May 14, 2025

Company name: KOMORI CORPORATION
Representative: Mr. Satoshi Mochida
Representative Director, President and CEO
Securities Code: 6349 (Prime Market, Tokyo Stock Exchange)
Contact: Mr. Iwao Hashimoto
Managing Director and CFO
Phone: (81)-3-5608-7826

Partial Amendment to the Articles of Incorporation

Komori Corporation (hereinafter referred to as "KOMORI" or "the Company") hereby announces that at the Board of Directors meeting held today, it was resolved to propose a partial amendment to the Articles of Incorporation at the 79th Annual General Meeting of Shareholders scheduled to be held on June 18, 2025, as outlined below.

Purpose of the Amendment

1. The Company intends to transition to a company with an audit and supervisory committee from a company with a board of corporate auditors in order to expedite decision-making, improve the effectiveness of the Board of Directors and strengthen its monitoring function. Accordingly, it proposes to make amendments including newly establishing provisions on the Audit and Supervisory Committee and Directors who serve as its members, and deleting provisions on Corporate Auditors and the Board of Corporate Auditors.

2. This is to be added for the purpose of real estate leasing in order to promote the effective use of real estate owned.

3. The Company will renumber certain Articles, revise wording, and make other required amendments as a result of the new establishment, amendments and deletion of the provisions stated above.

4. In conjunction with the above amendments, necessary changes such as renumbering of articles, wording revisions, and other required modifications will be made.

Details of the Amendment

The details of the amendment are provided in the attached document.

Schedule (Planned)

The amendments to the Articles of Incorporation shall take effect upon the close of the annual General Meeting of Shareholders.
Date of Annual General Meeting of Shareholders: June 18, 2025
Effective Date of Amendment to Articles of Incorporation: June 18, 2025

Current Articles of Incorporation	Proposed amendments
Chapter 1 General Provisions	Chapter 1 General Provisions
Article 1 (omitted)	Article 1 (unchanged)
(Purpose)	(Purpose)
Article 2 The Company's purpose is to engage in the following businesses: 1. Manufacture, sale, repair and processing of printing presses, printing equipment and all accessories 2. Manufacture, sale, repair and processing of precision machinery, electronic equipment and all accessories 3. Design, construction, contract and management of building work (Newly established) 4. All other work incidental to the above items	Article 2 The Company is intended to engage in the following businesses: 1. Manufacture, sale, repair and processing of printing presses, printing equipment and all accessories 2. Manufacture, sale, repair and processing of precision machinery, electronic equipment and all accessories 3. Design, construction, contract and management of building work 4. Real estate leasing 5. All other work incidental to the above items
Article 3 (omitted)	Article 3 (unchanged)
(Governing body)	(Governing body)
Article 4 The Company shall have the following governing bodies in place in addition to the general meeting of shareholders and directors: 1. Board of Directors 2. corporate auditors 3. Board of Corporate Auditors 4. accounting auditors	Article 4 The Company shall have the following governing bodies in place in addition to the general meeting of shareholders and directors: 1. Board of Directors 2. Audit and Supervisory Committee 3. accounting auditors
Article 5 (omitted)	Article 5 (unchanged)

Current Articles of Incorporation	Proposed amendments
Chapter 2 Shares	Chapter 2 Shares
Articles 6 through 12 (omitted)	Articles 6 through 12 (unchanged)
Chapter 3 General Meetings of Shareholders	Chapter 3 General Meetings of Shareholders
Articles 13 and 14 (omitted)	Articles 13 and 14 (unchanged)
(Measures for Electronic Provision, etc.) Article 15 The Company shall, when convening a general meeting of shareholders, provide information contained in the Reference Documents for the General Meeting of Shareholders, etc. electronically.	(Measures for Electronic Provision, etc.) Article 15 (Unchanged)
2. Among the matters to be provided electronically, the Company may choose not to include all or part of the matters stipulated in the Ordinance of the Ministry of Justice in the paper copy to be sent to shareholders who have requested it by the record date for voting rights.	2. Among the matters to be provided electronically, the Company may choose not to include all <u>or</u> part of the matters stipulated in the Ordinance of the Ministry of Justice in the paper copy to be sent to shareholders who have requested it by the record date for voting rights.
Articles 16 through 18 (omitted)	Articles 16 through 18 (unchanged)
Chapter 4 Directors and the Board of Directors	Chapter 4 Directors and the Board of Directors
(Number of Directors) Article 19 The number of directors of the Company shall be twelve (12) or less.	(Number of Directors) Article 19 The number of directors of the Company shall be twelve (12) or less.
(Newly established)	<u>2. Among Directors in the preceding paragraph, the number of directors who are Audit and Supervisory Committee members shall be four (4) or less.</u>
(Method of Election) Article 20 Directors shall be elected by a resolution of a general meeting of shareholders.	(Method of Election) Article 20 Directors shall be elected by a resolution of a general meeting of shareholders, <u>separately for directors who are Audit and Supervisory Committee members and other directors</u>.
2. The resolution for the election of directors shall require a majority of the voting rights of shareholders present at a general meeting of shareholders attended by shareholders holding one third or more of the voting rights of	(Unchanged)

Current Articles of Incorporation	Proposed amendments
shareholders who can exercise voting rights. 3. Cumulative voting shall not be used for the resolution for the election of directors.	(Unchanged)
(Term of Office) Article 21 The term of office of a director shall be up to the close of the annual general meeting of shareholders for the latest fiscal year ending within one (1) year of his/her election.	(Term of Office) Article 21 The term of office of a director (excluding directors who are Audit and Supervisory Committee members) shall be up to the close of an annual general meeting of shareholders for the latest fiscal year ending within one (1) year of his/her election.
(Newly established)	2. The term of office of a director who is an Audit and Supervisory Committee member shall be up to the close of the annual general meeting of shareholders for the last fiscal year ending within two (2) years of his/her election.
(Newly established)	3. The term of office of a director who is an Audit and Supervisory Committee member elected as a substitute for a director who was an Audit and Supervisory Committee member that resigned before his or her term expires shall be up to the expiry of the original tenure of the predecessor.
(Newly established)	4. The resolution for the pre-election of a substitute director who is an Audit and Supervisory Committee member is valid up to the commencement of the annual general meeting of shareholders for the latest fiscal year ending within two (2) years of such resolution.
(Representative Directors and Directors with Titles) Article 22 Representative directors shall be selected by a resolution by the Board of Directors.	(Representative Directors and Directors with Titles) Article 22 Representative directors shall be selected from directors (excluding directors who are Audit and Supervisory Committee members) by a resolution by the Board of Directors.

Current Articles of Incorporation	Proposed amendments
2.The Board of Directors may select by its resolution a chairman and a president, as well as several vice chairmen, vice presidents, senior managing directors, managing directors and senior advisors.	2. The Board of Directors may select by its resolution a chairman and a president, as well as several vice chairmen, vice presidents, senior managing directors, managing directors and senior advisors from directors (excluding directors who are Audit and Supervisory Committee members).
(Remuneration, etc.) Article 23 Remuneration, bonuses and other proprietary benefits received from the Company as consideration for execution of duties ("remuneration, etc.") shall be determined by the resolution of a general meeting of shareholders.	(Remuneration, etc.) Article 23 Remuneration, bonuses and other proprietary benefits received from the Company as consideration for execution of duties ("remuneration, etc.") shall be determined by the resolution of a general meeting of shareholders, separately for directors who are Audit and Supervisory Committee members and other directors.
(Liability Limitation Agreements for Outside Directors) Article 24 The Company may conclude an agreement with Outside Directors to limit their liability for damages provided for in Article 423, Paragraph 1 of the Companies Act, pursuant to the provisions in Article 427, Paragraph 1 of said act, provided it is up to the amount stipulated by laws and regulations.	(Liability Limitation Agreements for Directors) Article 24 The Company may conclude an agreement with directors (excluding those who are executive directors, etc.) to limit their liability for damages provided for in Article 423, Paragraph 1 of the Companies Act, pursuant to the provisions in Article 427, Paragraph 1 of said act, provided it is up to the amount stipulated by laws and regulations.
Article 25 (omitted)	Article 25 (unchanged)
(Convener of a Meeting of the Board of Directors, and Its Chair) Article 26 A meeting of the Board of Directors shall be convened and chaired by the chairman of the Board of Directors. 2. In the event that the chairman suffers from an accident or no chairman is appointed, another director shall fulfill such duties in an order pre-determined by the Board of Directors.	(Convener of a Meeting of the Board of Directors, and Its Chair) Article 26 A meeting of the Board of Directors shall be convened and chaired by a director as pre-determined by the Board of Directors. 2. In the event that the director in the preceding paragraph suffers from an accident, another director shall fulfill such duties in an order pre-determined by the Board of Directors.

Current Articles of Incorporation	Proposed amendments
(Newly established)	3. Regardless of the provisions in previous two paragraphs, an Audit and Supervisory Committee member selected by the Audit and Supervisory Committee may convene a meeting of the Board of Directors.
(Procedure to Convene a Meeting of the Board of Directors) Article 27 A notice for convening a meeting of the Board of Directors shall be sent to each director and each corporate auditor by no later than three (3) days before the date of the meeting, provided the lead time may be shortened in case of an emergency.	(Procedure to Convene a Meeting of the Board of Directors) Article 27 A notice for convening a meeting of the Board of Directors shall be sent to each director by no later than three (3) days before the date of the meeting, provided the lead time may be shortened in case of an emergency.
2. A meeting of the Board of Directors may be convened without going through the procedure for convocation at the unanimous consent of all directors and corporate auditors.	2. A meeting of the Board of Directors may be convened without going through the procedure for convocation at the unanimous consent of all directors.
(Method of Resolutions, etc. of the Board of Directors) Article 28 The resolutions of the Board of Directors shall be made by a majority of the directors present at a meeting attended by a majority of the directors entitled to vote.	(Method of Resolutions, etc. of the Board of Directors) Article 28 (unchanged)
2. Regarding an agenda item for resolution by the Board of Directors, if all directors (limited to those who are entitled to vote on the relevant resolution) unanimously agree to it in writing or by electromagnetic means, the Company shall deem that the agenda item for resolution is adopted by resolution by the Board of Directors, unless corporate auditors object to the agenda item subject to resolution.	2. Regarding any proposal made by a director related to an agenda item subject to resolution by the Board of Directors, if all directors (limited to those who are entitled to vote on the relevant item) unanimously agree to it in writing or by electromagnetic means, the Company shall deem that the proposal is adopted by resolution by the Board of Directors.
(Newly established)	(Delegation of Decisions on Important Execution of Operations) Article 29 Pursuant to the provisions in Article 399-13, Paragraph 6 of the

Current Articles of Incorporation	Proposed amendments
	Companies Act, the Company may delegate all or some of the decisions on important execution of operations (excluding matters set forth in the items under Paragraph 5 of said Article) to directors by a resolution of the Board of Directors.
Chapter 5 Corporate Auditors and the Board of Corporate Auditors	(Deleted)
(Number of Corporate Auditors) Article 29 The number of corporate auditors of the Company shall be four (4) or less.	(Deleted)
Method of Election) Article 30 Corporate auditors shall be elected by a resolution of a general meeting of shareholders. 2.The resolution for the election of corporate auditors shall require a majority of the voting rights of shareholders present at a general meeting of shareholders attended by shareholders holding one third or more of the voting rights of shareholders who can exercise voting rights.	(Deleted)
(Term of Office) Article 31 The term of office of a corporate auditor shall be up to the close of the annual general meeting of shareholders for the latest fiscal year ending within four (4) years of his/her election. 2. The term of office of a corporate auditor elected as a substitute for a corporate auditor that resigned shall be up to the expiry of the original tenure of the predecessor.	(Deleted)

Current Articles of Incorporation	Proposed amendments
(Remuneration, etc.) Article 32 Remuneration, etc. of corporate auditors shall be stipulated by a resolution of a general meeting of shareholders.	(Deleted)
(Liability Limitation Agreements for Outside Corporate Auditors) Article 33 The Company may conclude an agreement with outside corporate auditors to limit their liability for damages provided for in Article 423, Paragraph 1 of the Companies Act, pursuant to the provisions in Article 427, Paragraph 1 of said act, provided it is up to the amount stipulated by laws and regulations.	(Deleted)
(Board of Corporate Auditors Regulations) Article 34 Matters concerning the Board of Corporate Auditors shall be stipulated by the Board of Corporate Auditors Regulations established by the Board of Corporate Auditors, in addition to laws and regulations and these Articles of Incorporation.	(Deleted)
(Procedure to Convene a Meeting of the Board of Corporate Auditors) Article 35 A notice for convening a meeting of the Board of Corporate Auditors shall be sent to each corporate auditor by no later than three (3) days before the date of the meeting, provided the lead time may be shortened in case of an emergency. 2. A meeting of the Board of Corporate Auditors may be convened without going through the procedure for convocation with the unanimous consent of all corporate auditors.	(Deleted)
(Full-time Corporate Auditors) Article 36 The Board of Corporate Auditors shall select full-time corporate auditors from corporate auditors.	(Deleted)

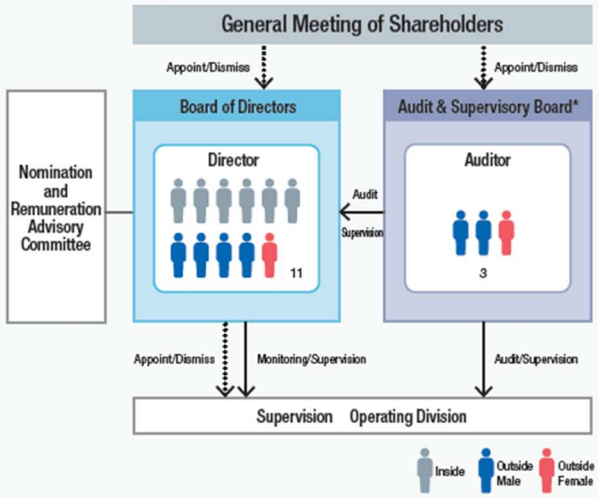
Current Articles of Incorporation	Proposed amendments
(Newly established)	Chapter 5 Audit and Supervisory Committee
(Newly established)	(Audit and Supervisory Committee Regulations) Article 30 Matters concerning the Audit and Supervisory Committee shall be stipulated by the Audit and Supervisory Committee Regulations established by the Audit and Supervisory Committee, in addition to laws and regulations and these Articles of Incorporation.
(Newly established)	(Procedure to Convene a Meeting of the Audit and Supervisory Committee) Article 31 A notice for convening a meeting of the Audit and Supervisory Committee shall be sent to each Audit and Supervisory Committee member by no later than three (3) days before the date of the meeting, provided the lead time may be shortened in case of an emergency. 2. A meeting of the Audit and Supervisory Committee may be convened without going through the procedure for convocation at the unanimous consent of all Audit and Supervisory Committee members.
(Newly established)	(Full-time Audit and Supervisory Committee Members) Article 32 The Audit and Supervisory Committee may select full-time Audit and Supervisory Committee members from Audit and Supervisory Committee members.
Chapter 6 Executive Officers	Chapter 6 Executive Officers

Current Articles of Incorporation	Proposed amendments
Article 37 The Company may appoint executive officers by a resolution of the Board of Directors to delegate the execution of operations.	Article 33 The Company may appoint executive officers by a resolution of the Board of Directors or based on a decision by a director authorized by a resolution of the Board of Directors, to delegate the execution of operations.
Article 38 (omitted)	Article 34 (unchanged)
Chapter 7 Accounting Auditors	Chapter 7 Accounting Auditors
Articles 39 and 40 (omitted)	Articles 35 and 36 (unchanged)
(Remuneration, etc.)	(Remuneration, etc.)
Article 41 Remuneration, etc. of accounting auditors shall be determined by representative directors with consent of the Board of Corporate Auditors.	Article 37 Remuneration, etc. of accounting auditors shall be determined by representative directors with consent of the Audit and Supervisory Committee.
Chapter 8 Accounts	Chapter 8 Accounts
Articles 42 through 45 (omitted)	Articles 38 through 41 (unchanged)

Summary of Organizational Design Transition

The company will transition to a "Company with Audit and Supervisory Committee" subject to approval at the Annual General Meeting of Shareholders scheduled for June 2025.
The outline of the transition from the current "Company with Board of Auditors" system is as follows:

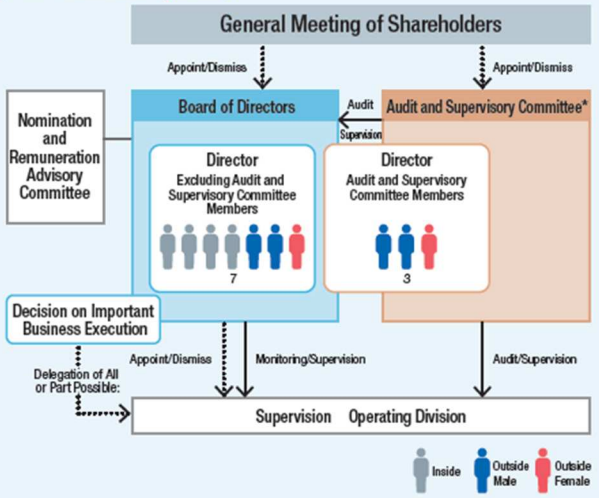
Company with Board of Auditors (Current System)



*The Audit & Supervisory Board is established independently from the Board of Directors and consists of at least three auditors, the majority of whom are outside auditors.

Changes in Organizations	Audit & Supervisory Board	
Members and Composition	Director	11 Directors (including 5 outside directors)
	Auditor	3 Auditors (all 3 are outside auditors)
Composition Ratio of Directors	Independent Outside Directors	6 Internal Members, 5 External Members, 45%
	Female Directors	10 Male Members, 1 Female Members, 9%
Term	Director	1 Year
	Auditor	4 Years
Decision on Important Business Execution	Non-delegable from the Board of Directors	
Right to Express Opinions on Director Personnel Matters	N/A	

Company with Audit and Supervisory Committee (Post-Transition System)



*The Audit and Supervisory Committee is composed of at least three directors, the majority of whom are independent directors and are appointed as members of the Audit and Supervisory Committee.

Changes in Organizations	Audit and Supervisory Committee	
Members and Composition	Director	10 Directors (including 6 independent outside directors and 2 female directors) 3 Directors who are Audit and Supervisory Committee members (all 3 are independent outside directors and 1 is female director)
	Auditor	Abolished
Composition Ratio of Directors	Independent Outside Directors	4 Internal Members, 6 External Members, 60%
	Female Directors	8 Male Members, 2 Female Members, 20%
Term	Directors (excluding those who are Audit and Supervisory Committee members):	1 year
	Directors who are Audit and Supervisory Committee members:	2 years
Decision on Important Business Execution	The Board of Directors may delegate all or part of its authority to directors (excluding those who are Audit and Supervisory Committee members) and the Operationg Division, including the Board of Operating Officers, to expedite decision-making.	
Right to Express Opinions on Director Personnel Matters	The Audit and Supervisory Committee members, selected by the Audit and Supervisory Committee, may express the committee's opinions on the personnel matters of directors (excluding those who are Audit and Supervisory Committee members) at the General Meeting of Shareholders.	