



February 13, 2026

To Whom It May Concern

Company Name	Milbon Co., Ltd.
Representative	Hidehori Sakashita, President and CEO
(Code Number: 4919 - Tokyo Stock Exchange, Prime Market)	
Inquiries	Shinichiro Hyogo, Executive Officer, in charge of Corporate Communication and Finance TEL: +81-3-6478-6301

### **Notice Concerning Partial Amendments to the Articles of Incorporation**

Milbon Co., Ltd. (the “Company”) hereby announces that it has resolved, at a meeting of the Board of Directors held today, to submit a proposal regarding partial amendments to the Articles of Incorporation, as described below, at the 66th Annual General Meeting of Shareholders scheduled to be held on March 27, 2026.

#### **1. Reasons for the amendments**

- (1) To clarify the management responsibilities of directors and establish a management structure capable of promptly responding to changes in the business environment, the term of office for directors will be shortened from two years to one year, and accordingly, Article 20 (Term of Office) of the Articles of Incorporation will be amended.
- (2) In order to separate management supervision functions from business execution functions and to speed up decision-making and enhance business execution efficiency, it was resolved at the Board of Directors meeting held on October 10, 2025, to replace the existing employment-based executive officer system with a newly introduced delegated executive officer system. This requires corresponding amendments to the Articles of Incorporation.
- (3) In anticipation of a potential shortfall in the number of statutory Audit & Supervisory Board Members as prescribed by law, a new Article 28 (Election) Paragraphs 2 and 3 will be established, clarifying the appointment of substitute auditors, along with necessary changes to the current Article 29 (Term of Office) to specify the term when a substitute auditor assumes office as an auditor.



2. Details of the amendments

(Underline indicates amended parts)

Current Articles	Proposed Amendment
Articles 1 to 13 (Omitted)	Articles 1 to 13 (Not amended)
(Convenor and Chairperson)	(Convenor and Chairperson)
Article 14	Article 14
The General Meeting of Shareholders shall be convened and chaired by <u>the President and CEO</u> . In case <u>the President and CEO</u> is unable to act, another director shall act in their place in the order of precedence predetermined by the Board of Directors.	The General Meeting of Shareholders shall be convened and chaired by <u>the Representative Director</u> . In case <u>the Representative Director</u> is unable to act, another director shall act in their place in the order of precedence predetermined by the Board of Directors.
Articles 15 to 19 (Omitted)	Articles 15 to 19 (Not amended)
(Term of Office)	(Term of Office)
Article 20	Article 20
Directors' terms of office shall continue until the conclusion of the general meeting of shareholders for the last fiscal year which ends within <u>two</u> years from the time of their election.	Directors' terms of office shall continue until the conclusion of the general meeting of shareholders for the last fiscal year which ends within <u>one</u> year from the time of their election.
<u>2. The term of office of a director elected to fill a vacancy or elected due to an increase in the number of directors shall be until the expiration of the term of other incumbent directors.</u>	<Omitted>
(Representative Directors and Executive Directors)	(Representative Directors and Executive Directors)
Article 21	Article 21
The Board of Directors shall appoint the Representative Director from among the directors.	The Board of Directors shall appoint the Representative Director from among the directors.
2. The Board of Directors may appoint one Chairperson of the Board, one Vice Chairperson of the Board, <u>and one President and CEO, as well as several Vice Presidents, Senior Managing Directors, and Managing Executive Directors</u> by resolution.	2. The Board of Directors may appoint one Chairperson of the Board <u>and</u> one Vice Chairperson of the Board by resolution.
(Convenor and Chairperson of the Board of Directors)	(Convenor and Chairperson of the Board of Directors)
Article 22	Article 22
The Board of Directors shall be convened and chaired by <u>the President and CEO</u> . In case <u>the President and CEO</u> is unable to act, another director shall act in their place in the order of precedence predetermined by the Board of Directors.	The Board of Directors shall be convened and chaired by <u>the Representative Director</u> . In case <u>the Representative Director</u> is unable to act, another director shall act in their place in the order of precedence predetermined by the Board of Directors.



Current Articles	Proposed Amendment
Articles 23 to 27 (Omitted)	Articles 23 to 27 (Not amended)
(Appointment)	(Appointment)
Article 28	Article 28
Audit and Supervisory Board Members shall be elected at a general meeting of shareholders, with more than one-third of the shareholders entitled to exercise voting rights present and by a majority vote of those present.	Audit and Supervisory Board Members shall be elected at a general meeting of shareholders, with more than one-third of the shareholders entitled to exercise voting rights present and by a majority vote of those present.
< Newly established >	<u>2. In anticipation of a potential shortfall in the number of statutory Audit &amp; Supervisory Board Members as prescribed by laws or the Articles of Incorporation, a substitute auditor may be elected at a general meeting of shareholders.</u>
< Newly established >	<u>3. The resolution concerning the election of the substitute auditor in the preceding paragraph shall be valid until the commencement of the general meeting of shareholders for the last fiscal year, which ends within four years after the resolution.</u>
(Term of Office)	(Term of Office)
Article 29	Article 29
Audit and Supervisory Board Members' terms of office shall continue until the conclusion of the general meeting of shareholders for the last fiscal year which ends within four years from the time of their election.	Audit and Supervisory Board Members' terms of office shall continue until the conclusion of the general meeting of shareholders for the last fiscal year which ends within four years from the time of their election.
2. The term of office of Audit and Supervisory Board Members elected to fill a vacancy resulting from a resignation before the term ends shall be until the expiration of the term of the auditor who resigned.	2. The term of office of Audit and Supervisory Board Members elected to fill a vacancy resulting from a resignation before the term ends shall be until the expiration of the term of the auditor who resigned. <u>However, if a substitute auditor, elected under paragraph 2 of the preceding article, assumes office as an auditor, the term of office of such substitute auditor shall not exceed the conclusion of the general meeting of shareholders for the last fiscal year, which ends within four years from their election.</u>
Articles 30 to 39 (Omitted)	Articles 30 to 39 (Not amended)

### 3. Schedule

The scheduled date of the general meeting of shareholders to amend the Articles of Incorporation: March 27, 2026

The scheduled effective date of amendments to the Articles of Incorporation: March 27, 2026