

May 15, 2025

Company name : Kumagai Gumi Co., Ltd.
Representative : Shin Ueda, President
(Code: 1861, Prime Market in the Tokyo Stock Exchange)

Notice of Partial Amendments to the Articles of Incorporation

Kumagai Gumi Co., Ltd. (the “Company”) hereby announces that it resolved at a meeting of the Board of Directors held on May 15, 2025 to propose the partial amendments to its Articles of Incorporation at the 88th Ordinary General Meeting of Shareholders scheduled to be convened on June 27, 2025. Details are as follows.

1. Purpose of amending the Articles of Incorporation

- (1) In order to realize the Company’s management philosophy, namely, “We aim to serve as a corporate group that contributes to society through business activities centered on construction,” the Company has positioned the enhancement of its corporate governance efficacy as one of the most important issues in its basic policy. Following this basic policy, under the current organizational design (a company with Audit & Supervisory Board), the Company has been continuously moving forward with a range of initiatives to enhance its effectiveness, taking into account issues for improvement based on the evaluation of effectiveness by the Board of Directors.

As part of such initiatives, the Company proposes to amend the Articles of Incorporation as necessary to transition from a company with Audit & Supervisory Board to a company with Audit & Supervisory Committee, as disclosed separately in the Notice Regarding Transition to Company with Audit & Supervisory Committee and Prospective Corporate Officers dated February 13, 2025. Including the establishment of new provisions regarding Directors who are Audit & Supervisory Committee Members and those regarding the Audit & Supervisory Committee, as well as the deletion of provisions regarding Audit & Supervisory Board Members and the Audit & Supervisory Board. The Company proposes these amendments to facilitate such transition and strengthen the supervisory function of the Board of Directors and further enhance corporate governance through strengthening the monitoring system, by appointing Audit & Supervisory Committee Members, who will be responsible for auditing the performance of duties by Directors, etc., as members of the Board of Directors.

- (2) To enable the Company to implement capital policies and dividend policies flexibly, the Company proposes to establish new Article 33 of the proposed amendments to the Article of Incorporation, which enables the Board of Directors to make decisions on dividends from surplus, etc., by its resolution in accordance with Article 459, Paragraph 1 of the Companies Act, and also proposes to delete Article 7 of the current Articles of Incorporation, which partially overlaps with new Article 33. Further, in order to increase the frequency of dividend payments from once a year to twice a year and enhance opportunities for returning profits to shareholders, the Company proposes to amend Article 38 of the current Articles of Incorporation regarding the record date for dividends from surplus to read as Article 34 of the proposed amendments to the Article of Incorporation, which provides for a record date for interim dividends, as disclosed separately in the Notice of Introduction of Interim Dividend System dated February 13, 2025.
- (3) In addition, the Company proposes to amend the wording as necessary to reflect the aforementioned amendments.

2. Details of the amendments

Details of the amendments are as shown on the appendix.

3. Schedule

Date of the meeting of the Ordinary General Meeting of Shareholders Friday, June 27, 2025

Effective date of the amendments to the Articles of Incorporation Friday, June 27, 2025

Attachment

(Underlines reflect the amendments)

Current Articles of Incorporation	Proposed Amendments to the Articles of Incorporation
Chapter I. General Provisions Article 1. <Omitted> Article 2. (Purpose) The purpose of the Company is to engage in the following businesses: <u>1. to 21.</u> <Omitted> Article 3. <Omitted> Article 4. (Organizations) The Company shall have, in addition to general meetings of shareholders and Directors, the following organizations: <u>1. Board of Directors;</u> <u>2. Audit & Supervisory Board Members;</u> <u>3. Audit & Supervisory Board; and</u> <u>4. Accounting Auditor.</u> Article 5. <Omitted>	Chapter I. General Provisions Article 1. <Unchanged> Article 2. (Purpose) <Unchanged> <u>(i) to (xxi)</u> <Unchanged> Article 3. <Unchanged> Article 4. (Organizations) The Company shall have, in addition to general meetings of shareholders and Directors, the following organizations: <u>(i) Board of Directors;</u> <u>(ii) Audit & Supervisory Committee; and</u> <Deleted> <u>(iii) Accounting Auditor.</u> Article 5. <Unchanged>
Chapter II. Shares Article 6. <Omitted> <u>Article 7. (Acquisition of its own shares)</u> <u>The Company may, by resolution of the Board of Directors, acquire its own shares by market transactions, etc., in accordance with Article 165, Paragraph 2 of the Companies Act.</u> Article <u>8.</u> <Omitted> Article <u>9.</u> (Rights Pertaining to Shares Constituting Less than One Unit) The Company's shareholders may not exercise any rights in relation to shares constituting less than one unit that they hold other than those listed below: <u>1. to 4.</u> <Omitted> Articles <u>10. to 12.</u> <Omitted>	Chapter II. Shares Article 6. <Unchanged> <Deleted> Article <u>7.</u> <Unchanged> Article <u>8.</u> (Rights Pertaining to Shares Constituting Less than One Unit) <Unchanged> <u>(i) to (iv)</u> <Unchanged> Articles <u>9. to 11.</u> <Unchanged>
Chapter III. General Meetings of Shareholders Articles <u>13. to 18.</u> <Omitted>	Chapter III. General Meetings of Shareholders Articles <u>12. to 17.</u> <Unchanged>
Chapter IV. Directors and Board of Directors	Chapter IV. Directors and Board of Directors

Current Articles of Incorporation	Proposed Amendments to the Articles of Incorporation
Article <u>19</u>. (Number) The Company shall have no more than twelve (12) Directors. <Newly Established > Article <u>20</u>. (Method of Appointment) Directors shall be appointed at a general meeting of shareholders. 2. to 3. <Omitted> Article <u>21</u>. (Term of Office) The term of office of each of the Directors shall expire at the closing of the ordinary general meeting of shareholders held with respect to the last fiscal year that ends within one (1) year from the appointment of the Director. <Newly Established > <Newly Established > <Newly Established >	Article <u>18</u>. (Number) <u>1. The Company shall have no more than twelve (12) Directors (excluding Audit & Supervisory Committee Members).</u> <u>2. The Company shall have no more than five (5) Directors who are Audit & Supervisory Committee Members.</u> Article <u>19</u>. (Method of Appointment) Directors shall be appointed at a general meeting of shareholders, <u>with a distinction made between Directors who are Audit & Supervisory Committee Members and other Directors.</u> 2. to 3. <Unchanged> Article <u>20</u>. (Term of Office) <u>1. The term of office of each of the Directors (excluding Audit & Supervisory Committee Members) shall expire at the closing of the ordinary general meeting of shareholders held with respect to the last fiscal year that ends within one (1) year from the appointment of the Director.</u> <u>2. The term of office of each of the Directors who are Audit & Supervisory Committee Members shall expire at the closing of the ordinary general meeting of shareholders held with respect to the last fiscal year that ends within two (2) years from the appointment of the Director who is an Audit & Supervisory Committee Member.</u> <u>3. The term of office of a Director appointed to serve as a substitute for a Director who is an Audit & Supervisory Committee Member in order to fill a vacancy caused by retirement of a Director who is an Audit & Supervisory Committee Member prior to the expiration of his or her term of office shall expire at the time the term of office of his or her predecessor expires.</u> <u>4. The period of effectiveness of the resolution appointing a Substitute Director who is an Audit & Supervisory Committee Member appointed pursuant to Article 329, Paragraph 3 of the Companies Act shall expire at the commencement of the ordinary general meeting of shareholders held with respect to the last fiscal year that ends within two (2) years from the resolution appointing such Director.</u>

Current Articles of Incorporation	Proposed Amendments to the Articles of Incorporation
Article <u>22</u>. <Omitted> Article <u>23</u>. (Convocation Notice of Board of Directors Meetings) The convocation notice of a Board of Directors meeting shall be dispatched to each Director <u>and each Audit & Supervisory Board Member</u> at least two (2) days prior to the date of the meeting; provided, however, that this period may be shortened in case of urgency. <Newly Established > Articles 24. to 25. <Omitted> Article 26. (Directors with Title and Representative Director) 1. The Board of Directors may, by resolution, appoint one (1) President who shall be a Representative Director. 2. The Board of Directors may, by resolution, appoint one (1) Chairperson and one (1) or more Vice Chairperson, Director and Corporate advisor, Director. 3. In addition to Paragraph 1 hereof, the Board of Directors may, by resolution, appoint one (1) or more Representative Directors. Article 27. (Compensation, Etc.) 1. Compensation, bonuses, and other financial benefits of Directors received from the Company in consideration of their performance of duties (hereinafter “Compensation, Etc.”) shall be determined by resolution of a general meeting of shareholders. 2. The <u>compensation</u> set forth in the preceding paragraph shall not include the amount paid as employee salaries to	Article <u>21</u>. <Unchanged> Article <u>22</u>. (Convocation Notice of Board of Directors Meetings) The convocation notice of a Board of Directors meeting shall be dispatched to each Director at least two (2) days prior to the date of the meeting; provided, however, that this period may be shortened in case of urgency. <u>Article 23. (Delegation of Power to Make Decisions on Execution of Material Business Operations)</u> <u>Pursuant to the provisions of Article 399-13, Paragraph 6 of the Companies Act, the Company may, by a resolution of the Board of Directors, delegate to Directors all or part of the power to make decisions on the execution of material business operations (excluding the matters set forth in each Item of Paragraph 5 of the said Article).</u> Articles 24. to 25. <Unchanged> Article 26. (Directors with Title and Representative Director) 1. The Board of Directors may, by resolution, appoint one (1) President who shall be a Representative Director <u>from among Directors (excluding Audit & Supervisory Committee Members).</u> 2. The Board of Directors may, by resolution, appoint one (1) Chairperson and one (1) or more Vice Chairperson, Director and Corporate advisor, Director <u>from among Directors (excluding Audit & Supervisory Committee Members).</u> 3. In addition to Paragraph 1 hereof, the Board of Directors may, by resolution, appoint one (1) or more Representative Directors <u>from among Directors (excluding Audit & Supervisory Committee Members).</u> Article 27. (Compensation, Etc.) 1. Compensation, bonuses, and other financial benefits of Directors received from the Company in consideration of their performance of duties (hereinafter “Compensation, Etc.”) shall be determined by resolution of a general meeting of shareholders, <u>with a distinction made between Directors who are Audit & Supervisory Committee Members and other Directors.</u> 2. The <u>Compensation, Etc.</u> set forth in the preceding paragraph shall not include the amount paid as employee

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Directors concurrently serving as employees. Article 28. <Omitted>	salaries to Directors concurrently serving as employees. Article 28. <Unchanged>
<u>Chapter V. Audit & Supervisory Board Members and Audit & Supervisory Board</u> <u>Article 29. (Number)</u> <u>The Company shall have no more than five (5) Audit & Supervisory Board Members.</u> <u>Article 30. (Method of Appointment)</u> <u>1. The Audit & Supervisory Board Members shall be appointed at a general meeting of shareholders.</u> <u>2. Resolutions appointing Audit & Supervisory Board Members shall be adopted by an affirmative vote of a majority of the voting rights of the shareholders present at a meeting whereby shareholders holding at least one-third (1/3) of the voting rights of the shareholders entitled to vote at such meeting are present.</u> <u>Article 31. (Term of Office)</u> <u>1. The term of office of each of the Audit & Supervisory Board Members shall expire at the closing of the ordinary general meeting of shareholders held with respect to the last fiscal year that ends within four (4) years from the appointment of the Audit & Supervisory Board Member.</u> <u>2. The term of office of an Audit & Supervisory Board Member appointed to serve as a substitute for an Audit & Supervisory Board Member in order to fill a vacancy caused by retirement of an Audit & Supervisory Board Member prior to the expiration of his or her term of office shall expire at the time the term of office of his or her predecessor expires.</u> <u>Article 32. (Convocation Notice of Audit & Supervisory Board Meetings)</u> <u>The convocation notice of an Audit & Supervisory Board meeting shall be dispatched to each Audit & Supervisory Board Member at least two (2) days prior to the date of the meeting thereof; provided, however, that this period may be shortened in case of urgency.</u> <u>Article 33. (Regulations of the Audit & Supervisory Board)</u> <u>Matters concerning the Audit & Supervisory Board shall be in accordance with the Regulations of the Audit & Supervisory Board established by the Audit & Supervisory Board, as well as laws and regulations and these Articles of</u>	<Deleted> <Deleted> <Deleted> <Deleted> <Deleted> <Deleted>

Current Articles of Incorporation	Proposed Amendments to the Articles of Incorporation
<u>Incorporation.</u> <u>Article 34. (Full-time Audit & Supervisory Board Members)</u> <u>The Audit & Supervisory Board shall, by resolution, appoint full-time Audit & Supervisory Board Member(s).</u> <u>Article 35. (Compensation, Etc.)</u> <u>The Compensation, Etc. to Audit & Supervisory Board Members shall be determined by resolution of a general meeting of shareholders.</u> <u>Article 36. (Exemption of Audit & Supervisory Board Members from Liability)</u> <u>1. Pursuant to the provisions of Article 426, Paragraph 1 of the Companies Act, the Company may, by resolution of the Board of Directors, exempt Audit & Supervisory Board Members (including those who were Audit & Supervisory Board Members) from the liability for damages set forth in Article 423, Paragraph 1 of the Companies Act, to the extent permitted by laws and regulations.</u> <u>2. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with an Audit & Supervisory Board Member limiting liability for damages arising from negligence in the performance of assigned duties; provided, however, that the maximum liability for damages under such agreement shall be the amount prescribed by laws and regulations.</u>	<Deleted> <Deleted> <Deleted>
<Newly Established > <Newly Established > <Newly Established > <Newly Established >	<u>Chapter V. Audit & Supervisory Committee</u> <u>Article 29. (Convocation Notice of Audit & Supervisory Committee Meetings)</u> <u>The convocation notice of an Audit & Supervisory Committee meeting shall be dispatched to each Audit & Supervisory Committee Member at least two (2) days prior to the date of the meeting thereof; provided, however, that this period may be shortened in case of urgency.</u> <u>Article 30. (Regulations of the Audit & Supervisory Committee)</u> <u>Matters concerning the Audit & Supervisory Committee shall be in accordance with the Regulations of the Audit & Supervisory Committee established by the Audit & Supervisory Committee, as well as laws and regulations and these Articles of Incorporation.</u> <u>Article 31 (Full-time Audit & Supervisory Committee</u>

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	<u>Members)</u> <u>The Audit & Supervisory Committee may, by resolution, appoint full-time Audit & Supervisory Committee Member(s).</u>
Chapter VI. Accounts Article <u>37</u>. <Omitted> <Newly Established > Article <u>38</u>. (Record Dates for Dividends from Surplus) <u>The Company shall pay dividends from surplus in cash to shareholders or registered pledgees of shares whose names appear or are recorded on the final shareholder register as of March 31 of each year.</u> <Newly Established > <Newly Established > Article <u>39</u>. <Omitted> <Newly Established > End	Chapter VI. Accounts Article <u>32</u>. <Unchanged> <u>Article 33. (Organizations Which is to Determine Dividends from Surplus, Etc.)</u> <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 each Item of Article 459, Paragraph 1 of the Companies Act.</u> Article <u>34</u>. (Record Dates for Dividends from Surplus) <u>1. The record date for year-end dividends of the Company shall be March 31 of each year.</u> <u>2. The record date for interim dividends of the Company shall be September 30 of each year.</u> <u>3. In addition to the provisions of the preceding two paragraphs, the Company may distribute dividends from surplus upon setting a record date.</u> Article <u>35</u>. <Unchanged> <u>Supplementary Provisions</u> <u>The Company may, by resolution of the Board of Directors, exempt Audit & Supervisory Board Members (including those who were Audit & Supervisory Board Members) from the liability for damages set forth in Article 423, Paragraph 1 of the Companies Act with respect to acts performed prior to the closing of the 88th Ordinary General Meeting of Shareholders, to the extent permitted by laws and regulations.</u> End