



May 12, 2026

FOR IMMEDIATE RELEASE

TOKYU CORPORATION

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## Notice Regarding Partial Amendment to Articles of Incorporation and Shelf Registration with Respect to Issuance of Series 1 Bond-Type Class Shares

Tokyu Corporation (the “Company”) announces that, at a meeting of the Board of Directors held on May 12, 2026, it resolved to submit a proposal for partial amendment to the Articles of Incorporation (the “Amendment to Articles of Incorporation”) to the 157th Ordinary General Meeting of Shareholders (the “General Meeting of Shareholders”) to be held on June 26, 2026, and to file a shelf registration statement with respect to the issuance of Series 1 Bond-Type Class Shares, as described below.

Additionally, as the contents of this press release are supplemented in the "Information Material regarding Bond-Type Class Shares" and "Q&A regarding Bond-Type Class Shares", please refer to them as well.

### I. Amendment to Articles of Incorporation

#### 1. Purpose of and Reasons for Amendment to Articles of Incorporation

Under the group slogan, “Toward a Beautiful Age — Tokyu Group”, the Company aims to “create beautiful living environments” corresponding to diversification of values, and is working on increasing its corporate value and the value of areas served through “Regional Conglomerate Management”, which is a multilayered integration of various businesses connected to customers’ everyday lives, such as Transportation Business, Real Estate Business, Life Service Business and Hotel Business.

Under the medium-term management plan commencing in FY2024, the Company promotes management that is efficiency-conscious in addition to scale expansion guided by its vision statement, “Creative Act”. As a result, the Company achieved a record-high profit level in FY2025 and will continue to improve profitability.

To further drive the growth of the Company and maximize corporate value, it is essential to increase the value of areas served by the Company’s railway lines through ongoing investments. The Company plans to carry out capital expenditures to improve safety and convenience in its railway services. Also, in the Real Estate Business, the Company is advancing three redevelopment projects in Shibuya such as “Shibuya Upper West Project”, “Shibuya Scramble Square (Central and West Towers)”, and the “Miyamasuzaka District Type 1 Urban Redevelopment Project”, as well as redevelopment projects in areas served by the Company’s railway lines such as the Saginuma Station Front Area and the Fujigaoka Station Front Area. The Company will continue to enhance the corporate value and the value of areas it serves through ongoing efforts to expand its

revenue base and maximize synergies among its businesses. In addition, by leveraging the expertise in urban and community development that the Company has cultivated over time, it aims to strengthen its competitiveness and create new revenue sources through overseas business expansion such as the Socialist Republic of Vietnam and the Commonwealth of Australia.

The Company's business opportunities are expansive and robust in the long term, and the Company believes that it is important for its financial strategies to maintain a solid financial foundation while promoting investments steadily, and to secure diverse financing capacities, while managing balance sheets adequately. Based on the Company's business model, the Company also considers that leveraging the "Bond-Type Class Shares", whose cost is lower than that of common shares, will contribute to the most suitable capital allocation focusing on capital efficiency.

Against this backdrop, the Company has decided to propose the Amendment to the Articles of Incorporation, to add provisions therein for the issuance of Series 1 Bond-Type Class Shares through Series 6 Bond-Type Class Shares (the "Bond-Type Class Shares"), at the General Meeting of Shareholders. The amendment intends to secure the "Bond-Type Class Shares" as a new financing option, enabling the Company to increase shareholders' equity while minimizing, as much as possible, the impact on the interests of existing holders of the Company's common shares (the "Common Shareholders") while considering capital efficiency.

Furthermore, the product nature of Bond-Type Class Shares is expected to have the following features.

- The Bond-Type Class Shares will not cause any dilution of voting rights of the Common Shareholders because the holders of the Bond-Type Class Shares do not have the rights to vote at general shareholders meetings or to convert the Bond-Type Class Shares into common shares. (The Bond-Type Class Shares are not products designed for use as a takeover protection measure and are not anticipated to be used in that manner.)
- As "non-participating" class shares, no dividend will be paid in an amount exceeding the preferred dividend to be determined at the time of issuance, and only Common Shareholders have the right to participate in dividends other than such preferred dividend. In addition, the cost of equity is equivalent to the annual dividend ratio to be determined at the time of issuance, the cost of equity in approximately five years from the issuance is expected to be lower than that of common shares. (\*1)
- There is no change to the number of shares authorized to be issued (the total number of shares of common shares and the Bond-Type Class Shares authorized to be issued).
- The Bond-Type Class Shares are products designed to encourage a wide range of retail investors, including residents along the Company's railway lines and the Common Shareholders, to consider investing.
- Although the shareholders' equity of the Company increases when and if issued, the impact on calculation of the key financial indicators such as ROE for the common shares will be limited. (\*2)

\*1 If the issuance is realized within the assumed range of an annual dividend ratio of 5% or less as stated in the shelf registration statement for the Series 1 Bond-Type Class Shares submitted on May 12, 2026.

\*2 Assuming that the relevant amounts of the Bond-Type Class Shares (i.e., the paid-in amount and preferred dividends) are deducted from the net assets and net income when calculating ROE and EPS for common shares.

2. Content of Amendment to Articles of Incorporation

Please refer to the Attachment, "Proposed Amendment to Articles of Incorporation".

3. Schedule of Amendment to Articles of Incorporation

|   |   |                            |
|---|---|----------------------------|
| Date of General Meeting of Shareholders to approve Amendment to Articles of Incorporation | : | June 26, 2026<br>(planned) |
| Planned effective date of Amendment to Articles of Incorporation                          | : | June 26, 2026<br>(planned) |

4. Product Nature of Bond-Type Class Shares

(1) Product nature as "bond-type" class shares

From the perspective of protecting the interests of the Company's Common Shareholders, the Bond-Type Class Shares are designed as a hybrid instrument combining "bond" features (i.e., no dividend will be paid in an amount exceeding the preferred dividends to be determined at the time of issuance and no dilution of the voting rights) and "stock" features (i.e., increasing the shareholders' equity of the Company).

Therefore, the Company believes that if the proposed Amendment to Articles of Incorporation is approved at the General Meeting of Shareholders, the Bond-Type Class Shares could serve as a financing method for the Company to increase shareholders' equity to secure a sound financial foundation without dilution of the voting rights of Common Shareholders, while taking into more consideration the impact on the Company's financial indicators, including ROE and EPS for common shares (\*), compared to a public offering of common shares.

\* Assuming that the relevant amounts of the Bond-Type Class Shares (i.e., the paid-in amount and preferred dividends) are deducted from the net assets and net income when calculating ROE and EPS for common shares.

(2) Product nature similar to that of hybrid bonds

In order for the Bond-Type Class Shares (if issued) to be evaluated as having the equity credits (\*1) by the rating agencies (Rating and Investment Information, Inc. (the "R&I") and Japan Credit Rating Agency, Ltd. (the "JCR")) for the purpose of rating, the Company envisions a product nature similar to that of hybrid bonds, and is considering a design with the following main features.

(Main features)

|                                      |   |
|--------------------------------------|---|
| Preferred dividend                   | Fixed for approximately five years from the issuance (*2) and floating thereafter, senior to the common shares, cumulative, non-participating                                   |
| Clause for Acquisition (Call option) | The Company may acquire the Bond-Type Class Shares in exchange for cash (call) after five years from the issuance, etc.   |
| Replacement restrictions             | Capital financing with equal or greater equity credit will be required in principle if the Company acquires (exercising the call option, etc.) the Bond-Type Class Shares. (*3) |
| Voting rights                        | None  |
| Rights to convert into common shares | None  |

\*1 The amount to be certified as capitalized under rating assessments is expected to be 50% of the issue amount for R&I and JCR, respectively.

\*2 Under the market conditions as of May 12, 2026, the annual dividend rate is expected to be

5% or less for the period from the fiscal year in which the issuance date of the Series 1 Bond-Type Class Shares falls until the fiscal year in which the date five years after that issuance date falls.

- \*3 In the case of hybrid bonds, it is common for hybrid bonds, etc. with equal or greater equity credit to be issued in accordance with Replacement restrictions when the issuer makes early redemption (call).

The Company proposes to have the authorized share capital through Series 6 in the Amendment to Articles of Incorporation so as to realize flexible issuance of different series of the Bond-Type Class Shares in the event of acquisition of the Bond-Type Class Shares pursuant to call, etc.

Meanwhile, as opposed to typical hybrid bonds, the amount raised through the issuance of the Bond-Type Class Shares will be also recorded as capital for accounting purposes.

### (3) Issuance by public offering; listing on the Prime Market of the TSE

Any future issuance of Bond-Type Class Shares is anticipated to be through a public offering rather than a shareholder allotment (including gratis allotment) or third-party allotment, and a listing application in respect of such shares for the Prime Market of the TSE is planned to be made. This is intended to make the product available for investment by retail investors.

### (4) General Meetings of Class Shareholders

Holders of the Bond-Type Class Shares (the “Bond-Type Class Shareholders”) may resolve only the matters provided in the Companies Act and the Articles of Incorporation at General Meetings of Class Shareholders. The Amendment to Articles of Incorporation, if passed, will require a resolution of the General Meeting of Class Shareholders composed of Bond-Type Class Shareholders if the Company performs any of the following acts and it is likely to cause detriment to the Bond-Type Class Shareholders.

- a merger with the Company as an absorbed company or a share exchange or share transfer with the Company as the wholly owned subsidiary company (except for a sole-share transfer conducted by the Company); or
- an approval by the Board of Directors of the Company of a demand for a cash-out by a Special Controlling Shareholder against the other shareholders of the Company.

As stated above, the Company believes that the Bond-Type Class Shares will not be disadvantageous to Common Shareholders in a sense that there will be no dilution of Common Shareholders’ voting rights. Further, the Company intends to make the Amendment to Articles of Incorporation with the aim of securing the Bond-Type Class Shares as a new financing option to maintain a solid financial foundation while promoting investments steadily, and to secure diverse financing capacities.

## II. Shelf Registration with respect to the Issuance of Series 1 Bond-Type Class Shares

The Company today filed a shelf registration statement with respect to the Series 1 Bond-Type Class Shares as follows.

The issuance conditions and total issuance amount of the Series 1 Bond-Type Class Shares have not yet been determined, except as disclosed in the shelf registration statement. The specific timing of issuance of the Bond-Type Class Shares including Series 1 Bond-Type Class Shares has also not yet been determined. In addition, if the proposed Amendment to Articles of Incorporation is approved at the General Meeting of Shareholders, the Company may consider issuing the Series 1 Bond-Type Class Shares with an amount of up to 100.0 billion yen,

depending on the market environment, and the Board of Directors of the Company will then make a decision in light of the Company's capital policy. The specific issuance and conditions of the Series 2 Bond-Type Class Shares and any subsequent series will be determined based on comprehensive consideration of future capital needs and market trends, but in accordance with the Articles of Incorporation, they would be issued within the range of up to 15 million shares as with the Series 1 Bond-Type Class Shares and would have the same feature as the Series 1 Bond-Type Class Shares, meaning that they have no voting rights and are not convertible into common shares, and therefore they will cause no dilution of voting rights of Common Shareholders.

|     |                             |  |
|-----|-----------------------------|--|
| (1) | Class of offered securities | Series 1 Bond-Type Class Shares  |
| (2) | Planned issue period        | Two years from the scheduled effective date of the shelf registration<br>(May 20, 2026 - May 19, 2028)   |
| (3) | Planned issue amount        | Up to 100.0 billion yen  |
| (4) | Offering method             | Public offering  |
| (5) | Use of proceeds             | The proceeds are expected to be used for purposes such as capital expenditures, investments and loans, redemption of bonds and repayment of borrowings. The details of the foregoing will be determined at the time of the resolution of issuance. |

(End of the release)

Note:

This press release has been prepared for the sole purpose of publicly announcing the amendments to the Company's Articles of Incorporation and the shelf registration with respect to Issuance of the Series 1 Bond-Type Class Shares, and not for the purpose of soliciting investment or engaging in any other similar activities in Japan or any foreign country.

Furthermore, this press release does not constitute an offer of securities in the United States. The securities referred to herein have not been, and will not be, registered under the U.S. Securities Act of 1933, and may not be offered or sold in the United States absent registration thereunder or an applicable exemption from registration requirements. In this case, no offering of securities will be made in the United States.

## Attachment

## Proposed Amendment to Articles of Incorporation

(Amended parts are underlined.)

| Current Articles of Incorporation  | Proposed Amendment   |
|--|--|
| <p>(Trade Name)</p> <p>Article 1 The Company is called Tokyu Kabushiki Kaisha, <u>and</u> is described in English as Tokyu Corporation.</p>  | <p>(Trade Name)</p> <p>Article 1 The Company is called Tokyu Kabushiki Kaisha,<br/> <u>2. The Company</u> is described in English as Tokyu Corporation.</p>  |
| <p>(Purpose)</p> <p>Article 2 The purpose of the Company shall be to engage in the following businesses:</p> <ol style="list-style-type: none"> <li><u>1.</u> Railway and cableway businesses;</li> <li><u>2.</u> Railroad business;</li> <li><u>3.</u> General transportation by automobile;</li> <li><u>4.</u> Management of residential property, purchases, sales and leasing of lands and houses;</li> <li><u>5.</u> Management of golf courses, various sports facilities and cultural classes;</li> <li><u>6.</u> Management of cafeterias and sale of groceries, general merchandise and alcoholic beverages;</li> <li><u>7.</u> Management of hotels and ryokans(Japanese inns);</li> <li><u>8.</u> Travel agency business;</li> <li><u>9.</u> Contract for design and construction of civil engineering and construction work;</li> <li><u>10.</u> Intermediary of sales and purchases of commodities pertaining to specified prepaid transactions;</li> </ol> | <p>(Purpose)</p> <p>Article 2 The purpose of the Company shall be to engage in the following businesses:</p> <ol style="list-style-type: none"> <li><u>(1)</u> Railway and cableway businesses;</li> <li><u>(2)</u> Railroad business;</li> <li><u>(3)</u> General transportation by automobile;</li> <li><u>(4)</u> Management of residential property, purchases, sales and leasing of lands and houses;</li> <li><u>(5)</u> Management of golf courses, various sports facilities and cultural classes;</li> <li><u>(6)</u> Management of cafeterias and sale of groceries, general merchandise and alcoholic beverages;</li> <li><u>(7)</u> Management of hotels and ryokans(Japanese inns);</li> <li><u>(8)</u> Travel agency business;</li> <li><u>(9)</u> Contract for design and construction of civil engineering and construction work;</li> <li><u>(10)</u> Intermediary of sales and purchases of commodities pertaining to specified prepaid transactions;</li> </ol> |

| Current Articles of Incorporation  | Proposed Amendment  |
|--|---|
| <u>11.</u> Investment and loans, or guarantee of obligations for businesses necessary for the operation of the Company;                                | <u>(11)</u> Investment and loans, or guarantee of obligations for businesses necessary for the operation of the Company;                                |
| <u>12.</u> Non-life insurance agency business;   | <u>(12)</u> Non-life insurance agency business;   |
| <u>13.</u> Information provision and processing services and telecommunications business;  | <u>(13)</u> Information provision and processing services and telecommunications business;  |
| <u>14.</u> Investment advisory services for real estate, securities and all other financial assets;  | <u>(14)</u> Investment advisory services for real estate, securities and all other financial assets;  |
| <u>15.</u> Broadcasting business pursuant to the Broadcasting Act;   | <u>(15)</u> Broadcasting business pursuant to the Broadcasting Act;   |
| <u>16.</u> Manufacture, repair and sale of railroad vehicles, automobiles, containers, car parking equipment and parts thereof;                        | <u>(16)</u> Manufacture, repair and sale of railroad vehicles, automobiles, containers, car parking equipment and parts thereof;                        |
| <u>17.</u> Acceptance of entrustment of management and administration of shopping centers;   | <u>(17)</u> Acceptance of entrustment of management and administration of shopping centers;   |
| <u>18.</u> Services related to advertising and promotion;  | <u>(18)</u> Services related to advertising and promotion;  |
| <u>19.</u> Acceptance of entrustment of management and leasing of real estate;   | <u>(19)</u> Acceptance of entrustment of management and leasing of real estate;   |
| <u>20.</u> Services pertaining to handling of credit cards and installment sales pursuant to the Installment Sales Act;                                | <u>(20)</u> Services pertaining to handling of credit cards and installment sales pursuant to the Installment Sales Act;                                |
| <u>21.</u> Security business based on the Security Services Act;   | <u>(21)</u> Security business based on the Security Services Act;   |
| <u>22.</u> Investment in tokutei mokuteki kaisha (specified purpose company), tokubetsu mokuteki kaisha (special purpose company) (a company set forth | <u>(22)</u> Investment in tokutei mokuteki kaisha (specified purpose company), tokubetsu mokuteki kaisha (special purpose company) (a company set forth |

| Current Articles of Incorporation   | Proposed Amendment  |
|---|---|
| <p>in the Regulation on the Terminology, Forms, and Preparation Methods of Financial Statements, etc.) and real estate investment trusts, as well as sales and purchases, brokering and management of investment interests;</p> <p><u>23.</u> Management of housing and facilities for the elderly and nursing care services business;</p> <p><u>24.</u> Management of childcare facilities and childcare services business;</p> <p><u>25.</u> Electric power retail business and gas retail intermediary business;</p> <p><u>26.</u> Management of entertainment facilities for movies, concerts, theatrical performances, etc.;</p> <p><u>27.</u> Planning, development, maintenance and management, as well as operation of airports and similar facilities;</p> <p><u>28.</u> Sale and purchases of secondhand goods pursuant to the Secondhand Articles Dealer Act;</p> <p><u>29.</u> Motor truck transportation business, consigned freight forwarding business;</p> <p><u>30.</u> Any and all businesses incidental or related to the businesses referred to in the foregoing items.</p> | <p>in the Regulation on the Terminology, Forms, and Preparation Methods of Financial Statements, etc.) and real estate investment trusts, as well as sales and purchases, brokering and management of investment interests;</p> <p><u>(23)</u> Management of housing and facilities for the elderly and nursing care services business;</p> <p><u>(24)</u> Management of childcare facilities and childcare services business;</p> <p><u>(25)</u> Electric power retail business and gas retail intermediary business;</p> <p><u>(26)</u> Management of entertainment facilities for movies, concerts, theatrical performances, etc.;</p> <p><u>(27)</u> Planning, development, maintenance and management, as well as operation of airports and similar facilities;</p> <p><u>(28)</u> Sale and purchases of secondhand goods pursuant to the Secondhand Articles Dealer Act;</p> <p><u>(29)</u> Motor truck transportation business, consigned freight forwarding business;</p> <p><u>(30)</u> Any and all businesses incidental or related to the businesses referred to in the foregoing items.</p> |
| Article 3 ~ Article 5 (Omitted)   | Article 3 ~ Article 5 (Unchanged)   |
| (Total Number of Issuable Authorized Shares)  | (Total Number of Issuable Authorized Shares)  |

| Current Articles of Incorporation   | Proposed Amendment  |
|---|---|
| <p>Article 6 The total number of shares which the Company is authorized to issue shall be 900 million (900,000,000) shares.</p> | <p>Article 6 The total number of shares which the Company is authorized to issue shall be 900 million (900,000,000) shares, <u>and the total number of shares in each class which the Company is authorized to issue shall be as follows:</u></p> <p><u>Common Shares:</u><br/> <u>900 million (900,000,000) shares</u></p> <p><u>Series 1 Bond-Type Class Shares:</u><br/> <u>15 million (15,000,000) shares</u></p> <p><u>Series 2 Bond-Type Class Shares:</u><br/> <u>15 million (15,000,000) shares</u></p> <p><u>Series 3 Bond-Type Class Shares:</u><br/> <u>15 million (15,000,000) shares</u></p> <p><u>Series 4 Bond-Type Class Shares:</u><br/> <u>15 million (15,000,000) shares</u></p> <p><u>Series 5 Bond-Type Class Shares:</u><br/> <u>15 million (15,000,000) shares</u></p> <p><u>Series 6 Bond-Type Class Shares:</u><br/> <u>15 million (15,000,000) shares</u></p> |
| <p>(Number of Unit Shares)<br/> Article 7 The Company's number of unit shares shall be 100 shares.</p>                          | <p>(Number of Unit Shares)<br/> Article 7 The Company's number of unit shares shall be 100 shares <u>for each of the Common Shares and the Bond-Type Class Shares.</u></p>  |
| <p>Article 8 (Omitted)</p>  | <p>Article 8 (Unchanged)</p>  |
| <p>(Newly established)</p>  | <p><u>(Absence of Seller Put Options when the Company Acquires the Bond-Type Class Shares)</u></p> <p><u>Article 9 If the Company decides to acquire all or part of the Bond-Type Class Shares (Series 1 Bond-Type Class Share through Series 6 Bond-Type Class Share (shares of any one class of the Series 1 Bond-Type Class Share through Series 6 Bond-Type Class Share, the “Shares of Each Series of Bond-Type Class” hereinafter)) held by a specific holder of the Bond-Type Class Shares (a holder of the Bond-Type Class Shares shall</u></p>   |

| Current Articles of Incorporation  | Proposed Amendment   |
|--|--|
|  | <p><u>be a “Bond-Type Class Shareholder” hereinafter) under an agreement with such Bond-Type Class Shareholder pursuant to a resolution of the general meeting of shareholders, and further decides to notify such Bond-Type Class Shareholder of matters prescribed in any item of Article 157, Paragraph 1 of the Companies Act, the provisions of Article 160, Paragraphs 2 and 3 of the Companies Act shall not apply.</u></p>   |
| Article <u>9</u> and Article <u>10</u> (Omitted)   | Article <u>10</u> and Article <u>11</u> (Unchanged)  |
| <p>(Agent for the Register of Shareholders)</p> <p>Article <u>11</u> The Company shall have an agent for the register of shareholders.</p> <p>The agent for the register of shareholders and the place where the register of shareholders is handled shall be determined by resolution of the Board of Directors, and published by public notice.</p> <p>The preparation and keeping of the shareholder register and the register of share acquisition rights of the Company, as well as the other clerical work relating to the shareholder register and the register of share acquisition rights shall be entrusted to the agent for the register of shareholders and shall not be handled by the Company.</p> | <p>(Agent for the Register of Shareholders)</p> <p>Article <u>12</u> The Company shall have an agent for the register of shareholders.</p> <p><u>2.</u> The agent for the register of shareholders and the place where the register of shareholders is handled shall be determined by resolution of the Board of Directors, and published by public notice.</p> <p><u>3.</u> The preparation and keeping of the shareholder register and the register of share acquisition rights of the Company, as well as the other clerical work relating to the shareholder register and the register of share acquisition rights shall be entrusted to the agent for the register of shareholders and shall not be handled by the Company.</p> |
| Article <u>12</u> (Omitted)  | Article <u>13</u> (Unchanged)  |
|  |  |
| (Newly established)  | <u>Chapter 3 Bond-Type Class Shares</u>  |
| (Newly established)  | <p><u>(Preferred Dividend to Bond-Type Class Shares)</u></p> <p><u>Article 14 When the Company makes a dividend payment from surplus with March 31 as the record date pursuant to Article 48, Paragraph 1, the Company shall pay a dividend in cash in the following amount</u></p>  |

| Current Articles of Incorporation | Proposed Amendment   |
|-----------------------------------|--|
|                                   | <p><u>per Share of Each Series of Bond-Type Class (the “Preferred Dividend to Bond-Type Class Shares” hereinafter) to the Bond-Type Class Shareholders or pledgees of Bond-Type Class Shares (collectively with Bond-Type Class Shareholders, the “Bond-Type Class Shareholders, Etc.” hereinafter) recorded in the last entry of the shareholder register as of the record date of that dividend, in preference to the holders of Common Shares (the “Common Shareholders” hereinafter) and pledgees of Common Shares (collectively with Common Shareholders, the “Common Shareholders, Etc.” hereinafter); provided, however, that if Interim Preferred Dividends to Bond-Type Class Shares provided for in the following Article have been paid during the fiscal year in which the record date of that dividend falls, the total amount of those Interim Preferred Dividends to Bond-Type Class Shares shall be deducted from the Preferred Dividend to Bond-Type Class Shares:</u></p> <p><u>The product of the equivalent of the Issue Price (defined below) per Bond-Type Class Share multiplied by the annual dividend rate determined by a resolution of the Board of Directors before the issuance of those Bond-Type Class Shares (not exceeding ten (10) percent; the “Annual Dividend Rate” hereinafter) (if any fractional remainder arises, the fractional remainder shall be determined by resolution of the Board of Directors before the issuance of those Bond-Type Class Shares)</u></p> |

| Current Articles of Incorporation | Proposed Amendment   |
|-----------------------------------|--|
|                                   | <p><u>“Issue Price” means the amount per share to be paid to the Company in connection with the offering of those Bond-Type Class Shares (or, if those Bond-Type Class Shares are offered through purchase and sale by underwriters, the amount per share to be paid by the investors as consideration for those Bond-Type Class Shares), as determined prior to the issuance of those Bond-Type Class Shares.</u></p> <p><u>2. If the amount of dividend payments from surplus paid in cash to each of the Bond-Type Class Shareholders, Etc. per Share of Each Series of Bond-Type Class in a given fiscal year in which the record date falls is less than the amount of the Preferred Dividend to Bond-Type Class Shares payable to those Bond-Type Class Shares for that fiscal year, that shortfall amount shall be accumulated in subsequent fiscal years by a simple interest calculation calculated by the method determined by a resolution of the Board of Directors based on the Annual Dividend Rate before the issuance of those Bond-Type Class Shares (such accumulated shortfall shall be hereinafter referred to as the “Accumulated Dividends Payable to Bond-Type Class Shares”). The Company shall make dividend payments from surplus in cash to the Bond-Type Class Shareholders, Etc. until such payment reaches the amount of Accumulated Dividends Payable to Bond-Type Class Shares per Bond-Type Class Share, in preference to any dividend payments from surplus provided for in the preceding paragraph or the following</u></p> |

| Current Articles of Incorporation | Proposed Amendment   |
|-----------------------------------|--|
|                                   | <p><u>Article.</u></p> <p><u>3. No dividend payments from surplus shall be paid to Bond-Type Class Shareholders, Etc. in excess of the total of the Preferred Dividend to Bond-Type Class Shares and the Accumulated Dividends Payable to Bond-Type Class Shares.</u></p>  |
| (Newly established)               | <p><u>(Interim Preferred Dividend to Bond-Type Class Shares)</u></p> <p><u>Article 15 When the Company makes a dividend payment from surplus with a date other than March 31 as the record date (the “Interim Dividend Record Date” hereinafter) pursuant to Article 48, Paragraph 2 or Article 49, the Company shall pay a dividend in cash in the amount per Share of Each Series of Bond-Type Class determined by the calculation method determined by a resolution of the Board of Directors before the issuance of those Bond-Type Class Shares (the “Interim Preferred Dividend to Bond-Type Class Shares” hereinafter) to the Bond-Type Class Shareholders, Etc. recorded in the last entry of the shareholder register as of the Interim Dividend Record Date of that dividend, in preference to the Common Shareholders, Etc.; provided, however, that the total amount of Interim Preferred Dividends to Bond-Type Class Shares for which the Interim Dividend Record Date falls in a given fiscal year shall not exceed the amount of the Preferred Dividend to Bond-Type Class Shares for which the record date falls in the same fiscal year.</u></p> |
| (Newly established)               | <p><u>(Distribution of Residual Assets)</u></p> <p><u>Article 16 When the Company makes a distribution of</u></p>  |

| Current Articles of Incorporation | Proposed Amendment   |
|-----------------------------------|--|
|                                   | <p><u>residual assets, the Company shall pay cash in the following amount per Share of Each Series of Bond-Type Class to the Bond-Type Class Shareholders, Etc., in preference to the Common Shareholders, Etc.:</u></p> <p><u>The amount calculated by the method determined by a resolution of the Board of Directors before the issuance of those Bond-Type Class Shares as the sum of the equivalent of the Issue Price per Bond-Type Class Share plus the amount of the Accumulated Dividends Payable to Bond-Type Class Shares pertaining to those Bond-Type Class Shares and the equivalent of the Preferred Dividend to Bond-Type Class Shares pertaining to the period from the first day of the fiscal year in which the date of the distribution of residual assets falls to the date of the distribution of residual assets</u></p> <p><u>2. No distribution of residual assets shall be made to Bond-Type Class Shareholders, Etc. other than the distribution provided for in the preceding paragraph.</u></p> |
| (Newly established)               | <p><u>(Voting Rights)</u></p> <p><u>Article 17 The Bond-Type Class Shareholders shall not be entitled to exercise voting rights at the general meeting of shareholders with respect to any matter.</u></p>   |
| (Newly established)               | <p><u>(Acquisition by the Company in Exchange for Cash)</u></p> <p><u>Article 18 If an event provided for by a resolution of the Board of Directors before the issuance of Shares of Each Series of Bond-Type Class arises with respect to the Bond-Type Class Shares, the Company may acquire all or part of those Bond-Type Class Shares</u></p>   |

| Current Articles of Incorporation | Proposed Amendment   |
|-----------------------------------|--|
|                                   | <p><u>upon the arrival of a date separately determined by a resolution of the Board of Directors. In such case, the Company shall deliver to the Bond-Type Class Shareholders cash in the amount per Bond-Type Class Share calculated by the method determined by a resolution of the Board of Directors before the issuance of the Shares of Each Series of Bond-Type Class as the sum of the equivalent of the Issue Price per Bond-Type Class Share plus the amount of the Accumulated Dividends Payable to Bond-Type Class Shares pertaining to those Bond-Type Class Shares and the equivalent of the Preferred Dividend to Bond-Type Class Shares pertaining to the period from the first day of the fiscal year in which the date of the acquisition falls to the date of the acquisition, in exchange for the acquisition of those Bond-Type Class Shares. If the Company acquires part of the Bond-Type Class Shares, the Company shall determine the scope of Bond-Type Class Shares to be acquired from Bond-Type Class Shareholders by a reasonable method determined by the Board of Directors.</u></p> |
| (Newly established)               | <p><u>(Share Consolidation or Share Split, etc.)</u></p> <p><u>Article 19 The Company shall not conduct any share consolidation or share split with respect to the Bond-Type Class Shares, unless otherwise provided by laws and regulations.</u></p> <p><u>2. The Company shall not make any gratis allotment of shares or stock acquisition rights to the Bond-Type Class Shareholders.</u></p>  |

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|                                   | <p><u>3. The Company shall not grant to Bond-Type Class Shareholders any right to receive allotment of shares offered for subscription or stock acquisition rights offered for subscription.</u></p> <p><u>4. If the Company conducts a share transfer (limited to a sole-share transfer conducted by the Company), the Company shall deliver to Common Shareholders, Etc. shares issued by the wholly owning parent company incorporated in the share transfer that are of the same class as the Common Shares of the Company in exchange for the Common Shares, and deliver to Bond-Type Class Shareholders, Etc. shares issued by the wholly owning parent company incorporated in the share transfer that are of the same class as the Bond-Type Class Shares of the Company in exchange for the Bond-Type Class Shares, in the same ownership ratio respectively.</u></p> <p><u>5. The adjustment of the Preferred Dividend to Bond-Type Class Shares and Accumulated Dividends Payable to Bond-Type Class Shares in the case provided for in the preceding paragraph shall be conducted by the method determined by a resolution of the Board of Directors before the issuance of the Shares of Each Series of Bond-Type Class.</u></p> |
| (Newly established)               | <p><u>(Order of Priority)</u></p> <p><u>Article 20 Payments of Preferred Dividends to Bond-Type Class Shares and Interim Preferred Dividends to Bond-Type Class Shares, and distribution of residual assets to Shares of Each Series of Bond-Type Class are ranked pari passu.</u></p>  |

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| Chapter <u>3</u> General Meeting of Shareholders   | Chapter <u>4</u> General Meeting of Shareholders   |
| Article <u>13</u> ~ Article <u>15</u> (Omitted)  | Article <u>21</u> ~ Article <u>23</u> (Unchanged)  |
| <p>(Resolution)</p> <p>Article <u>16</u> Unless otherwise set forth in laws and regulations or in these Articles of Incorporation, resolution of a general meeting of shareholders shall be adopted by a majority of the voting rights of shareholders who are present and entitled to exercise their voting rights.</p> <p>The resolution set forth in Article 309, Paragraph 2 of the Companies Act shall be adopted by a general meeting of shareholders attended by shareholders holding one third or more of the total number of voting rights of shareholders who are entitled to exercise their voting rights by two thirds or more of their voting rights.</p> | <p>(Resolution)</p> <p>Article <u>24</u> Unless otherwise set forth in laws and regulations or in these Articles of Incorporation, resolution of a general meeting of shareholders shall be adopted by a majority of the voting rights of shareholders who are present and entitled to exercise their voting rights.</p> <p><u>2.</u> The resolution set forth in Article 309, Paragraph 2 of the Companies Act shall be adopted by a general meeting of shareholders attended by shareholders holding one third or more of the total number of voting rights of shareholders who are entitled to exercise their voting rights by two thirds or more of their voting rights.</p> |
| <p>(Proxy Voting)</p> <p>Article <u>17</u> A shareholder shall be entitled to exercise his/her voting right by one (1) proxy who is another shareholder having a voting right of the Company. A shareholder or proxy must file with the Company a written document evidencing the power of attorney for each general meeting of shareholders.</p>  | <p>(Proxy Voting)</p> <p>Article <u>25</u> A shareholder shall be entitled to exercise his/her voting right by one (1) proxy who is another shareholder having a voting right of the Company.</p> <p><u>2.</u> A shareholder or proxy must file with the Company a written document evidencing the power of attorney for each general meeting of shareholders.</p>   |
| Article <u>18</u> and Article <u>19</u> (Omitted)  | Article <u>26</u> and Article <u>27</u> (Unchanged)  |
| (Newly established)  | <p><u>(General Meeting of Class Shareholders)</u></p> <p><u>Article 28</u> Unless otherwise set forth in laws and regulations or in these Articles of Incorporation, resolution of a general meeting of class shareholders shall be adopted by a majority of the voting rights of shareholders who are present and</p>   |

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|                                   | <p><u>entitled to exercise their voting rights.</u></p> <p><u>2. The resolution set forth in Article 324, Paragraph 2 of the Companies Act shall be adopted by a general meeting of class shareholders attended by shareholders holding one third or more of the total number of voting rights of shareholders who are entitled to exercise their voting rights by two thirds or more of their voting rights.</u></p> <p><u>3. The provisions of Article 23 and Article 25 through Article 27 apply mutatis mutandis to the general meeting of class shareholders.</u></p> <p><u>4. The provisions of Article 22 apply mutatis mutandis with respect to any general meeting of class shareholders held within three months after March 31 of each year.</u></p> <p><u>5. No resolution of a general meeting of class shareholders composed of Bond-Type Class Shareholders is required for the Company to conduct any of the acts provided for in the items of Article 322, Paragraph 1 of the Companies Act, unless otherwise provided by laws and regulations.</u></p> <p><u>6. If the Company performs any of the following acts and it is likely to cause detriment to the Bond-Type Class Shareholders, that act shall not take effect without a resolution of the general meeting of class shareholders composed of Bond-Type Class Shareholders, in addition to a resolution of the general meeting of shareholders or the Board of Directors, unless there are no Bond-Type Class Shareholders who are entitled to vote at that</u></p> |

| Current Articles of Incorporation  | Proposed Amendment   |
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|  | <p><u>general meeting of class shareholders:</u></p> <p><u>(1) a merger in which the Company will be the absorbed company or a share exchange or share transfer in which the Company will be the wholly owned subsidiary company (except for a sole-share transfer conducted by the Company); or</u></p> <p><u>(2) an approval by the Board of Directors of a demand for a cash-out by a special controlling shareholder against the other shareholders of the Company.</u></p>                        |
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| Chapter <u>4</u> Directors and Board of Directors  | Chapter <u>5</u> Directors and Board of Directors  |
| Article <u>20</u> ~ Article <u>25</u> (Omitted)  | Article <u>29</u> ~ Article <u>34</u> (Unchanged)  |
| (Representative Directors)<br>Article <u>26</u> Representative Directors shall be elected by resolution of the Board of Directors. President and Director must be a Representative Director.   | (Representative Directors)<br>Article <u>35</u> Representative Directors shall be elected by resolution of the Board of Directors.<br><u>2.</u> President and Director must be a Representative Director.  |
| Article <u>27</u> and Article <u>28</u> (Omitted)  | Article <u>36</u> and Article <u>37</u> (Unchanged)  |
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| Chapter <u>5</u> Corporate Auditors and Board of Corporate Auditors  | Chapter <u>6</u> Corporate Auditors and Board of Corporate Auditors  |
| Article <u>29</u> and Article <u>30</u> (Omitted)  | Article <u>38</u> and Article <u>39</u> (Unchanged)  |
| (Term of Office)<br>Article <u>31</u> The term of office of a Corporate Auditor shall expire at the close of the ordinary general meeting of shareholders for the last fiscal year ending within four (4) years after his/her election.<br>The term of office of a Corporate Auditor elected to fill a vacancy of another Corporate Auditor who has retired prior to the expiration of his/her term of office shall expire at the expiration of the term of office of such retired Corporate | (Term of Office)<br>Article <u>40</u> The term of office of a Corporate Auditor shall expire at the close of the ordinary general meeting of shareholders for the last fiscal year ending within four (4) years after his/her election.<br><u>2.</u> The term of office of a Corporate Auditor elected to fill a vacancy of another Corporate Auditor who has retired prior to the expiration of his/her term of office shall expire at the expiration of the term of office of such retired Corporate |

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| Auditor.   | Auditor.   |
| Article <u>32</u> ~ Article <u>34</u> (Omitted)  | Article <u>41</u> ~ Article <u>43</u> (Unchanged)  |
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| Chapter <u>6</u> Accounting Auditors   | Chapter <u>7</u> Accounting Auditors   |
| Article <u>35</u> (Omitted)  | Article <u>44</u> (Unchanged)  |
| (Term of Office)<br>Article <u>36</u> The term of office of an Accounting Auditor shall expire at the close of the ordinary general meeting of shareholders for the last fiscal year ending within one (1) year after his/her election.<br><br>Unless otherwise adopted by resolution at the ordinary general meeting of shareholders set forth in the preceding paragraph, he/she shall be deemed to have been re-elected at such ordinary general meeting of shareholders. | (Term of Office)<br>Article <u>45</u> The term of office of an Accounting Auditor shall expire at the close of the ordinary general meeting of shareholders for the last fiscal year ending within one (1) year after his/her election.<br><br><u>2.</u> Unless otherwise adopted by resolution at the ordinary general meeting of shareholders set forth in the preceding paragraph, he/she shall be deemed to have been re-elected at such ordinary general meeting of shareholders. |
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| Chapter <u>7</u> Advisor   | Chapter <u>8</u> Advisor   |
| Article <u>37</u> (Omitted)  | Article <u>46</u> (Unchanged)  |
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| Chapter <u>8</u> Calculation   | Chapter <u>9</u> Calculation   |
| Article <u>38</u> (Omitted)  | Article <u>47</u> (Unchanged)  |
| (Record Date for Dividends)<br>Article <u>39</u> The record date for year-end dividend of the Company shall be March 31 of each year.<br><br>In addition to the preceding paragraph, the Company shall be entitled to designate a record date and make a dividend payment from surplus.  | (Record Date for Dividends)<br>Article <u>48</u> The record date for year-end dividend of the Company shall be March 31 of each year.<br><br><u>2.</u> In addition to the preceding paragraph, the Company shall be entitled to designate a record date and make a dividend payment from surplus.  |
| Article <u>40</u> and Article <u>41</u> (Omitted)  | Article <u>49</u> and Article <u>50</u> (Unchanged)  |