

## **Amendment to the Articles of Incorporation**

Tokyo, May 16, 2025 --- Wacom Co., Ltd. (the "Company") announced that its Board of Directors resolved to submit a proposal for the approval of "Amendment to the Articles of Incorporation" to the 42<sup>nd</sup> Ordinary Shareholders' Meeting to be held on June 26, 2025, as follows:

### 1. Reasons for the amendment to the Articles of Incorporation

Regarding the distribution of surplus funds, the Company has historically delegated the authority to determine such matters to the Board of Directors, rather than the Shareholders' Meeting. This approach has been adopted to allow for flexible decision-making on dividend amounts, taking into account a comprehensive cash allocation strategy aimed at enhancing the Company's medium- to long-term corporate value and the common interests of its shareholders. However, in light of recent developments in corporate governance practices, the Company proposes to amend Article 39 of its current Articles of Incorporation (Decision Organization for Dividends of Surplus, etc.) to confer decision-making authority concerning the distribution of surplus funds to the Shareholders' Meeting as well.

Furthermore, in light of the expiration of the 10-year statute of limitations for claims for damages against former auditors, the Additional Rule, which has become unnecessary, will be removed.

### 2. Content of the amendment to the Articles of Incorporation

The amendments to be made to the Articles of Incorporation are as follows:

(Amendments are underlined)

Current	As Amended
(Decision Organization for Dividends of Surplus, etc.) Article 39: The Company <u>shall</u> set forth matters on dividends of surplus and other matters set forth in the items of Paragraph 1, Article 459 of the Companies Act, with the resolution of the Board of Directors, <u>not the resolution of the Shareholders' Meeting</u> , unless otherwise stated by laws and regulations.	(Decision Organization for Dividends of Surplus, etc.) Article 39: The Company <u>may</u> set forth matters on dividends of surplus and other matters set forth in the items of Paragraph 1, Article 459 of the Companies Act, with the resolution of the Board of Directors, unless otherwise stated by laws and regulations.
<u>Additional Rule</u> <u>(Transitional Measure on Liability Exemption of Auditor)</u> <u>Article 1: Pursuant to the provisions of Paragraph 1, Article 426 of the Companies Act, the Company may exempt the auditor (including such</u>	(Delete)

<p><u>who was the auditor) from liability to compensate for damages set forth in Paragraph 1, Article 423 of the Companies Act with the resolution of the Board of Directors, in relation to the duties performed before the closure of the 32nd Ordinary General Meeting of Shareholders, to the extent permitted by laws and regulations, only if the auditor is without knowledge and is not grossly negligent in performing their duties.</u></p>	
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### 3. Schedule

Date of the Ordinary Shareholders' Meeting for the amendment: June 26, 2025 (Thursday)  
Effective date of the amendment: June 26, 2025 (Thursday)

(\*) This is translated to English from a Japanese announcement solely for convenience of non-Japanese readers.

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