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February 24, 2026

Name INTERMESTIC INC.
Representative President, Hiroshi Ueno
(Code number: 262A Tokyo Stock Exchange)
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**Notice Regarding the Transition to a Company with an Audit and Supervisory Committee,
Partial Amendments to the Articles of Incorporation, and Nominees for Directors**

The Board of Directors, at its meeting held today, resolved to submit proposals to the 33rd Annual General Meeting of Shareholders scheduled for March 26, 2026, for approval regarding the transition to a Company with an Audit and Supervisory Committee, partial amendments to the Articles of Incorporation associated with this transition, and the election of nominees for Directors. Accordingly, we hereby provide notice as follows.

1. Transition to a Company with an Audit & Supervisory Committee

(1) Purpose of the Transition

We aim to establish a framework that enables more transparent management by having the Audit and Supervisory Committee—composed of a majority of Outside Directors—undertake the audit and oversight of the legality and appropriateness of business execution, thereby allowing us to respond more effectively to the expectations of stakeholders both in Japan and overseas.

(2) Timing of the Transition to a Company with an Audit and Supervisory Committee

We plan to transition to a Company with an Audit and Supervisory Committee upon obtaining approval for the necessary amendments to the Articles of Incorporation at the 33rd Annual General Meeting of Shareholders scheduled to be held on March 26, 2026.

2. Partial Amendments to the Articles of Incorporation

(1) Purpose of the Amendments

In conjunction with the transition to a Company with an Audit and Supervisory Committee, we will introduce new provisions regarding the Audit and Supervisory Committee and Directors who serve as Audit and Supervisory Committee Members, and delete the provisions concerning the Audit & Supervisory Board and Corporate Auditors, along with making other necessary amendments.

(2) Details of the Amendments

The details of the amendments are as set forth in the attached document.

(3) Schedule

- Date of the General Meeting of Shareholders for the Amendments to the Articles of Incorporation:
March 26, 2026 (tentative)
- Effective Date of the Amendments to the Articles of Incorporation:
March 26, 2026 (tentative)

3. Director Candidates Following the Transition to a Company with an Audit and Supervisory Committee

(1) Candidates for Directors (excluding Directors who are Audit and Supervisory Committee Members)

Name	New	Current
Hiroshi Ueno	President & Representative Director	President & Representative Director
Teruhiro Ueno	Chairman of the Board	Chairman of the Board
Hitoshi Hasegawa	Outside Director	Outside Director

Note1: There are no special interests between the candidates and the Company.

Note2: The Company has designated Hitoshi Hasegawa as an Independent Director as defined by the Tokyo Stock Exchange. If Mr. Hasegawa is elected, the Company intends to continue designating him as an Independent Director.

(2) Candidates for Directors Who Are Audit and Supervisory Committee Members

Name	New	Current
Kazuhiro Endo	Outside Director / Audit and Supervisory Committee Member	Outside Director
Emima Abe	Outside Director / Audit and Supervisory Committee Member	Outside Audit & Supervisory Board Member
Akira Kurihara	Outside Director / Audit and Supervisory Committee Member	Outside Audit & Supervisory Board Member

Note1: There are no special interests between the candidates and the Company.

Note2: The Company has designated Kazuhiro Endo, Emima Abe, and Akira Kurihara as Independent Director as defined by the Tokyo Stock Exchange. If each of these individuals is elected, the Company intends to continue designating them as Independent Director.

(3) Substitute Candidates for Directors Who Are Audit and Supervisory Committee Members

Name	New	Current
Hitoshi Hasegawa	Outside Director / Audit and Supervisory Committee Member	Outside Director

Note1: There are no special interests between the candidates and the Company.

Note2: The Company has designated Hitoshi Hasegawa as an Independent Director as defined by the Tokyo Stock Exchange. If Mr. Hasegawa is elected, the Company intends to continue designating him as an Independent Director.

(4) Scheduled Transfer Date

March, 26, 2026

Attachment

Present Articles of Incorporation	Proposed Amendments
Chapter I General Provisions	Chapter I General Provisions
Articles 1 to 3 (Text omitted)	Articles 1 to 3 (Text is the same as in the present Articles)
Article 4 The Company shall have the following organizational bodies in addition to the General Meeting of Shareholders and Directors: (i) Board of Directors <u>(ii) Audit & Supervisory Board Members</u> <u>(iii) Audit & Supervisory Board</u> <u>(iv) Independent Auditors</u>	Article 4 The Company shall have the following organizational bodies in addition to the General Meeting of Shareholders and Directors: (i) Board of Directors <u>(ii) Audit & Supervisory Committee</u> <u>(Deleted)</u> <u>(iii) Independent Auditors</u>
Article 5 (Text omitted)	Article 5 (Text is the same as in the present Article)
Chapter II Shares	Chapter II Shares
Articles 6 to 11 (Text omitted)	Articles 6 to 11 (Text is the same as in the present Articles)
Chapter III General Meeting of Shareholders	Chapter III General Meeting of Shareholders
Articles 12 to 18 (Text omitted)	Articles 12 to 18 (Text is the same as in the present Articles)
Chapter IV Directors and the Board of Directors	Chapter IV Directors, the Board of Directors
(Number of Directors) Article 19 The Company shall have not more than ten (10) Directors.	(Number of Directors) Article 19 The Company shall have not more than ten (10) Directors <u>(excluding Directors who are Audit & Supervisory Committee Members).</u>
(Newly established)	<u>2. The Company shall have not more than four (4) Directors who are Audit & Supervisory Committee Members.</u>
(Method of Election) Article 20 Directors shall be elected by a resolution of the General Meeting of Shareholders.	(Method of Election) Article 20 Directors shall be elected by a resolution of the General Meeting of Shareholders, <u>distinguishing between Directors who are Audit & Supervisory Committee Members and other Directors.</u>
2. A resolution for the election of Directors shall require the attendance of shareholders owning not less than one-third (1/3) of the total voting rights of shareholders entitled to exercise such rights, and shall be adopted by a majority of the voting rights of the shareholders present.	2. A resolution for the election of Directors shall require the attendance of shareholders owning not less than one-third (1/3) of the total voting rights of shareholders entitled to exercise such rights, and shall be adopted by a majority of the voting rights of the shareholders present.
3. A resolution for the election of Directors shall not be conducted by cumulative voting.	3. A resolution for the election of Directors shall not be conducted by cumulative voting.

<p>(Term of Office of Directors)</p> <p>Article21 The term of office of each Director shall expire at the close of the ordinary general meeting of shareholders held for the last business year that ends within one (1) year from assumption of office.</p>	<p>(Term of Office of Directors)</p> <p>Article21 The term of office of each Director <u>(excluding Directors who are Audit & Supervisory Committee Members)</u> shall expire at the close of the ordinary general meeting of shareholders held for the last business year that ends within one (1) year from assumption of office.</p>
<p>(Newly established)</p>	<p><u>2. The term of office of each Director who is an Audit & Supervisory Committee Member shall expire at the close of the ordinary general meeting of shareholders held for the last business year that ends within two (2) years from assumption of office.</u></p>
<p>(Newly established)</p>	<p><u>3. The term of office of a Director elected to serve as a substitute Audit & Supervisory Committee Member in order to fill a vacancy caused by the retirement of a Director who is an Audit & Supervisory Committee Member prior to the expiration of the term of office shall be up to the expiry of the term of office of such retiring Director who was an Audit & Supervisory Committee Member.</u></p>
<p>(Newly established)</p>	<p><u>4. A resolution for the election of a substitute Director who is an Audit & Supervisory Committee Member elected pursuant to Article 329, Paragraph 3 of the Companies Act, shall remain in effect until the beginning of the ordinary general meeting of shareholders held for the last business year that ends within two (2) years from the date of such resolution.</u></p>
<p>(Directors with Titles)</p> <p>Article22 By a resolution of the Board of Directors, one Director shall be elected as President and Chief Executive Officer, and, as necessary, the Board of Directors may elect Directors with titles, including Chairman of the Board, Vice Chairman of the Board, Senior Executive Vice President, and Executive Vice President, from</p>	<p>(Directors with Titles)</p> <p>Article22 By a resolution of the Board of Directors, one Director <u>(excluding Directors who are Audit & Supervisory Committee Members)</u> shall be elected as President and Chief Executive Officer, and, as necessary, the Board of Directors may elect Directors with titles, including Chairman of the Board, Vice</p>

among the Directors.	Chairman of the Board, Senior Executive Vice President, and Executive Vice President, from among the Directors.
Articles23 to 24 (Text omitted)	Articles23 to 24 (Text is the same as in the present Articles)
(Convocation Notice of the Board of Directors) Article25 A convocation notice for a meeting of the Board of Directors shall be given to each Director and <u>each Audit & Supervisory Board Member</u> at least three (3) days prior to the date of the meeting. However, such period may be shortened in case of urgent necessity. 2. Notwithstanding the preceding paragraph, if all Directors and all <u>Audit & Supervisory Board Members</u> consent, a meeting of the Board of Directors may be held without following the convocation procedures.	(Convocation Notice of the Board of Directors) Article25 A convocation notice for a meeting of the Board of Directors shall be given to each Director at least three (3) days prior to the date of the meeting. However, such period may be shortened in case of urgent necessity. 2. Notwithstanding the preceding paragraph, if all Directors consent, a meeting of the Board of Directors may be held without following the convocation procedures.
(Omission of Resolution by the Board of Directors) Article26 If all Directors of the Company consent in writing or in electronic form to a matter that is the subject of a resolution of the Board of Directors, such matter shall be deemed to have been approved by a resolution of the Board of Directors. <u>However, this shall not apply if an Audit & Supervisory Board Member expresses an objection.</u>	(Omission of Resolution by the Board of Directors) Article26 If all Directors of the Company consent in writing or in electronic form to a matter that is the subject of a resolution of the Board of Directors, such matter shall be deemed to have been approved by a resolution of the Board of Directors.
(Newly established)	(Delegation to Directors) <u>Article27 Pursuant to Article 399-13, Paragraph 6 of the Companies Act, the Company may, by a resolution of the Board of Directors, delegate to Directors the decision-making authority regarding important operations (excluding matters set forth in the items of Paragraph 5 of the same Article).</u>
(Minutes of the Board of Directors) Article27 The summary of the proceedings of the Board of Directors, the results thereof, and other matters required by laws and regulations shall be stated or recorded in the minutes, and the Directors <u>and Audit & Supervisory Board Members</u> present shall affix their	(Minutes of the Board of Directors) Article <u>28</u> The summary of the proceedings of the Board of Directors, the results thereof, and other matters required by laws and regulations shall be stated or recorded in the minutes, and the Directors present shall

signatures and seals or their electronic signatures thereto.	affix their signatures and seals or their electronic signatures thereto.
(Remuneration, etc.) Article28 Remuneration, bonuses, and other financial benefits received by Directors from the Company as consideration for the execution of their duties (“Remuneration, etc.”) shall be determined by a resolution of the general meeting of shareholders.	(Remuneration, etc.) Article29 Remuneration, bonuses, and other financial benefits received by Directors from the Company as consideration for the execution of their duties shall be determined by a resolution of the general meeting of shareholders, <u>distinguishing between Directors who are Audit & Supervisory Committee Members and other Directors.</u>
(Exemption from Liability of Directors) Article29 (Text omitted)	(Exemption from Liability of Directors) Article30 (Text is the same as in the present Article)
Chapter V <u>Audit & Supervisory Board Members and the Audit & Supervisory Board</u>	Chapter V <u>Audit & Supervisory Committee</u>
(Number of Audit & Supervisory Board Members) Article30 The Company shall have not more than four (4) Audit & Supervisory Board Members.	(Deleted)
(Method of Election) Article 31 <u>Audit & Supervisory Board Members shall be elected by a resolution of the General Meeting of Shareholders.</u> 2. <u>A resolution for the election of Audit & Supervisory Board Members shall require the attendance of shareholders owning not less than one-third (1/3) of the total voting rights of shareholders entitled to exercise such rights, and shall be adopted by a majority of the voting rights of the shareholders present.</u>	(Deleted)
(Term of Office) Article32 The term of office of each Audit & Supervisory Board Member shall expire at <u>the close of the ordinary general meeting of shareholders held for the last business year that ends within four (4) years from assumption of office.</u> 2. <u>The resolution for the election of a substitute Audit & Supervisory Board Member elected pursuant to Article 329, Paragraph 3 of the Companies Act shall remain in effect until</u>	(Deleted)

<p><u>the beginning of the ordinary general meeting of shareholders held for the last business year that ends within four (4) years from the date of such resolution.</u></p> <p>3. <u>The term of office of an Audit & Supervisory Board Member who assumes office as a substitute shall be up to the expiry of the term of office of the retiring Audit & Supervisory Board Member. However, if a substitute Audit & Supervisory Board Member elected pursuant to the preceding paragraph assumes office as an Audit & Supervisory Board Member, the term of office of such Audit & Supervisory Board Member shall not extend beyond the close of the ordinary general meeting of shareholders held for the last business year that ends within four (4) years from the election as a substitute Audit & Supervisory Board Member.</u></p>	
<p><u>(Full-time Audit & Supervisory Board Members)</u></p> <p><u>Article33 The Audit & Supervisory Board shall, by its resolution, select Full-time Audit & Supervisory Board Members from among its members.</u></p>	<p>(Deleted)</p>
<p><u>(Notice of Convening Meetings of the Audit & Supervisory Board)</u></p> <p>Article34 Notice of convening a meeting of the <u>Audit & Supervisory Board</u> shall be given to <u>each Audit & Supervisory Board Member</u> at least three (3) days prior to the date of the meeting; provided, however, that this period may be shortened in case of urgent necessity.</p> <p>2. If all <u>Audit & Supervisory Board Members</u> consent, the <u>Audit & Supervisory Board</u> may hold a meeting without following the procedures for convening such meeting.</p>	<p><u>(Convocation Notice of the Audit & Supervisory Committee)</u></p> <p>Article31 A convocation notice for a meeting of the <u>Audit & Supervisory Committee</u> shall be given to <u>each Audit & Supervisory Committee Member</u> at least three (3) days prior to the date of the meeting. However, such period may be shortened in case of urgent necessity.</p> <p>2. Notwithstanding the preceding paragraph, if all <u>Audit & Supervisory Committee Members</u> consent, a meeting of the <u>Audit & Supervisory Committee</u> may be held without following the convocation procedures.</p>
<p><u>(Method of Resolution of the Audit & Supervisory Board)</u></p>	<p><u>(Method of Resolutions of the Audit & Supervisory Committee)</u></p>

<p>Article<u>35</u> Resolutions of the <u>Audit & Supervisory Board</u> shall, <u>unless otherwise provided for by laws</u> and regulations, be adopted by a majority of the <u>Audit & Supervisory Board Members</u>.</p>	<p>Article<u>32</u> Resolutions of the <u>Audit & Supervisory Committee</u> shall be adopted by a majority of the <u>Audit & Supervisory Committee Members</u> who may participate in the vote, at a meeting <u>attended by a majority of such members</u>.</p>
<p>(Minutes of Meetings of the <u>Audit & Supervisory Board</u>)</p> <p>Article<u>36</u> The summary of the proceedings and the results thereof at meetings of the <u>Audit & Supervisory Board</u>, together with other matters required by laws and regulations, shall be entered or recorded in the minutes, which shall be signed or electronically signed by the <u>Audit & Supervisory Board Members</u> present.</p>	<p>(Minutes of the Audit & Supervisory Committee)</p> <p>Article<u>33</u> The summary of the proceedings of the Audit & Supervisory Committee, the results thereof, and other matters required by laws and regulations shall be stated or recorded in the minutes, and the <u>Audit & Supervisory Committee Members</u> present shall affix their signatures and seals or their electronic signatures thereto.</p>
<p>(Audit & Supervisory Board Regulations)</p> <p>Article<u>37</u> Other matters concerning the <u>Audit & Supervisory Board</u> of the Company shall be governed by the “<u>Audit & Supervisory Board Regulations</u>” prescribed by the <u>Audit & Supervisory Board</u>.</p>	<p>(Audit & Supervisory Committee Regulations)</p> <p>Article<u>34</u> Matters concerning the <u>Audit & Supervisory Committee</u> other than those <u>provided for by laws, regulations or these Articles of Incorporation</u> shall be governed by the “<u>Audit & Supervisory Committee Regulations</u>” established by the <u>Audit & Supervisory Committee</u>.</p>
<p>(Remuneration, etc.)</p> <p>Article <u>38</u> Remuneration and other financial benefits of <u>Audit & Supervisory Board Members</u> shall be decided by a resolution of the <u>General Meeting of Shareholders</u>.</p>	<p>(Deleted)</p>
<p>(Exemption from Liability of Audit & Supervisory Board Members)</p> <p>Article <u>39</u> Pursuant to Article 426, Paragraph 1 of the <u>Companies Act</u>, the Company may, by a resolution of the Board of Directors, exempt <u>Audit & Supervisory Board Members</u> (including those who were formerly <u>Audit & Supervisory Board Members</u>) from their liabilities under Article 423, Paragraph 1 of the <u>Companies Act</u> to the extent permitted by laws and regulations.</p>	<p>(Deleted)</p>

<p>2. Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company may conclude an agreement with Audit & Supervisory Board Members to limit their liabilities under Article 423, Paragraph 1 of the Companies Act; provided, however, that the limit of liability under such agreement shall be the higher of five million yen (¥5,000,000) or the amount prescribed by laws and regulations.</p>	
<p>Chapter VI Accounts</p>	<p>Chapter VI Accounts</p>
<p>Articles 40 to 42 (Text omitted)</p>	<p>Articles 35 to 37 (Text is the same as in the present Articles)</p>
<p>(Newly established)</p>	<p>(Supplementary Provisions) <u>Transitional Measures Regarding Exemption from Liability of Audit & Supervisory Board Members</u> The Company may, by a resolution of the Board of Directors, exempt Audit & Supervisory Board Members (including those who were Audit & Supervisory Board Members) from their liability for acts conducted prior to the conclusion of the 33rd Ordinary General Meeting of Shareholders, to the extent permitted by laws and ordinances pursuant to Article 423, Paragraph 1 of the Companies Act.</p>