

May 26, 2022

Company Name	Nippon Den kai, Ltd.
Representative	Hidemasa Nakajima President & CEO
Listed on	TSE Growth
Stock Ticker code	5759
Contact Person	Nobuaki Masuda Executive Officer - Finance

### Notification regarding Amendment to the Articles of Incorporation

Nippon Den kai, Ltd. (TSE:5759, "Nippon Den kai") hereby announces that its meeting of the Board of Directors held today resolved to make the following proposal to the 6th Annual General Shareholders Meeting to be held on June 29, 2022 regarding partial amendments to its Articles of Incorporation.

#### 1. Reasons for amendments

##### (1) General Shareholders' Meeting without specifying its venue

"The Act for Partially Amending the Industrial Competitiveness Enhancement Act and Other Related Acts"(Act No.70 of 2019) has allowed listed companies to hold a General Shareholders' Meeting without specifying its venue (hereinafter, "Online-only Shareholders' Meeting") under certain conditions if such is defined in their Articles of Incorporation.

Accordingly, the Company proposes to make the following amendments to its Articles of Incorporation so that the General Shareholders' Meeting may be held without specifying its venue when the Board of Directors of the Company decides that, in light of the interests of shareholders as well, it is not appropriate to hold the General Shareholders' Meeting with a specified venue in situations including the spread of infectious diseases such as COVID-19 or the occurrence of disasters such as natural disasters.

##### (2) Regarding the system for providing reference documents for the General Shareholders' Meeting, etc. in electronic format

The Company proposes to make the following amendments to its Articles of Incorporation, due to the amendment provision of "Act for Partially Amending of the Companies Act" (Act No. 70 of 2021) being enforced on September 1, 2022. In preparation for the introduction of a new system to provide reference documents for the General Shareholders' Meeting etc. in electronic format.

- (i) The new Article 17, which provides the following provision, shall be established.
  - The Company will provide reference documents for the General Shareholders' Meeting, etc. in electronic format.

- As provided in the applicable laws, the Company may limit the scope of the matters to be stated in paper-based documents to be delivered to shareholders who request it.
- (ii) The current Article 17 (Website disclosure of reference documents for the General Shareholders' Meeting, etc.) shall be deleted since it will become unnecessary.
- (iii) Due to the deletion and establishment of the articles mentioned above, The new Article 44 (Supplementary provisions regarding the effective date, etc.) shall be established.

## 2. Details of amendments

(Underlines indicates amended portions)

Current Articles of Incorporation	Amendments to the Articles of Incorporation
<p>Article12 (Convening the Shareholders' Meeting)</p> <p>(1) An Ordinary General Shareholders' meeting of the Company shall be held in June of each year, and an Extra General Shareholders' Meeting shall be held whenever necessary.</p>	<p>Article12 (Convening the Shareholders' Meeting)</p> <p>(unchanged)</p>
<p>(Newly established)</p>	<p>(2) The Company may hold the Shareholder's Meeting without specifying its venue when the Board of Directors of the Company decides that it is not appropriate in the light of the interests of shareholders with a specified venue, in situation including the spread of infectious diseases or the occurrence of large-scale disasters such as natural disasters.</p>
<p>Article 17 (Website disclosure of reference documents for the General Shareholders' Meeting, etc.)</p> <p>As provided in the applicable laws, it is deemed that the Company provided reference documents for the General Shareholders' Meeting, financial statements and consolidated financial statements as well as other information required to be included or presented in the business report of the Company to its shareholders be posting them on its website on the Internet.</p>	<p>(Deleted)</p>
<p>(Newly established)</p>	<p>Article 17 (Electronic provision, etc.)</p> <p>In convening the Shareholders' Meeting, the Company shall take measures for electronic provision of information that constitutes the contents of reference documents for the Shareholders' Meeting, etc.</p>

Current Articles of Incorporation	Amendments to the Articles of Incorporation
(Newly established)	<p>Article 17</p> <p>(2) Among the matters to be provided electronically, the Company may not include all or part of those matters as provided in the Ordinance of the Ministry of Justice in paper-based documents to be delivered to shareholders who requested to be delivered to shareholders who requested the delivery of materials in paper-based format by the record date for the purpose of the General Shareholders' Meeting.</p>
(Newly established)	<p>Article 44 (Supplementary provisions)</p> <p>The deletion of Article 17 (Website disclosure of reference documents for the General Shareholders' Meeting, etc.) and the establishment of Article 17 (Electronic provision, etc.) shall come into effect on September 1, 2022, the date of enforcement as provided in the provision of Article 1 of supplemental provision of the "Act for Partial Amendment of the Companies Act"(Act No.70 of 2019) (hereafter the "Date of Enforcement").</p>
(Newly established)	<p>(2) Notwithstanding the provision of the preceding paragraph, Article 13 (Website disclosure of reference documents for the General Shareholders' Meeting, etc.) shall remain effective regarding any General Shareholders' Meeting held before the end of February 2023.</p>
(Newly established)	<p>(3) This article shall be deleted on the later date of the two dates: the day when six months passed since the Date of Enforcement or the day when three months passed since the date of General Shareholders' Meeting mentioned in the preceding paragraph.</p>

### 3. Schedule (Tentative)

The scheduled date of the General Shareholders' Meeting to amend the Article of Incorporation : June 29, 2022

The scheduled effective date of partial amendment to the Articles of Incorporation : June 29, 2022

#### Contact Information

[ir\\_team@nippon-denkai.co.jp](mailto:ir_team@nippon-denkai.co.jp)