



DIGITAL HEARTS HLDGS.



May 22, 2026

Company name: DIGITAL HEARTS HOLDINGS Co., Ltd.
Name of representative: President and CEO Toshiya Tsukushi
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Notice of Partial Amendment to the Articles of Incorporation

DIGITAL HEARTS HOLDINGS Co., Ltd. (hereinafter referred to as the “Company”) announces that it has resolved at its meeting of the Board of Directors held today to submit a proposition for partial amendments to the Articles of Incorporation to the 13th Ordinary General Meeting of Shareholders to be held on June 25, 2026. Details are as follows:

1. Purpose and reasons for the amendments

Due to the following three reasons, the Company proposes to amend its Articles of Incorporation.

- ① As disclosed in today’s “Notice Regarding Transition to a Company with an Audit and Supervisory Committee and Changes in Director Personnel,” the Company resolved to transition to a Company with an Audit and Supervisory Committee, subject to approval and adoption at the 13th Ordinary General Meeting of Shareholders. In connection with this transition, the Company proposes to make the necessary amendments, including the establishment of provisions relating to the Audit and Supervisory Committee and its members, and the deletion of provisions relating to the Audit & Supervisory Board and its members.
- ② In order to attract qualified personnel as Directors who are not executive Directors, etc. and to enable such Directors to fully perform their expected roles, the Company proposes to amend the scope of Directors eligible to enter into agreements limiting liability to non-executive Directors, etc.
- ③ For the purpose of promoting the Company’s business growth, creating new businesses, and enhancing corporate value, the Company proposes to add investment-related operations to its business purposes in order to establish a framework for making investments in external companies, create business synergies through such investments, and secure medium- to long-term investment returns.

2. Details of amendment to the articles of incorporation

The details of the amendments are as shown in the Appendix.

3. Schedule

Date of the Ordinary General Meeting of Shareholders for amendment to : June 25, 2026 (Scheduled)
the Articles of Incorporation

Effective date of amended Articles of Incorporation : June 25, 2026 (Scheduled)

(Appendix) Amendment to the articles of incorporation

(Amendments appear as underlined text)

Current Articles of Incorporation	Proposed Amendments
Chapter 1 General Provisions	Chapter 1 General Provisions
Article 1 (Text omitted) (Purpose)	Article 1 (Unchanged) (Purpose)
Article 2 The purpose of the Company is to control and manage the business activities of companies engaged in the following businesses and foreign companies engaged in businesses equivalent thereto by holding shares or equity interests in such companies.	Article 2 The purposes of the Company are to control and manage the business activities of companies engaged in the following businesses and foreign companies engaged in businesses equivalent thereto by holding shares or equity interests in such companies, <u>and to engage in the following businesses:</u>
1 to 12 (Text omitted) (Newly established)	1 to 12 (Unchanged) <u>13. Contributions and investments in other companies, and management thereof, for the purpose of creating new businesses, growing existing businesses, and enhancing corporate value over the medium to long term</u>
<u>13.</u> General commercial business <u>14.</u> All businesses incidental to the foregoing items	<u>14.</u> General commercial business <u>15.</u> All businesses incidental to the foregoing items
Articles 3 to 4 (Text omitted)	Articles 3 to 4 (Unchanged)
Chapter 2 Shares	Chapter 2 Shares
Articles 5 to 7 (Text omitted)	Articles 5 to 7 (Unchanged)
(Administrator of Shareholder Registry)	(Administrator of Shareholder Registry)
Article 8 (Text omitted) 2. The Administrator of Shareholder Registry and the place of its business office <u>shall be designated by resolution of the Board of Directors</u> and shall be publicly announced.	Article 8 (Unchanged) 2. The Administrator of Shareholder Registry and the place of its business office shall be determined by the Board of Directors <u>or by a Director delegated by resolution of the Board of Directors, and</u> shall be publicly announced.
Articles 9 to 10 (Text omitted)	Articles 9 to 10 (Unchanged)
Chapter 3 General Meeting of Shareholders	Chapter 3 General Meeting of Shareholders
Articles 11 to 16 (Text omitted)	Articles 11 to 16 (Unchanged)
Chapter 4 Directors and Board of Directors	Chapter 4 Directors and Board of Directors
Article 17 (Text omitted)	Article 17 (Unchanged)
(Number of Directors)	(Number of Directors)
Article 18 (Text omitted) (Newly established)	Article 18 (Unchanged) <u>2. Of the Directors set forth in the preceding paragraph, the number of Directors who are Audit & Supervisory Committee Members shall be no more than five (5).</u>
(Election and Dismissal of Directors)	(Election and Dismissal of Directors)
Article 19 Directors shall be elected at a General Meeting of Shareholders.	Article 19 Directors shall be elected at a General Meeting of Shareholders, <u>separately distinguishing Directors who are Audit & Supervisory Committee Members from other Directors.</u>
2. (Text omitted) 3. (Text omitted) 4. (Text omitted) (Newly established)	2. (Unchanged) 3. (Unchanged) 4. (Unchanged) <u>5. The effect of the prior election of a substitute Director who is an Audit & Supervisory Committee Member shall continue until the commencement of the Ordinary General Meeting of Shareholders for the last business year ending within two (2) years from the time of such election.</u>

Current Articles of Incorporation	Proposed Amendments
(Directors' Terms of Office) Article 20 Directors' terms of office shall continue until the conclusion of the Ordinary General Meeting of Shareholders for the last business year ending within one (1) year from the time of their election. (Newly established) 2. The term of office of a Director elected pursuant to an increase in the number of Directors or elected to fill a vacancy shall be conterminous with the remaining term of office of the other Directors presently in office. (Newly established)	(Directors' Terms of Office) Article 20 The term of office of Directors <u>(excluding those who are Audit & Supervisory Committee Members)</u> shall continue until the conclusion of the Ordinary General Meeting of Shareholders for the last business year ending within one (1) year from the time of their election. 2. <u>The term of office of Directors who are Audit & Supervisory Committee Members shall continue until the conclusion of the Ordinary General Meeting of Shareholders for the last business year ending within two (2) years from the time of their election.</u> 3. The term of office of a Director <u>(excluding one who is an Audit and Supervisory Committee Member)</u> elected pursuant to an increase in the number of Directors or elected to fill a vacancy shall be conterminous with the remaining term of office of the other Directors presently in office <u>(excluding those who are Audit & Supervisory Committee Members)</u>. 4. <u>The term of office of a Director who is an Audit & Supervisory Committee Member elected as a substitute for a Director who is an Audit & Supervisory Committee Member who retired before the expiration of the term of office shall continue until the time the term of office of the retired Director who is an Audit & Supervisory Committee Member expires.</u>
(Representative Directors and Officers with Titles) Article 21 Representative Directors shall be appointed by resolution of the Board of Directors. 2. (Text omitted) 3. The Board of Directors may, by resolution thereof, appoint one (1) President from among the Directors or executive officers, and may also, if necessary, appoint one (1) Chairman and several Vice Presidents, Senior Managing Directors, and Managing Directors. Article 22 (Text omitted)	(Representative Directors and Officers with Titles) Article 21 Representative Directors shall be appointed <u>from among the Directors (excluding those who are Audit & Supervisory Committee Members)</u> by resolution of the Board of Directors. 2. (Unchanged) 3. The Board of Directors may, by resolution thereof, appoint one (1) President from among the Directors <u>(excluding those who are Audit & Supervisory Committee Members)</u> or executive officers, and may also, if necessary, appoint one (1) Chairman and several Vice Presidents, Senior Managing Directors, and Managing Directors. Article 22 (Unchanged)
(Notice of Calling of Board of Directors Meetings) Article 23 Notice of calling a meeting of the Board of Directors shall be sent to each Director <u>and each Audit & Supervisory Board Member</u> at least three (3) days before the date of the meeting. Provided, however, that in urgent cases this period may be shortened. 2. A Board of Directors meeting may be held without the procedures of calling if the consent of all Directors <u>and all Audit & Supervisory Board Members</u> is obtained. Article 24 (Text omitted)	(Notice of Calling of Board of Directors Meetings) Article 23 Notice of calling a meeting of the Board of Directors shall be sent to each Director at least three (3) days before the date of the meeting. Provided, however, that in urgent cases this period may be shortened. 2. A Board of Directors meeting may be held without the procedures of calling if the consent of all Directors is obtained. Article 24 (Unchanged)
(Omission of Resolution of Board of Directors Meeting) Article 25 In cases in which all Directors of the Company unanimously consent to matters requiring resolution at a meeting of the Board of Directors in writing or through electromagnetic records, the Company shall deem that a resolution to approve such matters has been adopted at the meeting of the Board of Directors. <u>Provided, however, that this shall not apply if a Audit & Supervisory Board Member states an objection.</u> (Newly established)	(Omission of Resolution of Board of Directors Meeting) Article 25 In cases in which all Directors of the Company unanimously consent to matters requiring resolution at a meeting of the Board of Directors in writing or through electromagnetic records, the Company shall deem that a resolution to approve such matters has been adopted at the meeting of the Board of Directors. <u>(Delegation of Decisions on Important Operations)</u> <u>Article 26 Pursuant to Article 399-13(6) of the Companies Act, the Company may, by resolution of the Board of Directors, delegate to Directors all or part of the decisions on important operations (excluding the matters listed in the items of paragraph (5) of said Article).</u>

Current Articles of Incorporation	Proposed Amendments
(Minutes of Board of Directors Meetings) Article 26 The outline of the proceedings and the results thereof at a meeting of the Board of Directors, and other matters prescribed by applicable laws and regulations, shall be stated or recorded in the minutes, and the Directors and <u>Audit & Supervisory Board Members</u> who attended shall sign and affix their seals thereon or provide their electronic signatures.	(Minutes of Board of Directors Meetings) Article 27 The outline of the proceedings and the results thereof at a meeting of the Board of Directors, and other matters prescribed by applicable laws and regulations, shall be stated or recorded in the minutes, and the Directors who attended shall sign and affix their seals thereon or provide their electronic signatures.
Article 27 (Text omitted)	Article 28 (Unchanged)
(Directors' Compensation, etc.) Article 28 Directors' compensation, bonuses, and other pecuniary benefits received from the Company as consideration for the performance of their duties (hereinafter collectively referred to as ""Compensation, etc."") shall be determined by resolution of a General Meeting of Shareholders.	(Directors' Compensation, etc.) Article 29 Directors' compensation, bonuses, and other pecuniary benefits received from the Company as consideration for the performance of their duties (hereinafter collectively referred to as ""Compensation, etc."") shall be determined by resolution of a General Meeting of Shareholders, <u>separately distinguishing Directors who are Audit & Supervisory Committee Members from other Directors.</u>
(Exemption from Directors' Liability) Article 29 (Text omitted) 2. The Company may enter into an agreement <u>with outside Directors to</u> limit their liability for damages under Article 423(1) of the Companies Act, <u>if the requirements prescribed by applicable laws and regulations are satisfied.</u> Provided, however, that the maximum amount of liability for damages under such agreement shall be the minimum liability limit prescribed by applicable laws and regulations.	(Exemption from Directors' Liability) Article 30 (Unchanged) 2. <u>Pursuant to Article 427(1) of the Companies Act, the Company may enter into an agreement with Directors (excluding Directors, etc. who execute business)</u> to limit their liability for damages under Article 423(1) of the Companies Act. Provided, however, that the maximum amount of liability for damages under such agreement shall be the minimum liability limit prescribed by applicable laws and regulations.
Chapter 5 <u>Audit & Supervisory Board Members and Board of Corporate Auditors</u>	Chapter 5 <u>Audit and Supervisory Committee</u>
(Establishment of <u>Audit & Supervisory Board Members and Board of Corporate Auditors</u>) Article 30 The Company shall have <u>Audit & Supervisory Board Members and a Board of Corporate Auditors.</u>	(Establishment of <u>Audit and Supervisory Committee</u>) Article 31 The Company shall have <u>an Audit and Supervisory Committee.</u>
(Number of Audit & Supervisory Board Members) Article 31 <u>The Company shall have no more than five (5) Audit & Supervisory Board Members.</u>	(Deleted)
(Election of Audit & Supervisory Board Members) Article 32 <u>Audit & Supervisory Board Members shall be elected by resolution of a General Meeting of Shareholders.</u> 2. <u>The resolution for the election of Audit & Supervisory Board Members shall be adopted by a majority of votes where shareholders holding one-third (1/3) or more of the voting rights of shareholders who can exercise voting rights are in attendance.</u>	(Deleted)
(<u>Audit & Supervisory Board Members' Terms of Office</u>) Article 33 <u>Audit & Supervisory Board Members' terms of office shall continue until the conclusion of the Ordinary General Meeting of Shareholders for the last business year ending within four (4) years from the time of their election.</u> 2. <u>The term of office of a Audit & Supervisory Board Member elected to fill a vacancy shall continue until the time the term of office of the retired Audit & Supervisory Board Member expires.</u>	(Deleted)
(Standing <u>Audit & Supervisory Board Members</u>) Article 34 The <u>Board of Corporate Auditors</u> shall, by resolution thereof, appoint standing <u>Audit & Supervisory Board Members</u> from among the <u>Audit & Supervisory Board Members.</u>	(Standing <u>Audit & Supervisory Committee Member</u>) Article 32 The <u>Audit and Supervisory Committee may</u> , by resolution thereof, appoint a standing <u>Audit & Supervisory Committee Member</u> from among <u>the Audit & Supervisory Committee Members.</u>

Current Articles of Incorporation	Proposed Amendments
(Notice of Calling of Board of Corporate Auditors Meetings) Article 35 Notice of calling a meeting of the <u>Board of Corporate Auditors</u> shall be sent to each <u>Audit & Supervisory Board Member</u> at least three (3) days before the date of the meeting. Provided, however, that in urgent cases this period may be shortened. 2. A <u>Board of Corporate Auditors</u> meeting may be held without the procedures of calling if the consent of all <u>Audit & Supervisory Board Members</u> is obtained. (Resolution of <u>Board of Corporate Auditors</u> Meetings) Article 36 Resolutions of the <u>Board of Corporate Auditors</u> shall, <u>unless otherwise provided by applicable laws and regulations</u>, be adopted by a majority of the <u>Audit & Supervisory Board Members</u>. (Minutes of the <u>Board of Corporate Auditors</u>) Article 37 A summary of the proceedings of the <u>Board of Corporate Auditors</u> and the results thereof, as well as any other matters prescribed by laws and regulations, shall be stated or recorded in the minutes, and the <u>Audit & Supervisory Board Members</u> in attendance shall sign and affix their seals thereto or affix their electronic signatures thereto. (Rules of the <u>Board of Corporate Auditors</u>) Article 38 Matters concerning the <u>Board of Corporate Auditors</u> shall be governed by the Rules of the <u>Board of Corporate Auditors</u> as prescribed by the <u>Board of Corporate Auditors</u>, in addition to what is provided in laws and regulations and the Articles of Incorporation. (Remunerations for <u>Audit & Supervisory Board Members</u>) Article 39 <u>The Remunerations for Audit & Supervisory Board Members shall be fixed by resolution of a General Meeting of Shareholders.</u> (Limitation of Liabilities of <u>Audit & Supervisory Board Members</u>) Article 40 <u>The Company may, by resolution of the Board of Directors, where the requirements prescribed by laws and regulations are satisfied with respect to the liability for damages under Article 423, paragraph (1) of the Companies Act of a Audit & Supervisory Board Member (including a person who was a Audit & Supervisory Board Member), exempt such person from such liability up to the amount obtained by deducting the minimum liability limit prescribed by laws and regulations from the amount of such liability.</u> 2. <u>The Company may, where the requirements prescribed by laws and regulations are satisfied with respect to the liability for damages under Article 423, paragraph (1) of the Companies Act, enter into an agreement with an Outside Audit & Supervisory Board Member to limit such liability. Provided, however, that the maximum amount of liability for damages under such agreement shall be the minimum liability limit prescribed by applicable laws and regulations.</u> Chapter 6 Accounting Auditors Articles 41 to 43 (Text omitted) (Remunerations for Accounting Auditors) Article 44 The remuneration, etc. of the Company's Accounting Auditors shall be determined by the Representative Director with the consent of the <u>Board of Corporate Auditors</u>. Article 45 (Text omitted)	(Notice of Calling of Audit and Supervisory Committee Meetings) Article 33 Notice of calling a meeting of the <u>Audit and Supervisory Committee</u> shall be sent to each <u>Audit & Supervisory Committee Member</u> at least three (3) days before the date of the meeting. Provided, however, that in urgent cases this period may be shortened. 2. An <u>Audit and Supervisory Committee</u> meeting may be held without the procedures of calling if the consent of all <u>Audit & Supervisory Committee Members</u> is obtained. (Method of Resolution of <u>Audit and Supervisory Committee</u> Meetings) Article 34 Resolutions of the <u>Audit and Supervisory Committee</u> shall be adopted <u>when a majority of the Audit & Supervisory Committee Members are present</u>, by a <u>majority of the Audit & Supervisory Committee Members present</u>. (Minutes of the <u>Audit and Supervisory Committee</u>) Article 35 A summary of the proceedings of the <u>Audit and Supervisory Committee</u> and the results thereof, as well as any other matters prescribed by laws and regulations, shall be stated or recorded in the minutes, and the members of the <u>Audit and Supervisory Committee</u> in attendance shall sign and affix their seals thereto or affix their electronic signatures thereto. (Rules of the <u>Audit and Supervisory Committee</u>) Article 36 Matters concerning the <u>Audit and Supervisory Committee</u> shall be governed by the Rules of the <u>Audit and Supervisory Committee</u> as prescribed by the <u>Audit and Supervisory Committee</u>, in addition to what is provided in laws and regulations and the Articles of Incorporation. (Deleted) (Deleted) Chapter 6 Accounting Auditors Articles 37 to 39 (Unchanged) (Remunerations for Accounting Auditors) Article 40 The remuneration, etc. of the Company's Accounting Auditors shall be determined by the Representative Director with the consent of the <u>Audit and Supervisory Committee</u>. Article 41 (Unchanged)

Current Articles of Incorporation	Proposed Amendments
Chapter 7 Accounting Articles <u>46</u> to <u>49</u> (Text omitted) (Newly established)	Chapter 7 Accounting Articles <u>42</u> to <u>45</u> (Unchanged) <u>Supplementary Provisions</u> <u>(Transitional Measures Regarding Limitation of Liabilities of Audit & Supervisory Board Members)</u> <u>With respect to the exemption, by resolution of the Board of Directors, from liability for damages under Article 423, paragraph (1) of the Companies Act arising from acts of a Audit & Supervisory Board Member (including a person who was a Audit & Supervisory Board Member) committed before the conclusion of the 13th Ordinary General Meeting of Shareholders to be held in June 2026, the provisions of Article 40, paragraph (1) of the Articles of Incorporation prior to the amendment by resolution of such Ordinary General Meeting of Shareholders shall apply.</u>