



The original disclosure in Japanese was released on May 12, 2022 at 16:30 (GMT+9)

To whom it may concern,

Company name: Company representative: Securities code and stock exchange listings: Inquiries:

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Takara Holdings Inc. Mutsumi Kimura, President

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## Notice Regarding Partial Amendments to the Articles of Incorporation

Kyoto, Japan—Takara Holdings has announced that a resolution has been made at meeting of the Board of Directors held on May 12, 2022, to issue partial amendments to the articles of incorporation as follows. Further, the Company intends to submit this resolution for approval at the general shareholders' meeting scheduled to be held on June 29, 2022.

- 1. Reasons for the Amendments
- (1) A system for providing informational materials for the general meeting of shareholders in electronic format will be introduced under the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019), to be enforced on September 1, 2022. Accordingly, the Company proposes to make the necessary amendments to its Articles of Incorporation, and establish supplementary provisions concerning matters such as the date when these amendments will come into force, as set forth below.
  - Establish a provision stipulating that the Company shall take measures for providing information that constitutes the content of Reference Documents for the General Meeting of Shareholders, etc. in electronic format. <Article 17, Paragraph 1 of the proposed amendments>
  - (ii) Establish a provision to enable the Company to limit the scope of matters to be included in the paperbased documents to be sent to shareholders who have requested it, for items for which the measures for providing information in electronic format will be taken, in accordance with the provisions prescribed by the Ministry of Justice Order. <Article 17, Paragraph 2 of the proposed amendments>
  - (iii) Since the provisions for Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, etc. will no longer be required after the introduction of a system for providing informational materials for the general meeting of shareholders in electronic format, they will be deleted. <Article 17 of the current Articles of Incorporation>
- (2) The Company proposes to amend the maximum number of Directors from ten to seven in its Articles of Incorporation in order to make more flexible decisions in response to the changes in the business environment. <Article 20>

2. Details of the Amendments A comparison of the Articles of Incorporation before and after the amendments is shown below.

	(The amended portions have been underlined.)
Current Articles of Incorporation	Proposed amendments
(Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, etc.)	<deleted></deleted>
Article 17	
In convening a general meeting of shareholders, if the	
Company discloses information that is to be stated or	
presented in the Reference Documents for the General	
Meeting of Shareholders, business report, financial	
statements and consolidated financial statements	
through the internet in accordance with the provisions prescribed by the Ministry of Justice Order, it may be	
deemed that the Company has provided this	
information to shareholders.	
<newly established=""></newly>	(Measures, etc. for Providing Information in Electronic Format)
	Article 17
	<u>1</u> In convening a general meeting of shareholders,
	the Company shall take measures for providing
	information that constitutes the content of
	reference documents for the general meeting of
	shareholders, etc. in electronic format.
	2 Among items for which the measures for
	providing information in electronic format will be taken, the Company may exclude all or some of
	those items designated by the Ministry of Justice
	Order from statements in the paper-based
	documents to be delivered to shareholders who
	requested the delivery of the paper-based
	documents by the record date of voting rights.
(Number of Directors)	(Number of Directors)
Article 20	Article 20
The Company shall have not more than <u>ten</u> Directors.	The Company shall have not more than seven
	Directors.
Nowly astablished	Supplementary Provisions
<newly established=""></newly>	Article 1
	1 The amendment to the Articles of Incorporation
	pertaining to Article 17 shall be effective from
	September 1, 2022 (hereinafter referred to as the
	"Date of Enforcement"), which is the date of
	enforcement of the revised provisions provided
	for in the proviso to Article 1 of the
	Supplementary Provisions of the Act Partially
	Amending the Companies Act (Act No. 70 of 2010)
	<u>2019).</u>

Current Articles of Incorporation	Proposed amendments
	2 Notwithstanding the provisions of the preceding paragraph, Article 17 of the current Articles of Incorporation (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) shall remain effective regarding any general meeting of
	shareholders held on a date within six months from the Date of Enforcement. These Supplementary Provisions shall be deleted
	on the date when six months have elapsed from the Date of Enforcement or three months have elapsed from the date of the general meeting of shareholders in the preceding paragraph, whichever is later.

## 3. Schedule

Scheduled date of the General Meeting of Shareholders to amend the Articles of	June 29, 2022
Incorporation:	
Scheduled effective date of the amendment to the Articles of Incorporation:	June 29, 2022

## **Forward-Looking Statements**

Statements in this document, other than those based on historical fact, concerning the current plans, prospects, strategies and expectations of the Company and its Group represent forecasts of future results. While such statements are based on the conclusions of management according to information available at the time of writing, they reflect many assumptions and opinions derived from information that includes major risks and uncertainties. Actual results may vary significantly from these forecasts due to various factors. Factors that could influence actual results include, but are not limited to, economic conditions, especially trends in consumer spending, as well as exchange rate fluctuations, changes in laws and government systems, pressure from competitors' prices and product strategies, declines in selling power of the Company's existing and new products, disruptions to production, violations of the Company's intellectual property rights, rapid advances in technology and unfavorable verdicts in major litigation