

May 11, 2022

Company Name: USHIO INC.  
Name and Title of Representative:  
Koji Naito, President and Chief Executive Officer  
(Code Number: 6925,  
Prime Market of the Tokyo Stock Exchange)  
Name and Title of Contact Person:  
Hideaki Takizawa, General Manager,  
Accounting and Finance Department  
(TEL +81-3-5657-1000 (from overseas))

### **Notice of Partial Amendments to Articles of Incorporation**

Ushio Inc. (the “Company”) hereby announces that, at the meeting of its Board of Directors held today, it was resolved that a proposal for the partial amendments to the Articles of Incorporation would be submitted to the 59<sup>th</sup> Annual General Meeting of Shareholders to be held on June 29, 2022 as follows.

#### **1. Reason of the amendment**

As the amended provisions stipulated in the proviso to Article 1 of the Supplementary Provisions of the Act for Partial Amendment of the Companies Act (Act No. 70 of 2019) will be enforced on September 1, 2022, the Company will therefore implement the following amendments to its Articles of Incorporation in order to prepare for the introduction of a system for the electronic provision of materials for general meetings of shareholders.

- (1) Article 15, Paragraph 1 of the proposed amendments will be newly established, as the Company will be obliged to stipulate in its Articles of Incorporation that it will take measures for the electronic provision of the information contained in reference documents for general meetings of shareholders, etc.
- (2) Article 15, Paragraph 2 of the proposed amendments will be newly established in order to allow the scope of the matters described in the documents to be delivered to shareholders who have requested document delivery to be limited to the scope specified by Ordinance of the Ministry of Justice.
- (3) Article 15 of the current Articles of Incorporation will be deleted, as its provisions will become unnecessary once the system of electronic provision of materials for general meetings of shareholders is introduced.
- (4) Article 2 of the supplementary provisions will be established concerning the effectiveness of the above.

#### **2. Details of Amendments**

The details of amendments are as described in the attachment.

#### **3. Schedule**

Date of General Meeting of Shareholders to be held for amendments to the Articles of Incorporation: June 29, 2022 (Wed)

Effective date for amendments to the Articles of Incorporation: June 29, 2022 (Wed)

**Attachment**

(Underlined parts are amended.)

Current Articles of Incorporation	Proposed amendments
<p><b>Chapter III. General Meeting of Shareholders</b>  <u>Article 15 (Disclosure of reference documents for general meeting of shareholders, etc. via the Internet and deemed provision)</u></p> <p><u>When convening a general meeting of shareholders, it shall be deemed that the Company has provided shareholders with the necessary information that should be described or presented in reference documents for general meeting of shareholders, business reports, and non-consolidated and consolidated financial statements, if they are disclosed via the Internet in accordance with the Ordinance of the Ministry of Justice.</u></p> <p>(Newly established)</p> <p><b>Supplementary Provisions</b>            (Newly established)</p>	<p><b>Chapter III. General Meeting of Shareholders</b>            (Deleted)</p> <p><u>Article 15 (Measures for electronic provision of information, etc.)</u></p> <ol style="list-style-type: none"> <li><u>1. When convening a general meeting of shareholders, the Company shall take measures for the electronic provision of information contained in reference documents for general meetings of shareholders, etc.</u></li> <li><u>2. With respect to all or part of the matters for which measures for electronic provision of information are to be taken as specified by the Ordinance of the Ministry of Justice, the Company shall not be required to include such matters in the documents to be delivered to shareholders who have made a request for document delivery by the record date for voting rights.</u></li> </ol> <p><b>Supplementary Provisions</b>  <u>Article 2 (Transitional measures concerning the electronic provision of information for general meetings of shareholders)</u></p> <ol style="list-style-type: none"> <li><u>1. The deletion of Article 15 (Disclosure of</u></li> </ol>

Current Articles of Incorporation	Proposed amendments
	<p><u>reference documents for general meeting of shareholders, etc. via the Internet and deemed provision) of the current Article of Incorporation and the new establishment of Article 15 (Measures for electronic provision of information, etc.) of the proposed amendments shall become effective as of September 1, 2022, which is the date of enforcement of the amended provisions stipulated in the proviso to Article 1 of the Supplementary Provisions of the Act for Partial Amendment of the Companies Act (Act No. 70 of 2019) (hereinafter referred to as the "Date of Enforcement").</u></p> <p><u>2. Notwithstanding the provisions of the preceding paragraph, Article 15 (Disclosure of reference documents for general meeting of shareholders, etc. via the Internet and deemed provision) of the current Articles of Incorporation shall remain in effect for any general meeting of shareholders held on a date within six months from the Date of Enforcement.</u></p> <p><u>3. This Article shall be deleted after six months have elapsed from the Date of Enforcement, or three months have elapsed from the date of a general meeting of shareholders as specified in the preceding paragraph, whichever is later.</u></p>