



January 16, 2026

Company name: **NEXTAGE Co., Ltd.**  
Representative: **Seiji Hirota**  
Representative Director, Chairman and President  
(Stock code: 3186, TSE Prime / NSE Premier)  
Contact person: **Masashi Nomura**  
Director and Executive Officer  
(TEL. +81-52-228-6914)

## **Notice Regarding Partial Amendment to the Articles of Incorporation, Directors and an Auditor Elections, and Revision of Remuneration for Auditors**

NEXTAGE Co., Ltd. (the "Company") hereby announces that we have resolved to submit the following proposals to the 27<sup>th</sup> Annual General Meeting of Shareholders scheduled for February 20, 2026: partial amendment to the Articles of Incorporation, the election of candidates for Directors and for Audit and Supervisory Board Member, and revision of remuneration limit for Audit and Supervisory Board Members at the Board of Directors meeting held on January 16, 2026.

### **1. Partial Amendment to the Articles of Incorporation**

#### **(1) Reason for Change**

In order to further improve corporate governance through another level of reinforcement in audit system with enhancement in audit functions of the Audit and Supervisory Board, the company proposes to change the number of Audit and Supervisory Board Members from within 3 to within 5 regarding Article 35 of the current Articles of Incorporation (Number of Audit and Supervisory Board Members).

#### **(2) Details of the Amendment**

The details of the amendments are as follows:

(The underlines show the amendments)

Current Article	Proposed Amendment
(Number of Audit and Supervisory Board Members) Article 35 The company's Audit and Supervisory Board Members shall be within <u>3</u> .	(Number of Audit and Supervisory Board Members) Article 35 The company's Audit and Supervisory Board Members shall be within <u>5</u> .

#### **(3) Schedule**

Scheduled date for the Annual General Meeting of Shareholders to amend the Articles of Incorporation

: February 20, 2026

Effective Date of Amendment in Articles of Incorporation

: February 20, 2026

2. Election of Candidates for Directors

Name	New appointment / reappointment	Current position
Seiji Hirota	Reappointment	Representative Director, Chairman and President
Masashi Nomura	Reappointment	Director and Executive Officer
Tadamitsu Matsui	Reappointment	Director (Outside)
Isao Endo	Reappointment	Director (Outside)

(Notes)

1. Mr. Tadamitsu Matsui and Mr. Isao Endo are candidates for Outside Directors.
2. The Company has designated Mr. Tadamitsu Matsui and Mr. Isao Endo as its Independent Directors under the rules of Tokyo Stock Exchange, Inc. and Nagoya Stock Exchange, Inc. The Company will continue to appoint each of them as independent Directors when they are reappointed at the Annual General Meeting of Shareholders.

3. Election of Candidate for Audit and Supervisory Board Member

(1) Candidate for Audit and Supervisory Board Member

Name	New appointment / reappointment	Current position
Miki Okado	New appointment	Audit and Supervisory Board Member (Outside)

(Notes)

1. Ms. Miki Okado is a candidate for Outside Audit and Supervisory Board Member.
2. Subject to approval at the Annual General Meeting of Shareholders, the Company will appoint her as an Independent Audit and Supervisory Board Member under the rules of Tokyo Stock Exchange, Inc. and Nagoya Stock Exchange, Inc.

(2) A Brief Personal History of the Candidate for New Audit and Supervisory Board Member

Name: Miki Okado

Birthday: May 4, 1978

A brief personal history: **October 2002**

Joined KPMG AZSA LLC, formerly Asahi Audit Corporation

**February 2022**

Representative of Miki Daimon CPA Office (present position)

**July 2022**

Audit and Supervisory Board Member, GOOD AID CO., LTD.

**January 2024**

Part-time staff of Tokai Accounting Audit Corporation (present position)

**March 2024**

Part-time staff of Sakae Accounting Audit Corporation (present position)

4. Revisions of Remuneration Limit for Audit and Supervisory Board Members

At the Annual General Meeting of Shareholders held on February 22, 2022, the maximum amount of remuneration for Audit and Supervisory Board Members was approved as 30 million yen per year, and having lasted until today. Alongside this, economic conditions and the surrounding business environment of the company have been substantially changing. The responsibilities of Audit and Supervisory Board Members have also been growing to deliver higher audit quality as the scope of their duties has expanded with the Company's growth. The Company proposes that the amount of remuneration for them shall be revised to a maximum of 50 million yen per year to further enhance the audit system in response to current circumstances. Currently, there are 3 Audit and Supervisory Board Members (including 2 Outside Audit and Supervisory Board Members).

Subject to approval of Election of Audit and Supervisory Board Member, the total number will be 4 (including 3 Outside Audit and Supervisory Board Members).

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