

## Notice regarding Partial Amendment of Articles of Incorporation

Tamron Co., Ltd. (hereinafter, the "Company") announces that, at a meeting held on February 8, 2024, the Board of Directors passed a resolution to propose "Partial Amendment of the Articles of Incorporation" at the 77th Ordinary General Meeting of Shareholders scheduled to be held on March 27, 2024. Details are as follows.

#### 1. Reason for the Amendment

- (1) As proclaimed by the "Notice of Transition to a Company with Audit & Supervisory Committee" separately as of December 19, 2023, the Company decided to make the transition from a company with an audit & supervisory board to a company with an audit & supervisory committee subject to shareholder approval of the transition at the 77th Ordinary General Meeting of Shareholders scheduled to be held on March 27, 2024. This transition aims to speed up decision-making and business execution by delegating authority from the Board of Directors to directors. It also seeks to enhance corporate governance, strengthening the supervisory functions of the Board of Directors by making Audit & Supervisory Committee members, who are responsible for auditing the execution of duties by directors, members of the Board of Directors. With this transition, the Company will establish regulations concerning directors who concurrently serve as audit & supervisory committee members and concerning the committee itself, which will be necessary for the transition to a company with an audit & supervisory committee. It will also make changes, including the deletion of regulations concerning Audit & Supervisory Board members and the Audit & Supervisory Board.
- (2) Article 34 will be newly established in the Articles of Incorporation to prescribe that the distribution of surplus, etc. is to be determined by a resolution of the Board of Directors to facilitate flexible capital and dividend policies.
- (3) In addition to the foregoing, the Company will make the necessary amendments, including the wording.

## 2. Details of the Amendment

The detail of the amendment is shown as the Appendix.

Effective date of the Amendment: March 27, 2024 (Scheduled)

#### 3. Schedule

Date of Ordinary General Meeting of Shareholders: March 27, 2024 (Scheduled)

# [Appendix] Details of the Amendment of the Articles of Incorporation

(The underlined parts show the change.)

Current Articles of Incorporation	Proposed amendment
Chapter 1 General rules	Chapter 1 General rules
Article 1 to Article 3 (Omitted)	Article 1 to Article 3 (Unchanged)
(Organs) Article 4. The Company shall have the following organizations in	(Organs)  Article 4. The Company shall have the following organizations in
addition to the General Meeting of Shareholders and Directors	addition to the General Meeting of Shareholders and Directors.
① Board of directors	① Board of directors
② <u>Auditor</u>	② Auditor & Supervisory Committee
③ Board of auditors	(Deleted)
① Accounting Auditors	③ Accounting Auditors
Article 5. (Omitted)	Article 5. (Unchanged)
Chapter 2 Stocks	Chapter 2 Stocks
Article 6 to Article 9 (Omitted)	Article 6 to Article 9 (Unchanged)
(Administrator of Shareholders' Register)	(Administrator of Shareholders' Register)
Article 10. (Omitted)	Article 10 (Unchanged)
(Newly established)	2. The shareholder register administrator and its administration
	office shall be determined by resolution of the Board of
	Directors, and publicly announced.
(Newly established)	3. The preparation and keeping of the shareholder register and the
	share option register of the Company and other clerical work related to the shareholder register and the share option register
	shall be entrusted to the shareholder register administrator, and
	shall not be handled by the Company.
Article 10-2. The shareholder register administrator and its	(Deleted)
administration office shall be determined by resolution of the	, ,
Board of Directors, and publicly announced.	
Article 10-3. The preparation and keeping of the shareholder	(Deleted)
register and the share option register of the Company and other	
clerical work related to the shareholder register and the share	
option register shall be entrusted to the shareholder register	
administrator, and shall not be handled by the Company.	
Article 11. (Omitted)	Article11. (Unchanged)
Chapter 3 General Meeting of Shareholders	Chapter 3 General Meeting of Shareholders
Article 12 to Article 13 (Omitted)	Article 12 to Article 13 (Unchanged)
(Convener and Chairperson)	(Convener and Chairperson)
Article 14 (Omitted)	Article 14 (Unchanged)

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Current Articles of Incorporation	Proposed amendment
(Newly established)	2. If the Representative Director and President is prevented from
	so doing, another Director in the order determined in advance
	by the Board of Directors shall convene the General Meeting of
	Shareholders and serve as the Chairperson of the meeting.
Article 14-2. If the Representative Director and President is	(Deleted)
prevented from so doing, another Director in the order	
determined in advance by the Board of Directors shall convene	
the General Meeting of Shareholders and serve as the	
Chairperson of the meeting.	
(Electronic Provision Measure, etc.)	(Electronic Provision Measure, etc.)
Article 15 (Omitted)	Article 15 (Unchanged)
(Newly established)	2. Among matters for which the electronic provision measure will
(inewly established)	be taken, the Company is not required to state all or some of
	the matters prescribed by the Ministry of Justice Order in the
	document that will be issued to shareholders who requested the
	issuance of the document by the record date.
Article 15-2. Among matters for which the electronic provision	(Deleted)
measure will be taken, the Company is not required to state all	(Detected)
or some of the matters prescribed by the Ministry of Justice	
Order in the document that will be issued to shareholders who	
requested the issuance of the document by the record date.	
requested the issuance of the document by the record date.	
(Method of resolution)	(Method of resolution)
Article 16. (Omitted)	Article 16 (Unchanged)
(Newly established)	2. A resolution with respect to matters prescribed in Article 309,
	Paragraph 2 of the Companies Act shall require a majority of
	two thirds (2/3) or more of the votes of shareholders present at
	a General Meeting of Shareholders who hold one third (1/3) or
	more of the voting rights of shareholders who are entitled to
	exercise their voting rights.
Article 16-2. A resolution with respect to matters prescribed in	(Deleted)
Article 309, Paragraph 2 of the Companies Act shall require a	
majority of two thirds (2/3) or more of the votes of	
shareholders present at a General Meeting of Shareholders who	
hold one third (1/3) or more of the voting rights of shareholders	
who are entitled to exercise their voting rights.	
Article 17. (Omitted)	Article17. (Unchanged)
Chapter 4 Directors and Board of Directors	Chapter 4 Directors and Board of Directors
Chapter 4 Directors and Board of Directors	•
Chapter 4 Directors and Board of Directors  (Number of directors)	(Number of directors)
Chapter 4 Directors and Board of Directors  (Number of directors)  Article 18. The number of the Directors of the Company shall be	(Number of directors)  Article 18. The number of the Directors of the Company shall be
Chapter 4 Directors and Board of Directors  (Number of directors)	(Number of directors)  Article 18. The number of the Directors of the Company shall be no more than 9, excluding Directors who serve as Audit &
Chapter 4 Directors and Board of Directors  (Number of directors)  Article 18. The number of the Directors of the Company shall be	(Number of directors)  Article 18. The number of the Directors of the Company shall be

Current Articles of Incorporation	Proposed amendment
(Election)	(Election)
Article 19. Directors shall be elected at a General Meeting of	Article 19. Directors shall be elected at a General Meeting of
Shareholders.	Shareholders by distinguishing Directors who concurrently
	serve as Audit & Supervisory Committee members from other
	<u>Directors.</u>
(Newly established)	2. A resolution to select Directors shall require a majority of votes
	cast by shareholders present at the meeting who hold one third
	(1/3) or more of the voting rights of shareholders entitled to
	exercise their voting rights.
(Newly established)	3. Cumulative voting shall not be used for the election of
	<u>Directors.</u>
Article 19-2. A resolution to select Directors shall require a	(Deleted)
majority of votes cast by shareholders present at the meeting	
who hold one third (1/3) or more of the voting rights of	
shareholders entitled to exercise their voting rights.	
Article 19-3. Cumulative voting shall not be used for the election	
of Directors.	(Deleted)
(Term of office)	(Term of office)
Article 20. The term of office of Directors shall expire at the time	Article 20. The term of office of Directors (excluding Directors
of conclusion of the Ordinary General Meeting of	who serve as Audit & Supervisory Committee members) shall
Shareholders with respect to the last business year ending	expire at the time of conclusion of the Ordinary General
within 1 year after their election.	Meeting of Shareholders with respect to the last business year
,	ending within 1 year after their election.
(Newly established)	2. The term of office of Directors who serve as Audit &
, ,	Supervisory Committee members shall expire at the time of
	conclusion of the Ordinary General Meeting of Shareholders
	with respect to the last business year ending within 2 years after
	their election.
(Newly established)	3. If a director who serves as an Audit & Supervisory Committee
, ,	member is appointed as an alternate to a director who has
	served as an Audit & Supervisory Committee member and
	retired prior to the expiration of his or her term of office, the
	term of office of the appointed director shall end at the
	expiration of the term of office of his or her predecessor.
(Newly established)	4. The effective period of the resolution to appoint an alternate
(item) establical	Audit & Supervisory Committee member appointed pursuant to
	the provisions of Article 329, Paragraph 3 of the Companies
	Act shall end at the start of the Ordinary General Meeting of
	Shareholders held for the last business year ending within 2
	years from the appointment
(Representative Director and Executive Directors)	(Representative Director and Executive Directors)
Article 21. The Board of Directors shall appoint a Representative	Article 21. The Board of Directors shall appoint a Representative
Director by its resolution.	Director by its resolution from the Directors (excluding those
	who concurrently serve as Audit & Supervisory Committee
	members).

Current Articles of Incorporation	Proposed amendment
(Newly established)	The Board of Directors may appoint by its resolution one
(Newly established)	Director and Chairperson and one Director and President, as
	well as a small number of Directors and Vice Presidents, Senior
	Managing Directors and Managing Directors respectively from
	the Directors (excluding those who concurrently serve as Audit
	& Supervisory Committee members).
Article 21-2. The Board of Directors may appoint by its	(Deleted)
resolution one Director and Chairperson and one Director and	
President, as well as a small number of Directors and Vice	
Presidents, Senior Managing Directors and Managing Directors	
respectively from the Directors.	
(Convener and Chairperson)	(Convener and Chairperson)
Article 22. (Omitted)	Article 22. (Unchanged)
(Newly established)	2. If the Representative Director and President of the Company is
	prevented from so doing, another Director in the order
	determined in advance by the Board of Directors shall convene
	the Board of Directors' meeting and serve as the Chairperson
	of the meeting.
Article 22-2. If the Representative Director and President of the	(Deleted)
Company is prevented from so doing, another Director in the	
order determined in advance by the Board of Directors shall	
convene the Board of Directors' meeting and serve as the	
Chairperson of the meeting.	
(Convocation notice)	(Convocation notice)
Article 23. Notice of a Board of Directors meeting shall be sent to	Article 23. Notice of a Board of Directors meeting shall be sent to
each Director and Auditor not later than three 3 days prior to	each Director not later than three 3 days prior to the scheduled
the scheduled date of the meeting. However, this period may	date of the meeting. However, this period may be reduced if
be reduced if necessary in an emergency.	necessary in an emergency. (Change in expression in Japanese)
	2. A meeting of the Board of Directors may be held without the
(Newly established)	convocation procedure upon the unanimous consent of the
	<u>Directors.</u>
Article 23-2. A meeting of the Board of Directors may be held	(Deleted)
without the convocation procedure upon the unanimous	
consent of the Directors and the Auditors.	(Delegation of authority 6 11 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
(Newly established)	(Delegation of authority for making decisions on execution of
	important business operations)
	Article 24. The Company may delegate all or part of decisions regarding the execution of important business operations
	(excluding those in Article 399-13, Paragraph 6 of the
	Companies Act) by resolution of the Board of Directors
	pursuant to the provisions of the Article 399-13, Paragraph 6 of
	the Companies Act.
(Method of resolution)	(Method of resolution)
Article <u>24</u> . (Omitted)	Article <u>25</u> . (Omitted)

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Current Articles of Incorporation	Proposed amendment
(Newly established)	2. The Company shall deem that a resolution of the Board of
	<u>Directors has been passed when the requirements specified in</u>
	Article 370 of the Companies Act are satisfied.
Article 24-2. The Company shall deem that a resolution of the	(Deleted)
Board of Directors has been passed when the requirements	
specified in Article 370 of the Companies Act are satisfied.	
Article <u>25</u> . (Omitted)	Article <u>26</u> . (Unchanged)
(Remuneration, etc.)	(Remuneration, etc.)
Article <u>26.</u> Remuneration, bonuses, and other financial benefits of	Article 27. Remuneration, bonuses, and other financial benefits of
Directors given by the Company in consideration of the	Directors given by the Company in consideration of the
performance of duties to Directors shall be determined by	performance of duties to Directors shall be determined by
resolution of a General Meeting of Shareholders.	resolution of a General Meeting of Shareholders, by
	distinguishing Directors who concurrently serve as Audit &
	Supervisory Committee members from other Directors.
(Exemption of Directors from liability)	(Exemption of Directors from liability)
Article 27 (Omitted)	Article 28 (Unchanged)
(Newly established)	2. Pursuant to the provisions of Article 427, Paragraph 1 of the
	Companies Act, the Company may enter into an agreement
	with Directors (excluding those who are Executive Directors,
	etc.) limiting their liabilities as provided in Article 423,
	Paragraph 1 of said Act; provided, however, that the amount of
	limitation of liability in accordance with the agreement shall be
	the amount specified in relevant laws and regulations
Article 27-2. Pursuant to the provisions of Article 427, Paragraph	(Deleted)
1 of the Companies Act, the Company may enter into an	
agreement with Directors (excluding those who are Executive	
Directors, etc.) limiting their liabilities as provided in Article	
423, Paragraph 1 of said Act; provided, however, that the	
amount of limitation of liability in accordance with the	
agreement shall be the amount specified in relevant laws and	
regulations	
Chapter 5. Corporate Auditors and Audit & Supervisory Board	(Deleted)
(Number of auditors)	(Deleted)
Article 28. The number of the Corporate Auditors of the	
Company shall be no more than 5.	
(Election)	(Deleted)
Article 29. Corporate Auditors shall be elected at a General	(23333)
Meeting of Shareholders.	
Article 292 A resolution to select Corporate Auditors shall	(Deleted)
require a majority of votes cast by shareholders present at	(=)
the meeting who hold one third (1/3) or more of the voting	
rights of shareholders entitled to exercise their voting rights.	

Circum clottics  Article 30. The term of office of Corporate Auditors shall expire at the time of conclusion of the Ordinary, General Meeting of Sharebolders with respect to the last business year ending within 1 year after their election.  Article 30.2. The term of office of a Corporate Auditor who is elected as a substitute for a Corporate Auditor who has resigned before the expiration of his/her term of office shall continue by the time when the term of office of the resigned Corporate Auditor expires.  [Full-Time Auditors]  (Full-Time Auditors)  (Full-Time Auditors)  (Toeveration notice)  Article 31. The Audit & Supervisory Board shall appoint Full-Time Corporate Auditor who has resolution notices of Audit & Supervisory Board shall be sent to each Corporate Auditor and the term of the scheduled date of the meeting. However, this period may be reduced if necessary in an emergency.  Article 32. A Audit & Supervisory Board may be held without the convocation procedure upon the unanimous consent of the Corporate Auditors.  (Method of resolution)  (Method of resolution)  (Deleted)  Article 33. A resolution of the Audit & Supervisory Board shall be adopted by a majority vote of Corporate Auditors, unless eitherwise provided for in laws and regulations.  (Andit & Supervisory Board Regulations)  Article 34. Matters concerning the Audit & Supervisory Board shall be adopted by a majority vote of Corporate Auditors, unless eitherwise provided for in laws and regulations.  (Article 35. Renumeration, bonuses, and other financial benefits of Corporate Auditors given by the Company in consideration of the performance of duties to Corporate Auditors shall be determined by resolution of a General Meeting of Sharebolders.  (Remuneration, etc.)  (Remuneration, etc.)  (Corporate Auditors from liability)  Article 36. Pursuant to the provisions of Article 426. Purgraph 1 of the Company Corporate Auditors from liability of dumanges	Comment Artisles of Leasure autism	Decreased accordances
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Board of Directors, exempt Corporate Auditors (including	Article 36. Pursuant to the provisions of Article 426, Paragraph 1	
	of the Companies Act, the Company may, by resolution of the	
former Corporate Auditors) from their liability for damages	Board of Directors, exempt Corporate Auditors (including	
	former Corporate Auditors) from their liability for damages	

Current Articles of Incorporation	Proposed amendment
provided for in Article 423, Paragraph 1 of said Act to the	Troposed unfortament
extent permitted by laws and regulations.	
Article 36-2. Pursuant to the provisions of Article 427, Paragraph	(Deleted)
1 of the Companies Act, the Company may enter into an	(British)
agreement with Corporate Auditors limiting their liabilities as	
provided in Article 423, Paragraph 1 of said Act; provided,	
however, that the amount of limitation of liability in	
accordance with the agreement shall be the amount specified in	
relevant laws and regulations	
(Newly established)	Chapter 5. Audit & Supervisory Committee
(Newly established)	(Full-time Audit & Supervisory Committee member)
	Article 29. Full-time Audit & Supervisory Committee members
	may be appointed by a resolution of the Committee.
(Newly established)	(Convocation notice)
	Article 30. Notice of a meeting of Audit & Supervisory
	Committee shall be sent to each Audit & Supervisory
	Committee member not later than three 3 days prior to the
	scheduled date of the meeting. However, this period may be
	reduced if necessary in an emergency.
	2. A meeting of the Audit & Supervisory Committee may be held
	without the convocation procedure upon the unanimous consent
	of the Audit & Supervisory Committee members.
(Newly established)	(Method of resolution)
	Article 31. A resolution of the Audit & Supervisory Committee
	shall be adopted by a majority vote of the Audit & Supervisory
	Committee members present who are entitled to exercise their
	votes, unless otherwise provided for in laws and regulations.
(Newly established)	(Audit & Supervisory Committee Regulations)
	Article 32. Matters concerning the Audit & Supervisory
	Committee shall be determined pursuant to the provisions of
	laws and regulations, these Articles of Incorporation, and the
	Audit & Supervisory Committee Regulations established by the
	Audit & Supervisory Committee.
Chapter 6. Accounting	Chapter 6. Accounting
Article <u>37</u> . (Omitted)	Article 33. (Unchanged)
(Newly established)	(Organization that determines dividends of surplus, etc.)  Article 34. The Company may determine the distribution of dividends from surplus and other matters specified in the items of Article 459, Paragraph 1 of the Companies Act by a resolution of the Board of Directors unless otherwise provided for by laws and regulations.

Current Articles of Incorporation	Proposed amendment
(Record date for distribution of surplus)	(Record date for distribution of surplus)
Article <u>38</u> . (Omitted)	Article 35 (Unchanged)
(Newly established)	2. The record date for the Company's interim dividend payments shall be June 30 every year.
(Newly established)	3. In addition to the preceding two paragraphs, the Company may
	distribute dividends from its surplus by specifying the record
	date.
(Newly established)	Supplementary Provisions
(Newly established)	(Transitional Measures Concerning Exemption of Corporate Auditors from Liability)  1. Pursuant to provisions of Article 423, Paragraph 1 of the Companies Act, the Company may exempt, by a resolution of the Board of Directors, Corporate Auditors (including former Corporate Auditors) from liability for damages caused by their acts conducted before the conclusion of the 77th Ordinary General Meeting of Shareholders to the extent permitted by the applicable laws and regulations.  2. With respect to a contract with a corporate auditor (including a former corporate auditor) to limit his or her liabilities for damages arising as a result of negligence of his or her duties before the closing of the 77th Ordinary General Meeting of Shareholders under Article 423, Paragraph 1 of the Companies Act, the provisions of Article 36-2 of the Articles of Incorporation before the changes to be made by resolution of the said Ordinary General Meeting of Shareholders shall apply.