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May 16, 2025

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(Securities code: 2676; TSE Prime Market)
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Notice of Partial Amendment to the Articles of Incorporation in Conjunction with the Transition to a Company with an Audit and Supervisory Committee

Takachiho Koheki Co., Ltd (the "Company") hereby announces that the Board of Directors at its meeting held today resolved to submit the following partial amendments to the Articles of Incorporation to the 74th Ordinary General Meeting of Shareholders of the Company scheduled to be held on June 26, 2025.

1. Reasons for the amendment of the Articles of Incorporation

(1) As separately disclosed in the "Notice of Transition to a Company with an Audit and Supervisory Committee and the Appointment of Officers" dated March 21, 2025 and subject to approval at the 74th Ordinary General Meeting of Shareholders of the Company scheduled to be held on June 26, 2025, the Company will transition from a company with an Audit and Supervisory Board to a company with an Audit and Supervisory Committee so that we can further enhance corporate governance by speeding up decision-making and business execution by delegating authority from the Board of Directors to directors, and by strengthening the supervisory function of the Board of Directors by appointing Audit and Supervisory Committee members who are responsible for auditing the execution of duties by directors as members of the Board of Directors.

Accordingly, we will make changes to the Company's Articles of Incorporation, such as establishing new provisions regarding the Audit and Supervisory Committee and directors who are members of the Audit and Supervisory Committee, and deleting the provisions regarding the Audit and Supervisory Board and the Audit and Supervisory Board members. In addition, since the Articles of Incorporation of a company with an Audit and Supervisory Committee may stipulate delegating all or part of the important business execution decisions to directors, we will establish new applicable regulations to enable further speeding up management decision-making and business execution.

(2) Other necessary changes will be made, such as lexical corrections in accordance with each of the above changes.

2. Details of the amendment to the Articles of Incorporation

The details of the changes are shown in the attachment.

3. Schedule

Date of the General Meeting of Shareholders for Amendment of the Articles of Incorporation June 26, 2025 (planned)

Effective date of amendment to the Articles of Incorporation	June 26, 2025 (planned)
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*Amendments are underlined.

Current Articles of Incorporation	Proposed Amendments
<p>Chapter I</p> <p>General Provisions</p> <p>Articles 1. to 4. (Omitted)</p> <p>Chapter II</p> <p>Shares</p> <p>Articles 5. to 9. (Omitted)</p> <p>Article 10. (Transfer Agent) (Omitted)</p> <p>2. The transfer agent and the place of business thereof shall be designated <u>by a resolution of the Board of Directors.</u></p> <p>Article 11. (Share Handling Regulations) The Company's entry or record in the Company's register of shareholders and the register of stock acquisition rights, the purchase and sale of shares less than one unit of shares, the handling of other shares or stock acquisition rights, and the procedures and fees for exercising shareholder rights shall be in accordance with those stipulated by laws and regulations or the Articles of Incorporation, as well as the Company's Share Handling Regulations established <u>by the Board of Directors.</u></p> <p>Article 12. (Omitted)</p> <p>Chapter III</p> <p>General Meeting of Shareholders</p> <p>Articles 13. to 18. (Omitted)</p> <p>Chapter IV</p> <p>Directors and Board of Directors</p>	<p>Chapter I</p> <p>General Provisions</p> <p>Articles 1. to 4. (As per current)</p> <p>Chapter II</p> <p>Shares</p> <p>Articles 5. to 9. (As per current)</p> <p>Article 10. (Transfer Agent) (As per current)</p> <p>2. The transfer agent and the place of business thereof shall be designated <u>by a resolution of the Board of Directors or by a director delegated by a resolution of the Board of Directors.</u></p> <p>Article 11. (Share Handling Regulations) The Company's entry or record in the Company's register of shareholders and the register of stock acquisition rights, the purchase and sale of shares less than one unit of shares, the handling of other shares or stock acquisition rights, and the procedures and fees for exercising shareholder rights shall be in accordance with those stipulated by laws and regulations or the Articles of Incorporation, as well as the Company's Share Handling Regulations established <u>by the Board of Directors or a director delegated by the Board of Directors.</u></p> <p>Article 12. (As per current)</p> <p>Chapter III</p> <p>General Meeting of Shareholders</p> <p>Articles 13. to 18. (As per current)</p> <p>Chapter IV</p> <p>Directors and Board of Directors</p>

Article 19. (Omitted)	Article 19. (As per current)
Article 20. (Number of Directors) The Company shall have no more than seven (7) directors. (New)	Article 20. (Number of Directors) The Company shall have no more than seven (7) directors <u>(excluding directors who are Audit and Supervisory Committee members)</u> . 2. The Company shall have no more than four (4) directors who are Audit and Supervisory Committee members.
Article 21. (Election of Directors) Directors shall be elected by resolution of a General Meeting of Shareholders.	Article 21. (Election of Directors) Directors shall be elected by resolution at a General Meeting of Shareholders, <u>distinguishing between directors who are Audit and Supervisory Committee members and directors who are not.</u>
2. to 3. (Omitted) (New)	2. to 3. (As per current) 4. In preparation for the event that the Company's number of directors who are Audit and Supervisory Committee members falls below the number prescribed by laws and regulations, the Company may appoint directors who are substitute Audit and Supervisory Committee members at the General Meeting of Shareholders. The validity of the preliminary appointment of directors who are substitute Audit and Supervisory Committee members shall be until the commencement of the Ordinary General Meeting of Shareholders relating to the final fiscal year ending within two (2) years of the preliminary appointment.
Article 22. (Omitted)	Article 22. (As per current)
Article 23 (Representative Director and Director with Title) A representative director shall be appointed by resolution of the Board of Directors.	Article 23. (Representative Director and Director with Title) A representative director shall be appointed <u>from among the directors (excluding directors who are Audit and Supervisory Committee members)</u> by a resolution of the Board of Directors.
2. (Omitted)	2. (As per current)

3. The Board of Directors may, by resolution, elect one president and, if necessary, one chairman of the Board of Directors.	3. The Board of Directors may, by resolution, elect one president and, if necessary, one chairman of the Board of Directors <u>from among the directors (excluding directors who are Audit and Supervisory Committee members).</u>
Article 24 (Term of Office of Directors)	Article 24 (Term of Office of Directors)
The term of office of a director shall expire at the conclusion of the Ordinary General Meeting of Shareholders for the final fiscal year ending within <u>two (2) years</u> after the election of the director.	The term of office of a director <u>(excluding a Director who is an Audit and Supervisory Committee member)</u> shall expire at the conclusion of the Ordinary General Meeting of Shareholders for the final fiscal year ending within <u>one (1) year</u> after the election.
(New)	2. The term of office of a director who is an Audit and Supervisory Committee member shall expire at the conclusion of the Ordinary General Meeting of Shareholders for the final fiscal year ending within two (2) years after the election.
2. The term of office of a director appointed as an increase or substitute shall continue until the expiration of the term of office of the other incumbent directors.	3. The term of office of a director who is an Audit and Supervisory Committee member elected as a substitute for a director who is an Audit and Supervisory Committee member that retired from office before the expiration of the term of office shall continue until the time the term of office of the director who is an Audit and Supervisory Committee member that retired from office is to expire.
Article 25. (Omitted)	Article 25. (As per current)
Article 26 (Notice of Convocation of the Board of Directors) Notice of the convocation of the Board of Directors shall be notified to each director <u>and each Audit and Supervisory Board member</u> at least three (3) days prior to the date of the meeting. However, this period may be shortened in case of urgent	Article 26 (Notice of Convocation of the Board of Directors) Notice of the convocation of the Board of Directors shall be notified to each director at least three (3) days prior to the date of the meeting. However, this period may be shortened in case of urgent necessity.

necessity.	
Article 27. (Omitted)	Article 27. (As per current)
Article 28 (Omission of Resolutions of the Board of Directors)	Article 28 (Omission of Resolutions of the Board of Directors)
When all members of the Board of Directors agree to the matters to be resolved by the Board of Directors in writing or by electromagnetic records, the Company shall be deemed to have passed a resolution by the Board of Directors to the effect that the matters to be resolved shall be passed. However, this shall not apply when an Audit and Supervisory Board member expresses an objection.	When all members of the Board of Directors agree to the matters to be resolved by the Board of Directors in writing or by electromagnetic records, the Company shall be deemed to have passed a resolution by the Board of Directors to the effect that the matters to be resolved shall be passed.
Article 29 (Minutes of Meetings of the Board of Directors)	Article 29 (Minutes of Meetings of the Board of Directors)
The proceedings of the Board of Directors, the results thereof, and matters stipulated by laws and regulations shall be written or recorded in the minutes, and the directors <u>and Audit and Supervisory Board members</u> present shall affix their names and seals or sign them electronically.	The proceedings of the Board of Directors, the results thereof, and matters stipulated by laws and regulations shall be written or recorded in the minutes of the meeting, and the directors present shall affix their names and seals or sign them electronically.
Article 30. (Omitted)	Article 30. (As per current)
Article 31 (Remuneration of Directors)	Article 31 (Remuneration of Directors)
The remuneration of directors shall be determined by resolution of a General Meeting of Shareholders.	The remuneration of directors shall be determined by resolution of a General Meeting of Shareholders, <u>distinguishing between directors who are Audit and Supervisory Committee members and directors who are not.</u>
Article 32. (Omitted)	Article 32. (As per current)
(New)	<u>Article 33. (Delegation of Important Business Execution Decisions)</u>

	<p>The Company may, pursuant to Article 399-13, paragraph (6) of the Companies Act, by a resolution of the Board of Directors, delegate all or part of the decisions on the important business execution (excluding the matters listed in each item of paragraph (5) of the same article) to the directors.</p>
<p><u>Chapter V</u></p> <p><u>Audit and Supervisory Board Members and Audit and Supervisory Board</u></p>	(Deleted)
<p><u>Article 33 (Audit and Supervisory Board Members and the Audit and Supervisory Board)</u></p> <p>The Company shall have Audit and Supervisory Board Members and the Audit and Supervisory Board.</p>	(Deleted)
<p><u>Article 34 (Number of Audit and Supervisory Board Members)</u></p> <p>The Company shall have no more than four (4) Audit and Supervisory Board members.</p>	(Deleted)
<p><u>Article 35 (Appointment of Audit and Supervisory Board Members)</u></p> <p>Audit and Supervisory Board members shall be appointed by a resolution of the General Meeting of Shareholders.</p> <p>2. Resolutions for the election of Audit and Supervisory Board members shall be made by a majority of the voting rights of shareholders who hold one-third or more of the voting rights of shareholders who are entitled to exercise their voting rights.</p>	(Deleted)
<p><u>Article 36 (Term of Office of Audit and Supervisory Board Members)</u></p>	(Deleted)

<p>The term of office of Audit and Supervisory Board members shall expire at the conclusion of the Ordinary General Meeting of Shareholders for the last fiscal year ending within four (4) years after their election.</p> <p>2. The term of office of Audit and Supervisory Board members appointed as replacements for Audit and Supervisory Board members who retired before the expiration of their term of office shall expire at the expiration of the term of office of the retired Audit and Supervisory Board members.</p>	
<p>Article 37 (Full-time Audit and Supervisory Board Members)</p> <p>The Audit and Supervisory Board shall select full-time Audit and Supervisory Board members from among the Audit and Supervisory Board members.</p>	(Deleted)
<p>Article 38 (Notice of Convocation of the Audit and Supervisory Board)</p> <p>Notice of convocation of the Audit and Supervisory Board shall be issued to each Audit and Supervisory Board member at least three (3) days prior to the date of the meeting. However, in case of emergency, this period can be shortened.</p>	(Deleted)
<p>Article 39 (Method of Resolutions of the Audit and Supervisory Board)</p> <p>Resolutions of the Audit and Supervisory Board shall be made by a majority of the Audit and Supervisory Board members, except as otherwise provided by laws and regulations.</p>	(Deleted)
<p>Article 40 (Minutes of the Audit and Supervisory Board)</p> <p>The proceedings of the Audit and Supervisory Board, the results thereof, and other matters</p>	(Deleted)

<p>stipulated by laws and regulations shall be recorded in the minutes of the meeting, and the Audit and Supervisory Board members present shall affix their names and seals or sign them electronically.</p>	
<p>Article 41 (Regulations of the Audit and Supervisory Board)</p> <p>Matters related to the Audit and Supervisory Board shall be in accordance with the Regulations of the Audit and Supervisory Board, as well as those stipulated by laws and regulations or the Articles of Incorporation.</p>	(Deleted)
<p>Article 42 (Remuneration of Audit and Supervisory Board Members).</p> <p>The remuneration of Audit and Supervisory Board members shall be determined by a resolution of the General Meeting of Shareholders.</p>	(Deleted)
<p>Article 43 (Exemption from Liability of Outside Audit and Supervisory Board Members)</p> <p>Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with an Outside Audit and Supervisory Board member that limits its liability for compensation due to neglect of its duties. Provided, however, that the maximum amount of liability under the contract shall be the amount prescribed by laws and regulations.</p>	(Deleted)
(New)	Chapter V
(New)	<u>Audit and Supervisory Committee</u>
	Article 34. (Audit and Supervisory Committee)
	The Company shall have an Audit and Supervisory Committee.

(New)	<p>Article 35. (Full-time Audit and Supervisory Committee Members)</p> <p>The Audit and Supervisory Committee may, by its resolution, appoint full-time Audit and Supervisory Committee member(s).</p>
(New)	<p>Article 36. (Notice of the Convocation of the Audit and Supervisory Committee)</p> <p>Notice of the convocation of a meeting of the Audit and Supervisory Committee shall be notified to each Audit and Supervisory Committee member at least three (3) days prior to the date of the meeting. However, this period may be shortened in case of urgent necessity.</p> <p>2. With the consent of all Audit and Supervisory Committee members, a meeting of the Audit and Supervisory Committee may be held without following the convening procedures.</p>
(New)	<p>Article 37. (Method of Resolutions of the Audit and Supervisory Committee)</p> <p>Except as otherwise provided by laws and regulations, resolutions of the Audit and Supervisory Committee shall be adopted by a majority of the Audit and Supervisory Committee Members present at a meeting where a majority of the Audit and Supervisory Committee members who are entitled to participate in the voting are present.</p>
(New)	<p>Article 38 (Minutes of the Audit and Supervisory Committee)</p> <p>The proceedings of the Audit and Supervisory Committee, the results thereof, and other matters stipulated by laws and regulations shall be recorded in the minutes of the meeting, and the</p>

	<u>Audit and Supervisory Committee members present shall affix their names and seals or sign them electronically.</u>
(New)	<u>Article 39. (Regulations of the Audit and Supervisory Committee)</u> <u>Matters concerning the Audit and Supervisory Committee shall be governed by the Regulations of the Audit and Supervisory Committee established by the Audit and Supervisory Committee as well as laws and regulations or these Articles of Incorporation.</u>
Chapter VI Financial Auditor	Chapter VI Financial Auditor
Articles <u>44.</u> to <u>46.</u> (Omitted)	Articles <u>40.</u> to <u>42.</u> (As per current)
Article <u>47.</u> (Remuneration of the Financial Auditor) Remuneration of the financial auditor shall be determined by the representative director with the consent of <u>the Audit and Supervisory Board.</u>	Article <u>43.</u> (Remuneration of the Financial Auditor) Remuneration of the financial auditor shall be determined by the representative director with the consent of <u>the Audit and Supervisory Committee.</u>
Chapter VII Accounts	Chapter VII Accounts
Articles <u>48.</u> to <u>51.</u> (Omitted)	Articles <u>44.</u> to <u>47.</u> (As per current)