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May 23, 2025

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Notice of Partial Amendments to the Articles of Incorporation

Fuji Die Co., Ltd. (the “Company”) hereby announces that, at a meeting held today, its Board of Directors resolved to submit a proposal titled “Partial Amendments to the Articles of Incorporation” to the 69th Annual General Meeting of Shareholders scheduled to be held on June 24, 2025.

1. Reasons for the amendments

- (1) In order to further enhance the function of our corporate governance and strengthen our responsiveness to accelerating changes in the external environment, the Company will transition from a company with an Audit & Supervisory Board to a company with Audit and Supervisory Committee. In line with this transition, we will establish new provisions related to Audit and Supervisory Committee Members and the Audit and Supervisory Committee, delete provisions related to Audit & Supervisory Board Members and the Audit & Supervisory Board, change the number of Directors, and newly establish provisions regarding the delegation of decision-making authority on the execution of important operations to Directors.
- (2) In order to enable more flexible returns of profits to shareholders, the Company will newly establish Article 42, which allows dividends of surplus and other distributions to be decided by a resolution of the Board of Directors. Even after the effectiveness of this amendment to the Articles of Incorporation, resolutions on dividends of surplus and other distributions may still be made at a general meeting of shareholders.
- (3) Other necessary amendments will also be made.

2. Description of the amendments

Description of the amendments is as follows:

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed amendment
CHAPTER I. GENERAL PROVISIONS	CHAPTER I. GENERAL PROVISIONS
Articles 1. - 3. (Omitted)	Articles 1. - 3. (Unchanged)

Current Articles of Incorporation	Proposed amendment
<p>(Newly established)</p> <p>Article <u>4</u>. (Omitted)</p> <p>CHAPTER II. SHARES</p> <p>Articles <u>5</u>. - <u>7</u>. (Omitted)</p> <p>(Restrictions on Rights of Shareholders Holding Less than One Unit)</p> <p>Article <u>8</u>. Shareholders holding less than one share unit of the Company shall not be entitled to exercise any rights other than <u>those set forth below</u>.</p> <p>(1)–(3) (Omitted)</p> <p>Articles <u>9</u>. - <u>11</u>. (Omitted)</p> <p>CHAPTER III. GENERAL MEETINGS OF SHAREHOLDERS</p> <p>Articles <u>12</u>. - <u>17</u>. (Omitted)</p> <p>CHAPTER IV. DIRECTORS AND BOARD OF DIRECTORS</p> <p><u>(Establishment of a Board of Directors)</u></p> <p><u>Article 18. The Company shall have a Board of Directors.</u></p> <p>(Number of Directors)</p> <p>Article 19. The number of Directors of the Company shall not exceed <u>ten (10)</u>.</p> <p>(Newly established)</p> <p>(Election of Directors)</p> <p>Article 20. Directors shall be elected by resolution of a general meeting of shareholders.</p> <p>2 - 3 (Omitted)</p>	<p><u>(Organizations)</u></p> <p><u>Article 4. In addition to the general meeting of shareholders and Directors, the Company shall have the following organizations.</u></p> <p><u>1. Board of Directors</u></p> <p><u>2. Audit and Supervisory Committee</u></p> <p><u>3. Accounting Auditor</u></p> <p>Article <u>5</u>. (Unchanged)</p> <p>CHAPTER II. SHARES</p> <p>Articles <u>6</u>. - <u>8</u>. (Unchanged)</p> <p>(Restrictions on Rights of Shareholders Holding Less than One Unit)</p> <p>Article <u>9</u>. Shareholders holding less than one share unit of the Company shall not be entitled to exercise any rights other than <u>listed as follows</u>.</p> <p>(1)–(3) (Unchanged)</p> <p>Articles <u>10</u>. - <u>12</u>. (Unchanged)</p> <p>CHAPTER III. GENERAL MEETINGS OF SHAREHOLDERS</p> <p>Articles <u>13</u>. - <u>18</u>. (Unchanged)</p> <p>CHAPTER IV. DIRECTORS AND BOARD OF DIRECTORS</p> <p>(Deleted)</p> <p>(Number of Directors)</p> <p>Article 19. The number of Directors of the Company shall not exceed <u>fifteen (15)</u>.</p> <p><u>2 Of the Directors mentioned in the preceding article, the number of Directors who are Audit and Supervisory Committee Members shall not exceed five (5).</u></p> <p>(Election of Directors)</p> <p>Article 20. Directors shall be elected by resolution of a general meeting of shareholders, <u>distinguishing between Directors who are Audit and Supervisory Committee Members from other Directors.</u></p> <p>2 - 3 (Unchanged)</p>

Current Articles of Incorporation	Proposed amendment
<p>(Terms of Office of Directors)</p> <p>Article 21. The term of office of a Director shall expire upon conclusion of the Annual General Meeting of Shareholders held with respect to the last business year ending within <u>two (2) years</u> after his/her election.</p> <p>2 <u>The terms of office of a Director elected for the purpose of an increase in the number of Directors or as a substitute shall expire at the end of the term of office of the other incumbent Directors.</u> (Newly established)</p> <p>(Newly established)</p> <p>(Newly established)</p>	<p>(Terms of Office of Directors)</p> <p>Article 21. The term of office of a Director (<u>excluding Directors who are Audit and Supervisory Committee Members</u>) shall expire upon conclusion of the Annual General Meeting of Shareholders held with respect to the last business year ending within <u>one (1) year</u> after his/her election. (Deleted)</p> <p>2 <u>The terms of office of Directors who are Audit and Supervisory Committee Members shall expire upon conclusion of the Annual General Meeting of Shareholders held with respect to the last business year ending within two (2) years after his/her election.</u></p> <p>3 <u>The terms of office of Directors who are Audit and Supervisory Committee Members to fill a vacancy for a Director who is an Audit and Supervisory Committee member resigned before the expiration of his/her term shall expire at the end of the term of office of the resigned Director.</u></p> <p>4 <u>The effectiveness of the resolution to elect a substitute Director who is an Audit and Supervisory Committee Member shall remain valid until the commencement of the Annual General Meeting of Shareholders held with respect to the last business year ending within two (2) years from the time of such election.</u></p>
<p>(Representative Directors and Directors with Special Titles)</p> <p>Article 22. The Company shall select a Representative Director by resolution of the Board of Directors.</p> <p>2 (Omitted)</p> <p>3 The Board of Directors shall, by its resolution, appoint one (1) President and may also appoint one (1) Chairperson of the Board, as well as one (1) or more Vice Presidents, Senior Managing Directors, and Managing Directors.</p>	<p>(Representative Directors and Directors with Special Titles)</p> <p>Article 22. The Company shall select a Representative Director <u>among the Directors (excluding Directors who are Audit and Supervisory Committee Members)</u> by resolution of the Board of Directors.</p> <p>2 (Unchanged)</p> <p>3 The Board of Directors shall, by its resolution, appoint one (1) President <u>from among the Directors (excluding Directors who are Audit and Supervisory Committee Members)</u> and may also appoint one (1) Chairperson of the Board, as well as one (1) or more Vice Presidents, Senior Managing Directors, and Managing Directors.</p>

Current Articles of Incorporation	Proposed amendment
<p>(Convener and Chairperson of the Board of Directors) Article 23. Unless otherwise provided by laws and regulations, the President shall convene and preside over the Board of Directors. <u>In the event the President is unable to act, another Director shall convene and preside over the meeting in the order previously determined by the Board of Directors.</u> (Newly established)</p>	<p>(Convener and Chairperson of the Board of Directors) Article 23. Unless otherwise provided by laws and regulations, the President shall convene and preside over the Board of Directors.</p> <p style="text-align: center;"><u>2 In the event the President is unable to act, another Director shall convene and preside over the meeting in the order previously determined by the Board of Directors.</u></p>
<p>(Notice of Convocation of the Board of Directors) Article 24. Notice of a meeting of the Board of Directors shall be given to each Director <u>and each Audit & Supervisory Board Member</u> at least three (3) days prior to the date of the meeting. However, in case of emergency, this period may be shortened. (Newly established)</p>	<p>(Notice of Convocation of the Board of Directors) Article 24. Notice of a meeting of the Board of Directors shall be given to each Director at least three (3) days prior to the date of the meeting. However, in case of emergency, this period may be shortened.</p> <p style="text-align: center;"><u>2 If all Directors consent, a meeting of the Board of Directors may be held without following the procedures for convocation.</u></p>
<p>(Method of Resolution by the Board of Directors) Article 25. Resolutions of the Board of Directors shall be adopted by a majority of Directors at a meeting attended by a majority of such Directors.</p>	<p>(Method of Resolution by the Board of Directors) Article 25. Resolutions of the Board of Directors shall be adopted by a majority of Directors <u>who are entitled to participate in the resolution</u> at a meeting attended by a majority of such Directors.</p>
<p>(Omission of Resolutions of the Board of Directors) Article 26. If all Directors consent to any proposal in writing or by any electromagnetic means, a resolution to approve such proposal shall be deemed to have been adopted by the Board of Directors. <u>However, this shall not apply if any Audit & Supervisory Board Member objects.</u> (Newly Established)</p>	<p>(Omission of Resolutions of the Board of Directors) Article 26. If all Directors <u>(limited to those who are entitled to participate in such proposal)</u> consent to any proposal in writing or by any electromagnetic means, a resolution to approve such proposal shall be deemed to have been adopted by the Board of Directors.</p>
	<p><u>(Delegation of Decision to Directors Regarding Execution of Important Business Operations)</u> Article 27. Pursuant to the provisions of Article 399-13, Paragraph 6 of the Companies Act, the Company may, by resolution of the Board of Directors, delegate all or part of decision-making authority regarding the execution of important operations (excluding the matter listed in Paragraph 5 of the same Article) to Directors.</p>

Current Articles of Incorporation	Proposed amendment
<p>(Minutes of Board of Directors Meetings) Article <u>27</u>. A summary of the proceedings and results of resolutions at Board of Directors meetings, as well as other matters required by laws and regulations, shall be recorded in the minutes, which shall be signed and sealed or electronically signed by the <u>Directors and Audit & Supervisory Board Members</u> present.</p>	<p>(Minutes of Board of Directors Meetings) Article <u>28</u>. A summary of the proceedings and results of resolutions at Board of Directors meetings, as well as other matters required by laws and regulations, shall be recorded in the minutes, which shall be signed and sealed or electronically signed by the Directors present.</p>
<p>Article <u>28</u>. (Omitted)</p>	<p>Article <u>29</u>. (Unchanged)</p>
<p>(Remuneration, etc. for Directors) Article <u>29</u>. Remuneration for Directors shall be determined by resolution of a general meeting of shareholders.</p>	<p>(Remuneration, etc. for Directors) Article <u>30</u>. Remuneration for Directors shall be determined by resolution of a general meeting of shareholders, <u>distinguishing between Directors who are Audit and Supervisory Committee Members from other Directors.</u></p>
<p>(Exemption of Liability of Directors) Article <u>30</u>. (Omitted) 2 The Company may enter into an agreement with a Director (excluding <u>those who</u> are Executive Directors, etc.) to limit the liability for damages as set forth in Article 423, Paragraph 1 of the Companies Act, provided that the requirements prescribed by laws and regulations are met. However, the maximum amount of liability under such agreement shall be within the minimum liability amount as prescribed by laws and regulations.</p>	<p>(Exemption of Liability of Directors) Article <u>31</u>. (Unchanged) 2 The Company may enter into an agreement with a Director (excluding <u>those who</u> are Executive Directors, etc.) to limit the liability for damages as set forth in Article 423, Paragraph 1 of the Companies Act, provided that the requirements prescribed by laws and regulations are met. However, the maximum amount of liability under such agreement shall be within the minimum liability amount as prescribed by laws and regulations.</p>
<p><u>CHAPTER V. AUDIT & SUPERVISORY BOARD MEMBERS AND AUDIT & SUPERVISORY BOARD</u></p>	<p><u>CHAPTER V. AUDIT AND SUPERVISORY COMMITTEE</u></p>
<p><u>(Appointment of Audit & Supervisory Board Members and Establishment of Audit & Supervisory Board)</u></p>	
<p>Article <u>31</u>. <u>The Company shall have Audit & Supervisory Board Members and an Audit & Supervisory Board.</u></p>	<p>(Deleted)</p>
<p><u>(Number of Audit & Supervisory Board Members)</u></p>	
<p>Article <u>32</u>. <u>The number of Audit & Supervisory Board Members of the Company shall not exceed four (4).</u></p>	<p>(Deleted)</p>
<p><u>(Election of Audit & Supervisory Board Members)</u></p>	
<p>Article <u>33</u>. <u>Audit & Supervisory Board Members shall be elected by resolution of a general meeting of shareholders.</u></p>	<p>(Deleted)</p>
<p>2 <u>The resolution for the election of Audit & Supervisory Board Members shall be adopted by a majority of the voting rights of shareholders present, where such shareholders hold at least one-third of the total voting rights of shareholders who are entitled to exercise their rights.</u></p>	<p>(Deleted)</p>

Current Articles of Incorporation	Proposed amendment
<p><u>(Terms of Office of Audit & Supervisory Board Members)</u> <u>Article 34. The terms of office of Audit & Supervisory Board Members shall expire upon conclusion of the Annual General Meeting of Shareholders held with respect to the last business year ending within four (4) years after his/her election.</u></p> <p><u>2 The terms of office of a substitute Audit & Supervisory Board Member elected to fill a vacancy shall expire at the end of the term of office of the resigned Audit & Supervisory Board Member.</u></p> <p><u>3 The effectiveness of the resolution to elect a substitute Audit & Supervisory Board Member, as provided in Article 329, Paragraph 3 of the Companies Act, shall remain valid until the conclusion of the Annual General Meeting of Shareholders held with respect to the last business year ending within four (4) years after such election.</u></p> <p><u>4 In the event that a substitute Audit & Supervisory Board Member, as referred to in the preceding paragraph, assumes the position of Audit & Supervisory Board Member, his/her term of office shall expire at the end of the term of office of the resigned Audit & Supervisory Board Member. However, such term shall not extend beyond the conclusion of the Annual General Meeting of Shareholders held with respect to the last business year ending within four (4) years from the time of his/her election.</u></p>	<p>(Deleted)</p> <p>(Deleted)</p> <p>(Deleted)</p> <p>(Deleted)</p>
<p><u>(Full-time Audit & Supervisory Board Members)</u> <u>Article 35. The Audit & Supervisory Board shall appoint full-time Audit & Supervisory Board Members from among its members.</u></p>	<p>(Deleted)</p>
<p><u>(Notice of Convocation of the Audit & Supervisory Board)</u> <u>Article 36. Notice of a meeting of the Audit & Supervisory Board shall be given to each Audit & Supervisory Board Member at least three (3) days prior to the date of the meeting. However, in case of emergency, this period may be shortened.</u></p>	<p>(Deleted)</p>
<p><u>(Method of Resolution by the Audit & Supervisory Board)</u> <u>Article 37. Unless otherwise provided by laws and regulations, resolutions of the Audit & Supervisory Board shall be adopted by a majority of the Audit & Supervisory Board Members.</u></p>	<p>(Deleted)</p>

Current Articles of Incorporation	Proposed amendment
<p><u>(Minutes of Audit & Supervisory Board Meetings)</u> <u>Article 38. A summary of the proceedings results of resolutions at meetings of the Audit & Supervisory Board, as well as other matters required by laws and regulations, shall be recorded in the minutes, which shall be signed and sealed or electronically signed by the Audit & Supervisory Board Members present.</u></p>	(Deleted)
<p><u>(Audit & Supervisory Board Regulations)</u> <u>Article 39. In addition to laws and regulations and the Articles of Incorporation, matters regarding the Audit and Supervisory Board shall comply with the Audit and Supervisory Board Regulations established by the Audit and Supervisory Board.</u></p>	(Deleted)
<p><u>(Remuneration, etc. for Audit & Supervisory Board Members)</u> <u>Article 40. Remuneration, etc. for Audit & Supervisory Board Members shall be determined by resolution of a general meeting of shareholders.</u></p>	(Deleted)
<p><u>(Exemption from Liability of Audit & Supervisory Board Members)</u> <u>Article 41. The Company may, by resolution of the Board of Directors, exempt Audit & Supervisory Board Members (including former Audit & Supervisory Board Members) from liability for damages under Article 423, Paragraph 1 of the Companies Act, to the extent permitted by laws and regulations, by deducting from the amount of such liability the statutory minimum liability amount.</u></p>	(Deleted)
<p><u>2 The Company may enter into an agreement with an Audit & Supervisory Board Member to limit the liability for damages as set forth in Article 423, Paragraph 1 of the Companies Act, provided that the requirements prescribed by laws and regulations are met. However, the maximum amount of liability under such agreement shall be the minimum liability amount as prescribed by laws and regulations.</u></p>	(Deleted)
(Newly established)	<p><u>(Full-time Audit and Supervisory Committee Members)</u> <u>Article 32. The Audit and Supervisory Committee, may, by its resolution, appoint full-time Audit and Supervisory Committee Members from among its members, as necessary.</u></p>

Current Articles of Incorporation	Proposed amendment
(Newly established)	<u>(Notice of Convocation for Audit and Supervisory Committee Meetings)</u> <u>Article 33. Notice of Convocation for the Audit and Supervisory Committee Meeting shall be given to each member at least three (3) days prior to the date of the meeting. However, in case of emergency, this period may be shortened.</u>
(Newly established)	2 <u>If all members of the Audit and Supervisory Committee consent, the meeting may be held without following the procedures for convocation.</u>
(Newly established)	<u>(Method of Resolution by the Audit and Supervisory Committee)</u> <u>Article 34. Resolutions of the Audit and Supervisory Committee shall be adopted by a majority of the members who are entitled to participate in the resolution, at a meeting attended by a majority of such members.</u>
(Newly established)	<u>(Minutes of Audit and Supervisory Committee Meetings)</u> <u>Article 35. A summary of the proceedings and results of resolution at Audit and Supervisory Committee meetings, as well as other matters required by law and regulations, shall be recorded in the minutes, which shall be signed and sealed or electronically signed by the members present.</u>
(Newly established)	<u>(Audit and Supervisory Committee Regulations)</u> <u>Article 36. In addition to laws and regulations and the Articles of Incorporation, matters regarding the Audit and Supervisory Committee shall comply with the Audit and Supervisory Committee Regulations established by the Audit and Supervisory Committee.</u>
CHAPTER VI ACCOUNTING AUDITOR	CHAPTER VI ACCOUNTING AUDITOR
<u>(Appointment of Accounting Auditor)</u> <u>Article 42. The Company shall have an Accounting Auditor.</u>	(Deleted)
Articles <u>43.</u> - <u>44.</u> (Omitted)	Articles <u>37.</u> - <u>38.</u> (Unchanged)
(Remuneration, etc. of the Accounting Auditor) Article <u>45.</u> Remuneration, etc. of the Accounting Auditor shall be determined by resolution of the Board of Directors with the consent of the <u>Audit & Supervisory Board.</u>	(Remuneration, etc. of the Accounting Auditor) Article <u>39.</u> Remuneration, etc. of the Accounting Auditor shall be determined by resolution of the Board of Directors with the consent of the <u>Audit and Supervisory Committee.</u>
Article <u>46.</u> (Omitted)	Article <u>40.</u> (Unchanged)
CHAPTER VII ACCOUNTS	CHAPTER VII ACCOUNTS
Article <u>47.</u> (Omitted)	Article <u>41.</u> (Unchanged)

Current Articles of Incorporation	Proposed amendment
<p><u>(Year-end Dividends)</u> <u>Article 48. The Company may, by resolution of a general meeting of shareholders, distribute surplus in cash (the “Year-end Dividends”) to shareholders or registered pledgees of shares who are listed or recorded in the final shareholder register as of March 31 of each year.</u></p> <p><u>(Interim Dividends)</u> <u>Article 49. The Company may, by resolution of the Board of Directors, distribute surplus in accordance with Article 454, Paragraph 5 of the Companies Act in cash (the “Interim Dividends”) to shareholders or registered pledgees of shares who are listed or recorded in the final shareholder register as of September 30 of each year.</u></p> <p>(Newly established)</p> <p>(Newly established)</p> <p><u>(Exclusion Period for Year-end Dividends, etc.)</u> <u>Article 50. If Year-end Dividends and Interim Dividends are not claimed within three (3) years from the date on which payment commenced, the Company shall be released from the obligation to make such payment.</u> 2 No interest shall accrue on unpaid <u>Year-end Dividends and Interim Dividends.</u></p>	<p>(Deleted)</p> <p>(Deleted)</p> <p><u>(Distribution of Surplus, etc.)</u> <u>Article 42. The Company may, by resolution the Board of Directors, determine the matters set forth in each item of Article 459, Paragraph 1 of the Companies Act.</u> 2 <u>The Company may distribute surplus in cash (the “Dividends”) to shareholders or registered pledgees of share who are listed or recorded in the final shareholder register as of March 31 or September 30 of each year.</u></p> <p><u>(Exclusion Period for Dividends)</u> <u>Article 43. If Dividends are not claimed within three (3) years from the date on which payment commenced, the Company shall be released from the obligation to make such payment.</u> 2 No interest shall accrue on unpaid Dividends.</p>

Current Articles of Incorporation	Proposed amendment
(Newly established)	SUPPLEMENTARY PROVISIONS
	<u>(Transitional Measures Regarding Exemption from Liability of Audit & Supervisory Board Members)</u>
(Newly established)	1 <u>With respect to acts conducted prior to the conclusion of the 69th Annual General Meeting of Shareholders, the Company may, by resolution of the Board of Directors, exempt Audit & Supervisory Board Members (including former Audit & Supervisory Board Members) from liability for damages as provided in Article 423, Paragraph 1 of the Companies Act, to the extent permitted by laws and regulations.</u>
	2 <u>Contracts limiting liability for damages under Article 423, Paragraph 1 of the Companies Act, related to acts conducted by Audit & Supervisory Board Members (including former Audit & Supervisory Board Members) prior to the conclusion of the 69th Annual General Meeting of Shareholders, shall remain subject to the provisions of Article 41, Paragraph 2 of the Articles of Incorporation as in effect prior to the resolution of said Meeting.</u>
(Newly established)	