

A r t i c l e s o f I n c o r p o r a t i o n
o f
K a g o m e C o . , L t d .

Chapter 1 General Provisions

Article 1 (Trade Name)

The name of the Company shall be Kagome Kabushiki Kaisha. In English, it shall be indicated as Kagome Co., Ltd.

Article 2 (Purpose)

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

- (1) Manufacture and sale of various condiments, preserved foods, and other foods;
- (2) Manufacture and sale of various beverages and alcoholic beverages;
- (3) Purchase and sale of various foods, beverages, and alcoholic beverages;
- (4) Sale, design, and installation of technologies and information related to pollution prevision and the previous items above as well as related equipment;
- (5) Content provision, publication and sale of books, and planning and running events related to tomatoes, vegetables, health, dietary education, and cooking;
- (6) Purchase, manufacture, and sale of sports equipment, tableware, interior decorations, clothing, health and beauty-related products, and educational materials;
- (7) Purchase, manufacture, and sale of agricultural machinery and equipment, pesticides, feed, fertilizers, and other agricultural materials, as well as agricultural consulting;
- (8) Purchase, manufacture, and sale of seeds, flowers, fruits and vegetables, and gardening supplies;
- (9) Retail of food and daily necessities;
- (10) Rental of real estate and movable property;
- (11) Management of various service businesses such as restaurants, sports facilities, and amusement parks;
- (12) Sale of outcomes of research, studies, and development related to food industry technologies, safety and hygiene assurance, and quality assurance, as well as contracted work for related research, studies, and analysis and evaluation;

- (13) Business process outsourcing and business process support;
- (14) Software development and sales, as well as information and communication, information processing, and information provision services;
- (15) Operation and support for childcare or daycare facilities; and
- (16) Businesses incidental to or related to the above

Article 3 (Location of Head Office)

The head office of the Company shall be located in Nagoya, Japan.

Article 4 (Establishment of Governing Bodies)

In addition to the General Meeting of Shareholders and Directors, the Company shall have the following governing bodies.

- (1) Board of Directors
- (2) Audit & Supervisory Committee
- (3) Accounting Auditor

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.

Chapter 2 Shares

Article 6 (Total Number of Authorized Shares)

The total number of authorized shares of the Company shall be 279,150,000.

Article 7 (Number of Shares per Unit)

The number of shares of the Company per share unit shall be 100.

Article 8 (Rights Concerning 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 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 in accordance with the provision of Article 166, paragraph 1 of the Companies Act; and
- (3) Right to receive allocation of shares for subscription and rights to receive allocation of the rights to subscribe for new shares for subscription based on the

number of shares owned.

Article 9 (Share Handling Regulations)

Unless otherwise provided for by laws and ordinances or the Articles of Incorporation, the handling of and fees relating to the Company's shares shall be governed by the Share Handling Regulations established by the Board of Directors.

Article 10 (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, and public notice thereof shall be given.
3. The preparation and maintenance of the Company's shareholder register and stock acquisition rights register and other affairs relating to the shareholder register and stock acquisition rights register shall be entrusted to the shareholder registrar and not handled by the Company.

Chapter 3 General Meeting of Shareholders

Article 11 (Convocation)

1. An annual General Meeting of Shareholders shall be convened in March each year and an extraordinary General Meeting of Shareholders shall be convened whenever necessary.
2. The Company shall be able to hold the General Meeting of Shareholders without specifying a venue.

Article 12 (Record Date of Annual General Meeting of Shareholders)

The record date for voting rights at the Company's annual General Meeting of Shareholders shall be December 31 of each year.

Article 13 (Convenor and Chairperson)

1. Except as otherwise provided by laws and ordinances, General Meetings of Shareholders shall be convened and chaired by the Representative Director previously determined by the Board of Directors pursuant to a resolution of the Board of Directors.
2. In the event that the Representative Director is unable to act, another Director shall act in his/her place in accordance with the order previously determined by the Board of Directors.

Article 14 (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 15 (Matters to be Resolved)

In addition to determining by resolution any matters otherwise provided for by laws and ordinances or in these Articles of Incorporation, the General Meeting of Shareholders may pass resolutions regarding the introduction, modification, continuation, abolition and activation of measures against large-scale acquisitions of the Company's shares (takeover defense measures), as well as the delegation of these powers to the Board of Directors.

Article 16 (Method of Adopting Resolutions)

1. Unless otherwise provided for in the laws and ordinances or in these Articles of Incorporation, resolutions 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 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 of the voting rights of shareholders entitled to exercise voting rights.

Article 17 (Exercise of Voting Rights by Proxy)

1. Shareholders may exercise their voting rights by appointing one proxy who is a shareholder of the Company entitled to exercise voting rights.
2. The shareholder or their proxy shall submit a written document evidencing his/her power of representation at each General Meeting of Shareholders.

Chapter 4 Directors and Board of Directors

Article 18 (Number of Directors)

1. The Company shall have no more than 10 Directors (excluding Directors who are Audit & Supervisory Committee Members).
2. The Company shall have no more than 7 Directors who are Audit & Supervisory Committee Members.

Article 19 (Election Method)

1. Directors shall be elected at the General Meeting of Shareholders, with a distinction made between Directors who are Audit & Supervisory Committee Members and other Directors.
2. Resolutions for the election of Directors shall be passed by a majority of votes at a meeting attended by shareholders holding at least one-third of the voting rights of shareholders entitled to exercise voting rights.
3. Resolutions for the election of Directors shall not be made by cumulative voting.
4. Pursuant to Article 329, paragraph 3 of the Companies Act, the Company may appoint a substitute Director who is an Audit & Supervisory Committee Member to fill in the gap in the number of Directors who are Audit & Supervisory Committee Members as required by laws and ordinances.
5. The period of validity of a resolution to elect a substitute Director who is an Audit & Supervisory Committee Member under the preceding paragraph shall be until the commencement of the annual General Meeting of Shareholders relating to the most recent business year ending within two years following such resolution, unless shortened by such resolution.

Article 20 (Term of Office)

1. The term of office of Directors (excluding Directors who are Audit & Supervisory Committee Members) shall expire at the conclusion of the annual General Meeting of Shareholders relating to the last business year ending within one year following his/her election.
2. The term of office of a Director who is an Audit & Supervisory Committee Member shall be until the conclusion of the annual General Meeting of Shareholders relating to the last business year ending within two years after his/her election.
3. The term of office of a Director who is an Audit & Supervisory Committee Member and who is elected as a substitute to replace a Director who is an Audit & Supervisory Committee Member and who has retired prior to the expiration of his/her term of office shall be until the expiration of the term of office of the retired Director.

Article 21 (Representative Director)

The Director who represents the Company shall be selected from among the Directors (excluding Directors who are Audit & Supervisory Committee Members) by a resolution of the Board of Directors.

Article 22 (Notice of Convocation)

To convene a meeting of the Board of Directors, each Director shall be notified at least three days prior to the date of the meeting. However, this timeline may be shortened further in the event of an emergency.

Article 23 (Convenor and Chair)

1. Except as otherwise provided by laws and ordinances, Board of Directors meetings shall be convened and chaired by the Director previously determined by the Board of Directors.

2. In the event that said Director is unable to act, another Director shall act in his/her place in accordance with the order previously determined by the Board of Directors.

Article 24 (Omission of Resolutions)

When the requirements of Article 370 of the Companies Act are satisfied, the Company shall deem that a resolution has been passed by the Board of Directors.

Article 25 (Regulations Concerning the Board of Directors)

Unless otherwise provided for in the laws and ordinances or in these Articles of Incorporation, matters concerning the Board of Directors shall be governed by the Internal Regulations Concerning the Board of Directors, established by the Board of Directors.

Article 26 (Remuneration, etc.)

The remuneration, bonuses, and other financial benefits that Directors receive from the Company as consideration for the execution of his/her duties (hereinafter referred to as "Remuneration, etc.") shall be determined by resolution of the General Meeting of Shareholders, with distinction between Directors who are Audit & Supervisory Committee Members and other Directors.

Article 27 (Executive Officers and Regulations on Executive Officers)

1. The Company can appoint Executive Officers pursuant to a resolution of the Board of Directors.

2. Matters relating to Executive Officers and the Board of Executive Officers shall be governed by the Internal Regulations on Executive Officers established by the Board of Directors.

Article 28 (Delegation of Determination of Important Business Execution)

Pursuant to Article 399-13, paragraph 6 of the Companies Act, the Board of

Directors may, by resolution, delegate to a Director all or part of the decisions on important business execution (excluding the matters listed in each item of Paragraph 5 of the same Article) that should be decided by the Board of Directors.

Article 29 (Agreement on Limitation of Liability with Non-Executive Directors)

The Company may enter into an agreement with Directors (excluding those who are Executive Director, etc.) to limit their liabilities for act defined under Article 423, paragraph 1 of the Companies Act, as per Article 427, paragraph 1 of the same Act. However, the limit of liability under such agreements shall be the amount prescribed by laws and ordinances.

Chapter 5 Audit & Supervisory Committee

Article 30 (Standing Audit & Supervisory Committee Members)

The Audit & Supervisory Committee may, by resolution, appoint standing Audit & Supervisory Committee Members.

Article 31 (Notice of Convocation)

To convene a meeting of the Audit & Supervisory Committee, each Director who is an Audit & Supervisory Committee Member shall be notified at least three days prior to the date of the meeting. However, this timeline may be shortened further in the event of an emergency.

Article 32 (Regulations on the Audit & Supervisory Committee)

The Audit & Supervisory Committee shall be governed by the Internal Regulations on the Audit & Supervisory Committee established by the Audit & Supervisory Committee unless otherwise provided for by laws and ordinances or these Articles of Incorporation.

Chapter 6 Accounts

Article 33 (Business Year)

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

Article 34 (Determination Body of Dividends of Surplus and Other Matters)

The Company shall determine matters prescribed in each item of Article 459, paragraph 1 of the Companies Act, such as dividends of surplus, by resolution of the Board of Directors rather than by resolution of the General Meeting of

Shareholders, except as otherwise provided for by laws or ordinances.

Article 35 (Record Date of Dividends of Surplus)

The record date for the Company's year-end dividends shall be December 31 of each year.

Article 36 (Period of Exclusion)

If cash dividends remain un-received after three full years from the date of commencement of payment thereof, the Company shall be relieved of the obligation for such payment.

Supplementary Provisions

(Transitional Measures Regarding the Exemption from Liability)

Agreements limiting the liability for damages under Article 423, Paragraph 1 of the Companies Act for the acts of outside Audit & Supervisory Committee Members (including those who were outside Audit & Supervisory Committee Members) before the conclusion of the 72nd Annual General Meeting of Shareholders shall be governed by Article 38 of the Articles of Incorporation prior to the amendment made by the resolution of the said annual General Meeting of Shareholders.

1. These amendments take effect from June 22, 1976.
2. These amendments take effect from June 19, 1982.
3. These amendments take effect from June 29, 1984.
4. These amendments take effect from June 29, 1988.
5. These amendments take effect from June 27, 1991.
6. These amendments take effect from June 29, 1994.
7. These amendments take effect from June 23, 1998.
8. These amendments take effect from June 22, 1999.
9. These amendments take effect from June 22, 2001.
10. These amendments take effect from October 1, 2001.
11. These amendments take effect from June 19, 2002.
12. These amendments take effect from June 17, 2003.
13. These amendments take effect from June 16, 2004.
14. These amendments take effect from June 21, 2005.
15. These amendments take effect from June 21, 2006.
16. These amendments take effect from June 17, 2009.
17. These amendments take effect from January 6, 2010.
18. These amendments take effect from June 18, 2014.
19. These amendments take effect from March 25, 2016.

20. These amendments take effect from March 28, 2018.

21. These amendments take effect from March 30, 2022.