



May 12, 2025

To Whom It May Concern

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Notice Regarding Partial Amendments to the Articles of Incorporation

Teijin Limited (hereinafter, the “Company”) hereby announces that it has resolved at its Board of Directors meeting held today to submit the proposal for “Partial Amendments to the Articles of Incorporation” to the 159th Annual General Meeting of Shareholders to be held on June 25, 2025, as outlined below.

1. Reason for the Amendments

As announced in the notice dated February 3, 2025, titled “Notice Regarding Transition to a Company with an Audit and Supervisory Committee,” the Company has decided to transition from a Company with an Audit & Supervisory Board (also known as a Company with a Board of Statutory Auditors) to a Company with an Audit and Supervisory Committee, with the aim of further enhancing its corporate governance system. Accordingly, the Company will amend its Articles of Incorporation as follows:

- (i) Newly establish a provision for the establishment of an Audit and Supervisory Committee, as well as provisions regarding Directors who are Audit & Supervisory Committee Members and the Audit & Supervisory Committee, and delete the provisions relating to Statutory Auditors and the Board of Statutory Auditors.
- (ii) Amend provisions regarding the number of Directors and establish new provisions allowing the delegation of all or part of decisions on important business execution to Directors.
- (iii) Amend the Article numbers in accordance with the above changes and make other necessary changes.

2. Details of the Amendments

The details of the amendments to the Articles of Incorporation are as shown in the attached sheet (indicated in the underlined sections).

3. Schedule

- Date of the Annual General Meeting of Shareholders for the Partial Amendments to the Articles of Incorporation: June 25, 2025 (planned)
- Effective date of the Partial Amendments to the Article of Incorporation: June 25, 2025 (planned)

- End -

<Attachment>

(Underlined parts indicate the amendments.)

Current Articles of Incorporation	Proposed Amendments
Chapter I. General Provisions Article 1. – Article 4. <div><Omitted></div>	Chapter I. General Provisions Article 1. – Article 4. <div><Unchanged></div>
Article 5. (Establishment of Organizations) The Company shall have the following organizations in addition to the Ordinary General Meeting of Shareholders and Directors: (1) <u>The Board of Directors</u> (2) <u>Statutory Auditors</u> (3) <u>The Board of Statutory Auditors</u> (4) Accounting Auditor(s)	Article 5. (Establishment of Organizations) The Company shall have the following organizations in addition to the Ordinary General Meeting of Shareholders and Directors: (1) Board of Directors (2) <u>Audit & Supervisory Committee</u> <div><Deleted></div> (3) Accounting Auditor(s)
Chapter II. Shares Article 6. – Article 11. <div><Omitted></div>	Chapter II. Shares Article 6. – Article 11. <div><Unchanged></div>
Chapter III. General Meeting of Shareholders Article 12. – Article 19. <div><Omitted></div>	Chapter III. General Meeting of Shareholders Article 12. – Article 19. <div><Unchanged></div>
Chapter IV. Directors and the Board of Directors Article 20. (Number of Directors) The Directors of the Company shall not be more than <u>ten (10)</u> . <div><Newly established></div>	Chapter IV. Directors and the Board of Directors Article 20. (Number of Directors) <u>1.</u> The Directors of the Company shall not be more than <u>twelve (12)</u> . <u>2. Of the Directors in the preceding paragraph, the Directors who are Audit & Supervisory Committee Members shall not be more than five (5).</u>
Article 21. (Election of Directors) 1. Directors shall be elected at a General Meeting of Shareholders. <div><2. and 3. Omitted></div>	Article 21. (Election of Directors) 1. Directors shall be elected at a General Meeting of Shareholders, <u>distinguishing between Directors who are Audit & Supervisory Committee Members and other Directors.</u> <div><2. and 3. Unchanged></div>
Article 22. (Term of Office) The terms of office of Directors shall	Article 22. (Term of Office) 1. The terms of office of Directors

<p>end at the closing of the Ordinary General Meeting of Shareholders convened for the last fiscal year that closes within one (1) year after his/her election.</p> <p><Newly established></p> <p><Newly established></p> <p><Newly established></p> <p>Article 23. (Election of Representative Director) The Board of Directors shall appoint by its resolution certain number of Representative Directors.</p> <p>Article 24. (Selection of Directors with Executive Power and Appointment of Counselors and Councilors) 1. <u>Among the Directors, the</u> Board of Directors may appoint by its resolution</p>	<p><u>(excluding Directors who are Audit & Supervisory Committee Members)</u> shall end at the closing of the Ordinary General Meeting of Shareholders convened for the last fiscal year that closes within one (1) year after his/her election.</p> <p><u>2. The term of office of Directors who are Audit & Supervisory Committee Members shall end at the closing of the Ordinary General Meeting of Shareholders convened for the last fiscal year that closes within two (2) years after his/her election.</u></p> <p><u>3. The term of office of a Director who is an Audit & Supervisory Committee Member elected to fill the vacancy arising from the resignation of a Director who is an Audit & Supervisory Committee Member prior to the expiration of his/her term shall be the same as the remaining term of the retiring Director who is an Audit & Supervisory Committee Member.</u></p> <p><u>4. A resolution for the election of a substitute Director who is an Audit & Supervisory Committee Member elected pursuant to Article 329, Paragraph 3 of the Companies Act shall remain in effect until the commencement of the Ordinary General Meeting of Shareholders convened for the last fiscal year that closes within two (2) years after his/her election.</u></p> <p>Article 23. (Election of Representative Director) The Board of Directors shall appoint by its resolution certain number of Representative Directors <u>from among the Directors (excluding Directors who are Audit & Supervisory Committee Members).</u></p> <p>Article 24. (Selection of Directors with Executive Power and Appointment of Counselors and Councilors) 1. <u>The</u> Board of Directors may appoint by its resolution one (1) Chairman, one (1)</p>
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<p>one (1) Chairman, one (1) President, and certain number of Vice-Chairmen, Executive Vice-Presidents, Senior Managing Directors and Managing Directors.</p>	<p>President, and certain number of Vice-Chairmen, Executive Vice-Presidents, Senior Managing Directors and Managing Directors, <u>from among the Directors (excluding Directors who are Audit & Supervisory Committee Members).</u></p>
<p><2. Omitted></p>	<p><2. Unchanged></p>
<p>Article 25. (Directors' Compensation) The remuneration, bonuses and other financial benefits of Directors receivable from the Company in consideration of the execution of duties <u>(collectively, "Compensation")</u> shall be determined by the General Meeting of Shareholders.</p>	<p>Article 25. (Directors' Compensation) The remuneration, bonuses and other financial benefits of Directors receivable from the Company in consideration of the execution of duties shall be determined by the General Meeting of Shareholders, <u>distinguishing between Directors who are Audit & Supervisory Committee Members and other Directors.</u></p>
<p>Article 26. <Omitted></p>	<p>Article 26. <Unchanged></p>
<p>Article 27. (Liabilities Limitation Agreement with Directors) The Company may enter into an agreement with any Director(excluding Executive Director) which limits his/her liabilities to the amount equal to the higher of twenty million yen (Yen 20,000,000) and the amount aggregated by each Item of Article 425, Paragraph 1 of the Companies Act, with respect to the liabilities stipulated in Article 423, Paragraph 1 of the Companies Act, in case that such Director performed his/her duties in good faith and without gross negligence in relation to such performance.</p>	<p>Article 27. <i><For minor changes in the Japanese text, such as converting kanji to hiragana and adjusting punctuation, there is no change in the English text.></i></p>
<p>Article 28. (Notice of Convocation of Meetings of the Board of Directors) Notice of convocation of meeting of the Board of Directors shall be sent to every Director <u>and Statutory Auditor</u> three (3) days prior to the date of the meeting; provided, however, that such period may be shortened in case of emergency.</p>	<p>Article 28. (Notice of Convocation of Meetings of the Board of Directors) Notice of convocation of meeting of the Board of Directors shall be sent to every Director <u>by no later than</u> three (3) days prior to the date of the meeting; provided, however, that such period may be shortened in case of emergency.</p>

<p>Article 29. (Omission of Resolutions of the Board of Directors)</p> <p>In case a Director proposes a matter to be determined by a resolution of the Board of Directors and all the Directors entitled to vote to the matter express unanimous consent in writing or via an electronic method, the resolution of the Board of Directors to the matter shall be deemed to have been adopted to that effect <u>unless a Statutory Auditor expresses objection.</u></p> <p><Newly established></p> <p>Article <u>30</u>. <Omitted></p> <p>Chapter V. <u>Statutory Auditors and the Board of Statutory Auditors</u></p> <p>Article 31. (Number of Statutory Auditors)</p> <p>1. <u>The Statutory Auditors of the Company shall be three (3) or more.</u></p> <p>2. <u>Even if a vacancy occurs among Statutory Auditors in office, the vacancy may be left until the next election of Statutory Auditor(s) so long as their number does not fall below the number required by laws and is recognized not to deteriorate the duties of the other Statutory Auditors.</u></p> <p>Article 32. (Election of Statutory Auditors)</p> <p>1. <u>Statutory Auditors shall be elected at a General Meeting of Shareholders.</u></p> <p>2. <u>Resolutions for the election of</u></p>	<p>Article 29. (Omission of Resolutions of the Board of Directors)</p> <p>In case a Director proposes a matter to be determined by a resolution of the Board of Directors and all the Directors entitled to vote to the matter express unanimous consent in writing or via an electronic method, the resolution of the Board of Directors to the matter shall be deemed to have been adopted to that effect.</p> <p><u>Article 30. (Delegation of decisions on important business execution)</u></p> <p><u>The Company may, pursuant to Article 399-13, Paragraph 6 of the Companies Act, delegate by resolution of the Board of Directors all or part of decisions on important business execution (excluding matters set forth in each item in Paragraph 5 of the same Article) to Directors.</u></p> <p>Article <u>31</u>. <Unchanged></p> <p>Chapter V. <u>Audit & Supervisory Committee</u></p> <p><Deleted></p> <p><Deleted></p>
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<p><u>Statutory Auditors shall be adopted by a majority of the votes of the shareholders present at a General Meeting of Shareholders, a quorum of which is one-third (1/3) or more of voting rights of the shareholders entitled to exercise voting rights.</u></p>	
<p><u>Article 33. (Term of Office of Statutory Auditors)</u> <u>1. The term of office of Statutory Auditors shall end at the closing of the Ordinary General Meeting of Shareholders convened for the latest fiscal year that closes within four (4) years after his/her election.</u> <u>2. The term of office of a Statutory Auditor elected to fill the vacancy arising from the resignation of a Statutory Auditor prior to the expiration of his/her term shall be the same as the remaining term of the retiring Statutory Auditor.</u></p>	<p><Deleted></p>
<p><u>Article 34. (Selection of Full-time Statutory Auditors)</u> <u>The Board of Statutory Auditors shall appoint by its resolution full-time Statutory Auditor(s).</u></p>	<p><u>Article 32. (Selection of Full-time Audit & Supervisory Committee Members)</u> <u>The Audit & Supervisory Committee may appoint by its resolution full-time Audit & Supervisory Committee Member(s).</u></p>
<p><u>Article 35. (Statutory Auditors' Compensation)</u> <u>Compensation payable to Statutory Auditors shall be determined by the General Meeting of Shareholders.</u></p>	<p><Deleted></p>
<p><u>Article 36. (Reduction and Release of Liabilities of Auditors)</u> <u>The Company may release any Statutory Auditor from its liabilities stipulated in Article 423, Paragraph 1 of the Companies Act, within the limitation provided in the Companies Act by a resolution of the Board of Directors where such Statutory Auditor performed</u></p>	

<p><u>his/her duties in good faith and without gross negligence in relation to such performance and such release is considered necessary in light of the cause of such liabilities, the manner of such performance and any other circumstances.</u></p> <p><u>Article 37. (Liabilities Limitation Agreement with Statutory Auditors)</u> <u>The Company may enter into an agreement with any Statutory Auditor which limits his/her liabilities to the amount equal to the higher of twenty million yen (Yen 20,000,000) and the amount aggregated by each Item of Article 425, Paragraph 1 of the Companies Act, with respect to the liabilities stipulated in Article 423, Paragraph 1 of the Companies Act, in case that such Statutory Auditor performed his/her duties in good faith and without gross negligence in relation to such performance.</u></p> <p>Article <u>38</u>. (Notice of Convocation of Meetings of the <u>Board of Statutory Auditors</u>) Notice of convocation of meeting of the <u>Board of Statutory Auditors</u> shall be sent to every <u>Statutory Auditor</u> three (3) days prior to the date of the meeting; provided, however, that such period may be shortened in case of emergency.</p> <p>Article <u>39</u>. (Regulation of the <u>Board of Statutory Auditors</u>) Matters concerning the <u>Board of Statutory Auditors</u> shall be subject to the Regulations of the <u>Board of Statutory Auditors</u> adopted by the Board of Statutory Auditors.</p> <p>Chapter VI. Accounts Article <u>40</u>. – Article <u>43</u>. <Omitted></p>	<p><Deleted></p> <p>Article <u>33</u>. (Notice of Convocation of Meetings of the <u>Audit & Supervisory Committee</u>) Notice of convocation of meeting of the <u>Audit & Supervisory Committee</u> shall be sent to every <u>Audit & Supervisory Committee Member</u> by no later than three (3) days prior to the date of the meeting; provided, however, that such period may be shortened in case of emergency.</p> <p>Article <u>34</u>. (Regulation of the <u>Audit & Supervisory Committee</u>) Matters concerning the <u>Audit & Supervisory Committee</u> shall be subject to the Regulations of the <u>Audit & Supervisory Committee</u> adopted by the <u>Audit & Supervisory Committee</u>.</p> <p>Chapter VI. Accounts Article <u>35</u>. – Article <u>38</u>. <Unchanged></p>
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<p><Newly established></p>	<p><u>Supplementary Provisions</u></p> <p><u>Article 1. (Transitional Measures Regarding the Reduction and Release of Liabilities of Statutory Auditors, etc.)</u></p> <p><u>1. The exemption, by resolution of the Board of Directors, from the liabilities stipulated in Article 423, Paragraph 1 of the Companies Act for acts performed by Statutory Auditors (including former Statutory Auditors) prior to the conclusion of the 159th Ordinary General Meeting of Shareholders held in June 2025 shall be governed by Article 36 of the Articles of Incorporation as it existed prior to the amendment resolved by the said Ordinary General Meeting of Shareholders.</u></p> <p><u>2. Agreements limiting the liabilities stipulated in Article 423, Paragraph 1 of the Companies Act for acts performed by Statutory Auditors (including former Statutory Auditors) prior to the conclusion of the 159th Ordinary General Meeting of Shareholders held in June 2025 shall be governed by Article 36 of the Articles of Incorporation as it existed prior to the amendment resolved by the said Ordinary General Meeting of Shareholders.</u></p>
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