

May 14, 2026

Company Name: Toyo Engineering Corporation

President & CEO: Eiji Hosoi

Stock Code: 6330, Stock Listing: Tokyo Stock Exchange Prime Market

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### **Notice of Partial Amendments to the Articles of Incorporation**

Toyo Engineering Corporation (the “Company”) hereby announces that the Company has resolved at the meeting of the Board of Directors held today (May 14, 2026) to submit a proposal regarding partial amendments to the Articles of Incorporation to the 71<sup>st</sup> Annual General Meeting of Shareholders scheduled to be held on June 25, 2026, as described below.

#### 1. Reasons for the Amendments

##### (1) Deletion of provisions concerning Class A Preferred Shares

As the Company has acquired and cancelled all outstanding Class A Preferred Shares by April 30, 2026, it proposes to delete the provisions relating to Class A Preferred Shares from the Articles of Incorporation and to make the necessary conforming amendments.

##### (2) Amendments to provisions concerning eligibility for appointment of the President and matters relating to Executive Officers

To allow the President to be appointed not only from among the Directors but also from among the Executive Officers, and to further clarify the appointment procedures and the roles of Executive Officers, the Articles of Incorporation will be amended as follows.

- ① To enhance the flexibility of the Company’s management system, Article 23 will be amended so that the President may be appointed not only from among the Directors but also from among the Executive Officers.
- ② The Company has introduced an executive officer system to ensure prompt and effective business execution. In order to further clarify, within the Articles of Incorporation, the appointment procedures and the roles of Executive Officers, a new Article 29 concerning Executive Officers will be established.
- ③ In connection with the amendments in item (1) above, Articles 15 and 24 will be amended with respect to the convener and the chairperson of the General Meeting of Shareholders and meetings of the Board of Directors.
- ④ In line with the above amendments, the Articles will be renumbered accordingly.

## 2. Details of the Amendments

(Amendments are underlined)

Current Articles of Incorporation	Proposed Amendments
<p>(Total Number of Issuable Shares and Total Number of Class Shares Authorized to Be Issued)</p>	<p>(Total Number of Issuable Shares)</p>
<p>Article 6 &lt;Omitted&gt;</p> <p>(2) <u>The total number of class shares authorized to be issued by the Company shall be, for each class of shares, as follows:</u>  <u>Common shares 100,000,000 shares</u>  <u>Class A preferred shares 25,000,000 shares</u></p>	<p>Article 6 &lt;Unchanged&gt;            &lt;Deleted&gt;</p>
<p><u>CHAPTER II.II Class A preferred shares</u>  <u>(Dividends of surplus)</u></p>	<p>&lt;Deleted&gt;            &lt;Deleted&gt;</p>
<p><u>Article 12.2 When the Company pays dividends of surplus to shareholders holding common shares (hereinafter referred to as “common shareholders”) and registered pledgees of common shares (hereinafter referred to as “registered common pledgees”), the Company shall pay dividends to shareholders holding class A preferred shares (hereinafter referred to as “class A shareholders”) and registered pledgees of class A preferred shares (hereinafter referred to as “registered class A preferred pledgees”) stated or recorded in the final register of shareholders on the record date for the said dividends of surplus, in the same amount per share as dividends per common share and at the same priority level as dividends of surplus, to common shareholders and registered common pledgees.</u></p>	<p>&lt;Deleted&gt;</p>
<p><u>(Distribution of residual assets)</u></p>	<p>&lt;Deleted&gt;</p>
<p><u>Article 12.3 (1) Preferred distribution amount</u>  <u>If the Company distributes residual assets, it shall pay ¥740 per class A preferred share (to be appropriately adjusted upon share consolidation or split, allotment of shares without contribution, or any other similar event with regard to class A preferred shares) to class A preferred shareholders and registered class A pledgees prior to common shareholders and registered common pledgees.</u>  <u>(2) Non-participation clause</u>  <u>Residual assets shall not be distributed to class A preferred shareholders and registered class A pledgees other than as specified above.</u></p>	<p>&lt;Deleted&gt;</p>
<p><u>(Voting right)</u></p>	<p>&lt;Deleted&gt;</p>
<p><u>Article 12.4 Class A preferred shareholders shall not have a voting right at the General Meeting of Shareholders. (Share consolidation, split and allotment of shares without contribution)</u></p>	<p>&lt;Deleted&gt;</p>
<p><u>Article 12.5 (1) Share split, consolidation</u>  <u>If the Company splits or consolidates its shares, it shall split or consolidate each of common shares and class A preferred shares at the same time and ratio.</u>  <u>(2) Allotment of shares without contribution</u>  <u>If the Company performs an allotment of shares without contribution, it shall allocate each of common shares and class A preferred shares without contribution at the same time and ratio.</u></p>	<p>&lt;Deleted&gt;</p>
<p><u>(Put options, the consideration for which is common shares)</u></p>	<p>&lt;Deleted&gt;</p>
<p><u>Article 12.6 A Class A preferred shareholder may request the Company to acquire the whole or a part of class A preferred shares they possess in exchange for the delivery of common shares at any time to the extent as permitted by laws and regulations. The Company shall deliver one common share to the requesting class A preferred shareholder in exchange for the acquisition of one class A preferred share pertaining to the acquisition request.</u></p>	<p>&lt;Deleted&gt;</p>

Current Articles of Incorporation	Proposed Amendments
<p>(Convocation of General Meeting of Shareholders and Chairperson)  Article 15 <u>President of the Company shall convene a General Meeting of Shareholders</u>, and act as chairperson of General Meetings of Shareholders.  (2) In case <u>President of the Company</u> is preventing from so acting, one of other Directors present shall act in his place according to the order previously determined by a resolution of the Board of Directors.</p> <p><u>(General meeting of class shareholders)</u>  Article 19.2 <u>Provisions from Article 13 through Article 19 shall apply mutatis mutandis to general meetings of class shareholders.</u></p> <p>(Directors with Special Titles and Representative Directors)  Article 23 The Board of Directors shall by a resolution designate <u>one Chairman and one President.</u>  &lt;Newly Established&gt;</p> <p>(2) The Board of Directors shall by a resolution select more than one Representative Director.  (3) <u>President</u> shall govern the execution of the business of the Company under resolution of the Board of Directors. <u>Directors shall assist President and, if President is unable to act, another Director shall act in his place in the order of priority previously determined by a resolution of the Board of Directors.</u></p> <p>(Persons having the convening rights, Notice of Convocation and Chairperson of the Board of Directors)  Article 24 &lt;Omitted&gt;</p> <p>(2) The Board of Directors shall be convened by <u>Chairman</u>, unless otherwise provided for in laws and regulations. Provided, however, that if <u>Chairman</u> is unable to act, another Director shall act in his place in the order of priority previously determined by a resolution of the Board of Directors.  (3) &lt;Omitted&gt;  (4) <u>Chairman</u> shall act as the chairperson, except as otherwise provided by law and regulations. Provided, however, that if <u>Chairman</u> of the Board of Directors or President is unable to act, another Director shall act in his place in the order of priority previously determined by a resolution of the Board of Directors.  &lt;Newly Established&gt;</p> <p>Article 29 Article 42 &lt;Omitted&gt;</p>	<p>(Convocation of General Meeting of Shareholders and Chairperson)  Article 15 <u>Except as otherwise provided in laws, a Director appointed by the Board of Directors in advance shall act as chairperson of General Meetings of Shareholders.</u>  (2) In case <u>the Director referred to in the preceding paragraph</u> is preventing from so acting, one of other Directors present shall act in his place according to the order previously determined by a resolution of the Board of Directors.  &lt;Deleted&gt;</p> <p>(Directors with Special Titles and Representative Directors)  Article 23 The Board of Directors shall by a resolution designate <u>one Chairman from among the Directors.</u>  (2) <u>The Board of Directors shall by a resolution designate one President from among the Directors or Executive Officers.</u>  (3) The Board of Directors shall by a resolution select more than one Representative Director.  (4) <u>President</u> shall govern the execution of the business of the Company under resolution of the Board of Directors. If <u>President</u> is unable to act, <u>another Director</u> shall act in his place in the order of priority previously determined by a resolution of the Board of Directors.</p> <p>(Persons having the convening rights, Notice of Convocation and Chairperson of the Board of Directors)  Article 24 &lt;Unchanged&gt;</p> <p>(2) The Board of Directors shall be convened by <u>Chairman</u>, unless otherwise provided for in laws and regulations. Provided, however, that if <u>Chairman</u> is unable to act, another Director shall act in his place in the order of priority previously determined by a resolution of the Board of Directors.  (3) &lt;Unchanged&gt;  (4) <u>Chairman</u> shall act as the chairperson, except as otherwise provided by law and regulations. Provided, however, that if <u>Chairman</u> of the Board of Directors or President is unable to act, another Director shall act in his place in the order of priority previously determined by a resolution of the Board of Directors.</p> <p><u>(Executive Officer)</u>  Article 29 <u>The Executive Officers may be appointed by a resolution of the Board of Directors, to execute certain assigned duties of the Company.</u></p> <p>Article 30 Article 43 &lt;Unchanged&gt;</p>

3. Timetable (scheduled)

(1) Date of the Annual General Meeting of Shareholders

June 25, 2026

(2) Date on which the partial amendments to the Articles of Incorporation come into effect

June 25, 2026

END