

February 25, 2022

To: Shareholders of UNION TOOL CO.  
From: UNION TOOL CO.  
6-17-1 Minami-ohi, Shinagawa-ku, Tokyo,  
Japan  
Takao Katayama  
CEO

## **Notice Concerning Partial Amendment to the Articles of Incorporation**

UNION TOOL CO. (the “Company”) hereby announces that its Board of Directors today resolved to propose partial amendments to the articles of incorporation of the Company (the “Articles of Incorporation”) at its 61st Ordinary General Meeting of Shareholders scheduled to be held on March 30, 2022, as described below.

### **Particulars**

#### **1. Reason for Amendments**

Introduction of measures for providing reference documents, etc. for the general meeting of shareholders in electronic format.

The 2019 amendment of the Companies Act allows for measures for providing reference documents, etc. for the general meeting of shareholders in an electronic format, and from the enforcement date (September 1, 2022) of the amended Companies Act concerning electronic provision measures, companies issuing book-entry transfer shares (listed companies) are obligated to stipulate in their articles of incorporation that they will take electronic provision measures for information that constitutes the content of reference documents for the general meeting of shareholders. Accordingly, the Company intends to make necessary amendments to the Articles of Incorporation.

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

The details of the amendments are as attached.

#### **3. Schedule for Amendments**

The scheduled date of the Ordinary General Meeting of Shareholders to amend the Articles of Incorporation:

March 30, 2022

The scheduled date from which the amendments to the Articles of Incorporation will become effective:

September 1, 2022

#### **4. Reference : Proposals for the 61st Ordinary General Meeting of Shareholders**

Proposal 1: Appropriation of Surplus

Proposal 2: Partial Amendment to the Articles of Incorporation

Proposal 3: Election of Six Directors

Proposal 4: Election of One Substitute Audit & Supervisory Board Member

Reference documents, etc. for the general meeting of shareholders will be released on our website from March 3, 2022.

## Articles of Incorporation Comparative Table

(Portions to be amended are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p>Chapter III. General Meeting of Shareholders</p> <p><u>ARTICLE 16 (Disclosure via internet of reference documents, etc. for general meeting of shareholders and Deemed PROVISION)</u></p> <p><u>The Company may deem that, at the convocation of general meeting of shareholders, the information on the matters that should be described or indicated in the reference documents for general meeting of shareholders, business report and financial statements has been provided for the shareholders by disclosing such information via Internet as provided in the order of the Ministry of Justice.</u></p> <p>&lt;Newly established&gt;</p>	<p>Chapter III. General Meeting of Shareholders</p> <p>&lt;Deleted&gt;</p> <p><u>Article 16 (Measures for Provision in Electronic Format, etc.)</u></p> <p><u>1. When convening general meeting of shareholders, the Company shall take measures to provide reference documents, etc., for general meeting of shareholders in electronic format.</u></p> <p><u>2. The Company does not need to include all or some matters related to electronic provision measures stipulated by the Ordinance of the Ministry of Justice in the documents to be delivered to shareholders who have requested such documents by the record date of voting rights.</u></p>
<p>&lt;Newly established&gt;</p>	<p>(Supplementary Provision)</p> <p><u>1. The deletion of Article 16 (Disclosure via internet of reference documents, etc. for general meeting of shareholders and Deemed PROVISION) from the current Articles of Incorporation and the newly establishment of Article 16 of the amended Articles of Incorporation shall be in effect from the date of enforcement as set forth in Article 1 of the Supplementary Provisions (hereinafter referred to as the Effective Date) of the Act Partially Amending the Companies Act (Act No. 70 of the Order).</u></p> <p><u>2. Notwithstanding the provisions of the preceding Paragraph, Article 16 of the current Articles of Incorporation shall remain in force for general meeting of shareholders held within six months of the Effective Date.</u></p> <p><u>3. This Article shall be automatically deleted once six months have passed from the Effective Date, or once three months have passed from the date of the general meeting of shareholders set forth in the preceding Paragraph, whichever is later.</u></p>