and Supervisory Committee Member.</u></p>
<p>Article 22. (Remunerations for Directors of the Board)</p> <p>Remunerations, bonuses, or other economic benefits from the Company as</p>	<p>Article 22. (Remunerations for Directors of the Board)</p> <p>Remunerations, bonuses, or other economic benefits from the Company as</p>

(Underlined parts are amended)

Current Articles of Incorporation	Proposed Amendment
<p>a consideration for the performance of the duties (hereinafter referred to as "Remunerations") to be received by Directors of the Board shall be determined by resolution of a General Meeting of Shareholders.</p>	<p>a consideration for the performance of the duties (hereinafter referred to as "Remunerations") to be received by Directors of the Board shall be determined by resolution of a General Meeting of Shareholders <u>by distinguishing those Directors of the Board who are Audit & Supervisory Committee Members and other Directors of the Board.</u></p>
<p>Article 23. (Chairman of a meeting of the Board of Directors)</p> <p><Omitted></p>	<p>Article 23. (Chairman of a meeting of the Board of Directors)</p> <p><Unchanged></p>
<p>Article 24. (Notice of convocation of Board of Directors meeting)</p> <p>The notice of convocation of a meeting of the Board of Directors shall be dispatched to each Director of the Board <u>and each Audit & Supervisory Board Member</u> no later than three (3) days prior to the day of the meeting; provided, however, that the above period may be shortened if it is urgently necessary.</p>	<p>Article 24. (Notice of convocation of Board of Directors meeting)</p> <p>The notice of convocation of a meeting of the Board of Directors shall be dispatched to each Director of the Board no later than three (3) days prior to the day of the meeting; provided, however, that the above period may be shortened if it is urgently necessary.</p>
<p>Article 25. (Appointment of Directors of the Board with titles)</p> <p>The Board of Directors shall, by resolution of the same, appoint from among the Directors of the Board one (1) President, <u>and</u> may, by resolution of the same, appoint from among the Directors of the Board one (1) Chairman of the Board, one (1) Vice Chairman of the Board, and one (1) or a small number of Vice Presidents.</p>	<p>Article 25. (Appointment of Directors of the Board with titles)</p> <p>The Board of Directors shall, by resolution of the same, appoint <u>from among the Directors of the Board (excluding Directors of the Board who are Audit & Supervisory Committee Members)</u> one (1) President. <u>The Board of Directors</u> may, by resolution of the same, appoint from among the Directors of the Board <u>(excluding Directors of the Board who are Audit & Supervisory Committee Members)</u> one (1) Chairman of the Board, one (1) Vice Chairman of the Board, and one (1) or a small number of Vice Presidents.</p>

(Underlined parts are amended)

Current Articles of Incorporation	Proposed Amendment
<p>Article 26. (Representative Director)</p> <p>The Board of Directors shall, by resolution of the same, appoint Representative Directors.</p>	<p>Article 26. (Representative Director)</p> <p>The Board of Directors shall, by resolution of the same, appoint Representative Directors <u>from among the Directors of the Board (excluding Directors of the Board who are Audit & Supervisory Committee Members)</u>.</p>
<p>Article 27. (Omission of resolution of Board of Directors meeting)</p> <p><Omitted></p> <p><Newly established></p>	<p>Article 27. (Omission of resolution of Board of Directors meeting)</p> <p><Unchanged></p>
	<p><u>Article 28. (Delegation of Decisions on Execution of Important Operations)</u></p> <p><u>Pursuant to the provisions of Article 399-13, Paragraph 6 of the Companies Act, the Company, by resolution of the Board of Directors, shall be entitled to delegate all or a portion of the decisions concerning the execution of important operations (excluding the matters set out in the respective items of Paragraph 5 of that same article) to Directors or the Board.</u></p>
<p>Article 28. (Regulations of the Board of Directors)</p> <p><Omitted></p> <p>Article 29. (Exemption from liability of Directors of the Board)</p> <p><Omitted></p>	<p>Article 29. (Regulations of the Board of Directors)</p> <p><Unchanged></p> <p>Article 30. (Exemption from liability of Directors of the Board)</p> <p><Unchanged></p>
<p>Chapter V. <u>Audit & Supervisory Board Members and Audit & Supervisory Board</u></p> <p>Article 30. (Number of Audit & Supervisory Board Members)</p> <p><u>The Company shall have three (3) or more Audit & Supervisory Board Members.</u></p>	<p>Chapter V. <u>Audit & Supervisory Committee</u></p> <p><Deleted></p>

Current Articles of Incorporation	Proposed Amendment
<p><u>Article 31. (Election of Audit & Supervisory Board Members)</u></p> <p><u>Audit & Supervisory Board Members shall be elected at a General Meeting of Shareholders.</u></p> <p><u>A resolution for election of Audit & Supervisory Board Members shall be adopted by a majority of the voting rights of the shareholders present at the General Meeting of Shareholders where the shareholders holding in aggregate one third (1/3) or more of the voting rights of shareholders who are entitled to exercise their voting rights are present.</u></p>	<p><Deleted></p>
<p><u>Article 32. (Term of office of Audit & Supervisory Board Members)</u></p> <p><u>The term of office of Audit & Supervisory Board Members shall expire at the conclusion of the Ordinary General Meeting of Shareholders concerning the last business year ending within four (4) years from the time of their election.</u></p> <p><u>The term of office of an Audit & Supervisory Board Member who is elected to fill a vacancy of an Audit & Supervisory Board Member who retired from office before the expiration of the term of office, shall expire at the time at which the term of office of the retired Audit & Supervisory Board Member would have expired.</u></p>	<p><Deleted></p>
<p><u>Article 33. (Remunerations for Audit & Supervisory Board Members)</u></p> <p><u>Remunerations for Audit & Supervisory Board Members shall be determined by resolution of a General Meeting of Shareholders.</u></p>	<p><Deleted></p>

(Underlined parts are amended)

Current Articles of Incorporation	Proposed Amendment
<p><u>Article 34. (Notice of convocation of the Audit & Supervisory Board meeting)</u></p> <p>The notice of convocation of <u>the Audit & Supervisory Board meeting</u> shall be dispatched to each Audit & Supervisory Board Member no later than three (3) days prior to the day of the meeting; provided, however, that the above period may be shortened if it is urgently necessary.</p>	<p><u>Article 31. (Notice of convocation of the Audit & Supervisory Committee)</u></p> <p>The notice of convocation of <u>the Audit & Supervisory Committee</u> shall be dispatched to each Audit & Supervisory Board Member no later than three (3) days prior to the day of the meeting; provided, however, that the above period may be shortened if it is urgently necessary.</p>
<p><u>Article 35. (Full-time Audit & Supervisory Board Members)</u></p> <p><u>The Audit & Supervisory Board</u> shall, by its resolution, appoint full-time <u>Audit & Supervisory Board Members</u> from among the Audit & Supervisory Board Members.</p>	<p><u>Article 32. (Full-time Audit & Supervisory Committee Members)</u></p> <p><u>The Audit & Supervisory Committee</u> shall, by its resolution, appoint full-time <u>Audit & Supervisory Committee Members</u> from among the Audit & Supervisory Board Members.</p>
<p><u>Article 36. (Regulations of the Audit & Supervisory Board)</u></p> <p>Matters regarding <u>the Audit & Supervisory Board</u> shall be governed by, in addition to laws and regulations and these Articles of Incorporation, <u>the Regulations of the Audit & Supervisory Board</u> established by <u>the Audit & Supervisory Board</u>.</p>	<p><u>Article 33. (Regulations of the Audit & Supervisory Committee)</u></p> <p>Matters regarding <u>the Audit & Supervisory Committee</u> shall be governed by, in addition to laws and regulations and these Articles of Incorporation, <u>the Regulations of the Audit & Supervisory Committee</u> established by <u>the Audit & Supervisory Committee</u>.</p>
<p><u>Article 37. (Exemption from liability of Audit & Supervisory Board Members)</u></p> <p><u>Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company may enter into agreements with Audit & Supervisory Board Members to limit their liability for damages arising from their failure to perform their duties; provided, however, that the maximum amount of liability for damages under such agreements shall be the higher of either (i) the predetermined amount of</u></p>	<p><Deleted></p>

(Underlined parts are amended)

Current Articles of Incorporation	Proposed Amendment
<u>not less than five million (5,000,000) yen, or (ii) the amount provided for in laws and regulations.</u>	
Chapter VI. Accounts	Chapter VI. Accounts
Article <u>38</u> . - Article <u>41</u> .	Article <u>34</u> . - Article <u>37</u> .
<Omitted>	<Unchanged>
<Newly established>	<u>(Supplementary Provisions)</u>
	<u>The agreements that limit liability for the compensation of damages under Article 423, Paragraph 1 of the Companies Act for the actions of Audit & Supervisory Board Members (including former Audit & Supervisory Board Members) prior to the conclusion of the 103rd Ordinary General Meeting of Shareholders, shall be governed by the provisions of Article 37 of the Articles of Incorporation prior to the amendments thereof by shareholder resolution at the same general meeting.</u>