

Note : This document has been translated from the Japanese original for reference purposes only. AI may be used for translation. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.



Level up your happiness



May 19, 2025

Company Name: KOEI TECMO HOLDINGS CO., LTD.
Name of representative: Yoichi Erikawa
President & CEO (Representative Director)
(Security Code 3635 TSE Prime Market)
Inquiries: Kenjiro Asano
Director, Senior Executive Officer & CFO
(TEL 045-562-8111)

Notice Regarding Partial Amendment of the Articles of Incorporation

At the Board of Directors meeting held today, it was resolved to submit the "Partial Amendment of the Articles of Incorporation" to the 16th Annual General Meeting of Shareholders scheduled for June 19, 2025, as described below.

1. Reason for the Amendment

In order to clarify the division of duties to promote the separation of management supervision and execution, and to establish a flexible management system capable of responding to changes in the business environment, the Articles of Incorporation will be amended as follows.

- (1) To enable flexible handling of the General Meeting of Shareholders according to the composition of the Board of Directors, Article 14 of the current Articles will be amended so that directors designated in advance by the Board of Directors shall be the convener and chairperson of the General Meeting of Shareholders.
- (2) To enable the agile establishment of an optimal management system, Article 22 of the current Articles of Incorporation will be amended to allow the President to be selected not only from among directors but also from non-directors. Additionally, Article 23, Paragraph 1 of the current Articles will be amended to permit the selection of Representative Directors from directors other than those with titles.
- (3) To clarify that the President is the highest authority in business execution, Article 23, Paragraph 2 of the current Articles of Incorporation will be amended, and a new Article 24 concerning business execution will be established.
- (4) To facilitate agile operation of the Board of Directors in line with the Company's management system, Article 24 of the current Articles will be amended so that directors designated in advance by the Board shall be the convener and chairperson of the Board of Directors.
- (5) In consideration of the amendment to Article 22 allowing the President to be selected from non-directors, Article 40 of the current Articles will be amended to explicitly state that the Board of Directors has the authority to determine the remuneration, etc., of the accounting auditor.
- (6) Other necessary additions, deletions, corrections of wording, and adjustments to article numbering will be made as required.

2. Details of the Amendments

The details of the amendments are as follows.

(Underlined portions indicate the changes.)

Current Articles of Incorporation	Proposed Amendments to the Articles of Incorporation
(Person to Convene and Chairman)	(Person to Convene and Chairman)

Current Articles of Incorporation	Proposed Amendments to the Articles of Incorporation
<p>Article 14 Unless otherwise provided by laws and regulations, a general meeting of shareholders shall be convened and chaired by <u>the President and Director</u>. <u>However, in the absence or disability of the President and Director</u>, another Director in the order previously determined by the Board of Directors shall convene and preside at the General Meeting of Shareholders.</p> <p>(Directors with Titles) Article 22 By resolution of the Board of Directors, <u>the President and Director shall be selected from among the Directors, and, as necessary, other Directors with titles may be appointed.</u></p> <p>(Representative Directors) Article 23 1. By resolution of the Board of Directors, <u>Representative Directors shall be selected from among the Directors with titles specified in the preceding article.</u> 2. The Representative Director shall <u>represent the Company and execute business in accordance with the resolutions of the Board of Directors.</u></p> <p>(Newly Established)</p> <p>(Convener and Chairperson of the Board of Directors) Article 24 Except as otherwise provided by laws and regulations, the Board of Directors shall be convened and chaired by <u>the President</u>. <u>However, if the President is unable to perform these duties due to an accident or other reasons</u>, another Director shall convene and chair the Board of Directors in the order previously determined by the Board.</p> <p>Articles 25 to 39 (Omitted)</p>	<p>Article 14 1. Unless otherwise provided by laws and regulations, a general meeting of shareholders shall be convened and chaired by <u>a director previously determined by the Board of Directors.</u> 2. In the absence or disability of <u>the Director set forth in the preceding paragraph</u>, another Director in the order previously determined by the Board of Directors shall convene and preside at the General Meeting of Shareholders.</p> <p>(President and Directors with Titles) Article 22 By resolution of the Board of Directors, <u>one President shall be selected, and, as necessary, Directors with titles may be appointed from among the Directors.</u></p> <p>(Representative Directors) Article 23 1. By resolution of the Board of Directors, <u>Representative Directors shall be selected from among the Directors.</u> 2. The Representative Directors shall <u>represent the Company.</u></p> <p>(Business Execution) Article 24 1. <u>The President shall oversee and execute the business of the Company in accordance with the division of duties determined by the Board of Directors.</u> 2. <u>In the event that the President is unable to perform their duties, another person shall act on behalf of the President in the order previously determined by the Board of Directors.</u></p> <p>(Convener and Chairperson of the Board of Directors) Article 25 1. Except as otherwise provided by laws and regulations, the Board of Directors shall be convened and chaired by <u>a Director previously determined by the Board of Directors.</u> 2. <u>If the Director referred to in the preceding paragraph is unable to perform these duties due to an accident or other reasons</u>, another Director shall convene and chair the Board of Directors in the order previously determined by the Board.</p> <p>Articles 26 to 40 (As currently stipulated)</p>

Current Articles of Incorporation	Proposed Amendments to the Articles of Incorporation
(Remuneration, etc.) Article <u>40</u> The remuneration, etc., of the accounting auditor shall be determined by <u>the Representative Director with the consent of the Audit & Supervisory Board.</u>	(Remuneration, etc.) Article <u>41</u> The remuneration, etc., of the accounting auditor shall be determined <u>by resolution of the Board of Directors with the consent of the Audit & Supervisory Board.</u>
Articles <u>41</u> to <u>44</u> (Omitted)	Articles <u>42</u> to <u>45</u> (As currently stipulated)

3. Schedule

Scheduled Date of the Annual General Meeting of Shareholders for the Amendment of the Articles of Incorporation: June 19, 2025

Scheduled Effective Date of the Amendment of the Articles of Incorporation: June 19, 2025

End