



May 14, 2026

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Notice Concerning Partial Amendments to the Articles of Incorporation

AMADA CO., LTD. (the “Company”) hereby announces that it has resolved, at a meeting of the Board of Directors held today, to submit a proposal, “Partial Amendments to the Articles of Incorporation,” to the 88th Ordinary General Meeting of Shareholders to be held on June 26, 2026. The details are described below.

1. Purpose of the amendments

- (1) In order to strengthen the Board’s supervisory functions, enhance the corporate governance structure, and enable swift decision-making and agile business execution, the Company intends to transition to a company with an Audit and Supervisory Committee. Accordingly, the Company shall establish provisions related to the Audit and Supervisory Committee and Audit and Supervisory Committee Members, and delete provisions related to the Audit and Supervisory Board and Audit and Supervisory Board Members.
- (2) Following the acquisition of H&F Corporation in May 2025 and Via Mechanics, Ltd. in July 2025 as subsidiaries, the Company will add the business purposes of these two companies to Article 2 of the current Articles of Incorporation, in line with the businesses they conduct.
- (3) In order to establish a more agile management structure, the Company will delete the provisions concerning Directors with specific titles under Article 20 of the current Articles of Incorporation. In addition, to allow for more flexible operation of meetings in line with the composition of officers, the Company will amend Articles 14 and 22 of the current Articles of Incorporation to provide that the convener and chairperson of the General Meeting of Shareholders and Board of Directors shall be determined by the Board of Directors.
- (4) To create an environment in which Directors can fully demonstrate their abilities and make prompt and bold decisions, the Company will introduce provisions to allow exemption of Directors from liability within the scope permissible by laws and regulations by resolution of the Board of Directors. Furthermore, in order to secure appropriate personnel, Article 24 of the current Articles of Incorporation will be amended to expand the scope of persons eligible to enter into limitation of liability agreements to include non-executive Directors, etc. The Company has obtained the consent of each Audit and Supervisory Board Member with respect to this amendment.
- (5) In order to enable flexible shareholder returns, the Company will establish Article 34 of the amended Articles of Incorporation to allow the distribution of surplus and other matters to be determined by resolution of the Board of Directors in accordance with Article 459, Paragraph 1 of the Companies Act. In conjunction with this, the Articles 34 and 35 of the current Articles of Incorporation, which contain overlapping provisions, will be deleted.
- (6) In line with the above amendments, the Company will make necessary changes such as the renumbering of articles and make other minor textual revisions.

2. Details of the amendments

The details of the amendments are as shown in the attached document.

3. Schedule

Date of the General Meeting of Shareholders for approval of the amendments to the Articles of Incorporation (scheduled): June 26, 2026

Effective date of the amendments to the Articles of Incorporation (scheduled): June 26, 2026

【Attachment】

(the underlined portions indicate amendments)

Present Articles of Incorporation	Proposed Amendments
Chapter 1 General Provisions	Chapter 1 General Provisions
Article 1 (Company Name) 《Omitted》	Article 1 (Company Name) 《Unchanged》
Article 2 (Purpose) This company shall have the purpose of engaging in the operations noted in each of the following Items, as well as controlling or managing the businesses activities of companies (including foreign companies) and associations (including overseas entities corresponding to organizations) engaging in the operations noted in each of the following Items and other business entities corresponding to the foregoing and managing operations ancillary or related to such companies, etc., and holding the shares or equity of such companies, etc.	Article 2 (Purpose) This company shall have the purpose of engaging in the operations noted in each of the following Items, as well as controlling or managing the businesses activities of companies (including foreign companies) and associations (including overseas entities corresponding to organizations) engaging in the operations noted in each of the following Items and other business entities corresponding to the foregoing and managing operations ancillary or related to such companies, etc., and holding the shares or equity of such companies, etc.
(1)Development, manufacture, sale, repair, leasing, maintenance, checking, and inspection of band sawing machines and other metal working equipment;	(1) Development, manufacture, sale, repair, leasing, maintenance, checking, and inspection of band sawing machines and other metal working equipment;
(2)Development, manufacture, sale, repair, leasing, maintenance, checking, and inspection of laser processing machines, press machines and other metal working equipment;	(2) Development, manufacture, sale, repair, leasing, maintenance, checking, and inspection of laser processing machines, press machines and other metal working equipment;
(3)Development, manufacture, sale, repair, leasing, maintenance, checking, and inspection of electronic devices;	(3) Development, manufacture, sale, repair, leasing, maintenance, checking, and inspection of electronic devices;
(4)Development, sale, repair, leasing, maintenance, checking, and inspection of information network systems that use software and computers related to the devices in each of the preceding Items;	(4) <u>Development, manufacture, sale, repair, lease, maintenance, checking, and inspection of electronic component processing machinery and its peripheral equipment;</u>
(5)Development, manufacture, sale, repair, leasing, maintenance, checking, and inspection of molds, jigs, accessories and components related to each of the preceding Items;	(5) <u>Development, manufacture, sale, repair, lease, maintenance, checking, and inspection of printing machinery;</u>
(6)Buy and sell of second hand goods of each of the preceding Items and consignment sales of them, and sale of the technologies and know-how of each Items;	(6) <u>Development, manufacture, sale, repair, lease, maintenance, checking, and inspection of material handling machinery;</u>
	(7) Development, sale, repair, leasing, maintenance, checking, and inspection of information network systems that use software and computers related to the devices in each of the preceding

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(7) Contract of manufacture and research and development of the products related to each of the preceding Items; (8) Design, construction, management, and subcontracting for civil engineering, architecture, electricity, steel frames, plant, and landscaping; (9) Silviculture operations; (10) Leasing and management of real property; (11) General motor truck transportation operations, special motor truck transportation operations, light motor truck transportation operations, and consigned freight forwarding operations; (12) Acting as an agent for operations in relation to general affairs, accounting and finance, purchasing, and human resources and labor management, etc.; (13) Labor dispatch operations; (14) Brokerage business related to each of the preceding Items; and (15) All operations related to each of the preceding Items. ② This company may engage in the operations stipulated in each of the preceding Items as well as operations ancillary or related to the foregoing. Article 3 (Location of Head Office) 《Omitted》 《Newly Established》 Article 4 (Method of Making Public Notices)	Items; (8) Development, manufacture, sale, repair, leasing, maintenance, checking, and inspection of molds, jigs, accessories and components related to each of the preceding Items; (9) Buy and sell of second hand goods of each of the preceding Items and consignment sales of them, and sale of the technologies and know-how of each Items; (10) Contract of manufacture and research and development of the products related to each of the preceding Items; (11) Design, construction, management, and subcontracting for civil engineering, architecture, electricity, steel frames, plant, and landscaping; (12) Silviculture operations; (13) Leasing and management of real property; (14) General motor truck transportation operations, special motor truck transportation operations, light motor truck transportation operations, and consigned freight forwarding operations; (15) Acting as an agent for operations in relation to general affairs, accounting and finance, purchasing, and human resources and labor management, etc.; (16) Labor dispatch operations; (17) Brokerage business related to each of the preceding Items; and (18) All operations related to each of the preceding Items. ② 《Unchanged》 Article 3 (Location of Head Office) 《Unchanged》 <u>Article 4 (Organizations)</u> <u>In addition to the general meeting of shareholders and directors, this company shall have the following organizations:</u> <u>(1) Board of directors;</u> <u>(2) Audit and supervisory committee; and</u> <u>(3) Accounting auditor.</u> Article 5 (Method of Making Public Notices) 《Unchanged》

Present Articles of Incorporation	Proposed Amendments
《Omitted》	
Chapter 2 Shares	Chapter 2 Shares
Article <u>5</u> ~Article <u>9</u> 《Omitted》	Article <u>6</u> ~Article <u>10</u> 《Unchanged》
Article <u>10</u> (Shareholder Registry Administrator) This company shall have a shareholder registry administrator in place. ② The shareholder registry administrator and the place of administration shall be selected by resolution of the board of directors and publicly notified.	Article <u>11</u> (Shareholder Registry Administrator) This company shall have a shareholder registry administrator in place. ② The shareholder registry administrator and the place of administration shall be selected by resolution of the board of directors and publicly notified.
③The drafting and keeping of this company' s shareholder registry and share warrants registry and other administrative matters related to the shareholder registry and share warrants registry shall be <u>handled by</u> the shareholder registry administrator and not by this company.	③The drafting and keeping of this company' s shareholder registry and share warrants registry and other administrative matters related to the shareholder registry and share warrants registry shall be <u>entrusted to</u> the shareholder registry administrator and not by this company.
Article <u>11</u> (Handling, Etc., and Fees Relating to Shares and Share Warrants) <u>Notations and recordings to be made on this company' s shareholder registry and share warrants registry, the acquisition and additional purchase of shares less than one unit, the handling related to shares and share warrants, and the procedures, etc., and fees upon the exercise of rights by shareholders shall be in accordance with the rules for the handling of shares stipulated by the board of directors.</u>	Article <u>12</u> (Share Handling Regulations) <u>The handling of and fees relating to the shares of this company shall be governed by the share handling regulations established by the board of directors, in addition to laws and regulations and these Articles of Incorporation.</u>
Article <u>12</u> (Record Date) 《Omitted》	Article <u>13</u> (Record Date) 《Unchanged》
Chapter 3 General Meeting of Shareholders	Chapter 3 General Meeting of Shareholders
Article <u>13</u> (Convocation) 《Omitted》	Article <u>13</u> (Convocation) 《Unchanged》
Article <u>14</u> (Convener and Chairperson) <u>Annual</u> general meetings shall be, except where stipulated otherwise by law, convened by <u>the director and president pursuant to a resolution of</u> the board of directors <u>and chaired by the director and president.</u> ② When the director <u>and president</u> is unable to perform such duty, a substitute	Article <u>15</u> (Convener and Chairperson) <u>General meetings of shareholders</u> shall be, except where stipulated otherwise by law, convened <u>and chaired by a</u> director <u>determined in advance by</u> the board of directors. ② When the director <u>set forth in the preceding Paragraph</u> is unable to perform

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director in accordance with an order stipulated in advance by <u>a resolution of</u> the board of directors shall perform such duty.	such duty, a substitute director in accordance with an order stipulated in advance by the board of directors shall perform such duty.
Article <u>15</u> ~Article <u>17</u> 《Omitted》	Article <u>16</u> ~Article <u>18</u> 《Unchanged》
Chapter 4 Directors and Board of Directors	Chapter 4 Directors and Board of Directors
<u>Article 18 (Board of Directors)</u> <u>This company shall have a board of directors in place.</u>	《Deleted》
<u>Article 19 (Number of Directors and Appointment of Directors)</u> This company shall have <u>ten</u> directors or less. 《Newly Established》	<u>Article 19 (Number of Directors)</u> This company shall have <u>nine</u> directors or less.
<u>② Directors shall be appointed by resolution of the general meeting of shareholders.</u>	<u>② The number of directors who are audit and supervisory committee members among those set forth in the preceding Paragraph shall be no more than five.</u> 《Deleted》
<u>③ Resolutions to appoint directors shall be made by the exercise of a majority of the voting rights of shareholders who are capable of exercising voting rights in attendance at a meeting where one-third or more of the shareholders who are capable of exercising voting rights are in attendance. Provided, however, that resolutions to appoint directors shall not be conducted by way of cumulative voting.</u>	《Deleted》
《Newly Established》	<u>Article 20 (Election of Directors)</u> <u>Directors shall be elected at a general meeting of shareholders, while distinguishing between directors who are audit and supervisory committee members and other directors.</u> <u>② Resolutions for the election of directors shall be made by a majority of the voting rights of the shareholders present at the general meeting of shareholders where the shareholders holding one-third or more of the voting rights of the shareholders entitled to exercise their voting rights are present.</u> <u>③ Resolutions for the election of directors shall not be by cumulative voting.</u>

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Article <u>20</u> (Representative Directors, <u>Executive Directors, Advisors, Consultants, and Executives</u>) <u>One director and honorary chairman, director and chairman, director and vice chairman, and director and president, and a certain number of director and vice presidents, managing directors, and executive directors may be appointed by resolution of the board of directors.</u> <u>② The director and chairman, director and vice chairman, director and president, and the director and vice presidents each represent this company.</u> <u>③ A certain number of advisors, consultants, and executives may be appointed by resolution of the board of directors.</u> Article <u>21</u> (Term of Office of Directors) The term of office of directors shall be until the time of the conclusion of the annual general meeting of shareholders relating to the final matter of the business year ending within one year of their appointments. «Newly Established» «Newly Established» «Newly Established» Article <u>22</u> (Convocation of Meetings of the Board of Directors) Meetings of the board of directors shall be convened by <u>the president of the</u>	Article <u>21</u> (Representative Directors) <u>The board of directors shall, by its resolution, appoint representative directors from among the directors (excluding those who are audit and supervisory committee members).</u> <u>② Each representative director shall represent this company.</u> «Deleted» Article <u>22</u> (Term of Office of Directors) The term of office of directors (excluding those who are audit and supervisory committee members) shall be until the time of the conclusion of the annual general meeting of shareholders relating to the final matter of the business year ending within one year of their appointments. <u>② The term of office of directors who are audit and supervisory committee members shall be until the time of the conclusion of the annual general meeting of shareholders relating to the final matter of the business year ending within two years of their appointments.</u> <u>③ The term of office of a director who is audit and supervisory committee member elected as a substitute for a director who is audit and supervisory committee member and retired before the expiration of his or her term of office shall be until the time of the expiration of the term of office of the retired director who was an audit and supervisory committee member.</u> <u>④ The election of a substitute director who is an audit and supervisory committee member shall be effective until the time of the commencement of the annual general meeting of shareholders relating to the final matter of the business year ending within two years of his or her election.</u> Article <u>23</u> (Convocation of Meetings of the Board of Directors) «Deleted»

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board of directors.	
《Newly Established》	<u>Meetings of the board of directors shall be, except where stipulated otherwise by law, convened and chaired by a director determined in advance by the board of directors.</u>
《Newly Established》	<u>② When the director set forth in the preceding Paragraph is unable to perform such duty, a substitute director in accordance with an order stipulated in advance by the board of directors shall perform such duty.</u>
② Notices of the convening of meetings of the board of directors shall be issued to each director <u>and each auditor</u> at least three days prior to the day of the meeting. Provided, however, that such period may be shortened in the event of an emergency.	<u>③ Notices of the convening of meetings of the board of directors shall be issued to each director at least three days prior to the day of the meeting. Provided, however, that such period may be shortened in the event of an emergency.</u>
Article <u>23</u> (Omissions of Resolutions by the Board of Directors) When all directors have agreed in writing with respect to a matter for resolution by a meeting of the board of directors, the matter shall be considered to have been passed by a resolution of the board of directors. <u>Provided, however, that such does not apply if an auditor has made an objection.</u>	Article <u>24</u> (Omissions of Resolutions by the Board of Directors) When all directors <u>(who are entitled to vote on the matter, however, excluding directors not allowed to do so)</u> have agreed in writing or <u>by means of electromagnetic records</u> with respect to a matter for resolution by a meeting of the board of directors, the matter shall be considered to have been passed by a resolution of the board of directors.
《Newly Established》	<u>Article 25 (Regulations of the Board of Directors)</u> <u>Matters concerning the board of directors shall be governed by the regulations of the board of directors established by the board of directors, in addition to laws and regulations and these Articles of Incorporation.</u>
《Newly Established》	<u>Article 26 (Remuneration of Directors, etc.)</u> <u>The remuneration, bonuses, and any other financial benefits received from this company as consideration for the execution of duties by directors shall be determined by a resolution of a general meeting of shareholders, while distinguishing between directors who are audit and supervisory committee members and other directors.</u>
Article <u>24</u> (Contracts for Limitation of Liability of Outside Directors) 《Newly Established》	Article <u>27</u> (Exemption from Liability of Directors) <u>Pursuant to the provisions of Article</u>

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This company may enter into contracts that limit liability for compensation for damages due to negligence of duty with <u>outside</u> directors in accordance with the stipulations of Article 427, Paragraph 1 of the Companies Act. Provided, however, that the amount of the liability limitation pursuant to such contracts shall be the amount stipulated by law.	<u>426, Paragraph 1 of the Companies Act, this company may, by a resolution of the board of directors, exempt directors (including former directors) within the scope permissible by laws and regulations from liability for damages due to negligence of duty.</u> ② This company may enter into contracts that limit liability for compensation for damages due to negligence of duty with directors <u>(excluding those who are executive directors, etc.)</u> in accordance with the stipulations of Article 427, Paragraph 1 of the Companies Act. Provided, however, that the amount of the liability limitation pursuant to such contracts shall be the amount stipulated by law.
Chapter 5 <u>Auditors and Board of Auditors</u>	Chapter 5 <u>Audit and Supervisory</u>
<u>Article 25 (Audits and Board of Auditors)</u>	<u>Committee</u>
<u>This company shall have auditors and a board of auditors in place.</u>	《Deleted》
<u>Article 26 (Number of Auditors and Appointment of Auditors)</u>	《Deleted》
<u>This company shall have four auditors or less.</u>	
<u>② Auditors shall be appointed by resolution of the general meeting of shareholders.</u>	
<u>③ Resolutions to appoint auditors shall be made by the exercise of a majority of the voting rights of shareholders who are capable of exercising voting rights in attendance at a meeting where one-third or more of the shareholders who are capable of exercising voting rights are in attendance.</u>	
<u>Article 27 (Term of Office of Auditors)</u>	《Deleted》
<u>The term of office of auditors shall be until the time of the conclusion of the annual general meeting of shareholders relating to the final matter of the business year ending within four years of their appointment.</u>	
<u>② The term of office of an auditor appointed as substitutes shall be until the time at which the term of office of the resigning auditor is completed.</u>	
<u>Article 28 (Convening of Board of Auditors Meetings)</u>	《Deleted》
<u>Notices of the convening of meetings of the board of auditors shall be issued to</u>	

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<u>each auditor at least three days prior to the day of the meeting. Provided, however, that such period may be shortened in the event of an emergency.</u>	
<u>Article 29 (Contracts for Limitation of Liability of Outside Auditors)</u> <u>This company may enter into contracts that limit liability for compensation for damages due to negligence of duty with outside auditors in accordance with the stipulations of Article 427, Paragraph 1 of the Companies Act. Provided, however, that the amount of the liability limitation pursuant to such contracts shall be the amount stipulated by law.</u>	《Deleted》
《Newly Established》	Article 28 (Full-time Audit and Supervisory Committee Members) The audit and supervisory committee may, by its resolution, select full-time audit and supervisory committee members from among the audit and supervisory committee members.
《Newly Established》	Article 29 (Convocation of Meetings of the Audit and Supervisory Committee) Notices of convocation of meetings of the audit and supervisory committee shall be issued to each audit and supervisory committee member at least three days prior to the day of the meeting. Provided, however, that such period may be shortened in the event of an emergency.
《Newly Established》	Article 30 (Regulations of the Audit and Supervisory Committee) Matters concerning the audit and supervisory committee shall be governed by the regulations of the audit and supervisory committee established by the audit and supervisory committee, in addition to laws and regulations and these Articles of Incorporation.
Chapter 6 Accounting Auditor	Chapter 6 Accounting Auditor
<u>Article 30 (Audits and Board of Auditors)</u> <u>This company shall have an accounting auditor in place.</u>	《Deleted》
Article <u>31</u> ~Article <u>32</u> 《Omitted》	Article <u>31</u> ~Article <u>32</u> 《Unchanged》

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Chapter 7 Accounting	Chapter 7 Accounting
Article 33 (Business Year) 《Omitted》	Article 33 (Business Year) 《Unchanged》
<u>Article 34 (Final Dividends)</u> <u>By resolution of the general meeting of shareholders, this company shall distribute surplus by way of moneys (hereinafter referred to as final dividends) to shareholders and/or registered pledgees of shares noted or recorded on the final shareholder registry as of March 31 each year.</u>	《Deleted》
<u>Article 35 (Interim Dividends)</u> <u>By resolution of the board of directors, this company may distribute surplus in accordance with the stipulations of Article 454, Paragraph 5 of the Companies Act (hereinafter referred to as interim dividends) to shareholders and/or registered pledgees of shares noted or recorded on the final shareholder registry as of September 30 each year.</u>	《Deleted》
《Newly Established》	Article 34 (Dividends of Surplus, etc.) This company may, by a resolution of the board of directors, determine matters set forth in each Item of Article 459, Paragraph 1 of the Companies Act, including dividends of surplus and the acquisition of its own shares. ② This company may distribute dividends of surplus to the shareholders or registered pledgees of shares entered or recorded in the final register of shareholders as of March 31 and September 30 of each year, and any other dates determined by the board of directors.
Article 36 (Limitation Period) 《Omitted》	Article 35 (Limitation Period) 《Unchanged》
《Newly Established》	Supplementary Provisions (Transitional Measures concerning Contracts for Limitation of Liability) Regarding contracts for limitation of liability for damages under Article 423, Paragraph 1 of the Companies Act with respect to acts performed by outside auditors (including former outside auditors) prior to the conclusion of the 88th annual general meeting of

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

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	shareholders, the provisions of Article 29 of the Articles of Incorporation prior to their amendment made by a resolution of the said annual general meeting of shareholders shall govern.