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Notice Regarding Partial Amendment to the Articles of Incorporation



December 12, 2025

Company name: SHOEI FOODS CORPORATION

Stock exchange listing: Tokyo Stock Exchange

Code number: 8079

URL: <https://www.shoeIFOODS.co.jp/english>

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We hereby announce that the Board of Directors of our company, at its meeting held today, resolved to submit a proposal for "Partial Amendments to the Articles of Incorporation" at the 78th Ordinary General Meeting of Shareholders scheduled to be held on January 29, 2026, as described below.

1. Reasons for the amendments

- (1) The number of directors in Article 20 of the current Articles of Incorporation will be amended from not more than 20 to not more than 12 in order to more expeditious decision-making and more effective discussions.
- (2) The term of office of directors in Article 22 will be changed from two (2) years to one (1) year in order to clarify directors' management responsibilities and build a flexible management system that can respond swiftly to changes in the business environment.
- (3) In order to implement a flexible capital and dividend policy, we would like to establish new Articles 48 (Organs to Determine Dividends from Surplus Etc.) and 49 (Record Date for Dividends from Surplus) of the proposed amendments to allow the Board of Directors to make a resolution on dividends of surplus and other relevant matters, pursuant to Article 459, Paragraph 1 of the Companies Act. At the same time we will delete the current Articles of Incorporation, Article 6 (Purchase of Own Shares), Article 49 (Distribution of Surplus), and Article 50 (Interim Dividends), due to duplication of content.
- (4) Additionally, Article numbers have been changed due to the addition and deletion of articles.

2. Details of amendments

(The underlined parts are amended)

Current Articles of Incorporation	Proposed Amendments
<p>CHAPTER 2</p> <p>SHARES</p> <p><u>(Purchase of Own Shares)</u></p> <p><u>Article 6. In accordance with the provisions of</u> <u>Paragraph 2, Article 165 of the Corporation Law,</u> <u>the Company shall be entitled to acquire its own</u> <u>shares through market transactions and other</u> <u>methods by resolution on the Board of Directors</u> <u>pursuant to Paragraph 1 of the said Article.</u></p>	<p>CHAPTER 2</p> <p>SHARES</p> <p>(Deleted)</p>

Current Articles of Incorporation	Proposed Amendments
Articles <u>7</u> to <u>19</u> (Text omitted)	Articles <u>6</u> to <u>18</u> (Unchanged)
<p style="text-align: center;">CHAPTER 4 DIRECTORS AND BOARD OF DIRECTORS</p> <p>(Number of Directors)</p> <p>Article <u>20</u>. The Company shall have not more than <u>twenty (20)</u> directors.</p>	<p style="text-align: center;">CHAPTER 4 DIRECTORS AND BOARD OF DIRECTORS</p> <p>(Number of Directors)</p> <p>Article <u>19</u>. The Company shall have not more than <u>twelve (12)</u> directors.</p>
<p>Article <u>21</u> (Text omitted)</p> <p>(Term of Office)</p> <p>Article <u>22</u>. The term of office of a Director shall expire at the conclusion of the annual General Meeting of Shareholders for the last business year ending within <u>two (2)</u> years after the election of the Director.</p> <p>2. (Text omitted)</p>	<p>Article <u>20</u> (Unchanged)</p> <p>(Term of Office)</p> <p>Article <u>21</u>. The term of office of a Director shall expire at the conclusion of the annual General Meeting of Shareholders for the last business year ending within <u>one (1)</u> year after the election of the Director.</p> <p>2. (Unchanged)</p>
<p>Article <u>23</u> to <u>48</u> (Text omitted)</p> <p style="text-align: center;">CHAPTER 7 ACCOUNTS</p> <p>(Newly established)</p>	<p>Article <u>22</u> to <u>47</u> (Unchanged)</p> <p style="text-align: center;">CHAPTER 7 ACCOUNTS</p>
<p>(<u>Distribution of Surplus</u>)</p> <p>Article 49. <u>Distribution of surplus on shares shall be paid to such shareholders and registered share pledgees as are entered or recorded in the latest register of shareholders on October 31 on each year.</u></p>	<p>(<u>Organs to Determine Dividends from Surplus, Etc.</u>)</p> <p>Article 48. <u>Unless otherwise provided for by laws and regulations, the Company may, by resolution of the Board of Directors, determine dividends from surplus and other matters set forth in the items of Article 459, paragraph (1) of the Company Act.</u></p>
<p>(<u>Interim Dividends</u>)</p> <p>Article 50. <u>Interim dividends may be paid by resolution of the Board of Directors to such shareholders and registered share pledgees as are entered or recorded in the latest register of shareholders on April 30 on each year.</u></p>	<p>(<u>Record Dates for Dividends from Surplus</u>)</p> <p>Article 49. <u>The record date for year-end dividends of the Company shall be October 31 every year.</u></p> <p>2. <u>The record date for interim dividends of the Company shall be April 30 every year.</u></p> <p>3. <u>In addition to the provisions of the preceding two paragraphs, the Company may distribute dividends from surplus upon setting a record date.</u></p>
Article <u>51</u> (Text omitted)	(Deleted)
	Article <u>50</u> (Unchanged)

3. Schedule

Date of the General Meeting of Shareholders to amend the Articles of Incorporation	January 29, 2026 (planned)
Effective date of the amendments to the Articles of Incorporation	January 29, 2026 (planned)