



May 8, 2025

To Whom It May Concern

Company name: **TAKARA STANDARD CO., LTD.**

Stock listing: Tokyo Stock Exchange

Stock code: 7981

Representative: Masaru Komori, President

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## **Notice Concerning Partial Amendments to the Articles of Incorporation and Election of Substitute Audit & Supervisory Board Member**

TAKARA STANDARD CO., LTD. (the “Company” hereinafter) hereby announces that at the Board of Directors meeting held today, it has resolved to submit the following proposals at the 151st Annual General Meeting of Shareholders to be held on June 25, 2025: “Partial Amendments to the Articles of Incorporation,” and “Election of 1 Substitute Audit & Supervisory Board Member” subject to the approval of the “Partial Amendments of the Articles of Incorporation.” The details are as follows.

### **1. Partial Amendments to the Articles of Incorporation**

#### **(1) Reasons for the amendments**

- (i) The Company proposes to reduce the total number of Directors from “not more than 25” to “not more than ten” to keep the number of Directors to an appropriate size to ensure the Company can provide agile response to changes in the business environment and execute swift decision-making.
- (ii) In order to ensure the Directors and the Audit & Supervisory Board Members can adequately fulfill the roles expected of them, the Company proposes to establish a new provision that exempts them from liability within the ranges prescribed by laws and regulations by resolution of the Board of Directors pursuant to the provisions of Article 426, paragraph (1) of the Companies Act. The Company has obtained the consent of each Audit & Supervisory Board Member for the establishment of the new provision.
- (iii) In preparation for cases in which the number of Audit & Supervisory Board Members fails to meet the number prescribed by laws and regulations, new provisions concerning a substitute Audit & Supervisory Board Member will be established to specify the effective term of the resolution for election of substitute Audit & Supervisory Board Member as well as to clarify the term limits that apply when the substitute Audit & Supervisory Board Member is appointed to the position of Audit & Supervisory Board Member.

(2) Details of the amendments

Details of the amendments are as shown in the attachment to this release.

(3) Schedule

Date of General Meeting of Shareholders for the amendments to the Articles of Incorporation:

June 25, 2025 (scheduled)

Effective date of the amendments to the Articles of Incorporation: June 25, 2025 (scheduled)

2. Candidate for substitute Audit & Supervisory Board Member

(1) Name and career summary

Name	Career summary
Akio Kawaguchi (January 26, 1974)	Sept. 2007    Registered as an attorney at law (Osaka Bar Association) (current position) Joined Nakabo Law Office (current position)

(2) Reasons for nomination

Although Akio Kawaguchi has never been directly involved in management of a company, he possesses extensive experience and knowledge as an attorney at law and has the necessary capability to contribute toward strengthening the corporate governance. Accordingly, he has been nominated as a substitute Audit & Supervisory Board Member with the expectation that he will conduct objective and fair audits from an independent perspective.

(Amended parts are underlined)

Current Articles of Incorporation	Proposed Amendments
<p>(Number of Directors and Their Election) Article 19</p> <ol style="list-style-type: none"> <li>The Company shall have not more than <u>25</u> Directors and Directors shall be elected at a general meeting of shareholders.</li> <li>(Text omitted)</li> <li>(Text omitted)</li> </ol>	<p>(Number of Directors and Their Election) Article 19</p> <ol style="list-style-type: none"> <li>The Company shall have not more than <u>ten</u> Directors and Directors shall be elected at a general meeting of shareholders.</li> <li>(Unchanged)</li> <li>(Unchanged)</li> </ol>
<p>(Exemption of Directors from Liability) Article 27 (Newly established)</p> <p>Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company may enter into an agreement with a Director (excluding a person who is an executive director, etc.) to limit his/her liability for damages arising from neglecting assigned duties, However, the limit of liability under such agreement shall be as prescribed by laws and regulations.</p>	<p>(Exemption of Directors from Liability) Article 27</p> <ol style="list-style-type: none"> <li><u>Pursuant to the provisions of Article 426, paragraph (1) of the Companies Act, the Company may, by resolution of the Board of Directors, exempt a Director (including a person who was formerly a Director) from his/her liability for damages arising from neglecting assigned duties to the extent permitted by laws and regulations.</u></li> <li>(Unchanged)</li> </ol>
<p>(Number of Audit &amp; Supervisory Board Members and Their Election) Article 28</p> <ol style="list-style-type: none"> <li>(Text omitted)</li> <li>(Text omitted)</li> </ol> <p>(Newly established)</p> <p>(Newly established)</p>	<p>(Number of Audit &amp; Supervisory Board Members and Their Election) Article 28</p> <ol style="list-style-type: none"> <li>(Unchanged)</li> <li>(Unchanged)</li> <li><u>In order to prepare for a case when the number of Audit &amp; Supervisory Board Members prescribed by laws and regulations might be insufficient, substitute Audit &amp; Supervisory Board Members may be elected at a general meeting of shareholders.</u></li> <li><u>The effective term of the resolution for election of substitute Audit &amp; Supervisory Board Members set forth in the preceding paragraph shall expire at the beginning of the annual general meeting of shareholders held with respect to the last fiscal year within four years after the election.</u></li> </ol>
<p>(Term of Office) Article 29</p> <p>The term of office of Audit &amp; Supervisory Board Members shall be until the conclusion of the annual general meeting of shareholders held with respect to the last fiscal year within four years after the election. <u>However, if an Audit &amp; Supervisory Board Member is elected to fill a vacancy, his/her term of office shall be limited to the remaining term of his/her predecessor.</u></p>	<p>(Term of Office) Article 29</p> <ol style="list-style-type: none"> <li>The term of office of Audit &amp; Supervisory Board Members shall be until the conclusion of the annual general meeting of shareholders held with respect to the last fiscal year within four years after the election.</li> </ol>

Current Articles of Incorporation	Proposed Amendments
(Newly established)	<p><u>2. The term of office of an Audit &amp; Supervisory Board Member who is elected as the substitute for an Audit &amp; Supervisory Board Member who retired from office before the expiration of the term of office shall continue until the time when the term of the retired Audit &amp; Supervisory Board Member was set to expire. However in the event that a substitute Audit &amp; Supervisory Board Member who was elected pursuant to paragraph 3 of the preceding article assumes office as an Audit &amp; Supervisory Board Member, his/her term of office must not exceed beyond the conclusion of the annual general meeting of shareholders held with respect to the last fiscal year within four years after his/her election as substitute Audit &amp; Supervisory Board Member.</u></p>
<p>(Exemption of Audit &amp; Supervisory Board Member from Liability) Article 33 (Newly established)</p> <p>Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company may enter into an agreement with an Audit &amp; Supervisory Board Member to limit his/her liability for damages arising from neglecting assigned duties. However, the limit of liability under such agreement shall be as prescribed by laws and regulations.</p>	<p>(Exemption of Audit &amp; Supervisory Board Member from Liability) Article 33</p> <p><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 an Audit &amp; Supervisory Board Member (including a person who was formerly an Audit &amp; Supervisory Board Member) from his/her liability for damages arising from neglecting assigned duties to the extent permitted by laws and regulations.</u></p> <p><u>2. (Unchanged)</u></p>