

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM545756

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Earth Chemical Company Limited		03/23/2018	Corporation: JAPAN
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Earth Corporation		
<b>Street Address:</b>	12-1, Kanda-Tsukasamachi 2-chome		
<b>City:</b>	Chiyoda-ku, Tokyo		
<b>State/Country:</b>	JAPAN		
<b>Postal Code:</b>	101-0048		
<b>Entity Type:</b>	Corporation: JAPAN		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3566521	EARTH	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	3124276663		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	(312) 427-1300		
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<b>Address Line 1:</b>	224 South Michigan Avenue		
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<b>DOMESTIC REPRESENTATIVE</b>			
<b>Name:</b>	Ladas & Parry LLP		
<b>Address Line 1:</b>	224 South Michigan Avenue		
<b>Address Line 2:</b>	Suite 1600		
<b>Address Line 4:</b>	Chicago, ILLINOIS 60604		
<b>NAME OF SUBMITTER:</b>	Boris Umansky		
<b>SIGNATURE:</b>	/Boris Umansky/		
<b>DATE SIGNED:</b>	10/18/2019		

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**Total Attachments: 37**

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(Stock Exchange Code 4985)  
March 7, 2018

**To Stockholders with Voting Rights:**

Katsunori Kawabata  
President & CEO  
Earth Chemical Co., Ltd.  
Earth Group CEO  
2-12-1 Kanda-Tsukasamachi, Chiyoda-ku,  
Tokyo

**NOTICE OF CONVOCATION OF  
THE 94TH ANNUAL GENERAL MEETING OF STOCKHOLDERS**

Dear Stockholders:

We would like to express our appreciation for your continued support and patronage.

You are cordially invited to attend the 94th Annual General Meeting of Stockholders of Earth Chemical Co., Ltd. (the "Company"). The meeting will be held for the purposes described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing. Please review the attached Reference Documents for the General Meeting of Stockholders, express your approval or disapproval for each proposal on the Voting Rights Exercise Form and mail it to the Company so that it arrives by 5:20 p.m. Japan time on Thursday, March 22, 2018.

- 1. Date and Time:** Friday, March 23, 2018 at 10:00 a.m. Japan time  
[Reception begins at 9:00 a.m. As it is expected to be crowded right before the start of the meeting, we suggest you arrive early.]
- 2. Place:** 2F Hall, Belle Salle Kanda, Sumitomo Fudosan Kanda Building  
7 Kanda Mitoshirocho, Chiyoda-ku, Tokyo, Japan  
[If the hall on 2F is fully seated, you will be guided to the second hall on 3F. We apologize for any inconvenience caused.]
- 3. Meeting Agenda:**
- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 94th Fiscal Year (January 1, 2017 – December 31, 2017) and results of audits by the Accounting Auditor and the Supervisory Board of the Consolidated Financial Statements
  2. Non-Consolidated Financial Statements for the Company's 94th Fiscal Year (January 1, 2017 – December 31, 2017)
- Proposals to be resolved:**
- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Partial Amendments to Articles of Incorporation
- Proposal 3:** Election of 9 Directors on Board
- Proposal 4:** Determination of Remuneration for Granting Shares with Transfer Restrictions to Directors on Board

# Reference Documents for the General Meeting of Stockholders

## Proposals and References

### Proposal 1: Appropriation of Surplus

Positioning returns to stockholders as an important managerial issue, the Company's basic dividend policy is to continuously pay stable dividends while ensuring sufficient internal reserves to enable sustainable growth and the maintenance of a sound management structure.

Taking into consideration factors including earnings performance and the business environment of the current fiscal year, the year-end dividend for the current fiscal year shall be as follows.

#### 1. Matters Regarding Year-End Dividend

- (1) Matters regarding allotment of dividend property to stockholders and total amount thereof  
115 yen per common share of the Company                      Total amount: 2,322,468,930 yen
- (2) Effective date of dividends of surplus  
March 26, 2018 (Monday)

#### 2. Other Matters Regarding Appropriation of Surplus

- (1) Items of surplus to be increased and amount thereof  
General reserve    2,200,000,000 yen
- (2) Items of surplus to be decreased and amount thereof  
Retained earnings brought forward                                      2,200,000,000 yen

## **Proposal 2: Partial Amendments to Articles of Incorporation**

### **1. Reasons for Amendments**

- (1) **Change in company name**  
For the purpose of efficiently developing the Company's business and unifying its brand image amidst the Company's ongoing efforts to strengthen its global development, it shall change the English company name from "EARTH CHEMICAL CO., LTD." to "Earth Corporation."
- (2) **Change in the term of Directors on Board**  
In addition to clarifying management responsibilities of Directors on Board in the fiscal year, to establish a flexible management structure that can react swiftly to changes in the business environment, the Company shall change the term of Directors on Board from the current period of two years to one year.
- (3) **Introduction of Executive Officer System**  
The Company shall introduce the Executive Officer System to strengthen the supervisory function of the Board of Directors, as well as to make the process of decision-making by management and business execution faster and more efficient, by separating decision-making by management and the supervisory function from the business execution function.
- (4) **Change in the number of Directors on Board and Statutory Auditors**  
To clarify issues regarding the maintenance and construction of an appropriate corporate governance structure, the Company shall determine the maximum number of Directors on Board and Statutory Auditors, as well as amend the number of Directors on Board stipulated in Article 19 of the current Articles of Incorporation to "between three and ten" and the number of Statutory Auditors stipulated in Article 31 of the current Articles of Incorporation to "between three and five."
- (5) **Change in scope of liability limitation agreements the Company may enter into**  
With the enforcement of the Act for Partial Amendment to the Companies Act (Act No. 90 of 2014), the scope of company executives with which the Company may enter into liability limitation agreements has changed. Accordingly, to allow Directors on Board who are not involved in business execution and Statutory Auditors who are not Outside Statutory Auditors to fulfill their responsibilities to the best of their abilities, the Company shall partially amend Articles 29 and 41 of its current Articles of Incorporation. Among the amendments in this proposal, the submission of the proposal to amend Article 29 of the current Articles of Incorporation at the Annual General Meeting of Stockholders has received the consent of all Statutory Auditors.
- (6) **Addition of decision-making body for dividends of surplus, etc.**  
To carry out the capital policy and dividend policy flexibly, the Company shall establish Article 44 to enable distribution of dividends of surplus, etc. through a resolution of the Board of Directors.
- (7) **The Company shall amend the numbers of the other Articles in line with the above amendments.**

## 2. Details of Amendments

The details of the amendments are as follows.

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p style="text-align: center;">Chapter 1: General Provisions</p> <p>(Company name) Article 1 The Company shall be named Earth Seiyaku Kabushiki Kaisha, written in English as <u>EARTH CHEMICAL CO., LTD.</u></p> <p>Articles 2-5 (Omitted)</p> <p style="text-align: center;">Chapter 2: Shares</p> <p>Articles 6-11 (Omitted)</p> <p style="text-align: center;">Chapter 3: General Meeting of Stockholders</p> <p>Articles 12-18 (Omitted)</p> <p style="text-align: center;">Chapter 4: Directors on Board and the Board of Directors</p> <p>(Number of Directors on Board) Article 19 The Company shall have at least three Directors on Board.</p> <p>Article 20 (Omitted)</p> <p>(Term of office) Article 21 1. The term of office of a Director on Board shall expire upon conclusion of the Annual General Meeting of Stockholders held with respect to the last fiscal year ending within <u>two (2) years</u> from his/her election. 2. The term of office of a Director on Board elected to increase the number of Directors on Board or to fill a vacancy shall be the same as the remaining term of office of the incumbent Directors on Board.</p>	<p style="text-align: center;">Chapter 1: General Provisions</p> <p>(Company name) Article 1 The Company shall be named Earth Seiyaku Kabushiki Kaisha, written in English as <u>Earth Corporation.</u></p> <p>Articles 2-5 (Unchanged)</p> <p style="text-align: center;">Chapter 2: Shares</p> <p>Articles 6-11 (Unchanged)</p> <p style="text-align: center;">Chapter 3: General Meeting of Stockholders</p> <p>Articles 12-18 (Unchanged)</p> <p style="text-align: center;">Chapter 4: Directors on Board and the Board of Directors</p> <p>(Number of Directors on Board) Article 19 The Company shall have <u>between three and ten</u> Directors on Board.</p> <p>Article 20 (Unchanged)</p> <p>(Term of office) Article 21 1. The term of office of a Director on Board shall expire upon conclusion of the Annual General Meeting of Stockholders held with respect to the last fiscal year ending within <u>one (1) year</u> from his/her election. 2. The term of office of a Director on Board elected to increase the number of Directors on Board or to fill a vacancy shall be the same as the remaining term of office of the incumbent Directors on Board.</p>

Current Articles of Incorporation	Proposed Amendments
<p>(Representative Directors on Board and Executive Directors) Article 22</p> <ol style="list-style-type: none"> <li>The Board of Directors shall, by resolution, elect Representative Directors.</li> <li>The Board of Directors may, by resolution, appoint a Chairman, a President, as well as a few Vice Chairmen, Vice Presidents, <u>Executive Managing Directors on Board and Managing Directors on Board</u>.</li> </ol> <p style="text-align: center;">(Newly established)</p> <p style="text-align: center;">(Newly established)</p>	<p>(Representative Directors on Board and Executive Directors) Article 22</p> <ol style="list-style-type: none"> <li>The Board of Directors shall, by resolution, elect Representative Directors.</li> <li>The Board of Directors may, by resolution, appoint a Chairman, a President, as well as a few Vice Chairpersons and Vice Presidents.</li> </ol> <p>(Executive Officers) <u>Article 23</u></p> <ol style="list-style-type: none"> <li><u>The Board of Directors may, by resolution, appoint Executive Officers and divide business tasks to be executed among them.</u></li> <li><u>In addition to matters stipulated in these Articles of Incorporation, matters regarding Executive Officers shall be determined by the Executive Officers Regulations stipulated by the Board of Directors.</u></li> </ol>
<p>Articles <u>23-28</u> (Omitted)</p>	<p>Articles <u>24-29</u> (Unchanged)</p>
<p>(Liability exemption of Directors on Board) Article <u>29</u></p> <ol style="list-style-type: none"> <li>Pursuant to the provisions of Article 426, Paragraph 1 of the Companies Act, the Company may, by resolution of the Board of Directors, exempt Directors on Board (including former Directors on Board) from liability for damages arising from negligence in the performance of their duties, to the extent permitted by laws and regulations.</li> <li>Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with each of the <u>Outside</u> Directors on Board to limit his/her liability for damages arising from negligence in the performance of his/her duties; provided, however, that the limit of liability under such agreement shall be the amount prescribed by laws and regulations.</li> </ol>	<p>(Liability exemption of Directors on Board) Article <u>30</u></p> <ol style="list-style-type: none"> <li>Pursuant to the provisions of Article 426, Paragraph 1 of the Companies Act, the Company may, by resolution of the Board of Directors, exempt Directors on Board (including former Directors on Board) from liability for damages arising from negligence in the performance of their duties, to the extent permitted by laws and regulations.</li> <li>Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with each of the Directors <u>(excluding Directors on Board involved in business execution, etc.)</u> to limit his/her liability for damages arising from negligence in the performance of his/her duties; provided, however, that the limit of liability under such agreement shall be the amount prescribed by laws and regulations.</li> </ol>
<p>Article <u>30</u> (Omitted)</p> <p style="text-align: center;">Chapter 5: Statutory Auditors and the Supervisory Board</p>	<p>Article <u>31</u> (Unchanged)</p> <p style="text-align: center;">Chapter 5: Statutory Auditors and the Supervisory Board</p>
<p>(Number of Statutory Auditors) Article <u>31</u> The Company shall have at least three Statutory Auditors.</p>	<p>(Number of Statutory Auditors) Article <u>32</u> The Company shall have <u>between three and five</u> Statutory Auditors.</p>

Current Articles of Incorporation	Proposed Amendments
<p>Articles <u>32-40</u> (Omitted)</p> <p>(Liability exemption of Statutory Auditors) Article <u>41</u></p> <p>1. Pursuant to the provisions of Article 426, Paragraph 1 of the Companies Act, the Company may, by resolution of the Board of Directors, exempt Statutory Auditors (including former Statutory Auditors) from liability for damages arising from negligence in the performance of their duties, to the extent permitted by laws and regulations.</p> <p>2. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with each of the <u>Outside Statutory Auditors</u> to limit his/her liability for damages arising from negligence in the performance of his/her duties; provided, however, that the limit of liability under such agreement shall be the amount prescribed by laws and regulations.</p> <p style="text-align: center;">Chapter 6: Accounts</p> <p>Article <u>42</u> (Omitted)</p> <p style="text-align: center;">(Newly established)</p> <p>Articles <u>43-45</u> (Omitted)</p>	<p>Articles <u>33-41</u> (Unchanged)</p> <p>(Liability exemption of Statutory Auditors) Article <u>42</u></p> <p>1. Pursuant to the provisions of Article 426, Paragraph 1 of the Companies Act, the Company may, by resolution of the Board of Directors, exempt Statutory Auditors (including former Statutory Auditors) from liability for damages arising from negligence in the performance of their duties, to the extent permitted by laws and regulations.</p> <p>2. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with each of the <u>Statutory Auditors</u> to limit his/her liability for damages arising from negligence in the performance of his/her duties; provided, however, that the limit of liability under such agreement shall be the amount prescribed by laws and regulations.</p> <p style="text-align: center;">Chapter 6: Accounts</p> <p>Article <u>43</u> (Unchanged)</p> <p><u>(Decision-making body for dividends of surplus, etc.)</u> Article <u>44</u> <u>The Company may, by resolution of the Board of Directors, determine dividends of surplus and other matters stipulated in Article 459, Paragraph 1 of the Companies Act, unless otherwise provided for in laws and regulations.</u></p> <p>Articles <u>45-47</u> (Unchanged)</p>



**Proposal 3: Election of 9 Directors on Board**

The terms of office of all 13 Directors on Board will expire at the conclusion of this Annual General Meeting of Stockholders. Accordingly, the election of 9 Directors on Board is proposed.

The candidates are as follows:

No.	Name			Current positions and responsibilities at the Company
1	[Re-election]	Tatsuya Otsuka		Chairman
2	[Re-election]	Katsunori Kawabata		President & CEO
3	[Re-election]	Yoshinori Kawamura		Managing Director on Board
4	[Re-election]	Shuji Kimura		Managing Director on Board
5	[Re-election]	Yoshiyuki Furuya		Managing Director on Board
6	[Re-election]	Hisaaki Karataki		Director on Board
7	[Re-election]	Shogo Sanmaido		Director on Board
8	[Re-election]	Osamu Akagi	[Candidate for Outside Director on Board] [Candidate for Independent Director]	Outside Director on Board
9	[Re-election]	Hideyuki Tamura	[Candidate for Outside Director on Board] [Candidate for Independent Director]	Outside Director on Board

No.	Name (Date of birth)	Career overview, positions and significant concurrent positions		Number of shares of the Company held
1	Tatsuya Otsuka (May 6, 1958)  [Re-election]	April 1986	Joined Otsuka Pharmaceutical Co., Ltd.	136,400
		January 1990	Joined Earth Chemical Co., Ltd.	
March 1990	Director on Board of Earth Chemical Co., Ltd.			
March 1992	Managing Director on Board of Earth Chemical Co., Ltd.			
March 1994	President & Executive Managing Director on Board of Earth Chemical Co., Ltd.			
March 1998	President & CEO of Earth Chemical Co., Ltd.			
March 2014	Chairman of Earth Chemical Co., Ltd. (current position)			
[Reasons for nomination as a candidate for Director on Board] Mr. Tatsuya Otsuka has directed the management of the Earth Group for many years as Representative Director of the Company. Since March 2014, as Chairman, in addition to having constructive discussions and exchanging opinions with each Director on Board, he also worked on strengthening the functions of the Board of Directors. Accordingly, to aim for the improvement of the sustainable corporate value of the Earth Group by capitalizing on his impressive track record, we have renominated him as a candidate for Director on Board.				
2	Katsunori Kawabata (September 15, 1971)  [Re-election]	March 1994	Joined Earth Chemical Co., Ltd.	15,300
		March 2011	Board Director Status, General Manager of Sales Headquarters Osaka Office of Earth Chemical Co., Ltd.	
March 2013	Director on Board, Director General of Gardening Strategy Headquarters of Earth Chemical Co., Ltd.			
March 2014	President & CEO, and Director General of Gardening Strategy Headquarters of Earth Chemical Co., Ltd.			
August 2015	President & CEO, and Director General of Marketing General Strategy Headquarters of Earth Chemical Co., Ltd.			
January 2017	President & CEO of Earth Chemical Co., Ltd., Earth Group CEO (current position)			
[Reasons for nomination as a candidate for Director on Board] Mr. Katsunori Kawabata has engaged in the operations of the sales and new business departments. Since assuming the position of President & CEO in March 2014, he has displayed strong leadership grounded in a customer-centric mindset, actively created synergy in the Group and promoted overseas development, and steadily advanced the Earth Group's development. He has also contributed to the strengthening of the Board of Directors' decision-making and supervisory functions by capitalizing on his track record. Accordingly, to aim for the improvement of the sustainable corporate value of the Earth Group, we have renominated him as a candidate for Director on Board.				

No.	Name (Date of birth)	Career overview, positions and significant concurrent positions	Number of shares of the Company held
3	Yoshinori Kawamura (March 12, 1952)  [Re-election]	February 1976    Joined Otsuka Pharmaceutical Co., Ltd. January 1981    Joined Earth Chemical Co., Ltd. January 1993    President & CEO of ARS Chemical (Thailand) Co., Ltd. October 1999    Board Director Status, General Manager of International Department of Earth Chemical Co., Ltd. March 2001    Director on Board, General Manager of International Department of Earth Chemical Co., Ltd. March 2010    Managing Director on Board, Director General of International Headquarters of Earth Chemical Co., Ltd. June 2015    Director of Earth Chemical (Shanghai) Management Co., Ltd. (current position) August 2015    Managing Director on Board, Director General of International Strategy Headquarters of Earth Chemical Co., Ltd. (current position)	30,200
	[Reasons for nomination as a candidate for Director on Board] Mr. Yoshinori Kawamura has engaged in the management of overseas subsidiaries for many years, as well as directed overseas sales activities of the Earth Group, actively contributing to the expansion of our overseas business scale. He has contributed to the strengthening of the Board of Directors' decision-making and supervisory functions by capitalizing on his abundant experience and outstanding track record. Accordingly, to aim for the improvement of the sustainable corporate value of the Earth Group, we have renominated him as a candidate for Director on Board.		
4	Shuji Kimura (January 20, 1951)  [Re-election]	February 1973    Joined Earth Chemical Co., Ltd. March 1995    Board Director Status, General Manager of Human Resources Dept. of Earth Chemical Co., Ltd. March 2005    Director on Board, General Manager of Supply Chain Dept. of Earth Chemical Co., Ltd. March 2012    Managing Director on Board, Ako Manager and General Manager of Supply Chain Dept., Administration Headquarters of Earth Chemical Co., Ltd. March 2015    Managing Director on Board, Director General of Global Supply (SCM) Headquarters of Earth Chemical Co., Ltd. (current position) September 2015    Director of Earth Chemical (Suzhou) Co., Ltd. (current position) September 2015    Director of Earth Chemical (Tianjin) Co., Ltd. (current position)	25,000
	[Reasons for nomination as a candidate for Director on Board] Mr. Shuji Kimura has engaged in the operations of the sales, logistics and production departments, contributing to the creation of synergy through the cooperation of Group companies by directing the Earth Group supply chain from procurement to shipment. Capitalizing on his abundant experience and outstanding track record, he has contributed to the strengthening of the Board of Directors' decision-making and supervisory functions, such as by actively providing opinions at the Board of Directors meetings. Accordingly, to aim for the improvement of the sustainable corporate value of the Earth Group, we have renominated him as a candidate for Director on Board.		

No.	Name (Date of birth)	Career overview, positions and significant concurrent positions		Number of shares of the Company held
5	Yoshiyuki Furuya (January 19, 1963)  [Re-election]	March 1985	Joined Earth Chemical Co., Ltd.	9,300
		March 2008	Board Director Status, General Manager of Sales Planning Dept., Sales Headquarters of Earth Chemical Co., Ltd.	
February 2012	Director of Bathclin Corp.			
March 2014	Director on Board, General Manager of Sales Planning Dept., Sales Headquarters of Earth Chemical Co., Ltd.			
September 2014	Director of Hakugen Earth Co., Ltd.			
January 2015	Director on Board, Director General of Sales Headquarters of Earth Chemical Co., Ltd.			
March 2016	Managing Director on Board, Director General of Sales Headquarters of Earth Chemical Co., Ltd. (current position)			
[Reasons for nomination as a candidate for Director on Board] Mr. Yoshiyuki Furuya has consistently engaged in front-line sales activities and the operations of the sales planning department since joining the Company, and from January 2015 he has directed activities of the Company's entire sales department, contributing to the expansion of the Earth Group's business scale. Capitalizing on his abundant experience and outstanding track record, he has contributed to the strengthening of the Board of Directors' decision-making and supervisory functions, such as by actively providing opinions at the Board of Directors meetings. Accordingly, to aim for the improvement of the sustainable corporate value of the Earth Group, we have renominated him as a candidate for Director on Board.				
6	Hisaaki Karataki (May 8, 1956)  [Re-election]	March 1979	Joined Earth Chemical Co., Ltd.	6,000
		March 2006	Board Director Status, President and General Manager, Earth Chemical (Suzhou) Co., Ltd.	
March 2011	Director on Board of Earth Chemical Co., Ltd., President of China Operations			
June 2015	Chairman of Earth Chemical (Shanghai) Management Co., Ltd. (current position)			
September 2015	Chairman of Earth Chemical (Suzhou) Co., Ltd. (current position)			
September 2015	Chairman of Earth Chemical (Tianjin) Co., Ltd. (current position)			
January 2016	Director on Board, Associate Director of Administration Headquarters of Earth Chemical Co., Ltd.			
March 2016	Director on Board, Director General of Administration Headquarters of Earth Chemical Co., Ltd. (current position)			
May 2017	Audit & Supervisory Board Member of A My Gia Joint Stock Company (current position)			
July 2017	Audit & Supervisory Board Member of Earth Pet Co., Ltd. (current position)			
[Reasons for nomination as a candidate for Director on Board] Mr. Hisaaki Karataki has engaged in the operations of the production departments of overseas subsidiaries and the management of Chinese subsidiaries for many years, and from January 2016 he has directed the Administration Headquarters that is responsible for strengthening and constructing the business foundation, contributing to the construction of a foundation that supports sustainable growth. Capitalizing on his abundant experience and outstanding track record, he has contributed to the strengthening of the Board of Directors' decision-making and supervisory functions, such as by providing opinions at the Board of Directors meetings. Accordingly, to aim for the improvement of the sustainable corporate value of the Earth Group, we have renominated him as a candidate for Director on Board.				

No.	Name (Date of birth)	Career overview, positions and significant concurrent positions		Number of shares of the Company held
7	Shogo Sanmaido (May 8, 1963)  [Re-election]	April 1991 March 2014  August 2014 February 2015 March 2015  June 2015  September 2016  March 2017  May 2017	Joined Earth Chemical Co., Ltd. Board Director Status, General Manager of Corporate Planning Dept., Administration Headquarters of Earth Chemical Co., Ltd. Director of Hakugen Earth Co., Ltd. (current position) Director of Bathclin Corp. (current position) Director on Board, General Manager of Corporate Planning Dept. of Earth Chemical Co., Ltd. Director of Earth Chemical (Shanghai) Management Co., Ltd. (current position) Director on Board, General Manager of Corporate Management Dept. and New Channel Dept. of Earth Chemical Co., Ltd. (current position) Director of Earth Environmental Service Co., Ltd. (current position) Director of A My Gia Joint Stock Company (current position)	2,900
[Reasons for nomination as a candidate for Director on Board] Mr. Shogo Sanmaido has engaged in the operations of the sales and corporate planning departments for many years. Since March 2015, he has directed the corporate planning department as Director on Board, contributing to the construction of the Company's business foundation and expansion of the business scope through conducting management and organizational restructuring of subsidiaries. Capitalizing on his abundant experience and outstanding track record, he has contributed to the strengthening of the Board of Directors' decision-making and supervisory functions, such as by providing opinions at the Board of Directors meetings. Accordingly, to aim for the improvement of the sustainable corporate value of the Earth Group, we have renominated him as a candidate for Director on Board.				
8	Osamu Akagi (July 28, 1944)  [Re-election] [Candidate for Outside Director on Board] [Candidate for Independent Director]  Number of years in office as Director on Board: 6 years	March 1999  March 2012 April 2015  July 2016	President of Osaka University of Foreign Studies (now Osaka University) Director of Earth Chemical Co., Ltd. (current position) Director of The Japan Foundation Japanese-Language Institute, Kansai (current position) President of Osaka University of Tourism (current position)	2,500
[Reasons for nomination as a candidate for Outside Director on Board] Mr. Osamu Akagi has contributed to the strengthening of the Board of Directors' supervisory functions since he assumed the position of Director on Board of the Company. In addition, as he has extensive insights through years of research on Southeast Asia, a region where the Company conducts its business, we have renominated him as a candidate for Outside Director on Board. Although he has never been involved in corporate management except as an Outside Director on Board, we deem him capable of carrying out duties of an Outside Director on Board appropriately based on his experience and insights described above.  [Matters regarding independence] Mr. Osamu Akagi fulfills the criteria for independent directors stipulated in the regulations of the Tokyo Stock Exchange as well as the Company's independence criteria for outside officers.				

No.	Name (Date of birth)	Career overview, positions and significant concurrent positions		Number of shares of the Company held
9	Hideyuki Tamura (January 4, 1951)  [Re-election] [Candidate for Outside Director on Board] [Candidate for Independent Director]  Number of years in office as Director on Board: 2 years	April 1975 November 1999  March 2000 June 2004 October 2005  June 2007 April 2008 June 2010 March 2016 June 2017	Joined HOKKAICAN CO., LTD. (now Hokkan Holdings, Ltd.) General Manager of Technology Development Dept. of HOKKAICAN CO., LTD. Director of HOKKAICAN CO., LTD. President & CEO of Nitto Seiki Co., Ltd. Director, Executive Operating Officer of HOKKAICAN CO., LTD. Director of Hokkan Holdings, Ltd. President & CEO of HOKKAICAN CO., LTD. Executive Managing Director of Hokkan Holdings, Ltd. Director of Earth Chemical Co., Ltd. (current position) Special Advisor of HOKKAICAN CO., LTD. (current position)	300
<p>[Reasons for nomination as a candidate for Outside Director on Board]  Since he assumed the position of Director on Board of the Company, Mr. Hideyuki Tamura has contributed to the strengthening of the Board of Directors' supervisory function by attending all Board of Directors meetings and providing his opinions. In addition, as he has abundant experience and extensive knowledge as a corporate manager, and actively provides opinions at Board of Directors meetings, we deem him as an appropriate person to conduct the supervision of business execution as an Outside Director on Board. Therefore, we have renominated him as a candidate for Outside Director on Board.</p> <p>[Matters regarding independence]  Mr. Hideyuki Tamura fulfills the criteria for independent directors stipulated in the regulations of the Tokyo Stock Exchange as well as the Company's independence criteria for outside officers.  In addition, although Mr. Hideyuki Tamura is from a company that has transactions with the Company concerning materials, his independence is secured as the Company's transactional amount with said company is less than 0.2% of the Company's consolidated net sales.</p>				

(Notes)

1. There are no special interests between the candidates for Directors on Board and the Company.
2. Mr. Osamu Akagi and Mr. Hideyuki Tamura are candidates for Outside Directors on Board.
3. Outline of liability limitation agreement  
The Company has entered into a liability limitation agreement with Mr. Osamu Akagi and Mr. Hideyuki Tamura, respectively, pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act.  
The maximum amount of liability for damages based on the agreement is the minimum amount of liability stipulated by laws and regulations.

(Reference) Independence Criteria for Outside Officers

As part of efforts to strengthen corporate governance, the Company has stipulated the following criteria for assessing the independence of Outside Directors on Board and Outside Statutory Auditors.

1. A person who has never been a Director on Board (excluding Outside Directors on Board, the same applies hereafter), a Statutory Auditor (excluding Outside Statutory Auditors, the same applies hereafter), an Executive Officer, or a key employee (hereafter collectively “Director on Board, etc.”) of the Company and its subsidiaries (hereafter the “Earth Group”).
2. A person who is not a relative within the second degree of kinship of the Earth Group’s Directors on Board, etc.
3. A person who is not among existing major stockholders of the Company or a Director on Board, etc. thereof, or a Director on Board, etc. of a company where the Earth Group is a major stockholder, in the past year.
4. A person who is not a Director on Board, etc. of any major transactional partner of the Earth Group in the past three years.
5. A person who is not currently a Director on Board, etc. of a company that has accepted a Director on Board or Statutory Auditor from the Earth Group, or a Director on Board, etc. of its parent company or subsidiary.
6. A person who is not a certified public accountant of the Earth Group’s Accounting Auditor or a partner or employee of the Earth Group’s auditing firm.
7. A person who is not a provider of specialized services, including certified public accountants, tax accountants, lawyers, and various consultants, who has accepted monetary and other property benefits, excluding officer remuneration, of more than 10 million yen per year from the Earth Group (If the recipient of the benefits is a legal entity or an organization, a person who does not belong to an organization whereby the total property benefits received from the Earth Group exceeds 2% of the organization’s total annual income).
8. In addition to the previous items, a person who is deemed to have no special circumstances that may cause a conflict of interest with the Company, or a person who does not belong to a legal entity or organization deemed as having such a risk.

[Explanatory notes]

1. A “key employee” refers to an employee who holds the position of General Manager or a higher position.
2. A “major stockholder” is one who directly or indirectly holds a number of voting rights that account for at least 10% of the total voting rights.
3. A “major transactional partner of the Earth Group” refers to a company whereby the amount paid to or received from the company in the past fiscal year account for at least 2% of either the Earth Group’s or the transactional partner’s consolidated net sales.

**Proposal 4: Determination of Remuneration for Granting Shares with Transfer Restrictions to Directors on Board**

Based on the approval obtained at the 90th Annual General Meeting of Stockholders held on March 26, 2014, the amount of remuneration, etc. for Directors on Board of the Company shall be within 0.6 billion yen annually (excluding the salary portion payable to Directors on Board who are concurrently serving as employees).

Recently, as part of efforts to review the Officer Remuneration System, the Company decided to provide incentives for the Company's Directors on Board (excluding Outside Directors on Board, hereafter "Eligible Directors on Board") to strive for the sustainable improvement of the Company's corporate value and further promote value sharing with stockholders, by offering remuneration for granting shares with transfer restrictions to Eligible Directors on Board, separate from the above remuneration amount.

Based on this proposal, the remuneration offered to Eligible Directors on Board for granting shares with transfer restrictions shall be monetary receivables (hereafter "Monetary Remuneration Receivables"), where the total amount shall be within 150 million yen annually, an amount considered reasonable in light of the aforementioned purpose. The specific period of providing remuneration and the amount to be provided to each Eligible Director on Board shall be determined at a Board of Directors meeting. Also, the above remuneration amount does not include the salary portion payable to Directors on Board who are concurrently serving as employees.

The Company currently has 13 Directors on Board (including 2 Outside Directors on Board), but if Proposal 3 "Election of 9 Directors on Board" is approved as originally proposed, the Company will have 9 Directors on Board (including 2 Outside Directors on Board).

In addition, based on a resolution of the Company's Board of Directors, Eligible Directors on Board shall make in-kind contribution of all the Monetary Remuneration Receivables to be granted according to this Proposal, and shall, in return, receive the Company's common shares that will be issued or disposed of by the Company. The total number of the Company's common shares issued or disposed of in this manner shall be within 20,000 shares annually. (However, from the day after the approval of this proposal, in the event of a stock split (including allotment of the Company's common shares without contribution), a reverse stock split, or any other circumstance in which the total number of the Company's common shares to be issued or disposed of as restricted stock needs to be adjusted, the total number shall be reasonably adjusted.)

The amount to be paid per share shall be the closing price of the Company's common shares on the Tokyo Stock Exchange on the business day immediately prior to the date of the resolution of allotment by each Board of Directors meeting (or the closing price on the transaction day immediately prior thereto if no transaction is made on such business day), provided the amount shall not be particularly advantageous to Eligible Directors on Board who will receive the common shares. For the purpose of such issuance or disposal of common shares of the Company, a restricted stock allotment agreement including the following details (hereafter the "Allotment Agreement") shall be concluded between the Company and each Director on Board.



- (1) **Transfer Restriction Period**  
Eligible Directors on Board shall not transfer, create a security interest on, or otherwise dispose of the common shares of the Company allotted under the Allotment Agreement (hereafter the "Allotted Shares") during a time period set out preliminarily by the Board of Directors of the Company (hereafter the "Transfer Restriction Period"), which shall be between three and five years from the date of such allotment according to the Allotment Agreement (This restriction shall be hereinafter referred to as the "Transfer Restriction.").
- (2) **Treatment of the Allotted Shares in the event of retirement of Eligible Directors on Board**  
If an Eligible Director on Board retires from his or her position as Director on Board of the Company prior to the expiry of the Transfer Restriction Period, the Company shall rightfully acquire the Allotted Shares free of charge, unless such retirement is due to expiry of the term of office, death or other reasons deemed justifiable by the Board of Directors of the Company.
- (3) **Removal of the Transfer Restriction**  
Notwithstanding the provision in (1) above, the Company shall remove the Transfer Restriction with respect to all of the Allotted Shares at the expiry of the Transfer Restriction Period on the condition that the Eligible Director on Board has served as a Director on Board of the Company continuously during the Transfer Restriction Period; provided, however, that the number of the Allotted Shares subjected to the removal of the Transfer Restriction and the timing of such removal shall be reasonably adjusted as appropriate in the event that the Eligible Director on Board retires from his or her position due to expiry of the term of office, death or other reasons deemed justifiable as specified in (2) above prior to the expiry of the Transfer Restriction Period (based on conditions listed in (5) below in the case where (5) "Condition of performance target achievement for removal of Transfer Restrictions" are included in the Allotted Shares). Also, based on the provisions above, the Company shall rightfully acquire, free of charge, the Allotted Shares for which the Transfer Restriction has not been removed when the Transfer Restrictions Period ends.
- (4) **Treatment of the Allotted Shares in the event of organizational restructuring, etc.**  
Notwithstanding the provision in (1) above, if a merger agreement to make the Company a non-surviving party of a merger, or a share exchange agreement or a share transfer plan to make the Company a wholly-owned subsidiary of another party, or any other form of organizational restructuring, etc. are approved at the General Meeting of Stockholders (or by the Board of Directors of the Company if such organizational restructuring, etc. does not require the approval of the General Meeting of Stockholders of the Company) during the Transfer Restriction Period, the Company, prior to the effective date of such organizational restructuring, etc., shall remove, based on the resolution of the Board of Directors of the Company, the Transfer Restriction of the Allotted Shares, the number of which will be reasonably determined based on the time period from the date of the beginning of the Transfer Restriction Period to the date of the approval of such organizational restructuring, etc. In this case, as of the time immediately after the removal of the Transfer Restriction, the Company shall rightfully acquire, free of charge, the Allotted Shares for which the Transfer Restriction is not removed.
- (5) **Condition of performance target achievement for removal of the Transfer Restriction**  
If "performance targets set beforehand by the Company's Board of Directors" are not achieved by the final day of the Transfer Restrictions Period stipulated by the Company's Board of Directors, the Company shall rightfully acquire, free of charge, all the Allotted Shares.
- (6) **Other matters to be determined by the Board of Directors**  
Apart from the aforementioned matters, the Allotment Agreement shall prescribe matters to be determined by the Board of Directors, including the methods of declaring intention and sending notification under the Allotment Agreement and procedures to revise the Allotment Agreement.

## Corporate Philosophy of the Earth Group

We act to live in harmony with the Earth.

Our company name “Earth” indicates our trailblazing ideal of striving to bring useful products to people all over the world.

We have been devoted to helping people live happy, healthy lives for more than a century since our founding in 1892, continuously delivering products of the highest quality. Doing so, we have achieved steady growth alongside society around us.

We will work together with our customers, society, and stockholders to be an essential presence for even more people throughout the world, to become part of people’s lives and create even more fulfillment and happiness.

(アースマークをそのまま挿入「地球を、キモチいい家に。を含む」)

Featuring a motif of the Earth, the blue part of our logo represents “life” that is both safe and enjoyable, while the red part of the design protruding to the right expresses the passionate, sincere and energetic corporate spirit of the Earth Group: “Act.”

To express the Earth Group’s stance of aiming for the best and continuously taking on new challenges, we adopted the design of having the letter “A” in “EARTH” shaped like an upward pointing arrow.

“Act For Life” represents the Earth Group’s commitment to its customers—to contribute to safe and enjoyable lifestyles of people (Act) by becoming a part of people’s lives (Life) through the provision of products and services.

The Japanese tagline “地球を、キモチいい家に。” is our way of expressing our “Act For Life” commitment to customers in a friendly and memorable way.

“Comfortable” signifies a safe and enjoyable way of life.

To Our stockholders

I would like to express my deepest appreciation for the continued patronage of our stockholders.

Last year, we inevitably had to revise our performance forecasts downward during the fiscal year and were unable to meet the expectations of our stockholders. This year, however, we actively conducted initiatives to resolve issues with our sights set on future growth, including actively implementing mergers and acquisitions, as well as reducing the number of product returns, and felt our hard work pay off. Going forward, we will continue to follow the same direction listed in our mid-term management plan, and steadily carry out initiatives that will lead to results.

One of our major initiatives was to rename the category that used to be named “insecticides” to “*mushi care* products” (insect countering products), to erase the negative image depicted in phrases such as “If it kills insects, it must be highly toxic,” and to instead spread the message of our intention “to protect people.” We are striving to expand our market so that we can become a bigger part of people’s lives and homes.

Furthermore, we became a Tokyo 2020 Olympic and Paralympic Games Official Partner at the end of last year. With the slogan “Summer 2020 will also be protected by Earth Chemical,” we are extremely proud to be able to support the event as one of the companies representing Japan, and we believe this experience will drive us forward towards the future.

I sincerely request all stockholders to provide us with your continued support in all our future endeavors.

March 2018

Katsunori Kawabata  
President & Chief Executive Officer  
Earth Chemical Co., Ltd.  
Chief Executive Officer  
Earth Group

Note: This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

(Stock Exchange Code 4985)  
March 23, 2018

**To Stockholders:**

Katsunori Kawabata  
President & CEO,  
Earth Group CEO  
Earth Corporation  
2-12-1 Kanda-Tsukasamachi, Chiyoda-ku,  
Tokyo

**RESOLUTIONS OF  
THE 94TH ANNUAL GENERAL MEETING OF STOCKHOLDERS**

Dear Stockholders:

We would like to express our appreciation for your continued support and patronage.

The following matters were resolved at the 94th Annual General Meeting of Stockholders of Earth Corporation (the “Company”) held today.

**Matters reported:**

1. The Business Report, Consolidated Financial Statements for the Company’s 94th Fiscal Year (January 1, 2017 – December 31, 2017) and results of audits by the Accounting Auditor and the Supervisory Board of the Consolidated Financial Statements  
The Business Report, Consolidated Financial Statements, and results of audits were reported as described above.
2. Non-Consolidated Financial Statements for the Company’s 94th Fiscal Year (January 1, 2017 – December 31, 2017)  
The Non-Consolidated Financial Statements were reported as described above.

**Proposals resolved:**

**Proposal 1:** Appropriation of Surplus

The proposal was approved and resolved as originally proposed. The year-end dividend shall be 115 yen per share.

**Proposal 2:** Partial Amendments to Articles of Incorporation

The proposal was approved and resolved as originally proposed.

**Proposal 3:** Election of 9 Directors on Board

The proposal was approved and resolved as originally proposed, and Messrs. Tatsuya Otsuka, Katsunori Kawabata, Yoshinori Kawamura, Shuji Kimura, Yoshiyuki Furuya, Hisaaki Karataki, Shogo Sanmado, Osamu Akagi and Hideyuki Tamura were elected and assumed their respective offices.

Furthermore, Messrs. Osamu Akagi and Hideyuki Tamura are Outside Directors on Board as stipulated in Article 2, Item 15 of the Companies Act.

**Proposal 4:** Determination of Remuneration for Granting Shares with Transfer Restrictions to Directors on Board

The proposal was approved and resolved as originally proposed.

## Notice

The Company's officers will be as follows:

Director on Board	Chairman	Tatsuya Otsuka
Representative Director	President	Katsunori Kawabata
	Earth Group CEO	
Director on Board	Managing Executive Officer, Director General of International Strategy Headquarters	Yoshinori Kawamura
Director on Board	Managing Executive Officer, Director General of Global Supply (SCM) Headquarters	Shuji Kimura
Director on Board	Managing Executive Officer, Director General of Sales Headquarters	Yoshiyuki Furuya
Director on Board	Senior Executive Officer, Director General of Administration Headquarters	Hisaaki Karataki
Director on Board	Senior Executive Officer, General Manager of Corporate Management Dept. and New Channel Dept.	Shogo Sanmaido
Director on Board		Osamu Akagi
Director on Board		Hideyuki Tamura
Permanent Statutory Auditor		Tetsuo Arita
Statutory Auditor		Yoshiaki Oishi
Statutory Auditor		Shoji Kono

(Notes)

1. Directors on Board Messrs. Osamu Akagi and Hideyuki Tamura are Outside Directors on Board.
2. Statutory Auditors Messrs. Yoshiaki Oishi and Shoji Kono are Outside Statutory Auditors.

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### Notice Regarding Payment of Year-end Dividend

Please receive the year-end dividend for the 94th fiscal year by using the enclosed "Receipt of Dividend" during the payout period (March 26, 2018 to April 27, 2018).

For those stockholders who have designated dividend payment via direct deposit to their bank accounts, please review the enclosed "Dividend Calculation Statement" and "Reference to the Beneficiary Account for Dividend Transfer." For those stockholders who have designated dividend payment via the method of allocation in proportion to the number of shares held, please review the enclosed "Dividend Calculation Statement" and "Reference for Receiving Divided Payments."

定 款

アース製薬株式会社

# 定 款

## 第 1 章 総則

### (商号)

第 1 条 当社は、アース製薬株式会社と称し、英文ではEarth Corporationと表示する。

### (目的)

第 2 条 当社は、次の事業を営むことを目的とする。

- ①医薬品、医薬部外品、医療機器、動物用医薬品、動物用医薬部外品、毒劇物の製造販売および輸出入
- ②日用品雑貨、化粧品の製造販売および輸出入
- ③食品の製造販売および輸出入
- ④工業薬品、農薬、肥料、園芸用品、ペット用品の製造販売および輸出入
- ⑤電気用品、機械および部品、樹脂成型加工品の製造販売および輸出入
- ⑥各種建物、構築物等における環境衛生等の管理および検査等の役務の提供ならびにこれらに関するコンサルティング業務
- ⑦その他商業全般
- ⑧前各号に附帯関連する一切の事業

### (本店の所在地)

第 3 条 当社は、本店を東京都千代田区に置く。

### (機関)

第 4 条 当社は、株主総会および取締役のほか、次の機関を置く。

- ①取締役会
- ②監査役
- ③監査役会
- ④会計監査人

### (公告方法)

第 5 条 当社の公告方法は、電子公告とする。ただし、事故その他やむをえない事由によって電子公告による公告をすることができない場合は、日本経済新聞に掲載して行う。

## 第 2 章 株式

### (発行可能株式総数)

第 6 条 当社の発行可能株式総数は、6,400万株とする。

(自己の株式の取得)

第7条 当社は、会社法第165条第2項の規定により、取締役会の決議によって自己の株式を取得することができる。

(単元株式数)

第8条 当社の単元株式数は、100株とする。

(単元未満株式を有する株主の権利)

第9条 当社の単元未満株式を有する株主は、その有する単元未満株式について、次に掲げる権利以外の権利を行使することができない。

- ①会社法第189条第2項各号に掲げる権利
- ②会社法第166条第1項の規定による請求をする権利
- ③株主の有する株式数に応じて募集株式の割当ておよび募集新株予約権の割当てを受ける権利

(株主名簿管理人)

第10条 当社は、株主名簿管理人を置く。

- 2 株主名簿管理人およびその事務取扱場所は、取締役会の決議によって定め、これを公告する。
- 3 当社の株主名簿および新株予約権原簿の作成ならびにこれらの備置きその他の株主名簿および新株予約権原簿に関する事務は、株主名簿管理人に委託し、当社においてはこれを取扱わない。

(株式取扱規程)

第11条 当社の株式に関する取扱いおよび手数料は、法令または本定款のほか、取締役会において定める株式取扱規程による。

### 第3章 株主総会

(株主総会の招集および開催の場所)

第12条 当社の定時株主総会は、毎年3月にこれを招集し、臨時株主総会は、必要あるときに随時これを招集する。

- 2 当社の株主総会は、本店所在地がある東京都において開催する。

(基準日)

第13条 当社の定時株主総会の議決権の基準日は、毎年12月31日とする。



2 当社は、本定款に定めるもののほか、必要があるときは、取締役会の決議によりあらかじめ公告して基準日を定めることができる。

(招集権者および議長)

第14条 株主総会は、取締役社長がこれを招集し、議長となる。

2 取締役社長に事故があるときは、取締役会においてあらかじめ定めた順序に従い、他の取締役が株主総会を招集し、議長となる。

(株主総会参考書類等のインターネット開示とみなし提供)

第15条 当社は、株主総会の招集に際し、株主総会参考書類、事業報告、計算書類および連結計算書類に記載または表示をすべき事項に係る情報を、法務省令に定めるところに従いインターネットを利用する方法で開示することにより、株主に対して提供したものとみなすことができる。

(決議の方法)

第16条 株主総会の決議は、法令または本定款に別段の定めがある場合を除き、出席した議決権を行使できる株主の過半数をもって行う。

2 会社法第309条第2項に定める決議は、議決権を行使することができる株主の議決権の3分の1以上を有する株主が出席し、その議決権の3分の2以上をもって行う。

(議決権の代理行使)

第17条 株主は、当社の議決権を有する他の株主1名を代理人として、その議決権を行使することができる。

2 株主または代理人は、株主総会ごとに代理権を証明する書面を当社に提出しなければならない。

(議事録)

第18条 株主総会における議事の経過の要領およびその結果ならびにその他法令に定める事項については、これを議事録に記載または記録する。

#### 第4章 取締役および取締役会

(員数)

第19条 当社の取締役は、3名以上10名以内とする。

(選任方法)

第20条 取締役は、株主総会において選任する。

2 取締役の選任決議は、議決権を行使することができる株主の議決権の3分の1以上を

有する株主が出席し、その議決権の過半数をもって行う。

3 取締役の選任決議は、累積投票によらないものとする。

(任期)

第21条 取締役の任期は、選任後1年以内に終了する事業年度のうち最終のものに関する定時株主総会の終結の時までとする。

2 増員または補欠として選任された取締役の任期は、在任取締役の任期の満了する時までとする。

(代表取締役および役付取締役)

第22条 取締役会は、その決議によって代表取締役を選定する。

2 取締役会は、その決議によって、取締役会長、取締役社長各1名、取締役副会長、取締役副社長各若干名を定めることができる。

(執行役員)

第23条 取締役会は、その決議により執行役員を定め、業務を分担して執行させることができる。

2 執行役員に関する事項は、本定款に定めるもののほか、取締役会において定める執行役員規則による。

(取締役会の招集権者および議長)

第24条 取締役会は、法令に別段の定めある場合を除き、取締役社長がこれを招集し、議長となる。

2 取締役社長に事故があるときは、取締役会においてあらかじめ定めた順序に従い、他の取締役が取締役会を招集し、議長となる。

(取締役会の招集通知)

第25条 取締役会の招集通知は、会日の3日前までに各取締役および各監査役に対して発する。ただし、緊急の必要があるときは、この期間を短縮することができる。

2 取締役および監査役の全員の同意があるときは、招集の手続を経ないで取締役会を開催することができる。

(取締役会の決議方法)

第26条 取締役会の決議は、議決に加わることができる取締役の過半数が出席し、出席した取締役の過半数をもって行う。

2 当社は、会社法第370条の要件を満たす場合は、取締役会の決議の目的である事項につき、取締役会の決議があったものとみなす。

(取締役会の議事録)

第27条 取締役会の議事の経過の要領およびその結果ならびにその他法令に定める事項については、これを議事録に記載または記録し、出席した取締役および監査役がこれに記名捺印または電子署名する。

2 前条第2項の決議があったとみなされる事項の内容およびその他法令に定める事項については、これを議事録に記載または記録する。

(取締役会規程)

第28条 取締役会に関する事項は、法令または本定款のほか、取締役会において定める取締役会規程による。

(報酬等)

第29条 取締役の報酬、賞与その他の職務執行の対価として当会社から受ける財産上の利益（以下、「報酬等」という。）は、株主総会の決議によって定める。

(取締役の責任免除)

第30条 当会社は、会社法第426条第1項の規定により、任務を怠ったことによる取締役（取締役であった者を含む。）の損害賠償責任を、法令の限度において、取締役会の決議によって免除することができる。

2 当会社は、会社法第427条第1項の規定により、取締役（業務執行取締役等であるものを除く）との間に、任務を怠ったことによる損害賠償責任を限定する契約を締結することができる。ただし、当該契約に基づく責任の限度額は、法令の定める額とする。

(顧問)

第31条 取締役会の決議により顧問若干名を置くことができる。

## 第5章 監査役および監査役会

(員数)

第32条 当会社の監査役は、3名以上5名以内とする。

(選任方法)

第33条 監査役は、株主総会において選任する。

2 監査役の選任決議は、議決権を行使することができる株主の議決権の3分の1以上を有する株主が出席し、その議決権の過半数をもって行う。

(任期)

第34条 監査役の任期は、選任後4年以内に終了する事業年度のうち最終のものに関する定時株主総会の終結の時までとする。

2 任期の満了前に退任した監査役の補欠として選任された監査役の任期は、退任した監査役の任期の満了する時までとする。

(補欠監査役)

第35条 当社は、監査役が欠けた場合または法令もしくは定款に定めた監査役の員数を欠くこととなるときに備えて、補欠の監査役を選任することができる。

2 補欠監査役の選任に係る決議が効力を有する期間は、当該決議後4年以内に終了する事業年度のうち最終のものに関する定時株主総会の開始の時までとする。

(常勤の監査役)

第36条 監査役会は、その決議によって常勤の監査役を選定する。

(監査役会の招集通知)

第37条 監査役会の招集通知は、会日の3日前までに各監査役に対して発する。ただし、緊急の必要があるときは、この期間を短縮することができる。

2 監査役全員の同意があるときは、招集の手続を経ないで監査役会を開催することができる。

(監査役会の決議方法)

第38条 監査役会の決議は、法令に別段の定めがある場合を除き、監査役の過半数をもって行う。

(監査役会の議事録)

第39条 監査役会における議事の経過の要領およびその結果ならびにその他法令に定める事項については、これを議事録に記載または記録し、出席した監査役がこれに記名捺印または電子署名する。

(監査役会規程)

第40条 監査役会に関する事項は、法令または本定款のほか、監査役会において定める監査役会規程による。

(報酬等)

第41条 監査役の報酬等は、株主総会の決議によってこれを定める。

(監査役の責任免除)

第42条 当社は、会社法第426条第1項の規定により、任務を怠ったことによる監査役（監査役であった者を含む。）の損害賠償責任を、法令の限度において、取締役会の決議によって免除することができる。

2 当社は、会社法第427条第1項の規定により、監査役との間に、任務を怠ったことによる損害賠償責任を限定する契約を締結することができる。ただし、当該契約に基づく責任の限度額は、法令の定める額とする。

## 第6章 計算

（事業年度）

第43条 当社の事業年度は、毎年1月1日から12月31日までの1年とする。

（剰余金の配当等の決定機関）

第44条 当社は、剰余金の配当等会社法第459条第1項各号に定める事項について、法令に別段の定めのある場合を除き、取締役会の決議によって定めることができる。

（剰余金配当の基準日）

第45条 当社の期末剰余金配当の基準日は、毎年12月31日とする。

（中間配当の基準日）

第46条 当社は、取締役会の決議によって、毎年6月30日を基準日として中間配当を行うことができる。

（配当金の除斥期間）

第47条 配当財産が金銭である場合は、支払開始の日から満3年を経過してもなお受領されないときは、当社はその支払義務を免れる。

(Translation)

# Articles of Incorporation

Earth Corporation

## ARTICLES OF INCORPORATION

### CHAPTER I GENERAL PROVISIONS

#### Article 1. (Name of the Company)

The name of the Company shall be Earth Seiyaku Kabushiki Kaisha. It shall be written in English as Earth Corporation.

#### Article 2. (Purposes)

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

- (1) Manufacture, sale, import and export of drugs, quasi-drugs, medical equipment, drugs for animal, quasi-drugs for animal and poisonous materials;
- (2) Manufacture, sale, import and export of daily necessities and cosmetics;
- (3) Manufacture, sale, import and export of foods;
- (4) Manufacture, sale, import and export of industrial chemicals, agricultural chemicals, fertilizer, gardening tools and pet products;
- (5) Manufacture, sale, import and export of electrical tools, machines, parts and resin molded articles;
- (6) Environmental sanitation administration and inspection services, etc. for buildings and structures, etc., and consulting services relating hereto;
- (7) Any other commercial activities; and
- (8) Any and all other businesses incidental or related to each of the foregoing items.

#### Article 3. (Location of Head Office)

The head office of the Company shall be located at Chiyoda-ku, Tokyo, Japan.

#### Article 4. (Organizations)

The Company shall establish General Meeting of Shareholders, Directors and the following organizations.

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

#### Article 5. (Method of Giving Public Notice)

Public notices of the Company shall be given electronically. Provided, however, that

if the Company is prevented from giving such electronic public notices due to an accident or for some other unavoidable reasons, public notices shall be given by publication of the Nihon Keizai Shimbun.

## CHAPTER II SHARES

### Article 6. (Total Number of Authorized Shares)

The total number of shares that may be issued by the Company shall be sixty four million (64,000,000) shares.

### Article 7. (Acquiring of Own Shares)

The Company may acquire its own shares in accordance with Article 165, Paragraph 2 of the Companies Act, upon resolution of Board of Directors.

### Article 8. (Share Unit)

The number of shares to constitute one unit of shares of the Company shall be one hundred (100) shares.

### Article 9. (Rights pertaining to Shares Less than One Unit)

Shareholders of the Company shall not exercise any rights with respect to shares less than one unit other than the following rights:

- (1) The rights listed in the items in Article 189, Paragraph 2 of the Companies Act;
- (2) The right to make requests as stipulated in Article 166, Paragraph 1 of the Companies Act; and
- (3) The right to receive allocation of offered shares and stock acquisition rights in accordance with the number of shares owned by the shareholder.

### Article 10. (Shareholder Registry Administrator)

1. The Company shall appoint a shareholder registry administrator.
2. The shareholder registry administrator and the location for the handling of its business shall be determined by Board of Directors, and shall be announced by public notices.
3. The preparation, storing and other administration of the shareholder registry and the registry of share options of the Company shall be contracted to the shareholder registry administrator, and not be directly handled by the Company itself.



Article 11. (Rules of Handling of Shares)

The handling and fees of the shares of the Company shall be in accordance with the rules prescribed by Board of Directors in addition to laws and regulations and the Articles of Incorporation.

CHAPTER III GENERAL MEETINGS OF SHAREHOLDERS

Article 12. (Time and Location of Convocation)

1. An ordinary general meeting of shareholders shall be convened in March of each year, and an extraordinary general meeting of shareholders may be convened from time to time whenever necessary.
2. General meeting of shareholders shall be convened in Tokyo where the head office of the Company is located.

Article 13. (Record Date of Ordinary General Meeting of Shareholders)

1. The record date for ordinary general meeting of shareholders shall be December 31 of each year.
2. The Company may, whenever necessary, by resolution of Board of Directors and by giving prior public notice, establish the record date.

Article 14. (Person to Convene Meeting and Chairperson)

1. The president-director shall convene general meetings of shareholders, and shall serve as chairperson of such meetings.
2. In the absence or disability of the president-director, one of the other Directors shall act as such in his place in the order of precedence previously determined by Board of Directors.

Article 15. (Disclosure of Reference Materials for General Meetings of Shareholders over the Internet and Deemed Provision)

Upon convocation of the general meetings of shareholders, the Company may deem that the information in relation to items specified or indicated in the reference materials for general meetings of shareholders, business reports, financial statements and consolidated financial statements is provided to the shareholders by disclosing them using the Internet in accordance with the provisions in the ordinance of the Ministry of Justice.

Article 16. (Method of Resolutions)

1. Unless otherwise provided for in laws or regulations or the Articles of Incorporation, any resolution of general meetings of shareholders shall be adopted by a majority of the voting rights of the shareholders present thereat who may exercise their voting right.
2. The resolution mentioned in Article 309, Paragraph 2 of the Companies Act shall be adopted by two-thirds (2/3) or more of the voting rights of those shareholders who attend the General Meetings of Shareholders, at which shareholders having not less than one-third (1/3) of the total voting rights of shareholders who may exercise their voting rights shall attend.

Article 17. (Exercise of Voting Rights by Proxy)

1. A shareholder may exercise its voting rights at a general meeting of shareholders by one proxy who shall be another shareholder of the Company having voting rights.
2. In the cases provided for in the preceding paragraph, a power of attorney authorizing such proxy shall be presented in writing to the Company for each general meeting of shareholders.

Article 18. (Minutes of General Meeting of Shareholders)

The substance of the proceedings of general meeting of shareholders, all resolutions made thereat and any other matters provided for by laws and regulations shall be stated or recorded in minutes of the meetings.

CHAPTER IV DIRECTORS AND BOARD OF DIRECTORS

Article 19. (Number)

The Company shall have not less than three (3) and not more than ten (10) Directors.

Article 20. (Election of Directors)

1. Directors shall be elected at a general meeting of shareholders.
2. Directors shall be elected by a resolution passed by a majority vote of the shareholders present at a general meeting of shareholders who shall hold voting rights representing in aggregate one-third (1/3) or more of the voting rights held by all shareholders having exercisable voting rights.
3. The election of Directors shall not be made by cumulative voting.

Article 21. (Term of Office of Directors)

1. The term of office of each Director shall expire at the close of the ordinary general meeting of shareholders relating to the last business year which ends within one (1) year after that Director's election.
2. The term of office of Director elected to increase the number of Directors or to fill a vacancy shall be the same as the remaining term of office of the incumbent Directors.

Article 22. (Representative Directors and Directors with Executive Powers)

1. Representative Directors shall be appointed by resolution of Board of Directors.
2. Board of Directors may, by resolution, appoint a chairman of Board of Directors, a president-director, as well as a few vice chairmen of the Board and executive vice-presidents.

Article 23. (Executive Officers)

1. Board of Directors may, by resolution, appoint executive officers and divide business tasks to be executed among them.
2. In addition to matters stipulated in the Articles of Incorporation, matters regarding executive officers shall be in accordance with the rules prescribed by Board of Directors.

Article 24. (Person to Convene Meeting and Chairperson)

1. Unless otherwise provided for in laws or regulations, the president-director shall convene meetings of Board of Directors, and serve as chairperson of such meetings.
2. In the absence or disability of the president-director, one of the other Directors shall convene meetings of Board of Directors in his/her place and act as chairperson thereat in the order of precedence previously determined by Board of Directors.

Article 25. (Convocation of Board of Directors)

1. A notice of convocation of a meeting of Board of Directors shall be sent three (3) days prior to the date of the meeting to each Director and Audit & Supervisory Board Member. Provided, however, that in an emergency the notice period may be shortened.
2. A meeting of Board of Directors may be held without following the convocation procedure with the unanimous consent of all Directors and Audit & Supervisory Board Members.

Article 26. (Resolutions of Board of Directors)

1. Any resolution at the meeting of Board of Directors shall be adopted by a majority vote of Directors present thereat, provided that those Directors present shall constitute a majority of Directors who may vote on the said resolution matter.

2. In cases where the requirements set forth in Article 370 of the Companies Act are fulfilled, it shall be deemed that a resolution of Board of Directors has been adopted.

Article 27. (Minutes of Meetings of Board of Directors)

The substance of the proceedings at the meetings of Board of Directors, all resolutions made thereat and any other matters provided for by laws and regulations shall be stated or recorded in minutes of meeting, and Directors and Audit & Supervisory Board Members present thereat shall affix their names and seals or electronic signature thereto.

Article 28. (Rules of Board of Directors)

Matters concerning Board of Directors shall be in accordance with the rules prescribed by Board of Directors in addition to laws and regulations and the Articles of Incorporation.

Article 29. (Compensation and Other Allowances to Directors)

The compensation, bonus and other property benefits for Directors received from the Company as consideration of their execution of duties shall be determined by resolution of the general meeting of shareholders.

Article 30. (Liability Exemption of Directors)

1. Pursuant to the provisions of Article 426, Paragraph 1 of the Companies Act, the Company may, by resolution of Board of Directors, exempt Directors (including former Directors) from liability for damages arising from negligence in the performance of their duties, to the extent permitted by laws and regulations.

2. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with each of Directors (excluding Directors involved in business execution, etc.) to limit his/her liability for damages arising from negligence in the performance of his/her duties; provided, however, that the limit of liability under such agreement shall be the amount prescribed by laws and regulations.

Article 31. (Corporate Advisors)

The Company may have one or more Corporate Advisors by resolution of Board of Directors.

CHAPTER V AUDIT & SUPERVISORY BOARD MEMBERS  
AND AUDIT & SUPERVISORY BOARD

Article 32. (Number of Audit & Supervisory Board Members)

The Company shall have not less than three (3) and not more than five (5) Audit & Supervisory Board Members.

Article 33. (Election of Audit & Supervisory Board Members)

1. Audit & Supervisory Board Member shall be elected at a general meeting of shareholders.
2. Audit & supervisory board members shall be elected by a resolution passed by a majority vote of the shareholders present at a general meeting of shareholders who shall hold voting rights representing in aggregate one-third (1/3) or more of the voting rights held by all shareholders having exercisable voting rights.

Article 34. (Term of Office of Audit & Supervisory Board Members)

1. The term of office of each Audit & Supervisory Board Member shall expire at the close of the ordinary general meeting of shareholders relating to the last business year which ends within four (4) years after that Audit & Supervisory Board Member's election.
2. The term of office of Audit & Supervisory Board Member elected to fill a vacancy shall be the same as the remaining term of office of the incumbent Audit & Supervisory Board Member.

Article 35. (Substitute Audit & Supervisory Board Member)

1. A Substitute Audit & Supervisory Board Member may be elected by way of precaution against the cases where there are no Audit & Supervisory Board Members in office or the cases where there is a vacancy which results in a shortfall in the number of Audit & Supervisory Board Members prescribed in laws or regulations or the Articles of Incorporation.
2. The effective term of the resolution for election of a Substitute Audit & Supervisory Board Member shall expire at the beginning of an ordinary general meeting of shareholders relating to the last fiscal year ending within four (4) years from his/her election.

Article 36. (Full-Time Audit & Supervisory Board Members)

Full-time Audit & Supervisory Board Members shall be appointed by a resolution of Audit & Supervisory Board.

Article 37. (Convocation of Audit & Supervisory Board)

1. A notice of convocation of a meeting of Audit & Supervisory Board shall be sent three (3) days prior to the date of the meeting to each of Audit & Supervisory Board Members. Provided, however, that in an emergency the notice period may be shortened.

2. A meeting of Audit & Supervisory Board may be held without following the convocation procedure with the unanimous consent of all Audit & Supervisory Board Members.

Article 38. (Resolutions of Audit & Supervisory Board)

Unless otherwise provided for by laws or regulations, any resolution at the meeting of Audit & Supervisory Board shall be adopted by a majority vote of Audit & Supervisory Board Members in office.

Article 39. (Minutes of Meetings of Audit & Supervisory Board)

The substance of the proceedings at the meetings of Audit & Supervisory Board, all resolutions made thereat and any other matters provided for in laws and regulations shall be stated or recorded in minutes of meeting, and Audit & Supervisory Board Members present thereat shall affix their names and seals or electronic signature thereto.

Article 40. (Rules of the Audit & Supervisory Board)

Matters concerning Audit & Supervisory Board shall be in accordance with the rules prescribed by Audit & Supervisory Board in addition to the laws and regulations and the Articles of Incorporation.

Article 41. (Compensation and Other Allowances to Audit & Supervisory Board Members)

The Compensation and other allowances for Audit & Supervisory Board Members shall be determined by resolution of the general meeting of shareholders.

Article 42. (Liability Exemption of Audit & Supervisory Board Members)

1. Pursuant to the provisions of Article 426, Paragraph 1 of the Companies Act, the Company may, by resolution of Board of Directors, exempt Audit & Supervisory Board

Members (including former Audit & Supervisory Board Members) from liability for damages arising from negligence in the performance of their duties, to the extent permitted by laws and regulations.

2. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with each of Audit & Supervisory Board Members to limit his/her liability for damages arising from negligence in the performance of his/her duties; provided, however, that the limit of liability under such agreement shall be the amount prescribed by laws and regulations.

## CHAPTER VI ACCOUNTS

Article 43. (Business Year)

The business year of the Company shall be one (1) year from January 1 through December 31.

Article 44. (Decision-Making Body for Dividends of Surplus, etc.)

The Company may, by resolution of Board of Directors, determine dividends of surplus and other matters stipulated in Article 459, Paragraph 1 of the Companies Act, unless otherwise provided for in laws and regulations.

Article 45. (Dividends)

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

Article 46. (Interim Dividends)

The Company may, by resolution of Board of Directors, pay interim dividends with its record date as of June 30 of each year.

Article 47. (Relief from Obligation to Pay Dividends)

In the event that the dividend in money has not been received after an elapse of three (3) years from the commencement date for payment thereof, the Company shall be relieved of the obligation to pay such dividend.