

Articles of Incorporation

Dainichiseika Color & Chemicals Mfg. Co., Ltd.

Chapter 1

General Provisions

Article 1 (Corporate Name)

The name of the Company shall be “Dainichiseika Kogyo Kabushiki Kaisha” and in English it shall be “Dainichiseika Color & Chemicals Mfg. Co., Ltd.”

Article 2 (Purpose)

The Company’s purpose is to engage in the following businesses.

1. Manufacture and sale of pigment intermediates (color developers, couplers, etc.)
2. Manufacture and sale of various pigments
3. Manufacture and sale of various inks
4. Manufacture and sale of various colorants
5. Manufacture and sale of various synthetic resins
6. Manufacture and sale of chemical products
7. Manufacture and sale of pharmaceuticals, quasi-drugs, medical devices, etc.
8. Manufacture and sale of agricultural chemicals, fertilizers, etc.
9. Manufacture and sale of food additives, cosmetics, etc.
10. Creation and sale of computer software
11. Information processing and provision services
12. Manufacture and sale of various printing plates, printing materials, and printing machinery and equipment
13. Printing business
14. Transport and warehousing
15. Trade, wholesale and import/export of products related to items 1 to 14
16. Acquisition, maintenance, management, licensing and transfer of patent rights, utility model rights, design rights, trademarks, expertise, etc.
17. Rental and management of real estate
18. All operations incidental to the preceding items

Article 3 (Location of Head Office)

The head office of the Company shall be located at Chuo-ku, Tokyo, and the branch offices and sales offices shall be located at the appropriate places.

Article 4 (Organs)

The Company shall have, in addition to the general meeting of shareholders and Directors, the following organs:

- (1) Board of Directors;
- (2) Audit and Supervisory Committee; and
- (3) Financial Auditor

Article 5 (Method of Public Notice)

The method of public notices of the Company shall be electronic public notices; provided, however, that if the Company is unable to give an electronic public notice because of an accident or any other unavoidable reason, public notices of the Company shall be given in “The Nikkei” newspaper.

Chapter 2

Shares

Article 6 (Total Number of Authorized Shares)

The total number of shares authorized to be issued by the Company shall be 50,000,000.

Article 7 (Number of Shares per Share Unit)

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

Article 8 (Rights Regarding Shares Less Than One Unit)

A shareholder of the Company may not exercise any rights other than the rights listed below regarding shares less than one unit held by the shareholder:

- (1) Rights set forth in items of Article 189, paragraph (2) of the Companies Act;
- (2) Right to make a request pursuant to the provisions of Article 166, paragraph (1) of the Companies Act;

and

- (3) Right to receive an allotment of offered shares and offered share acquisition rights in proportion to the number of shares held by the shareholder.

Article 9 (Acquisition of Own Shares)

The Company may purchase own shares through market transactions, etc. based on a resolution of its Board of Directors as provided for in Article 165, paragraph (2) of the Companies Act.

Article 10 (Shareholder Register Administrator)

1. The Company shall have a shareholder register administrator.
2. The shareholder register administrator and the location of business thereof shall be designated by resolution of the Board of Directors and public notice thereof shall be given.
3. The preparation and retention of the shareholder register and the share acquisition right register of the Company and other administrations relating thereto shall be outsourced to the shareholder register administrator, and shall not be handled by the Company itself.

Article 11 (Share Handling Regulations)

Handling of the Company's shares and the fees therefor shall be in accordance with the Share Handling Regulations established by the Board of Directors, in addition to laws and regulations and these Articles of Incorporation.

Chapter 3

General Meetings of Shareholders

Article 12 (Convocation of General Meetings)

An annual general meeting of shareholders of the Company shall be convened within three months from the last day of each fiscal year. An extraordinary general meeting of shareholders shall be convened whenever necessary.

Article 13 (Record Date of Annual General Meetings of Shareholders)

The record date for voting rights at the Company's annual general meeting of shareholders shall be March 31 every year.

Article 14 (Convener and Chairperson of General Meetings of Shareholders)

1. The Director and President shall convene general meetings of shareholders and preside the meetings.
2. In cases where the Director and President is prevented from presiding, another Director who is designated in accordance with an order of priority determined in advance by the Board of Directors shall convene the general meeting of shareholders and preside the meeting.

Article 15 (Measures, etc. for Providing Information in Electronic Format)

1. When the Company convenes a general meeting of shareholders, it shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.
2. Among items for which the measures for providing information in electronic format will be taken, the Company may exclude all or some of those items designated by the Ministry of Justice Order from statements in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents by the record date of voting rights.

Article 16 (Method of Resolution)

1. Unless otherwise provided for by laws and regulations and these Articles of Incorporation, resolutions of a general meeting of shareholders shall be adopted by a majority of the votes of the shareholders who are present at the meeting and entitled to exercise their voting rights at such meetings.
2. Resolutions of a general meeting of shareholders as prescribed in Article 309, paragraph (2) of the Companies Act shall be adopted by at least two-thirds of the votes of the shareholders present at the meeting where the shareholders holding at least one-third of the voting rights of the shareholders entitled to exercise their voting rights at such meetings are present.

Article 17 (Proxy Voting)

1. Shareholders may exercise their voting rights at a general meeting of shareholders by appointing as a proxy one other shareholder of the Company with voting rights for such meeting.

2. A shareholder or a proxy must submit to the Company a document evidencing the proxy's authority at each general meeting of shareholders.

Article 18 (Minutes of General Meetings)

The summary of the proceedings of a general meeting of shareholders and the results thereof, and other items provided for by laws and regulations shall be described or recorded in the minutes.

Chapter 4

Directors and Board of Directors

Article 19 (Number of Directors and Method of Election)

1. The Company shall have not more than 8 Directors (excluding Directors who are Audit and Supervisory Committee Members).
2. The Company shall have not more than 5 Directors who are Audit and Supervisory Committee Members.
3. Directors shall be elected by resolution of a general meeting of shareholders, with a distinction made between Directors (excluding Directors who are Audit and Supervisory Committee Members) and Directors who are Audit and Supervisory Committee Members.
4. Resolutions on the election of Directors shall be adopted by a majority of the votes of the shareholders present at the meeting where the shareholders holding at least one-third of the voting rights of the shareholders entitled to exercise their voting rights at such meeting are present. Resolutions for the election of Directors shall not be conducted by cumulative voting.

Article 20 (Term of Office)

1. The term of office of a Director shall expire at the conclusion of the annual general meeting of shareholders for the last business year out of the business years terminating within one year after the election of the Director.
2. Notwithstanding the preceding paragraph, the term of office of a Director who is an Audit and Supervisory Committee Member shall expire at the conclusion of the annual general meeting of shareholders for the last business year out of the business years terminating within two years after the election of the Director who is an Audit and Supervisory Committee Member.
3. The term of office of a Director who is an Audit and Supervisory Committee Member who is elected as a substitute shall continue until the time when the term of the retired Director who is an Audit and Supervisory Committee Member, whom the substitute replaced, was set to expire.
4. The period of validity of a resolution on the election of a substitute Director who is an Audit and Supervisory Committee Member elected pursuant to Article 329, paragraph (3) of the Companies Act shall expire at the commencement of the annual general meeting of shareholders for the last business year out of the business years terminating within two years after the election of the substitute Director who is an Audit and Supervisory Committee Member, unless such period has otherwise been shortened by the resolution.

Article 21 (Representative Directors)

The Board of Directors shall appoint representative Director(s) by its resolution, from among Directors (excluding Directors who are Audit and Supervisory Committee Members).

Article 22 (Representative Directors)

The Board of Directors may elect, by its resolution, one Director and Chair, one Director and President, one or a small number of Director and Vice Presidents, one or a small number of Senior Managing Directors, and one or a small number of Managing Directors, from among Directors (excluding Directors who are Audit and Supervisory Committee Members).

Article 23 (Convocation of Board of Directors Meetings)

1. Unless otherwise provided for by laws and regulations, the Director and President shall convene Board of Directors meetings and preside at the meetings. In cases where the Director and President is prevented from presiding, another Director who is designated in accordance with an order of priority determined in advance by the Board of Directors shall convene the Board of Directors meeting and preside the meeting.
2. The convocation notice of a Board of Directors meeting shall be dispatched to each Director at least one week prior to the scheduled date of such meeting; provided, however, that this period may be reduced in case of urgency. With the consent of all Directors, a Board of Directors meeting may be held without following the convening procedures.

Article 24 (Regulations of the Board of Directors)

Items concerning the Board of Directors shall be in accordance with the Regulations of the Board of Directors established by the Board of Directors, in addition to laws and regulations and these Articles of Incorporation.

Article 25 (Resolutions of the Board of Directors)

Resolutions of the Board of Directors shall be adopted by a majority of those Directors present at the meeting where a majority of the Directors are present.

Article 26 (Omission of Resolutions of the Board of Directors)

The Company shall deem that resolutions of the Board of Directors have been adopted in cases where the requirements set forth in Article 370 of the Companies Act have been fulfilled.

Article 27 (Delegation of Business Execution Decisions to Directors)

In accordance with the provisions of Article 399-13, paragraph (6) of the Companies Act, the Company may delegate to Directors all or part of decisions on the execution of important operations (excluding the matters set forth in each item of paragraph (5) of the same) by resolution of the Board of Directors.

Article 28 (Minutes of Board of Directors Meetings)

The summary of the proceedings of a Board of Directors meeting and the results thereof, and other items provided for by laws and regulations shall be described or recorded in the minutes, and the Directors in attendance shall affix their signatures and seals or electronic signatures thereto.

Article 29 (Remuneration, Etc.)

Remuneration, bonuses and other economic benefits given by the Company in consideration for the execution of duties (hereinafter the "Remuneration, Etc.") to Directors shall be determined by resolution of a general meeting of shareholders, with a distinction made between Directors (excluding Directors who are Audit and Supervisory Committee Members) and Directors who are Audit and Supervisory Committee Members.

Article 30 (Exemption of Directors From Liability)

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 a Director (including a person who was formerly a Director) from liability for damages arising from neglecting assigned 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 an outside Director, limiting liability for damages arising from neglecting assigned duties; provided, however, that the maximum liability for damages under such agreement shall be an amount as prescribed by laws and regulations.

Article 31 (Advisors and Counselors)

The Company may appoint Advisors and Counselors by resolution of the Board of Directors.

Chapter 5

Audit and Supervisory Committee

Article 32 (Full-time Audit and Supervisory Committee Members)

The Audit and Supervisory Committee shall appoint full-time Audit and Supervisory Committee Member(s) by its resolution.

Article 33 (Convocation Notice of Audit and Supervisory Committee Meetings)

1. The convocation notice of an Audit and Supervisory Committee meeting shall be dispatched to each Director who is an Audit and Supervisory Committee Member at least one week prior to the scheduled date of such meeting; provided, however, that this period may be reduced in case of urgency.
2. With the consent of all Directors who are Audit and Supervisory Committee Members, an Audit and Supervisory Committee meeting may be held without following the convening procedures.

Article 34 (Regulations of the Audit and Supervisory Committee)

Items concerning the Audit and Supervisory Committee shall be in accordance with the Regulations of the Audit and Supervisory Committee established by the Audit and Supervisory Committee, in addition to laws and regulations and these Articles of Incorporation.

Article 35 (Resolutions of the Audit and Supervisory Committee)

Resolutions of the Audit and Supervisory Committee shall be adopted by a majority of the votes of the Directors who are Audit and Supervisory Committee Members present when a majority of the Directors who are Audit and Supervisory Committee Members entitled to participate in the vote are present.

Article 36 (Minutes of Audit and Supervisory Committee Meetings)

The summary of the proceedings of an Audit and Supervisory Committee meeting and the results thereof, and other items provided for by laws and regulations shall be described or recorded in the minutes, and the Directors who are Audit and Supervisory Committee Members in attendance shall affix their signatures and seals or electronic signatures thereto.

Chapter 6

Financial Auditor

Article 37 (Method of Election)

Financial Auditor shall be elected at a general meeting of shareholders.

Article 38 (Term of Office)

1. The term of office of a Financial Auditor shall expire at the conclusion of the annual general meeting of shareholders for the last business year out of the business years terminating within one year after the election of the Financial Auditor.
2. When it is not resolved otherwise at the annual general meeting of shareholders in the preceding paragraph, the Financial Auditor shall be deemed to have been reappointed at said annual general meeting of shareholders.

Article 39 (Remuneration, Etc.)

The compensation, etc., of the Financial Auditor shall be determined by the Representative Director with the consent of the Audit and Supervisory Committee.

Article 40 (Limited Liability Agreement With Financial Auditor)

Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company may enter into an agreement with a Financial Auditor, limiting liability for damages arising from neglecting assigned duties; provided, however, that the maximum liability for damages under such agreement shall be an amount as prescribed by laws and regulations.

Chapter 7

Accounts

Article 41 (Business Year)

The business year of the Company shall commence on April 1 of each year and end on March 31 of the following year.

Article 42 (Organizational Body to Determine Dividends of Surplus, Etc.)

Unless otherwise provided for by laws and regulations, the Company shall, by resolution of the Board of Directors, determine dividends of surplus and other items set forth in the items of Article 459, paragraph (1) of the Companies Act.

Article 43 (Record Dates for Dividends of Surplus)

1. The record date for year-end dividends of the Company shall be March 31 of each year.
2. In addition to the provisions of the preceding paragraph, the Company may pay dividends of surplus by setting a record date.

Article 44 (Interim Dividends)

The Company may, by resolution of the Board of Directors, pay interim dividends of surplus with a record date of September 30 of each year.

Article 45 (Prescription for Payment of Dividends)

In cases where the dividend property is monetary and the dividends have not been received within two years from the date of commencement of payment thereof, the Company shall be exempt from the obligation to pay such dividends.

Supplementary Provisions

(Transitional Measures for Exemption from Liability of Audit & Supervisory Board Members)

The Company may, by resolution of the Board of Directors, exempt an Audit & Supervisory Board Member (including a person who was formerly an Audit & Supervisory Board Member) from liability provided for in Article 423, paragraph (1) of the Companies Act for their acts that were taken prior to the conclusion of the 122nd Annual General Meeting of Shareholders to the extent permitted by laws and regulations.