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May 12, 2025

To whom it may concern,

Listed company name:	NIPPON THOMPSON CO., LTD.
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(Securities code:	6480; TSE Prime Market)
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Notice Concerning Partial Amendments to the Articles of Incorporation

NIPPON THOMPSON CO., LTD. (the “Company”) hereby announces that it has resolved, at a meeting of the Board of Directors held today, to submit a proposal for partial amendments to the Articles of Incorporation, as described below, at the 76th Ordinary General Meeting of Shareholders to be held on June 27, 2025.

1. Purpose of amendments to the Articles of Incorporation

- (1) As separately disclosed in the “Notice Concerning Transition to a Company with Audit and Supervisory Committee” dated March 24, 2025, the Company has resolved to transition from a company with a Board of Corporate Auditors to a company with an Audit and Supervisory Committee, subject to the approval of the 76th Ordinary General Meeting of Shareholders to be held on June 27, 2025, in order to enable faster and more efficient decision-making and business execution by the management, and to further strengthen and enhance the corporate governance system and further increase corporate value by strengthening the supervisory function of the Board of Directors by including Audit and Supervisory Committee Members, who are in charge of auditing Directors’ execution of duties, as members having the right to vote in the Board of Directors. In line with this, the Company will make amendments necessary for the transition to a company with an Audit and Supervisory Committee, including the establishment of new provisions concerning Directors who are Audit and Supervisory Committee Members and the Audit and Supervisory Committee, and the deletion of provisions concerning Corporate Auditors and the Board of Corporate Auditors.
- (2) In addition, necessary amendments will be made, such as changes in numbering of articles and modifications in wording in accordance with the above amendments.

2. Details of amendments to the Articles of Incorporation

The details of the amendments are as shown in the attachment.

3. Timetable

Date of the General Meeting of Shareholders to resolve the amendments to the Articles of Incorporation:	Friday, June 27, 2025
Effective date of amendments to the Articles of Incorporation:	Friday, June 27, 2025

Current Articles of Incorporation	Proposed amendments
Chapter 1. General Provisions Article 1 to Article 3 (Omitted)	Chapter 1. General Provisions Article 1 to Article 3 (Unchanged)
Article 4 (Organs) The Company shall have the following organs in addition to the General Meeting of Shareholders and Directors. 1. Board of Directors 2. <u>Corporate Auditors</u> 3. <u>Board of Corporate Auditors</u> 4. Accounting Auditor	Article 4 (Organs) The Company shall have the following organs in addition to the General Meeting of Shareholders and Directors. 1. Board of Directors 2. <u>Audit and Supervisory Committee</u> (Deleted) 3. Accounting Auditor
Article 5 (Method of Public Notices) (Omitted)	Article 5 (Method of Public Notices) (Unchanged)
Chapter 2. Shares Article 6 to Article 13 (Omitted)	Chapter 2. Shares Article 6 to Article 13 (Unchanged)
Chapter 3. General Meeting of Shareholders Article 14 to Article 20 (Omitted)	Chapter 3. General Meeting of Shareholders Article 14 to Article 20 (Unchanged)
Chapter 4. Directors and Board of Directors Article 21 (Number of Directors) The Company shall have no more than fifteen (15) Directors. (Newly established)	Chapter 4. Directors and Board of Directors Article 21 (Number of Directors) (1) The Company shall have no more than fifteen (15) Directors <u>(excluding Directors who are Audit and Supervisory Committee Members)</u> . (2) <u>The Company shall have no more than five (5) Directors who are Audit and Supervisory Committee Members.</u>
Article 22 (Method of Appointment) (1) Directors shall be appointed by the General Meeting of Shareholders. (2) (Omitted) (3) (Omitted)	Article 22 (Method of Appointment) (1) Directors shall be appointed by the General Meeting of Shareholders <u>with a distinction made between Directors who are Audit and Supervisory Committee Members and the other Directors.</u> (2) (Unchanged) (3) (Unchanged)
Article 23 (Term of Office) (1) The terms of office of Directors shall expire at the conclusion of the Ordinary General Meeting of Shareholders pertaining to the last business year ending within one (1) year from the appointment. (Newly established)	Article 23 (Term of Office) (1) The terms of office of Directors <u>(excluding Directors who are Audit and Supervisory Committee Members)</u> shall expire at the conclusion of the Ordinary General Meeting of Shareholders pertaining to the last business year ending within one (1) year from their appointment. (2) <u>The terms of office of Directors who are Audit and Supervisory Committee Members shall expire at the conclusion of the Ordinary General Meeting of Shareholders pertaining to the last business year ending within two (2) years from their appointment.</u>
(2) The term of office of a Director appointed as <u>an additional Director or a substitute Director</u> shall expire when the term of office of <u>each incumbent</u> Director expires.	(3) <u>The term of office of a Director who is an Audit and Supervisory Committee Member appointed as a substitute for a Director who is an Audit and Supervisory Committee Member who retired before completing the term of office shall expire when the term of office of the Director who is an Audit and Supervisory Committee Member who retired expires.</u>

Current Articles of Incorporation	Proposed amendments
(Newly established) Article 24 (Representative Directors and Directors with Titles) (1) The Board of Directors shall appoint a Representative Director by its resolution. (2) The Board of Directors may appoint one (1) Chairman, one (1) President, and limited numbers of Vice Presidents, Senior Managing Directors, and Managing Directors by its resolution. Article 25 (Convener and Chairperson of Meetings of Board of Directors) (Omitted) Article 26 (Convocation Notices for Meetings of Board of Directors) (1) A convocation notice for a meeting of the Board of Directors shall be issued to each Director <u>and each Corporate Auditor</u> at least three (3) days prior to the date of the meeting; provided, however, that this period may be shortened in case of emergency. (2) If the consent of all Directors <u>and Corporate Auditors</u> is obtained, a meeting of the Board of Directors may be held without convocation procedures. Article 27 (Method of Resolution by Board of Directors) (Omitted) (Newly established) Article <u>28</u> (Minutes for Meetings of Board of Directors) A summary of the proceedings at a meeting of the Board of Directors, the results thereof, and other matters prescribed by laws and regulations shall be stated or recorded in minutes, and the Directors <u>and Corporate Auditors</u> present shall sign and affix their seals or affix their electronic signatures on the minutes. Article <u>29</u> (Regulations of Board of Directors) (Omitted)	<u>(4) A resolution to appoint a substitute Director who is an Audit and Supervisory Committee Member shall be valid until the beginning of the Ordinary General Meeting of Shareholders pertaining to the last business year ending within two (2) years from the appointment.</u> Article 24 (Representative Directors and Directors with Titles) (1) The Board of Directors shall appoint a Representative Director <u>from among Directors (excluding Directors who are Audit and Supervisory Committee Members)</u> by its resolution. (2) The Board of Directors may appoint one (1) Chairman, <u>one (1) Vice Chairman</u>, one (1) President, and limited numbers of Vice Presidents, Senior Managing Directors, and Managing Directors by its resolution <u>from among Directors (excluding Directors who are Audit and Supervisory Committee Members)</u>. Article 25 (Convener and Chairperson of Meetings of Board of Directors) (Unchanged) Article 26 (Convocation Notices for Meetings of Board of Directors) (1) A convocation notice for a meeting of the Board of Directors shall be issued to each Director at least three (3) days prior to the date of the meeting; provided, however, that this period may be shortened in case of emergency. (2) If the consent of all Directors is obtained, a meeting of the Board of Directors may be held without convocation procedures. Article 27 (Method of Resolution by Board of Directors) (Unchanged) <u>Article 28 (Delegation of Decisions on Important Business Execution)</u> <u>Pursuant to the provisions of Article 399-13, Paragraph (6) of the Companies Act, the Company may delegate all or some of the decisions on important business execution (excluding the matters stipulated in each item of paragraph (5) of the same Article) to a Director or Directors by a resolution made by the Board of Directors.</u> Article <u>29</u> (Minutes for Meetings of Board of Directors) A summary of the proceedings at a meeting of the Board of Directors, the results thereof, and other matters prescribed by laws and regulations shall be stated or recorded in minutes, and the Directors present shall sign and affix their seals or affix their electronic signatures on the minutes. Article <u>30</u> (Regulations of Board of Directors) (Unchanged)

Current Articles of Incorporation	Proposed amendments
Article <u>30</u> (Remuneration, etc.) The remuneration, bonuses, and other financial benefits to be received by Directors from the Company as consideration for the execution of their duties shall be determined by a resolution made by the General Meeting of Shareholders.	Article <u>31</u> (Remuneration, etc.) The remuneration, bonuses, and other financial benefits to be received by Directors from the Company as consideration for the execution of their duties shall be determined by a resolution made by the General Meeting of Shareholders <u>with a distinction made between Directors who are Audit and Supervisory Committee Members and the other Directors.</u>
Article <u>31</u> (Liability Limitation Agreement with <u>Outside</u> Director) Pursuant to the provisions of Article 427, Paragraph (1) of the Companies Act, the Company may enter into an agreement with an <u>Outside</u> Director to limit their liability for damages under Article 423, Paragraph (1) of the same Act if they have acted in good faith and without gross negligence; provided, however, that the maximum amount of liability for damages under the agreement shall be the minimum liability amount prescribed by laws and regulations.	Article <u>32</u> (Liability Limitation Agreement with Director) Pursuant to the provisions of Article 427, Paragraph (1) of the Companies Act, the Company may enter into an agreement with a Director <u>(excluding those who are executive directors)</u> to limit their liability for damages under Article 423, Paragraph (1) of the same Act if they have acted in good faith and without gross negligence; provided, however, that the maximum amount of liability for damages under the agreement shall be the minimum liability amount prescribed by laws and regulations.
<u>Chapter 5. Corporate Auditors and Board of Corporate Auditors</u>	(Deleted)
Article <u>32</u> (Number of Corporate Auditors) <u>The Company shall have no more than five (5) Corporate Auditors.</u>	(Deleted)
Article <u>33</u> (Method of Appointment) (1) <u>Corporate Auditors shall be appointed by the General Meeting of Shareholders.</u> (2) <u>A resolution to appoint Corporate Auditors shall be made by a majority of the votes of shareholders present at the meeting where shareholders holding one third (1/3) or more of the total voting rights of shareholders entitled to exercise the voting rights are present.</u>	(Deleted)
Article <u>34</u> (Term of Office) (1) <u>The terms of office of Corporate Auditors shall expire at the conclusion of the Ordinary General Meeting of Shareholders pertaining to the last business year ending within four (4) years from the appointment.</u> (2) <u>The term of office of a Corporate Auditor appointed as a substitute for a Corporate Auditor who retired before completing the term of office shall expire when the term of office of the Corporate Auditor who retired expires.</u>	(Deleted)
Article <u>35</u> (Validity of Resolution to Appoint Substitute Corporate Auditor) <u>A resolution to appoint a substitute Corporate Auditor shall be valid until the beginning of the Ordinary General Meeting of Shareholders pertaining to the last business year ending within four (4) years from the appointment.</u>	(Deleted)
Article <u>36</u> (Full-time Auditor) <u>The Board of Corporate Auditors shall appoint a full-time Corporate Auditor by its resolution.</u>	(Deleted)
Article <u>37</u> (Convocation Notices for Meetings of Board of Corporate Auditors)	(Deleted)

Current Articles of Incorporation	Proposed amendments
<u>(1) A convocation notice for a meeting of the Board of Corporate Auditors shall be issued to each Corporate Auditor at least three (3) days prior to the date of the meeting; provided, however, that this period may be shortened in case of emergency.</u> <u>(2) If the consent of all Corporate Auditors is obtained, a meeting of the Board of Corporate Auditors may be held without convocation procedures.</u> <u>Article 38 (Method of Resolution by Board of Corporate Auditors)</u> <u>Unless otherwise provided for in laws and regulations, a resolution at a meeting of the Board of Corporate Auditors shall be made by a majority of the Corporate Auditors.</u> <u>Article 39 (Minutes for Meetings of Board of Corporate Auditors)</u> <u>A summary of the proceedings at a meeting of the Board of Corporate Auditors, the results thereof, and other matters prescribed by laws and regulations shall be stated or recorded in minutes, and the Corporate Auditors present shall sign and affix their seals or affix their electronic signatures on the minutes.</u> <u>Article 40 (Regulations of Board of Corporate Auditors)</u> <u>Matters concerning the Board of Corporate Auditors shall be governed by laws and regulations, the Articles of Incorporation, and the Regulations of the Board of Corporate Auditors determined by the Board of Corporate Auditors.</u> <u>Article 41 (Remuneration, etc.)</u> <u>The remuneration, bonuses, and other financial benefits to be received by Corporate Auditors from the Company as consideration for the execution of their duties shall be determined by a resolution made by the General Meeting of Shareholders.</u> <u>Article 42 (Liability Limitation Agreement with Outside Corporate Auditor)</u> <u>Pursuant to the provisions of Article 427, Paragraph (1) of the Companies Act, the Company may enter into an agreement with an Outside Corporate Auditor to limit their liability for damages under Article 423, Paragraph (1) of the same Act if they have acted in good faith and without gross negligence; provided, however, that the maximum amount of liability for damages under the agreement shall be the minimum liability amount prescribed by laws and regulations.</u> (Newly established) (Newly established)	(Deleted) (Deleted) (Deleted) (Deleted) (Deleted) (Deleted) <u>Chapter 5. Audit and Supervisory Committee</u> <u>Article 33 (Full-time Audit and Supervisory Committee Members)</u> <u>The Audit and Supervisory Committee may appoint a full-time Audit and Supervisory</u>

Current Articles of Incorporation	Proposed amendments
(Newly established)	<u>Committee Member by its resolution.</u> <u>Article 34 (Convocation Notices for Meetings of Audit and Supervisory Committee)</u> <u>(1) A convocation notice for a meeting of the Audit and Supervisory Committee shall be issued to each Audit and Supervisory Committee Member at least three (3) days prior to the date of the meeting; provided, however, that this period may be shortened in case of emergency.</u> <u>(2) If the consent of all Audit and Supervisory Committee Members is obtained, a meeting of the Audit and Supervisory Committee may be held without convocation procedures.</u>
(Newly established)	<u>Article 35 (Method of Resolution by Audit and Supervisory Committee)</u> <u>A resolution at a meeting of the Audit and Supervisory Committee shall be made by a majority of the Audit and Supervisory Committee Members present at the meeting with the presence of a majority of the Audit and Supervisory Committee Members entitled to vote for resolutions.</u>
(Newly established)	<u>Article 36 (Minutes for Meetings of Audit and Supervisory Committee)</u> <u>A summary of the proceedings at a meeting of the Audit and Supervisory Committee, the results thereof, and other matters prescribed by laws and regulations shall be stated or recorded in minutes, and the Audit and Supervisory Committee Members present shall sign and affix their seals or affix their electronic signatures on the minutes.</u>
(Newly established)	<u>Article 37 (Regulations of Audit and Supervisory Committee)</u> <u>Matters concerning the Audit and Supervisory Committee shall be governed by laws and regulations, the Articles of Incorporation, and the Regulations of the Audit and Supervisory Committee determined by the Audit and Supervisory Committee.</u>
Chapter 6. Accounting Auditor Article <u>43</u> to Article <u>44</u> (Omitted)	Chapter 6. Accounting Auditor Article <u>38</u> to Article <u>39</u> (Unchanged)
Chapter 7. Accounts Article <u>45</u> to Article <u>48</u> (Omitted)	Chapter 7. Accounts Article <u>40</u> to Article <u>43</u> (Unchanged)