



(Translation)

February 22, 2024

Name of Company: Shiseido Company, Limited  
Name of Representative: Masahiko Uotani  
Chairman and CEO  
(Representative Director)  
(Code No. 4911; The Prime Market of the Tokyo Stock Exchange)  
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Executive Officer  
Vice President  
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## **Notice of Partial Amendment to the Articles of Incorporation (Proposal to the Ordinary General Meeting of Shareholders)**

Shiseido Company, Limited (the “Company”) hereby announces that its meeting of the Board of Directors held on February 22, 2024 resolved to make the following proposal to the 124th Ordinary General Meeting of Shareholders to be held on March 26, 2024 regarding partial amendment to its Articles of Incorporation.

### **1. Reason for amendments**

The Company will transition to a “company with three statutory committees” to increase the transparency and objectivity of management and ensure effective implementation of its strategies even in an increasingly volatile business environment by clearly separating the functions between management oversight and execution of the Company’s business while strengthening each of these functions. In conjunction with this transition, the Company will make necessary amendments, including the establishment of new provisions concerning the Nominating Committee, Audit Committee and Compensation Committee as well as the Corporate Executive Officers and the deletion of provisions concerning Corporate Auditors and Board of Corporate Auditors. In regard to the establishment of Article 32 (Exemption of liabilities of Corporate Executive Officers) of the Articles of Incorporation after the amendment, the consent of each Audit & Supervisory Board member has been obtained.

In addition, the Company will also amend wordings to more clearly state the purport of the current Articles of Incorporation and the number of articles in conjunction with the changes, among others.

### **2. Details of amendments**

Details of the amendments mentioned above are presented in the attachment.

### **3. Schedule**

- The scheduled date of the general meeting of shareholders to amend the Articles of Incorporation: March 26, 2024
- The scheduled effective date of amendments to the Articles of Incorporation: March 26, 2024

—End of News Release—

(Attachment)

Current Articles	Proposed Amendment
<p>(Organs)</p> <p>Article 4. The Company shall have the following organs in addition to the general meeting of shareholders and Directors:</p> <p>(1) The Board of Directors;</p> <p>(2) <u>Corporate Auditors</u>;</p> <p>(3) <u>The Board of Corporate Auditors</u>; and</p> <p>(4) Account Auditors.</p>	<p>(Organs)</p> <p>Article 4. The Company, <u>as a Company with Three Statutory Committees</u>, shall have the following organs in addition to the general meeting of shareholders and Directors:</p> <p>(1) The Board of Directors;</p> <p>(2) <u>Nominating Committee, Audit Committee, and Compensation Committee</u>;</p> <p>(3) <u>Corporate Executive Officers</u>; and</p> <p>(4) Accounting Auditors.</p>
<p>(Share registrar)</p> <p>Article 11. The Company shall have a share registrar. The share registrar and its business office shall be designated by resolution of the Board of Directors and public notice shall be given thereof. The preparation and keeping of the register of shareholders and the register of stock acquisition rights of the Company and other affairs relating to the register of shareholders and the register of stock acquisition rights shall be delegated to the share registrar and shall not be handled by the Company.</p>	<p>(Share registrar)</p> <p>Article 11. The Company shall have a share registrar.</p> <p>2. The share registrar and its business office shall be designated by resolution of the Board of Directors <u>or a determination by the Corporate Executive Officer authorized by the resolution of the Board of Directors</u>, and public notice shall be given thereof.</p> <p>3. The preparation and keeping of the register of shareholders and the register of stock acquisition rights of the Company and other affairs relating to the register of shareholders and the register of stock acquisition rights shall be delegated to the share registrar and shall not be handled by the Company.</p>
<p>(Share Handling Regulations)</p> <p>Article 12. The handling relating to the exercise of rights by the shareholders of the Company, its shares and stock acquisition rights and the fees therefor shall be governed by the Share Handling Regulations adopted by the Board of Directors as well as laws, ordinances or these Articles of Incorporation.</p>	<p>(Share Handling Regulations)</p> <p>Article 12. The handling relating to the exercise of rights by the shareholders of the Company, its shares and stock acquisition rights and the fees therefor shall be governed by the Share Handling Regulations adopted by the Board of Directors <u>or the Corporate Executive Officer authorized by the resolution of the Board of Directors</u>, as well as laws and regulations, or these Articles of Incorporation.</p>

Current Articles	Proposed Amendment
<p>(Person to convene general meetings and chairman)</p> <p>Article 15. <u>Unless otherwise provided for in laws or ordinances, a general meeting of shareholders shall be convened by the Representative Director in accordance with the resolution of the Board of Directors and chairmanship of such general meeting of shareholders shall be assumed by the Representative Director.</u></p> <p><u>If the Company has two (2) or more Representative Directors, such general meeting of shareholders shall be convened and presided over by one of the Representative Directors in the order previously fixed by the Board of Directors.</u></p> <p><u>If the Representative Director or Directors are unable to act, another Director shall act in his/her/their place in the order previously fixed by the Board of Directors.</u></p>	<p>(Person to convene general meetings and chairperson)</p> <p>Article 15. A general meeting of shareholders shall be convened by a Director designated by the Board of Directors. If the said Director is unable to act, a general meeting of shareholders shall be convened by another Director in order of the sequence determined by the Board of Directors.</p> <p>2. The chairpersonship of a general meeting of shareholders shall be assumed by the Director or Corporate Executive Officer designated by the Board of Directors. If the said Director or Corporate Executive Officer is unable to act, another Director or Corporate Executive Officer shall act in their place, in order of the sequence determined by the Board of Directors.</p>
<p>(Authorized number and method of election)</p> <p>Article 21. The Company shall have not more than <u>twelve (12)</u> Directors, all of whom shall be elected by the general meeting of shareholders.</p> <p>2. Resolutions for the election of Directors shall be adopted at a general meeting of shareholders at which shareholders holding one-third (1/3) or more of voting rights of the shareholders entitled to vote shall be present, by a majority of the voting rights of the shareholders so present.</p> <p>3. Resolutions for the election of Directors shall not be by cumulative voting.</p>	<p>(Authorized number and method of election)</p> <p>Article 21. The Company shall have not more than <u>fourteen (14)</u> Directors, all of whom shall be elected by the general meeting of shareholders.</p> <p>2. Resolutions for the election of Directors shall be adopted at a general meeting of shareholders at which shareholders holding one-third (1/3) or more of voting rights of the shareholders entitled to vote shall be present, by a majority of the voting rights of the shareholders so present.</p> <p>3. Resolutions for the election of Directors shall not be by cumulative voting.</p>
<p>(newly established)</p>	<p><u>(Convener and chairperson of a meeting of the Board of Directors)</u></p> <p><u>Article 23. Unless otherwise provided for in laws and regulations, a meeting of the Board of Directors shall be convened and chaired by a Director designated by the Board of Directors.</u></p> <p>2. <u>If the Director designated pursuant to the previous paragraph is unable to act, a meeting of the Board of Directors shall be convened and chaired by another Director in order of the sequence determined by the Board of Directors.</u></p>

Current Articles	Proposed Amendment
<p><u>(Convening of meetings of the Board of Directors)</u></p> <p>Article 23. <u>The convening of a meeting of the Board of Directors shall be as prescribed by the Board of Directors.</u></p> <p>2. <u>Notice for convening a meeting under the foregoing paragraph shall be dispatched to each Director and each Corporate Auditor at least three (3) days prior to the date of the meeting; provided, however, that such period of notice may be shortened in the case of urgent necessity.</u></p>	<p><u>(Notice for convening a meeting of the Board of Directors)</u></p> <p>Article 24. <u>The notice for convening a meeting of the Board of Directors shall be dispatched to each Director at least three (3) days prior to the date of the meeting, provided, however, that the said notice period may be shortened in case of urgent necessity.</u></p> <p>2. <u>A meeting of the Board of Directors may be convened without going through the said process to convene a meeting of the Board of Directors if the consent of all members of the Board of Directors are obtained.</u></p>
<p><u>(Powers of the Board of Directors)</u></p> <p>Article 24. <u>In addition to the matters provided for in laws, ordinances or these Articles of Incorporation, the Board of Directors shall make decisions on important matters relating to the execution of business.</u></p>	<p><u>(Powers of the Board of Directors)</u></p> <p>Article 25. <u>In addition to the matters provided for in laws and regulations, or these Articles of Incorporation, the Board of Directors shall make decisions on the Company's important business execution and oversee the Directors' performance of duty and the Corporate Executive Officers' execution of business.</u></p> <p>2. <u>The Board of Directors, unless otherwise provided for in laws and regulations, may delegate decision-making regarding the Company's execution of business to the Corporate Executive Officers by resolution of the Board of Directors.</u></p>
<p>Article 25. (Provision omitted)</p>	<p>Article 26. (As per the current)</p>
<p><u>(Representative Directors)</u></p> <p>Article 26. <u>The Board of Directors shall, by its resolution, appoint a Representative Director or Directors.</u></p>	<p>(deleted)</p>
<p><u>(Remuneration, etc.)</u></p> <p>Article 27. <u>Remuneration, bonuses and other proprietary benefits Directors may receive from the Company in consideration of the execution of their duties shall be determined by resolution of the general meeting of shareholders.</u></p>	<p>(deleted)</p>

Current Articles	Proposed Amendment
<p>(Reduction of liabilities of Directors)</p> <p>Article 28. <u>The Company may, by resolution of the Board of Directors, exempt any Director (including any former Director) from such liability as provided for in Article 423, paragraph 1 of the Corporation Law of Japan to the extent of such amount as provided for in laws or ordinances, as long as the Director acted in good faith and without gross negligence.</u></p> <p>2. <u>The Company may enter into an agreement with any outside Director to the effect that the outside Director shall assume such liability as provided for in Article 423, paragraph 1 of the Corporation Law of Japan to the extent of the aggregate of the amounts as provided for in the items of Article 425, paragraph 1 of the Corporation Law, as long as the outside Director acted in good faith and without gross negligence.</u></p>	<p>(Reduction of liabilities of Directors)</p> <p>Article 27. <u>By resolution of the Board of Directors, the Company may exempt any Director (including any former Director) from such a liability for damages attributable to neglect of duty, pursuant to Article 426, paragraph 1 of the Companies Act, to the extent permitted by laws and regulations.</u></p> <p>2. <u>The Company may enter into an agreement with any Director (excluding those who execute business of the Company or its subsidiaries) to the effect that the Director shall assume such a liability for damages attributable to neglect of duty, pursuant to Article 427, paragraph 1 of the Companies Act, to the extent of such an aggregate of amounts as provided in Article 425, paragraph 1 of the Companies Act.</u></p>
<p><b><u>Chapter V. Corporate Auditors and Board of Corporate Auditors</u></b></p> <p>(Authorized number and method of election)</p> <p>Article 29. <u>The Company shall have not less than three (3) Corporate Auditors, all of whom shall be elected by the general meeting of shareholders.</u></p> <p>2. <u>Resolutions for the election of Corporate Auditors shall be adopted at a general meeting of shareholders at which shareholders holding one-third (1/3) or more of voting rights of the shareholders entitled to vote shall be present, by a majority of the voting rights of the shareholders so present.</u></p>	<p>(deleted)</p> <p>(deleted)</p>
<p>(Term of office)</p> <p>Article 30. <u>The term of office of Corporate Auditors shall expire at the close of the ordinary general meeting of shareholders relating to the last of the financial years to end within four (4) years after their election.</u></p> <p>2. <u>The term of office of Corporate Auditors elected to fill vacancies created by the retirement of Corporate Auditors before the expiration of their term of office shall be for the unexpired balance of the term of office of the retirees.</u></p>	<p>(deleted)</p>

Current Articles	Proposed Amendment
<p><u>(Convening of meetings of the Board of Corporate Auditors)</u></p> <p><u>Article 31. The convening of a meeting of the Board of Corporate Auditors shall be as prescribed by the Board of Corporate Auditors.</u></p> <p><u>2. Notice for convening a meeting under the foregoing paragraph shall be dispatched to each Corporate Auditor at least three (3) days prior to the date of the meeting; provided, however, that such period of notice may be shortened in the case of urgent necessity.</u></p>	(deleted)
<p><u>(Powers of the Board of Corporate Auditors)</u></p> <p><u>Article 32. In addition to the matters provided for in laws, ordinances or these Articles of Incorporation, the Board of Corporate Auditors shall make decisions on important matters relating to the execution of duties of Corporate Auditors so long as the exercise of powers by Corporate Auditors are not diluted.</u></p>	(deleted)
<p><u>(Resolutions of the Board of Corporate Auditors)</u></p> <p><u>Article 33. Unless otherwise provided for in laws or ordinances, resolutions of the Board of Corporate Auditors shall be adopted by a majority of the Corporate Auditors.</u></p>	(deleted)
<p><u>(Full-time Corporate Auditors and Standing Corporate Auditors)</u></p> <p><u>Article 34. The Board of Corporate Auditors shall, by its resolution, appoint a Corporate Auditor or Auditors to serve on a full-time basis. The Board of Corporate Auditors may, by its resolution, appoint a Standing Corporate Auditor or Auditors.</u></p>	(deleted)
<p><u>(Remuneration, etc.)</u></p> <p><u>Article 35. Remuneration and other proprietary benefits Corporate Auditors may receive from the Company in consideration of the execution of their duties shall be determined by resolution of the general meeting of shareholders.</u></p>	(deleted)



Current Articles	Proposed Amendment
(newly established)	<p><u>(Representative Corporate Executive Officers)</u></p> <p><u>Article 31. Representative Corporate Executive Officers shall be appointed from among Corporate Executive Officers by resolution of the Board of Directors.</u></p>
(newly established)	<p><u>(Exemption of liabilities of Corporate Executive Officers)</u></p> <p><u>Article 32. By resolution of the Board of Directors, the Company may exempt any Corporate Executive Officer (including any former Corporate Executive Officer) from such a liability for damages attributable to neglect of duty, pursuant to Article 426, paragraph 1 of the Companies Act, to the extent permitted by laws and regulations.</u></p>
Article <u>37</u> to Article <u>39</u> (Provision omitted)	Article <u>33</u> to Article <u>35</u> (As per the current)
(newly established)	<p><b><u>Supplementary Provisions</u></b></p> <p><u>(Transitional measures for exemptions from liabilities of Audit and Supervisory Board Members)</u></p> <p><u>Article 1. By resolution of the Board of Directors, the Company may exempt any Audit and Supervisory Board Member (including any former Audit and Supervisory Board Member) from such a liability for damages attributable to his/her action before the close of the 124th ordinary general meeting of shareholders, as provided for in Article 423, paragraph 1 of the Companies Act, to the extent permitted by laws and regulations.</u></p>