

May 26, 2025

Company name: Maruha Nichiro Corporation
Stock exchange listing: Tokyo Stock Exchange, Prime Market
Stock code: 1333 URL <https://www.maruha-nichiro.com/>
Representative:
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Notice Regarding Partial Amendment to the Articles of Incorporation

Maruha Nichiro Corporation (hereinafter the "Company") announces that it has resolved, at the meeting of the Board of Directors held today (May 26, 2025), to submit a proposal for partial amendment to the Articles of Incorporation to the 81st Ordinary General Meeting of Shareholders to be held on June 25, 2025, as follows.

1. Reason for the Amendments

(1) Change of Trade Name

As announced in the "Notice Regarding the Change of Trade Name" on March 24, 2025, the Company will change its trade name to "Umios Corporation." Accordingly, the Company will amend the Article regarding our trade name.

This amendment will take effect on March 1, 2026, and a supplementary provision to that effect will be introduced and deleted after the effective date has passed.

(2) Relocation of the Head Office

The Company will relocate its head office to "TAKANAWA GATEWAY CITY" in Minato-ku, Tokyo, to drive corporate transformation towards the next 100 years and accelerate its challenge to propose "new food" for creating a future lifestyle that is friendly to people and the Earth. Accordingly, the Company will amend the Article regarding the location of its head office.

This amendment will take effect on the date of the head office relocation, will be decided by resolution of the Board of Directors to be held prior to the 82nd Ordinary General Meeting of Shareholders in 2026, and a supplementary provision to that effect will be introduced and deleted after the effective date has passed.

The details on the background of the head office relocation were announced in the "Relocating Headquarters to TAKANAWA GATEWAY CITY" on May 31, 2024(Only available in Japanese).

(3) Transition to a Company with an Audit and Supervisory Committee

As announced in the "Notice Regarding Transition to a Company with an Audit and Supervisory Committee" on March 24, 2025, the Company will transition to a company with an Audit and Supervisory Committee. Accordingly, the Company will establish new provisions regarding Audit and Supervisory Committee Members and the Committee itself, while deleting the existing provisions related to Audit and Supervisory Board Members.

(Reference) Corporate Governance

<Basic approach to corporate governance>

The Group strives to achieve sustainable growth and implement improvements in corporate value focusing on the long term by building equitable and productive relationships with its stakeholders. To this end, we place importance on ensuring operational integrity, transparency and efficiency while working to enhance corporate governance utilizing measures to accelerate decision-making and strengthen oversight.

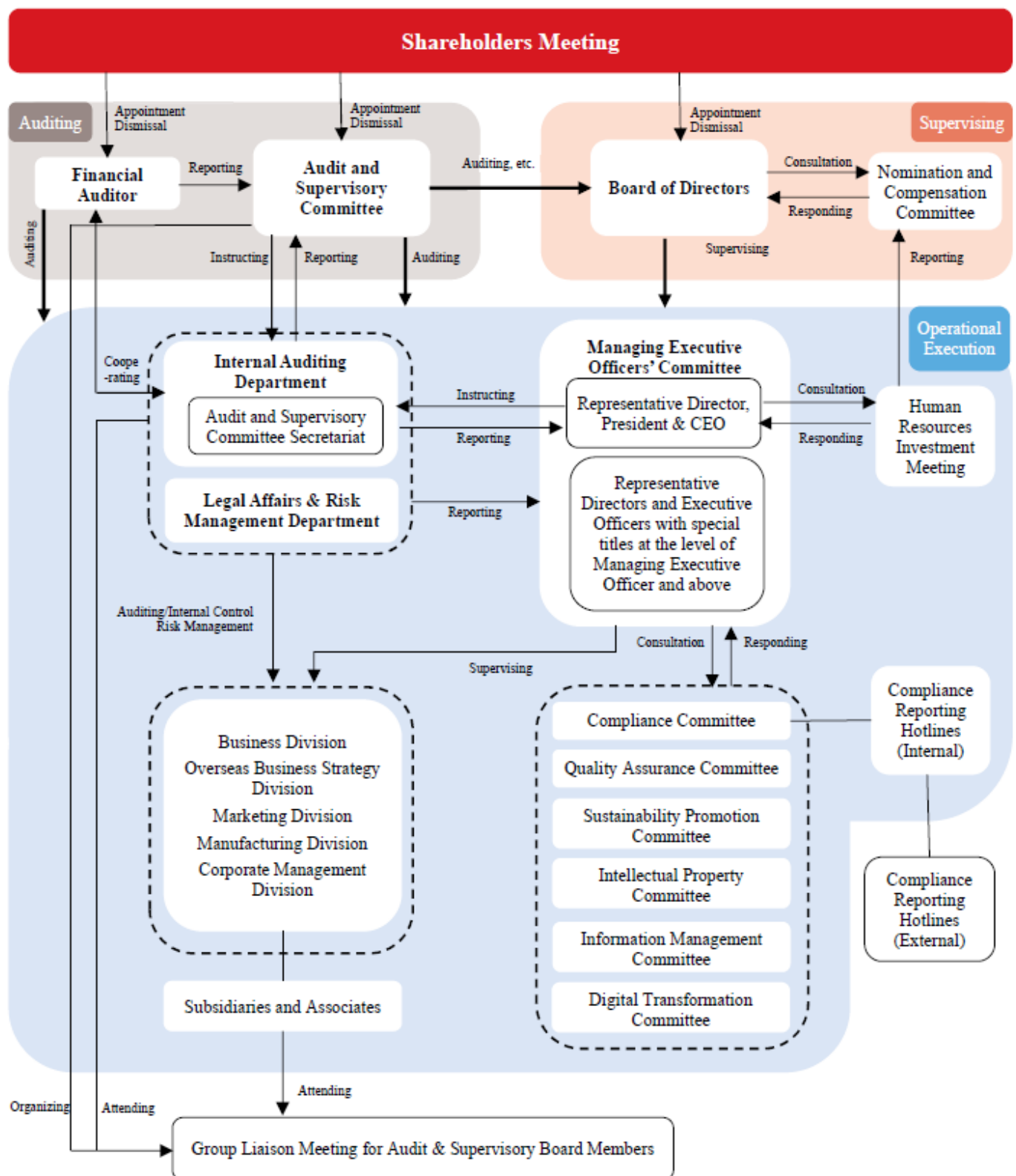
<History of recent governance reforms>

	FY2014—FY2017	FY2018—FY2021	FY2022—FY2024
Group governance	2014 Transitioned from a pure holding company to an operating holding company 2014 Launched Group Philosophy penetration activities 2015 Established the Corporate Governance Guidelines (revised eight times since)		
Separation of operational execution from management/supervision	2016 Abolished Directors with titles 2016 Began evaluating the effectiveness of the Board of Directors 2018 Established Nomination and Compensation Committee 2019 Appointed female Outside Director → 2023 Increased by one Director 2023 Appointed foreign national Outside Director		
Compensation system	2016 Introduced performance-linked compensation 2022 Introduced medium-term performance-linked stock compensation		
Risk Management	2014 Newly established Risk Management Department (currently Legal Affairs & Risk Management Department) 2015 Began formulation of the Group Risk Management Basic Plan		

<The Company we aspire to be>

In line with our basic approach to corporate governance, we aim to strengthen the supervising functions of the Board of Directors, transforming it into a monitoring board. We also seek to enhance deliberations and increase the independence of supervision, while delegating authority to the Managing Executive Officers' Committee and executing swift decision-making to bolster our ability to respond to environmental changes. In addition, we aim to achieve sustainable enhancement of corporate value.

Corporate Governance System after this Ordinary General Meeting of Shareholders (Planned)



(4) Establishing the Maximum Number of Directors

In accordance with the transition to a company with an Audit and Supervisory Committee, the Company will establish a maximum number of Directors at 15 (including up to 5 Directors who are members of the Audit and Supervisory Committee) to optimize our management structure and expedite decision-making. Accordingly, the Company will amend the provision regarding the number of Directors.

(5) Expansion of the Scope of Directors Eligible to Enter into Limited Liability Contracts

In addition to Outside Directors, the Company will expand the scope of Directors eligible to enter into limited liability contracts to include Non-Executive Directors, enabling them to fully perform their expected roles. Accordingly, the Company will amend the provisions regarding exemption from Directors' liability.

2 .Details of the Amendments

The details of the amendments are provided in the attached document.

3 .Schedule

- Date of the Ordinary General Meeting of Shareholders for the amendment of the Articles of Incorporation:
June 25, 2025 (scheduled)
- Effective date of the amendments to the Articles of Incorporation: June 25, 2025 (scheduled)
- Effective dates of the amendment to the Article regarding to change of our trade name and change of head Office Location" : described in "1. Reasons for the Amendment" (1) and (2), respectively.

< Reference>

- Notice Regarding the Change of Trade Name
https://www.maruha-nichiro.com/ir/pdf/results/20250324_en_MN_Notice_1.pdf
- Relocating Head Office to TAKANAWA GATEWAY CITY (Only available in Japanese)
https://www.maruha-ichiro.co.jp/corporate/news_center/news_topics/2024/05/31.html
- Notice Regarding the Transition to a Company with an Audit and Supervisory Committee
https://www.maruha-nichiro.com/ir/pdf/results/20250324_en_MN_Notice_3.pdf

【Attachment】

Details of Articles of Incorporation Amendment (Comparison Table of Old and New)

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p>Chapter 1 General Provisions</p> <p>Article 1 (Trade Name) The name of the Company shall be <u>Maruha Nichiro Kabushiki Kaisha</u> or <u>Maruha Nichiro Corporation</u> in English.</p> <p>Article 2 (Purpose) (Article text omitted)</p> <p>Article 3 (Location of Head Office) The Company shall have its head office in <u>Koto-ku</u>, Tokyo.</p> <p>Article 4 (Organs) The Company shall have the following organs, in addition to the General Meeting of Shareholders and Directors:</p> <ol style="list-style-type: none"> 1. Board of Directors 2. <u>Audit and Supervisory Board Member</u> 3. <u>Audit and Supervisory Board</u> 4. Financial Auditor <p>Article 5 (Method of Public Notice) (Article text omitted)</p> <p>Chapter 2 Shares</p> <p>Articles 6 to 11 (Article text omitted)</p> <p>Chapter 3 General Meeting of Shareholders</p> <p>Articles 12 to 17 (Article text omitted)</p> <p>Chapter 4 Directors and Board of Directors</p> <p>Article 18 (Number) The number of Directors of the Company shall <u>be at least three (3)</u>. (Newly established)</p> <p>Article 19 (Method of Election) 1. Directors shall be elected <u>at</u> a General Meeting of Shareholders.</p> <ol style="list-style-type: none"> 2. (Article text omitted) 3. (Article text omitted) <p>Article 20 (Term of Office)</p>	<p>Chapter 1 General Provisions</p> <p>Article 1 (Trade Name) The name of the Company shall be <u>Umios Kabushiki Kaisha</u> or <u>Umios Corporation</u> in English.</p> <p>Article 2 (Purpose) (As is)</p> <p>Article 3 (Location of Head Office) The Company shall have its head office in <u>Minato-ku</u>, Tokyo.</p> <p>Article 4 (Organs) The Company shall have the following organs, in addition to the General Meeting of Shareholders and Directors:</p> <ol style="list-style-type: none"> 1. Board of Directors 2. <u>Audit and Supervisory Committee</u> (Delete) 3. Financial Auditor <p>Article 5 (Method of Public Notice) (As is)</p> <p>Chapter 2 Shares</p> <p>Articles 6 to 11 (As is)</p> <p>Chapter 3 General Meeting of Shareholders</p> <p>Articles 12 to 17 (As is)</p> <p>Chapter 4 Directors and Board of Directors</p> <p>Article 18 (Number) 1. The number of Directors of the Company shall <u>not exceed fifteen (15)</u>.</p> <ol style="list-style-type: none"> 2. <u>Among the Directors set forth in the preceding paragraph, the number of Directors who are Audit and Supervisory Committee Members shall not exceed five (5)</u>. <p>Article 19 (Method of Election) 1. Directors shall be elected <u>by a resolution of a General Meeting of Shareholders, separately for Directors who are Audit and Supervisory Committee Members and those who are not</u>.</p> <ol style="list-style-type: none"> 2. (As is) 3. (As is) <p>Article 20 (Term of Office)</p>

Current Articles of Incorporation	Proposed Amendments
The term of office of Directors shall continue until the conclusion of the Ordinary General Meeting of Shareholders for the last business year which ends within one (1) year from the time of the election.	1. The term of office of Directors (<u>excluding those who are Audit and Supervisory Committee Members</u>) shall continue until the conclusion of the Ordinary General Meeting of Shareholders for the last business year which ends within one (1) year from the time of the election.
(Newly established)	2. The term of office of Directors who are Audit and Supervisory Committee Members shall continue until the conclusion of the Ordinary General Meeting of Shareholders for the last business year which ends within two (2) years from the time of the election.
(Newly established)	3. The term of office for a Director who is Audit and Supervisory Committee Member elected as a substitute for a Director who resigned prior to the expiration of their term shall be the remainder of the resigned Director's term of office.
(Newly established)	4. The resolution for the election of a substitute Director who is an Audit and Supervisory Committee Member, elected pursuant to the provisions of paragraph 3 of Article 329 of the Companies Act, shall remain effective until the commencement of the Ordinary General Meeting of Shareholders for the last business year which ends within two (2) years following said resolution.
Article 21 (Representative Directors and Directors with Specific Titles) 1. The Board of Directors shall elect Representative Directors by its resolution. 2. The Board of Directors shall elect one President & CEO and may elect additional one Board Chairman by its resolution.	Article 21 (Representative Directors and Directors with Specific Titles) 1. The Board of Directors shall elect Representative Directors by its resolution <u>from among the Directors (excluding those who are Audit and Supervisory Committee Members)</u> . 2. The Board of Directors shall elect one President & CEO and may elect additional one Board Chairman by its resolution <u>from among the Directors (excluding those who are Audit and Supervisory Committee Members)</u> .
Article 22 (Convenor and Chair of Board of Directors' Meeting) (Article text omitted)	Article 22 (Convenor and Chair of Board of Directors' Meeting) (As is)
Article 23 (Convocation Notice of Board of Directors' Meeting) 1. Convocation notice of a meeting of the Board of Directors shall be dispatched to each Director <u>and Audit and Supervisory Board Member</u> at least three (3) days prior to the date of meeting; provided, however, that in case of urgent necessity, the period may be shortened. 2. A meeting of the Board of Directors may be held without the convocation procedure with the unanimous consent of all Directors <u>and Audit and Supervisory Board Members</u> .	Article 23 (Convocation Notice of Board of Directors' Meeting) 1. Convocation notice of a meeting of the Board of Directors shall be dispatched to each Director at least three (3) days prior to the date of meeting; provided, however, that in case of urgent necessity, the period may be shortened. 2. A meeting of the Board of Directors may be held without the convocation procedure with the unanimous consent of all Directors.
Article 24 (Omission of Resolution of Board of Directors) (Article text omitted) (Newly established)	Article 24 (Omission of Resolution of Board of Directors) (As is) <u>Article 25</u> <u>(Delegation of Decisions on Execution of Important Business)</u>

Current Articles of Incorporation	Proposed Amendments
<p>Article <u>25</u> (Regulations of Board of Directors) (Article text omitted)</p> <p>Article <u>26</u> (Exemption of Directors from Liability)</p> <ol style="list-style-type: none"> (Article text omitted) Pursuant to the provisions of paragraph 1 of Article 427 of the Companies Act, the Company may enter into a contract with <u>outside Directors</u> to limit liability for damages arising due to the failure to perform their duties within the amount stipulated by laws and regulations. <p style="text-align: center;">Chapter 5 <u>Audit and Supervisory Board Members and Audit and Supervisory Board</u></p> <p>Article <u>27</u> (Number) <u>The number of Audit and Supervisory Board Members of the Company shall be at least three (3).</u></p> <p>Article <u>28</u> (Method of Election)</p> <ol style="list-style-type: none"> <u>Audit and Supervisory Board Members shall be elected at a General Meeting of Shareholders.</u> <u>The resolution of election of Audit and Supervisory Board Members shall be adopted by a majority of the voting rights of the attending shareholders who represent not less than one-third (1/3) of the voting rights of the shareholders entitled to exercise voting rights.</u> <p>Article <u>29</u> (Term of Office) <u>The term of office of Audit and Supervisory Board Members shall continue until the conclusion of the Ordinary General Meeting of Shareholders for the last business year that ends within four (4) years from the time of the election.</u></p> <p>Article <u>30</u> (Standing <u>Audit and Supervisory Board Members</u>)</p> <ol style="list-style-type: none"> <u>The Audit and Supervisory Board may elect standing Audit and Supervisory Board Members by its resolution.</u> <u>The Audit and Supervisory Board may elect standing Audit and Supervisory Board Members from among standing Audit and Supervisory Board Members.</u> 	<p><u>Pursuant to the provisions of paragraph 6 of Article 399-13 of the Companies Act, the Company may, by a resolution of the Board of Directors, delegate to Directors all or part of the decisions regarding execution of important business (except for matters listed in the items of paragraph 5 of said Article).</u></p> <p>Article <u>26</u> (Regulations of Board of Directors) (As is)</p> <p>Article <u>27</u> (Exemption of Directors from Liability)</p> <ol style="list-style-type: none"> (As is) Pursuant to the provisions of paragraph 1 of Article 427 of the Companies Act, the Company may enter into a contract with <u>Directors (excluding those who are Executive Directors, etc.)</u> to limit liability for damages arising due to the failure to perform their duties within the amount stipulated by laws and regulations. <p style="text-align: center;">Chapter 5 <u>Audit and Supervisory Committee</u></p> <p>(Delete)</p> <p>(Delete)</p> <p>(Delete)</p> <p>Article <u>28</u> (Standing <u>Audit and Supervisory Committee Members</u>) <u>The Audit and Supervisory Committee shall elect standing Audit and Supervisory Committee Members by its resolution from among the Audit and Supervisory Committee Members.</u></p> <p>(Delete)</p>

Current Articles of Incorporation	Proposed Amendments
<p>Article <u>31</u> (Convocation Notice of <u>Audit and Supervisory Board</u>' Meeting)</p> <ol style="list-style-type: none"> 1. Convocation notice of a meeting of the <u>Audit and Supervisory Board</u> shall be dispatched to each <u>Audit and Supervisory Board Member</u> at least three (3) days prior to the date of meeting; provided, however, that in case of urgent necessity, the period may be shortened. 2. A meeting of the <u>Audit and Supervisory Board</u> may be held without the convocation procedure with the unanimous consent of all <u>Audit and Supervisory Board Members</u>. <p>Article <u>32</u> (Regulations of <u>Audit and Supervisory Board</u>) In addition to laws and regulations and these Articles of Incorporation, matters concerning the <u>Audit and Supervisory Board</u> shall be governed by the Regulations of <u>Audit and Supervisory Board</u> established by the <u>Audit and Supervisory Board</u>.</p> <p>Article <u>33</u> (Exemption of Audit and Supervisory Board Members from Liability)</p> <ol style="list-style-type: none"> 1. Pursuant to the provisions of paragraph 1 of Article <u>426</u> of the Companies Act, the Company may exempt <u>Audit and Supervisory Board Members (including former Audit and Supervisory Board Members)</u> by a resolution of the Board of Directors from liability for damages arising due to the failure to perform their duties within the limit of laws and regulations. 2. Pursuant to the provisions of paragraph 1 of Article <u>427</u> of the Companies Act, the Company may enter into a contract with outside <u>Audit and Supervisory Board Members</u> to limit liability for damages arising due to the failure to perform their duties within the amount stipulated by laws and regulations. <p style="text-align: center;">Chapter 6 Financial Auditor</p> <p>Article <u>34</u> (Method of Election) (Article text omitted)</p> <p>Article <u>35</u> (Term of Office) (Article text omitted)</p> <p style="text-align: center;">Chapter 7 Accounts</p> <p>Article <u>36</u> (Business Year) (Article text omitted)</p> <p>Article <u>37</u> (Dividends of Surplus, etc.) (Article text omitted)</p> <p>Article <u>38</u> (Interim Dividends of Surplus) (Article text omitted)</p>	<p>Article <u>29</u> (Convocation Notice of <u>Audit and Supervisory Committee</u> Meeting)</p> <ol style="list-style-type: none"> 1. Convocation notice of a meeting of the <u>Audit and Supervisory Committee</u> shall be dispatched to each <u>Audit and Supervisory Committee Member</u> at least three (3) days prior to the date of meeting; provided, however, that in case of urgent necessity, the period may be shortened. 2. A meeting of the <u>Audit and Supervisory Committee</u> may be held without the convocation procedure with the unanimous consent of all <u>Audit and Supervisory Committee Members</u>. <p>Article <u>30</u> (Regulations of <u>Audit and Supervisory Committee</u>) In addition to laws and regulations and these Articles of Incorporation, matters concerning the <u>Audit and Supervisory Committee</u> shall be governed by the Regulations of <u>Audit and Supervisory Committee</u> established by the <u>Audit and Supervisory Committee</u>. (Delete)</p> <p style="text-align: center;">Chapter 6 Financial Auditor</p> <p>Article <u>31</u> (Method of Election) (As is)</p> <p>Article <u>32</u> (Term of Office) (As is)</p> <p style="text-align: center;">Chapter 7 Accounts</p> <p>Article <u>33</u> (Business Year) (As is)</p> <p>Article <u>34</u> (Dividends of Surplus, etc.) (As is)</p> <p>Article <u>35</u> (Interim Dividends of Surplus) (As is)</p>

Current Articles of Incorporation	Proposed Amendments
<p>Article <u>39</u> (Period of Limitation for Dividends from the Surplus) (Article text omitted) (Newly established)</p>	<p>Article <u>36</u> (Period of Limitation for Dividends from the Surplus) (As is)</p> <p style="text-align: center;"><u>Supplementary Provisions</u></p> <p>Article <u>1</u> (Timing of Change of Trade Name)</p> <ol style="list-style-type: none"> 1. <u>The amendment to Article 1 of the Articles of Incorporation shall take effect on March 1, 2026.</u> 2. <u>This article will be deleted after the effective date of the amendment to Article 1 of the Articles of Incorporation, and following this deletion the numbering of later articles will advance in number sequentially.</u> <p>Article <u>2</u> (Location of Head Office)</p> <ol style="list-style-type: none"> 1. <u>The amendment to Article 3 of the Articles of Incorporation shall take effect on the date of the relocation of the head office, which shall be determined by the Board of Directors meeting held by the time of the 82nd Ordinary General Meeting of Shareholders to be held in 2026.</u> 2. <u>This article will be deleted after the effective date of the amendment to Article 3 of the Articles of Incorporation has passed, and following this deletion the numbering of later articles will advance in number sequentially.</u> <p>Article <u>3</u> (Transitional Measures for Exemption of Audit and Supervisory Board Members from Liability)</p> <ol style="list-style-type: none"> 1. <u>Regarding the exemption by a resolution of the Board of Directors from liability under Article 423, paragraph 1 of the Companies Act for acts of Audit and Supervisory Board Members (including former Audit and Supervisory Board Members) prior to the conclusion of the 81st Ordinary General Meeting of Shareholders held on June 25, 2025, the provisions of Article 33 of the Articles of Incorporation prior to the amendment by a resolution of the said Ordinary General Meeting of Shareholders shall apply.</u> 2. <u>Regarding contracts limiting liability under Article 423, paragraph 1 of the Companies Act for acts of outside Audit and Supervisory Board Members (including former outside Audit and Supervisory Board Members) prior to the conclusion of the 81st Ordinary General Meeting of Shareholders held on June 25, 2025, the provisions of Article 33 of the Articles of Incorporation prior to the amendment by a resolution of the said Ordinary General Meeting of Shareholders shall apply.</u> 3. <u>This Article shall be deleted after the day marking the passing of ten years from the time of the conclusion of the 81st Ordinary General Meeting of Shareholders.</u>