



Note: This document has been translated from a part of 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.

May 16, 2025

To whom it may concern

Company name: HOCHIKI CORPORATION
Name of representative: Hajime Hosoi, Representative Director, President and CEO
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Notice Concerning Partial Amendments to the Articles of Incorporation

HOCHIKI CORPORATION (the "Company") hereby announces that its Board of Directors resolved at a meeting held today to submit a proposal regarding a partial amendment to its Articles of Incorporation to the 129th Annual General Meeting of Shareholders to be held on June 26, 2025.

1. Reason for amendments

- (1) As separately disclosed in the "Notice Concerning Transition to Company with Audit and Supervisory Committee" dated May 16, 2025, the Company has decided to transition to a Company with an Audit and Supervisory Committee, subject to the approval of the 129th Annual General Meeting of Shareholders, in order to further enhance corporate governance and accelerate management decision-making. Accordingly, the Company will amend its Articles of Incorporation, such as establishing new provisions regarding the Audit and Supervisory Committee and its members and deleting the provisions regarding the Audit and Supervisory Board and its members.
- (2) The convener and the Chairperson will be changed in order to ensure flexible management of the Board of Directors in accordance with the Company's management structure.
- (3) Following the introduction of the system for additional purchase of shares less than one unit, Article 8 (Additional Purchase of Shares Less than One Unit) of the Articles of Incorporation will be newly established pursuant to the provisions of Article 194, Paragraph 1 of the Companies Act, and, accordingly, the wording of Article 7 of the current Articles of Incorporation will be partially amended.
- (4) In addition, necessary revisions and other changes will be made in accordance with each of the above amendments.

2. Details of amendments

Details of the amendments are shown in the Appendix.

3. Schedule of amendment to articles of incorporation

Date of the General Meeting of Shareholders to amend the Articles of Incorporation June 26, 2025
(scheduled)

Effective date of the amendment to the Articles of Incorporation June 26, 2025 (scheduled)

Current Articles of Incorporation	Proposed amendments
Chapter 1 General Provisions	Chapter 1 General Provisions
Articles 1 to 4 (Omitted)	Articles 1 to 4 (Unchanged)
Chapter 2 Shares	Chapter 2 Shares
Articles 5 to 6 (Omitted)	Articles 5 to 6 (Unchanged)
(Restrictions on Rights of Holder of Shares Less than One Unit)	(Restrictions on Rights of Holder of Shares Less than One Unit)
Article 7 Holders of shares less than one unit of the Company may not exercise any rights other than those listed below.	Article 7 Holders of shares less than one unit of the Company may not exercise any rights other than those listed below.
1. Rights set forth in the items of Article 189, Paragraph 2 of the Companies Act;	1. Rights set forth in the items of Article 189, Paragraph 2 of the Companies Act;
2. Rights to demand acquisition of shares with put option;	2. Rights to demand acquisition of shares with put option;
3. Rights to receive the allotment of shares for subscription or share acquisition rights for subscription;	3. Rights to receive the allotment of shares for subscription or share acquisition rights for subscription;
< Newly established >	<u>4. Rights to make the requests prescribed in the following article</u>
< Newly established >	<u>(Additional Purchase of Shares Less than One Unit)</u>
	<u>Article 8 In accordance with the provisions of the Rules for Handling Shares, any shareholder of the Company shall be entitled to request the Company to sell the number of shares that will, together with the number of shares less than one unit held by the shareholder, constitute the number of one unit of shares.</u>
(Shareholder Register Administrator)	(Shareholder Register Administrator)
Article 8 The Company shall have a shareholder register administrator.	Article 9 The Company shall have a shareholder register administrator
2) The shareholder register administrator and its place of business shall be determined by resolution of the Board of Directors and shall be publicly announced.	2) The shareholder register administrator and its place of business shall be determined by a resolution of the Board of Directors <u>or by a decision of a Director delegated by the Board of Directors</u> and shall be publicly announced.
3) The preparation and keeping of the register of shareholders and the register of share acquisition rights of the Company and other administrative matters relating to the register of shareholders and the register of share acquisition rights shall be entrusted to the shareholder register administrator and shall not be performed by the Company.	3) The preparation and keeping of the register of shareholders and the register of share acquisition rights of the Company and other administrative matters relating to the register of shareholders and the register of share acquisition rights shall be entrusted to the shareholder register administrator and shall not be performed by the Company.
(Rules for Handling Shares)	(Rules for Handling Shares)
Article 9 The handling of the shares and fees of the Company and the procedures for exercising shareholders' rights shall be governed by laws and regulations, the Articles of Incorporation and the rules for handling shares established by the Board	Article 10 The handling of the shares and fees of the Company and the procedures for exercising shareholders' rights shall be governed by laws and regulations, the Articles of Incorporation and the rules for handling shares established by the Board of Directors <u>or a Director delegated by the Board of</u>

Current Articles of Incorporation	Proposed amendments
<p>of Directors.</p> <p>Chapter 3 General Meetings of Shareholders Articles <u>10</u> to <u>16</u> (Omitted)</p> <p>Chapter 4 Directors, Executive Officers and the Board of Directors</p> <p>Article <u>17</u> < Omitted > (Number of Directors)</p> <p>Article <u>18</u> The Directors of the Company shall not exceed <u>20</u>.</p> <p style="text-align: center;">< Newly established ></p> <p>(Election of Directors)</p> <p>Article <u>19</u> Directors shall be elected by resolution of a general meeting of shareholders.</p> <p>2) Resolutions on the election of directors shall be adopted by a majority of the votes of the shareholders present at the meeting, provided that shareholders holding one-third (1/3) or more of the votes of shareholders entitled to exercise votes are present.</p> <p>3) Resolutions of the election of directors shall not be decided by cumulative voting.</p> <p>(Term of Office of Directors)</p> <p>Article <u>20</u> The term of office of Directors shall expire at the conclusion of the Annual General Meeting of Shareholders for the last business year ending within one year from the time of their election.</p> <p style="text-align: center;">< Newly established ></p> <p style="text-align: center;">< Newly established ></p> <p style="text-align: center;">< Newly established ></p>	<p><u>Directors.</u></p> <p>Chapter 3 General Meetings of Shareholders Articles <u>11</u> to <u>17</u> (Unchanged)</p> <p>Chapter 4 Directors, Executive Officers and the Board of Directors</p> <p>Article <u>18</u> < Unchanged > (Number of Directors)</p> <p>Article <u>19</u> The Directors of the Company shall not exceed <u>12</u> (excluding those who serve as Audit and Supervisory Committee Members).</p> <p><u>2) The number of Directors who are Audit and Supervisory Committee Members of the Company (the "Audit and Supervisory Committee Members") shall not exceed five (5).</u></p> <p>(Election of Directors)</p> <p>Article <u>20</u> Directors shall be elected by resolution of a general meeting of shareholders, <u>distinguishing between Audit and Supervisory Committee Members and other Directors.</u></p> <p>2) Resolutions on the election of directors shall be adopted by a majority of the votes of the shareholders present at the meeting, provided that shareholders holding one-third (1/3) or more of the votes of shareholders entitled to exercise votes are present.</p> <p>3) Resolutions of the election of directors shall not be decided by cumulative voting.</p> <p>(Term of Office of Directors)</p> <p>Article <u>21</u> The term of office of Directors shall expire at the conclusion of the Annual General Meeting of Shareholders for the last business years ending within one year from the time of their election.</p> <p><u>2) Notwithstanding the provisions of the preceding paragraph, the term of office of Audit and Supervisory Committee Members shall expire at the conclusion of the Annual General Meeting of Shareholders for the last business year ending within two (2) years from the time of their election.</u></p> <p><u>3) The term of office of Audit and Supervisory Committee Members elected to fill vacancies created by the retirement of Audit and Supervisory Committee Members before the expiration of their term of office shall continue until the expiration of the term of office of the retired Audit and Supervisory Committee Members.</u></p> <p><u>4) The effective period of a resolution for the election of a substitute Audit and Supervisory Committee member elected pursuant to Article 329, Paragraph 3 of the Companies Act shall, unless</u></p>

Current Articles of Incorporation	Proposed amendments
<p>(Representative Director and Chairperson) Article <u>21</u> The Board of Directors, by resolution, appoint one or more Representative Directors and, if necessary, may appoint one Chairperson from among Directors.</p> <p>(Executive Officers) Article <u>22</u> The Board of Directors may, by resolution, appoint executive officers and assign them to conduct the business of the Company in accordance with their respective responsibilities. 2) The Board of Directors may, by resolution, appoint one President and CEO and, if necessary, <u>Chairperson and CEO</u>, Vice President and CEO, Senior Managing Executive Officer, Managing Executive Officer, Senior Executive Officer and other Executive Officer who concurrently serves in senior management positions. 3) The President and CEO shall represent the Company.</p> <p>(Convener and Chairperson of Board of Directors) Article <u>23</u> Unless otherwise provided for in laws and regulations, a meeting the Board of Directors <u>the Representative Director</u> shall call and chair over the meetings of. However, <u>if more than one Representative Director is appointed or if the Representative Director is unable to act</u>, another Director shall call and chair in the order determined in advance by the Board of Directors.</p> <p>(Notice of Calling of Meetings of the Board of Directors) Article <u>24</u> A notice of calling of a meeting of the Board of Directors shall be sent to each Director <u>and each Audit and Supervisory Board Members</u> no later than one week prior to the date of the meeting. However, this period may be shortened in case of urgent necessity.</p> <p>(Method of Resolution by the Board of Directors) Article <u>25</u> Resolutions of the Board of Directors shall be adopted by a majority of the Directors present at the meeting where a majority of the Directors are present.</p>	<p><u>shortened by the resolution, end at the commencement of the Annual General Meeting of Shareholders for the last business year ending within two (2) years from the time of their election.</u> (Representative Director and Chairperson) Article <u>22</u> The Board of Directors, by its resolution, appoint one or more Representative Directors <u>from among Directors who are not Audit and Supervisory Committee Members</u>, and if necessary, may appoint one Chairperson from among Directors <u>who are not Audit and Supervisory Committee Members</u>.</p> <p>(Executive Officers) Article <u>23</u> The Board of Directors may, by resolution, appoint executive officers and assign them to conduct the business of the Company in accordance with their respective responsibilities. 2) The Board of Directors may, by resolution, appoint one President and CEO and, if necessary, Vice President and CEO, Senior Managing Executive Officer, Managing Executive Officer, Senior Executive Officer and other Executive Officer who concurrently serves in senior management positions. 3) The President and CEO shall represent the Company.</p> <p>(Convener and Chairperson of Board of Directors) Article <u>24</u> Unless otherwise provided for by laws and regulations, <u>the Director designated in advance by the Board of Directors</u> shall call and chair over the meetings of the Board of Directors. However, if <u>the Director concerned</u> is unable to act, another Director shall call and chair in the order determined in advance by the Board of Directors.</p> <p>(Notice of Calling of Meetings of the Board of Directors) Article <u>25</u> A notice of calling of a meeting of the Board of Directors shall be sent to each Director no later than one week prior to the date of the meeting. However, this period may be shortened in case of urgent necessity.</p> <p>(Method of Resolution by the Board of Directors) Article <u>26</u> Resolutions of the Board of Directors shall be adopted by a majority of the Directors present at the meeting where a majority of the Directors <u>entitled to participate in the resolutions</u> are present.</p>

Current Articles of Incorporation	Proposed amendments
<p><u>Members)</u></p> <p><u>Article 32 Audit and Supervisory Board Members shall be elected by resolution of a General Meetings of Shareholders.</u></p> <p><u>2) A resolution for election of the Audit and Supervisory Board Members shall be adopted by a majority of the voting rights of shareholders present at the meeting where the shareholders holding 1/3 or more of the voting rights of the shareholders entitled to exercise the votes are present.</u></p> <p><u>3) In accordance with the provisions of Article 329, Paragraph 3 of the Companies Act, the Company may elect Substitute Audit and Supervisory Board Members at a General Meetings of Shareholders in preparation for the event that the number of Audit and Supervisory Board Members falls short of the number stipulated by laws and regulation.</u></p> <p><u>4) The period during which the resolution relating to the election of Substitute Audit and Supervisory Board Members set forth in the preceding paragraph is effective shall be until the commencement of the Annual General Meetings of Shareholders for the last business year which ends within four (4) years after the resolution.</u></p> <p><u>(Audit and Supervisory Board Members' Terms of Office)</u></p> <p><u>Article 33 The term of office of the Audit and Supervisory Board Members shall expire at the conclusion of the Annual General Meetings of Shareholders for the last business year ending within four (4) years from the time of their election.</u></p> <p><u>2) The term of office of a Audit and Supervisory Board Members appointed as a substitute for a Audit and Supervisory Board Members who retired before the expiration of the term of office shall continue until the expiration of the term of office of the retired Audit and Supervisory Board Members. However, if the Substitute Audit and Supervisory Board Members elected in accordance with Paragraph 3 of the preceding article assumes the office of Audit and Supervisory Board Members, such election shall not exceed the conclusion of the Annual General Meetings of Shareholders for the last business year ending within four (4) years after the election of such Substitute Audit and Supervisory Board Members.</u></p> <p><u>(Full-time Audit and Supervisory Board Members)</u></p> <p><u>Article 34 The Audit and Supervisory Board shall appoint full-time Audit and Supervisory Board Members from among the Audit and Supervisory</u></p>	<p>< Deleted ></p> <p>< Deleted ></p>

Current Articles of Incorporation	Proposed amendments
<u>Board Members.</u>	
<u>(Notice of Calling of Audit and Supervisory Board)</u>	< Deleted >
<u>Article 35 The notice of calling of an Audit and Supervisory Board meeting shall be sent to each Audit and Supervisory Board Members at least one week prior to the date of the meeting. However, in case of emergency, this period may be shortened.</u>	
<u>(Method of Resolution of Audit and Supervisory Board)</u>	< Deleted >
<u>Article 36 Unless otherwise provided for in laws and regulations, resolutions of an Audit and Supervisory Board meeting shall be made by a majority of the Audit and Supervisory Board Members.</u>	
<u>(Minutes of Audit and Supervisory Board Meetings)</u>	< Deleted >
<u>Article 37 Minutes and results of the proceedings of the Audit and Supervisory Board meetings and other matters stipulated by laws and regulations shall be described or recorded in the minutes, and the Audit and Supervisory Board Members present at the meeting shall affix their names, seals or electronic signatures thereto.</u>	
<u>(Remuneration, etc. for the Audit and Supervisory Board Members)</u>	< Deleted >
<u>Article 38 The Remuneration, etc. of the Audit and Supervisory Board Members shall be determined by resolution of General Meetings of Shareholders.</u>	
<u>(Limited Liability Agreements with Audit and Supervisory Board Members)</u>	< Deleted >
<u>Article 39 Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with Audit and Supervisory Board Members to limit their liability under Article 423, Paragraph 1 of the Companies Act. However, the maximum amount of liability for damages under such an agreement shall be the amount specified by laws and regulations.</u>	
< Newly established >	<u>Chapter 5 Audit and Supervisory Committee</u>
< Newly established >	<u>(Establishment of an Audit and Supervisory Committee)</u>
	<u>Article 32 The Company shall have an Audit and Supervisory Committee.</u>
< Newly established >	<u>(Full-time Audit and Supervisory Committee Members)</u>
	<u>Article 33 The Audit and Supervisory Committee may appoint full-time Audit and Supervisory Committee Members from among the Audit and Supervisory Committee Members.</u>
< Newly established >	<u>(Notice of Calling of Audit and Supervisory Committee Meetings)</u>

Current Articles of Incorporation	Proposed amendments
< Newly established >	<u>Article 34 A notice of calling of a meeting of the Audit and Supervisory Committee shall be issued to each Audit and Supervisory Committee Member at least one week prior to the meeting date. However, in case of emergency, this period may be shortened. (Method of Resolutions of Audit and Supervisory Committee)</u>
< Newly established >	<u>Article 35 Unless otherwise provided for in laws and regulation, a resolution of an Audit and Supervisory Committee Meeting is made by a majority of the Audit and Supervisory Committee Members present at the meeting where a majority of the Audit and Supervisory Committee Members entitled to participate in the vote are present. (Minutes of Audit and Supervisory Committee Meetings)</u>
	<u>Article 36 Minutes and results of the proceedings of Audit and Supervisory Committee Meetings and other matters stipulated by laws and regulations shall be described or recorded in the minutes, and the Audit and Supervisory Committee Members present at the meeting shall affix their names and seals or electronic signatures thereto.</u>
Chapter 6 Accounting Auditor	Chapter 6 Accounting Auditor
Article <u>40</u> – 42 < Omitted >	Article <u>37</u> – <u>39</u> < Unchanged >
(Remuneration, etc. for Accounting Auditors)	(Remuneration, etc. for Accounting Auditors)
Article <u>43</u> Remuneration, etc. for financial auditors shall be determined by the Representative Director with the consent of <u>the Audit and Supervisory Board</u> .	Article <u>40</u> Remuneration, etc. for financial auditors shall be determined by the Representative Director with the consent of <u>the Audit and Supervisory Committee</u> .
Chapter 7 Accounting	Chapter 7 Accounting
Article <u>44</u> – <u>47</u> < Omitted >	Article <u>41</u> – <u>44</u> < Unchanged >

Note: Some underlining does not coincide with the Japanese version because of translation adjustments.