



May 18, 2026

To Whom It May Concern:

Listed Company Name	TOTO LTD.
Representative	Shinya Tamura President, Representative Director
Code No.	5332 (Prime Market of Tokyo Stock Exchange, Premier Market of Nagoya Stock Exchange, Fukuoka Stock Exchange)
Contact Person	Takafumi Shinozaki General Manager, Management Planning Dept. (TEL: +81-3-6836-2024)

## **Notice Concerning Partial Amendments to the Articles of Incorporation**

TOTO LTD. (the “Company”) hereby announces that, at a meeting of the Board of Directors held today, it has decided to submit a proposal “Partial Amendments to the Articles of Incorporation” (the “Amendments”) at its 160th Ordinary General Meeting of Shareholders to be held on June 23, 2026. Details are as described below.

### 1. Reasons for the Amendments

#### (1) Change in the number of Directors

In order for the Board of Directors of the Company to make decisions more promptly and effectively, optimize the size of the Board of Directors, and further strengthen corporate governance, the Company proposes to reduce the maximum number of Directors (excluding Directors who are Audit & Supervisory Committee Members) stipulated in Article 17 of the current Articles of Incorporation from the current 14 to 7.

#### (2) Change in the decision-making body for dividends of surplus, etc.

With the aim of further deepening engagement with shareholders, the Company proposes an amendment to Article 38 of the current Articles of Incorporation to enable the General Meeting of Shareholders to resolve dividends of surplus, etc., in addition to the Board of Directors, while maintaining the agility of decision-making.

2. Details of the Amendments

(Underlined portions indicate the amendments)

Current Articles of Incorporation	Proposed Amendments
<p>Chapter 4 Directors and the Board of Directors (Number of Directors)</p> <p>Article 17</p> <p>1. The number of Directors of the Company (excluding Directors who are Audit &amp; Supervisory Committee Members) shall not exceed <u>14</u>.</p> <p>2. The number of Directors of the Company who are Audit &amp; Supervisory Committee Members shall not exceed 5.</p> <p>Chapter 7 Accounts (Dividends of Surplus, Etc.)</p> <p>Article 38</p> <p>The Company <u>shall</u> determine matters provided for in each item of Article 459, Paragraph 1 of the Companies Act, such as dividends of surplus, by resolution of the Board of Directors, <u>not by resolution of the General Meeting of Shareholders</u>, except as otherwise provided by laws and regulations.</p>	<p>Chapter 4 Directors and the Board of Directors (Number of Directors)</p> <p>Article 17</p> <p>1. The number of Directors of the Company (excluding Directors who are Audit &amp; Supervisory Committee Members) shall not exceed <u>7</u>.</p> <p>2. The number of Directors of the Company who are Audit &amp; Supervisory Committee Members shall not exceed 5.</p> <p>Chapter 7 Accounts (Dividends of Surplus, Etc.)</p> <p>Article 38</p> <p>The Company <u>may</u> determine matters provided for in each item of Article 459, Paragraph 1 of the Companies Act, such as dividends of surplus, by resolution of the Board of Directors, except as otherwise provided by laws and regulations.</p>

3. Schedule

Date of General Meeting of Shareholders: Tuesday, June 23, 2026  
 Date the Amendments will take effect: Tuesday, June 23, 2026

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.