



January 23, 2026

To whom it may concern:

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Representative	Saburo Nishikawa Representative Director, Chairman and President (Code: 9558 TSE Growth)
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Notice Regarding Partial Amendments to the Articles of Incorporation

Japaniace Co., Ltd. (the “Company”) hereby announces that at a meeting of its Board of Directors held today, it resolved to submit the “Partial Amendments to the Articles of Incorporation” as an agenda item for the 26th Annual General Meeting of Shareholders scheduled to be held on February 24, 2026, as described below.

1. Purpose of the amendments to the Articles of Incorporation

As announced in the “Notice Regarding Transition to a Company with an Audit & Supervisory Committee” dated November 21, 2025, the Company will transition from a company with an Audit & Supervisory Board to a company with an Audit & Supervisory Committee.

This transition aims to further strengthen corporate governance and contribute to the Company's sustainable growth and enhancement of its medium- to long-term corporate value. By having Directors serving as Audit & Supervisory Committee Members exercise voting rights at the Board of Directors meetings, and by having the Audit & Supervisory Committee, composed of a majority of Outside Directors, oversee the legality and appropriateness of business execution, the Company seeks to enhance the supervisory function of the Board of Directors and improve management transparency.

To facilitate this transition, necessary amendments will be made, including the establishment of new provisions concerning Audit & Supervisory Committee Members and the Audit & Supervisory Committee, the deletion of provisions concerning Audit & Supervisory Board Members and the Audit & Supervisory Board, and the establishment of new provisions concerning the delegation of decisions on important business execution.

2. Details of amendments to the Articles of Incorporation

The details of the amendments are as set forth in the attached sheet.

3. Schedule

Date of the Annual General Meeting of Shareholders to amend the Articles of Incorporation: February 24, 2026 (planned)

Effective date of the amendments to the Articles of Incorporation: February 24, 2026 (planned)

Current Articles of Incorporation	Proposed Amendments
<p>(Organizations)</p> <p>Article 4. In addition to the General Meeting of Shareholders and Directors, the Company shall have the following organs.</p> <p>(1) Board of Directors (2) <u>Audit & Supervisory Board Members</u> (3) <u>Audit & Supervisory Board</u> (4) Accounting Auditors</p> <p>Chapter 4. Directors and Board of Directors</p>	<p>(Organizations)</p> <p>Article 4. In addition to the General Meeting of Shareholders and Directors, the Company shall have the following organs:</p> <p>(1) Board of Directors (2) <u>Audit & Supervisory Committee</u> (Deleted) (3) Accounting Auditors</p> <p>Chapter 4. Directors, Board of Directors, <u>and Audit & Supervisory Committee</u></p>
<p>(Number of Directors)</p> <p>Article 18. The Company shall have no more than eleven (11) Directors.</p> <p>(Newly established)</p>	<p>(Number of Directors)</p> <p>Article 18. The Company shall have no more than eleven (11) Directors <u>(excluding those who are Audit & Supervisory Committee Members)</u>.</p> <p><u>2. The number of Directors who are Audit & Supervisory Committee Members shall not exceed four (4).</u></p>
<p>(Method of Appointing Directors)</p> <p>Article 19. Directors shall be appointed at the General Meeting of Shareholders.</p> <p>2. Resolutions for the appointment of Directors shall be adopted by a majority vote of the shareholders present who hold at least one-third (1/3) of the total voting rights of shareholders entitled to exercise their voting rights.</p> <p>3. Resolutions for the election of Directors shall not be made by cumulative voting.</p>	<p>(Method of Appointing Directors)</p> <p>Article 19. Directors <u>of the Company</u> shall be elected at the General Meeting of Shareholders, <u>distinguishing between Directors who are Audit & Supervisory Committee Members and other Directors</u>.</p> <p>2. Resolutions for the appointment of Directors <u>of the Company</u> shall be adopted <u>at a General Meeting of Shareholders</u> with the attendance of shareholders holding one-third (1/3) or more of the voting rights of shareholders entitled to exercise voting rights, and by a majority of the voting rights present.</p> <p>3. Resolutions for the appointment of Directors <u>of the Company</u> shall not be made by cumulative voting.</p>
<p>(Term of Office of Directors)</p> <p>Article 20. The term of office of Directors shall be until the conclusion of the General Meeting of Shareholders pertaining to the final fiscal year ending within one (1) year after their appointment.</p> <p>2. The term of office of Directors elected to fill vacancies or as additional members shall be until the expiration of the term of the Directors already in office.</p>	<p>(Term of Office of Directors)</p> <p>Article 20. The term of office of Directors <u>(excluding those who are Audit & Supervisory Committee Members)</u> shall be until the conclusion of the General Meeting of Shareholders pertaining to the final fiscal year ending within one (1) year after their appointment.</p> <p>2. The term of office of Directors <u>(excluding Audit & Supervisory Committee Members)</u> elected to fill vacancies or as additional members shall be until the expiration of the term of the incumbent Directors <u>(excluding Audit & Supervisory Committee Members)</u>.</p>

<p>(Newly established)</p> <p>(Newly established)</p> <p>(Newly established)</p> <p>(Representative Directors and Directors with Titles) Article <u>21</u>. The Board of Directors shall appoint Representative Directors by resolution.</p> <p>2. The Board of Directors shall appoint one (1) President by resolution and may <u>appoint</u> one (1) Chairman, Vice Presidents, Senior Managing Directors, and Managing Directors as necessary in appropriate numbers.</p> <p>(Authority to Convene and Chair the Board of Directors) Article <u>22</u>.</p> <p>(Article omitted)</p> <p>(Notice of Board of Directors Meeting) Article <u>23</u>. Notice of convening a Board of Directors meeting shall be issued to each Director <u>and each Audit & Supervisory Board Member</u> at least three (3) days prior to the meeting date. However, this period may be shortened in case of urgent necessity.</p> <p>2. When all Directors <u>and Audit & Supervisory Board Members</u> consent, a Board of Directors meeting may be held without following the convening procedures.</p>	<p><u>3. The term of office of Directors who are Audit & Supervisory Committee Members shall be until the conclusion of the General Meeting of Shareholders for the final fiscal year ending within two (2) years after their appointment.</u></p> <p><u>4. The term of office of a Director who is an Audit & Supervisory Committee Member and who is elected as a substitute for a Director who is an Audit & Supervisory Committee Member who has resigned before the expiration of his or her term shall be until the expiration of the term of the Director who is an Audit & Supervisory Committee Member who has resigned.</u></p> <p><u>(Delegation of Decisions on Important Business Execution)</u> <u>Article 21. Pursuant to the provisions of Article 399-13, Paragraph 6 of the Companies Act, the Company may, by resolution of the Board of Directors, delegate all or part of the decisions on important business execution (excluding matters listed in each item of Paragraph 5 of the same Article) to Directors.</u></p> <p>(Representative Directors and Directors with Titles) Article <u>22</u>. The Board of Directors shall, by resolution, appoint Representative Directors <u>from among the Directors (excluding those who are Audit & Supervisory Committee Members)</u>.</p> <p>2. The Board of Directors may, by resolution, <u>appoint one (1) President from among the Directors (excluding those who are Audit & Supervisory Committee Members)</u> and may appoint one (1) Chairman, Vice Presidents, Senior Managing Directors, and Managing Directors as necessary in appropriate numbers.</p> <p>(Authority to Convene and Chair the Board of Directors) Article <u>23</u>.</p> <p>(Unchanged)</p> <p>(Notice of Board of Directors Meeting) Article <u>24</u>. Notice of convening a Board of Directors meeting shall be issued to each Director at least three (3) days prior to the meeting date. However, this period may be shortened in case of urgent necessity.</p> <p>2. When all Directors consent, a Board of Directors meeting may be held without following the convening procedures.</p>
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<p>(Method of Board of Directors Resolutions) Article <u>24</u>.</p> <p>(Article omitted)</p> <p>(Remuneration for Directors) Article <u>25</u>. The remuneration, bonuses, and other property benefits received by Directors from the Company as consideration for execution of their duties shall be determined by resolution of the General Meeting of Shareholders.</p> <p>(Exemption from Liability and Liability Limitation Agreements for Directors) Article <u>26</u>.</p> <p>(Article omitted)</p> <p>(Newly established)</p> <p>(Newly established)</p> <p>(Newly established)</p> <p><u>Chapter 5. Audit & Supervisory Board Members and Audit & Supervisory Board</u></p> <p><u>(Number of Audit & Supervisory Board Members)</u> <u>Article 27. The Company shall have no more than four</u> <u>(4) Audit & Supervisory Board Members.</u></p>	<p>(Method of Board of Directors Resolutions) Article <u>25</u>.</p> <p>(Unchanged)</p> <p>(Remuneration for Directors) Article <u>26</u>. The remuneration, bonuses, and other property benefits received by Directors from the Company as consideration for execution of their duties shall be determined by resolution of the General Meeting of Shareholders, <u>distinguishing between Directors who are Audit & Supervisory Committee Members and other Directors.</u></p> <p>(Exemption from Liability and Liability Limitation Agreements for Directors) Article <u>27</u>.</p> <p>(Unchanged)</p> <p><u>(Full-Time Audit & Supervisory Committee Members)</u> Article 28. The Audit & Supervisory Committee may, by <u>resolution, appoint full-time Audit & Supervisory Committee Members.</u></p> <p><u>(Notice of Audit & Supervisory Committee Meeting)</u> Article 29. Notice of convening an Audit & Supervisory Committee meeting shall be issued to each Audit & Supervisory Committee Member at least three (3) days <u>prior to the meeting date. However, this period may be shortened when urgent necessity arises.</u> <u>2. When all Audit & Supervisory Committee Members consent, an Audit & Supervisory Committee meeting may be held without following the convening procedures.</u></p> <p><u>(Method of Resolution by the Audit & Supervisory Committee)</u> Article 30. Resolutions of the Audit & Supervisory Committee shall be made by a majority vote of the Audit & Supervisory Committee Members present, <u>provided that a majority of the Audit & Supervisory Committee Members are present, unless otherwise provided by laws and regulations.</u></p> <p>(Deleted)</p> <p>(Deleted)</p>
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<p><u>(Method of Appointing Audit & Supervisory Board Members)</u></p> <p><u>Article 28. Audit & Supervisory Board Members shall be appointed at the General Meeting of Shareholders.</u></p> <p><u>2. Resolutions for the appointment of Audit & Supervisory Board Members shall be adopted by a majority vote of the shareholders present who hold at least one-third (1/3) of the total voting rights of shareholders entitled to exercise their voting rights.</u></p>	(Deleted)
<p><u>(Term of Office of Audit & Supervisory Board Members)</u></p> <p><u>Article 29. The term of office of an Audit & Supervisory Board Member shall end at the conclusion of the Annual General Meeting of Shareholders pertaining to the final fiscal year ending within four (4) years after the appointment.</u></p> <p><u>2. The term of office of a substitute Audit & Supervisory Board Member elected to fill a vacancy before the expiration of the term of the Audit & Supervisory Board Member who vacated the position shall be until the expiration of the term of the vacated position.</u></p>	(Deleted)
<p><u>(Full-Time Audit & Supervisory Board Members)</u></p> <p><u>Article 30. The Audit & Supervisory Board Members shall select full-time Audit & Supervisory Board Members by resolution.</u></p>	(Deleted)
<p><u>(Notice of Audit & Supervisory Board Meeting)</u></p> <p><u>Article 31. Notice of convening an Audit & Supervisory Board meeting shall be issued to each Audit & Supervisory Board Member at least three (3) days prior to the meeting date. However, this period may be shortened in case of urgent necessity.</u></p> <p><u>2. When all Audit & Supervisory Board Members consent, an Audit & Supervisory Board meeting may be held without following the convening procedures.</u></p>	(Deleted)
<p><u>(Method of Resolution by Audit & Supervisory Board)</u></p> <p><u>Article 32. Resolutions of the Audit & Supervisory Board shall be adopted by a majority vote of the Audit & Supervisory Board Members, unless otherwise provided by laws and regulations.</u></p>	(Deleted)
<p><u>(Remuneration for Audit & Supervisory Board Members)</u></p> <p><u>Article 33. The remuneration, bonuses, and other property benefits received by Audit & Supervisory Board</u></p>	(Deleted)

<p><u>Members from the Company as consideration for execution of their duties shall be determined by resolution of the General Meeting of Shareholders.</u></p> <p><u>(Exemption from Liability and Liability Limitation Agreements for Audit & Supervisory Board Members)</u></p> <p><u>Article 34. The Company may, pursuant to the provisions of Article 426, Paragraph 1 of the Companies Act, by resolution of the Board of Directors, exempt Audit & Supervisory Board Members (including former Audit & Supervisory Board Members) from liability for damages under Article 423, Paragraph 1 of the Companies Act, to the extent permitted by laws and regulations.</u></p> <p><u>2. The Company may enter into an agreement with an Audit & Supervisory Board Member to limit liability for damages arising from negligence in the performance of duties, pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act. However, the maximum amount of liability for damages under such an agreement shall be the amount prescribed by laws and regulations.</u></p>	<p>(Deleted)</p>
<p>Chapter <u>6</u>. Accounting Auditors</p> <p>(Method of Appointing Accounting Auditors) Article <u>35</u>.</p> <p>(Article omitted)</p> <p>(Term of Office of Accounting Auditors) Article <u>36</u>.</p> <p>(Article omitted)</p>	<p>Chapter <u>5</u>. Accounting Auditors</p> <p>(Method of Appointing Accounting Auditors) Article 31.</p> <p>(Unchanged)</p> <p>(Term of Office of Accounting Auditors) Article <u>32</u>.</p> <p>(Unchanged)</p>
<p>Chapter 7. Calculation</p> <p>(Fiscal Year) Article <u>37</u>.</p> <p>(Article omitted)</p> <p>(Decision-Making Body for Distribution of Surplus) Article <u>38</u>.</p> <p>(Article omitted)</p> <p>(Record Date for Distribution of Surplus) Article <u>39</u>.</p> <p>(Article omitted)</p> <p>(Exclusion Period for Dividends) Article <u>40</u>.</p> <p>(Article omitted)</p>	<p>Chapter <u>6</u>. Calculation</p> <p>(Fiscal Year) Article <u>33</u>.</p> <p>(Unchanged)</p> <p>(Decision-Making Body for Distribution of Surplus) Article <u>34</u>.</p> <p>(Unchanged)</p> <p>(Record Date for Distribution of Surplus) Article <u>35</u>.</p> <p>(Unchanged)</p> <p>(Exclusion Period for Dividends) Article <u>36</u>.</p> <p>(Unchanged)</p>

(Newly established)

Supplementary Provisions

(Transitional Measures Concerning Exemption from Liability of Audit & Supervisory Board Members)

Article 1. The Company may, within the limits prescribed by laws and regulations and by resolution of the Board of Directors, exempt Audit & Supervisory Board Members (including former Audit & Supervisory Board Members) as defined in Article 423, Paragraph 1 of the Companies Act from liability for damages incurred prior to the effective date of the partial amendments to the Articles of Incorporation resolved at the 26th Annual General Meeting of Shareholders, pursuant to the provisions of Article 426, Paragraph 1 of the Companies Act.

2. With respect to contracts limiting liability under Article 423, Paragraph 1 of the Companies Act that the Company had entered into with Audit & Supervisory Board Members prior to the effective date of the partial amendments to the Articles of Incorporation resolved at the 26th Annual General Meeting of Shareholders, the provisions of Article 34, Paragraph 2 of the Articles of Incorporation as they existed prior to the amendments by resolution of the General Meeting of Shareholders shall apply.