

May 26, 2026

To Whom It May Concern,

Company name: Heiwa Corporation
Name of representative: Katsuya Minei, Representative Director and
President
(Code: 6412, Tokyo Stock Exchange Prime Market)
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Notice Concerning Partial Amendments (Additions) to the Articles of Incorporation

The Company hereby announces that, at a meeting of its Board of Directors held today, it resolved to submit to the Annual General Meeting of Shareholders scheduled to be held on June 26, 2026 the following amendments to the Articles of Incorporation (the “Amendment 2”), in addition to the amendments to the Articles of Incorporation (the “Amendment 1”) previously announced in the press release dated May 13, 2026, titled “Notice Concerning Transition to a Holding Company Structure Through a Simplified Incorporation-Type Company Split and Partial Amendments to the Articles of Incorporation (Change of Corporate Name, Business Purposes, etc.).”

Please note that Amendment 2 will be submitted to the Annual General Meeting of Shareholders as a proposal separate from Amendment 1, and each will be resolved upon separately.

Notice

1. Reason for Amendment 2 (Addition) to the Articles of Incorporation

The Company intends to expand its business foundation through strategic investments, including M&A, with the aim of achieving sustainable growth and enhancing corporate value going forward. In order to respond flexibly and promptly to agile financing needs associated with such future growth investments, the Company will amend the provisions of the current Articles of Incorporation, Article 6 (Total Number of Authorized Shares) and Article 7 (Number of Shares Constituting One Unit), in advance so that it will be able to issue a new class of shares (the “Class A Preferred Shares”). In addition, the Company will establish the provisions of Chapter 2-2 (Class Shares) and Article 19 (Class Shareholders’ Meeting).

The Class A Preferred Shares are designed to carry no voting rights and will not be granted any right to convert into common shares. This is intended to secure an option that enables the

Company to promptly raise funds necessary for growth investments such as acquisitions without diluting the voting rights ratio of existing common shareholders, while achieving both improved capital efficiency and the maintenance of financial soundness. The Company has not yet determined whether the Class A Preferred Shares will be listed on any financial instruments exchange.

2. Details of Amendment 2 (Addition) to the Articles of Incorporation
(Underlined portions indicate the amendments.)

Current Articles of Incorporation as Amended by Amendment 1	Proposed Amendments under Amendment 2
<p style="text-align: center;">Chapter 1: General Provisions</p> <p style="text-align: center;">Article 1 to Article 5 (Text omitted)</p> <p>(Total Number of Authorized Shares)</p> <p>Article 6 The total number of shares that the Company is authorized to issue shall be 228,903,400 shares.</p> <p>(New)</p> <p>(Number of Shares Constituting One Unit)</p> <p>Article 7 The number of shares constituting one unit of the Company’s shares shall be 100 shares.</p> <p style="text-align: center;">Chapter 2: Shares</p> <p style="text-align: center;">Article 8 to Article 11 (Text omitted)</p> <p>(New)</p>	<p style="text-align: center;">Chapter 1: General Provisions</p> <p style="text-align: center;">Article 1 to Article 5 (Unchanged)</p> <p>(Total Number of Authorized Shares)</p> <p>Article 6 The total number of shares that the Company is authorized to issue shall be 228,903,400 shares.</p> <p><u>2. The total number of authorized shares for each class of shares shall be as follows:</u></p> <p style="padding-left: 40px;"><u>Common shares: 228,853,400 shares</u></p> <p style="padding-left: 40px;"><u>Class A Preferred Shares: 50,000 shares</u></p> <p>(Number of Shares Constituting One Unit)</p> <p>Article 7 The number of shares constituting one unit of the Company’s <u>common</u> shares shall be 100 shares, <u>and the number of shares constituting one unit of the Class A Preferred Shares shall be one (1) share.</u></p> <p style="text-align: center;">Chapter 2: Shares</p> <p style="text-align: center;">Article 8 to Article 11 (Unchanged)</p> <p style="text-align: center;"><u>Chapter 2-2: Class Shares</u></p>

(Preferred Dividends)

Article 11-2 When the Company pays dividends from surplus, it shall, prior to paying dividends to holders of common shares (hereinafter, "Common Shareholders") and registered pledgors of common shares (hereinafter, "Registered Common Share Pledgees"), distribute to holders of Class A Preferred Shares (hereinafter, "Class A Preferred Shareholders") or registered pledgors of Class A Preferred Shares (hereinafter, "Registered Class A Preferred Share Pledgees") a cash dividend in an amount per one (1) Class A Preferred Share to be determined by resolution of the Board of Directors prior to the issuance of the Class A Preferred Shares (provided, however, that the maximum dividend amount per fiscal year shall be the amount obtained by multiplying the paid-in amount per one (1) Class A Preferred Share (which shall be appropriately adjusted in the event of a share split, gratis allotment of shares, share consolidation, or other similar event with respect to the Class A Preferred Shares; the same shall apply hereinafter) by 10% (hereinafter, the "Annual Dividend Rate"); hereinafter referred to as the "Class A Annual Preferred Dividend Amount").

2 . If, in any fiscal year, the amount of dividends from surplus paid per one (1) Class A Preferred Share to Class A Preferred Shareholders or Registered Class A Preferred Share Pledgees does not reach the Class A Annual Preferred Dividend Amount, the

	<p><u>shortfall shall be carried forward and accumulated in subsequent fiscal years (the accumulated shortfall hereinafter referred to as “Accumulated Unpaid Dividends”). With respect to Accumulated Unpaid Dividends, prior to the dividend from surplus prescribed in the preceding paragraph, the Company shall pay cash dividends from surplus to Class A Preferred Shareholders and Registered Class A Preferred Share Pledges up to the amount of Accumulated Unpaid Dividends per one (1) Class A Preferred Share.</u></p> <p><u>3 . No dividends from surplus shall be paid to Class A Preferred Shareholders or Registered Class A Preferred Share Pledges in any fiscal year in excess of the aggregate amount of the Class A Annual Preferred Dividend Amount and the Accumulated Unpaid Dividends.</u> <u>(Distribution of Residual Assets)</u></p> <p><u>Article 11-3 When the Company makes a distribution of residual assets, it shall, prior to making such distribution to Common Shareholders and Registered Common Share Pledges, pay to Class A Preferred Shareholders or Registered Class A Preferred Share Pledges cash in an amount per one (1) Class A Preferred Share to be determined by resolution of the Board of Directors prior to the issuance of such Class A Preferred Shares, based on the paid-in amount per one (1) Class A Preferred Share (provided, however, that such amount shall not exceed the paid-in amount per one (1) Class A Preferred Share).</u></p>
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	<p><u>(Voting Rights)</u> <u>Article 11-4 Class A Preferred Shareholders shall have no voting rights at shareholders' meetings with respect to all matters.</u></p> <p><u>(Acquisition Provision for Cash Consideration)</u> <u>Article 11-5 Upon the arrival of a date separately determined by the Board of Directors, the Company may acquire all or part of the Class A Preferred Shares in exchange for the delivery of cash in an amount determined by resolution of the Board of Directors prior to the issuance of the Class A Preferred Shares (such amount to be determined taking into account prevailing market conditions, the amount to be distributed with respect to residual assets relating to the Class A Preferred Shares, and other factors). If the Company acquires only a portion of the Class A Preferred Shares, the Class A Preferred Shares to be acquired shall be determined on a pro-rata basis.</u></p> <p><u>(Provision that No Class Shareholders' Meeting Resolution Is Required)</u> <u>Article 11-6 Except as otherwise provided by applicable laws and regulations, the Company shall not be required to obtain a resolution of a class shareholders' meeting as prescribed in Article 322, paragraph (1) of the Companies Act.</u></p> <p><u>2. Except as otherwise provided by applicable laws and regulations, the Company shall not be required to obtain a resolution of a class shareholders' meeting as prescribed in</u></p>
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<p>Chapter 3: General Meeting of Shareholders Articles 12 to 18 (Text omitted)</p> <p>(New)</p> <p>Articles <u>19</u> to <u>40</u> (Text omitted)</p>	<p><u>Article 199, paragraph (4), Article 200, paragraph (4), Article 238, paragraph (4), and Article 239, paragraph (4) of the Companies Act.</u></p> <p>Chapter 3: General Meeting of Shareholders Articles 12 to 18 (Unchanged)</p> <p><u>(Class Shareholders' Meeting)</u></p> <p><u>Article 19 The provisions of Articles 13, 15, 16 and 18 shall apply mutatis mutandis to class shareholders' meetings.</u></p> <p><u>2 . The provisions of Article 17, paragraph (1) shall apply mutatis mutandis to resolutions of class shareholders' meetings pursuant to Article 324, paragraph (1) of the Companies Act.</u></p> <p><u>3 . The provisions of Article 17, paragraph (2) shall apply mutatis mutandis to resolutions of class shareholders' meetings pursuant to Article 324, paragraph (2) of the Companies Act.</u></p> <p>Articles <u>20</u> to <u>41</u> (Unchanged)</p>
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3. Schedule

Board of Directors' resolution on Amendment to the Articles of Incorporation (Amendment 2):

May 26, 2026

Annual General Meeting of Shareholders for amendment of the Articles of Incorporation: June 26, 2026 (planned)

Effective date of Amendment to the Articles of Incorporation (Amendment 1) (excluding the change of corporate name and purpose): June 26, 2026 (planned)

Effective date of Amendment to the Articles of Incorporation (Amendment 2): June 26, 2026 (planned)

Effective date of Amendment to the Articles of Incorporation (Amendment 1) (change of

corporate name and purpose): October 1, 2026 (planned)

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.