



February 16, 2022

For Immediate Release

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

KAGOME CO., LTD. (the “Company”) hereby announces that a meeting of its Board of Directors held on February 16, 2022 decided to submit a proposal on “Partial Amendments to the Articles of Incorporation” to the 78th Annual General Meeting of Shareholders to be held on March 30, 2022. The details of the amendments are as follows.

#### **1. Reason for the proposal**

- 1) In accordance with the Act for Partially Amending the Industrial Competitiveness Enhancement Act and Other Related Acts, listed companies are now permitted to hold shareholders’ meetings without a designated location (so-called virtual-only shareholders’ meetings).

In light of the threat of large-scale disasters, including infectious diseases and natural disasters, as well as progress in digitalization of the society as a whole, the Company believes that expanding options for the method of holding the General Meeting of Shareholders is beneficial for our shareholders. . Therefore, we would like to propose to add a relevant provision specifying the holding of a general meeting of shareholders without a designated location (Article 11, Paragraph 2) to the current Articles of Incorporation, to permit the holding of a general meeting of shareholders without a designated location.

In deciding the method of holding a general meeting of shareholders, decisions will be made carefully by a resolution of the Board of Directors, taking into account social requests in response to infectious diseases, large-scale disasters and other circumstances, while the rights of shareholders will be the top priority on each occasion.

To proceed with the amendment, the Company obtained the confirmation of the Minister of Economy, Trade and Industry and the Minister of Justice to the effect that the requirements for the above, as specified in the Ordinance of the Ministry of Economy, Trade and Industry and the Ordinance of the Ministry of Justice, are met.

- 2) The revised provisions prescribed in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) will come into effect on September 1, 2022. In line with this revision, the Company seeks to establish new provisions to provide information contained in the Reference Documents for the General Meeting of Shareholders, etc. electronically and limit the scope of items stated in the documents delivered to shareholders who requested the document delivery, delete the provision for Internet disclosure and deemed provision of the Reference Documents for the General Meeting of Shareholders, etc. and add Supplementary Provisions concerning the effective date and other matters.

## 2. Details of the amendment to the Articles of Incorporation

The details of the proposed amendment to the Articles of Incorporation are as follows:

(Underlined sections indicates amendment.)

Current Articles of Incorporation	Proposed amendment
<p>Chapter 3 <u>General Meeting of Shareholders (Timing of Convocation of General Meeting of Shareholders)</u></p> <p>Article 11 An Annual General Meeting of Shareholders shall be convened in March every year, and an Extraordinary General Meeting of Shareholders shall be convened whenever necessary. &lt;Newly established&gt;</p> <p><u>(Internet Disclosure and Deemed Provision of Reference Documents for General Meeting of Shareholders)</u></p> <p>Article 14 <u>In convening a General Meeting of Shareholders, the Company may be deemed to have provided its shareholders with information relating to the items that should be stated or indicated in the Reference Documents for the General Meeting of Shareholders, the Business Report, the Non-Consolidated Financial Statements and the Consolidated Financial Statements by disclosing such information via the Internet pursuant to the provisions of the applicable Ordinance of the Ministry of Justice.</u></p> <p>&lt;Newly established&gt;</p>	<p>Chapter 3 <u>General Meeting of Shareholders (Convocation of General Meeting of Shareholders)</u></p> <p>Article 11 An Annual General Meeting of Shareholders shall be convened in March every year, and an Extraordinary General Meeting of Shareholders shall be convened whenever necessary.</p> <p><u>2. The Company may hold a General Meeting of Shareholders without a designated location.</u></p> <p>&lt;Deleted&gt;</p> <p><u>(Measures for Electronic Provision, etc.)</u></p> <p>Article 14 <u>In convening a General Meeting of Shareholders, the Company shall take measures for electronic provision of information contained in the Reference Documents for the General Meeting of Shareholders, etc.</u></p> <p><u>2. All or part of the items provided electronically and specified by the applicable Ordinance of the Ministry of Justice may be omitted from the documents delivered to shareholders who requested document delivery by the reference date for voting rights.</u></p>

<p>&lt;Newly established&gt;</p>	<p><u>(Supplementary Provisions)</u></p> <p>1. <u>The deletion and new establishment of Article 14 of the Articles of Incorporation shall take effect on the day of enforcement of the amendment provisions prescribed in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (hereinafter referred to as the “Effective Date”).</u></p> <p>2. <u>Notwithstanding the provisions of the preceding paragraph, Article 14 of the Articles of Incorporation before the amendment shall remain in force for a General Meeting of Shareholders held within six months from the Effective Date.</u></p> <p>3. <u>These Supplementary Provisions shall be deleted after the day on which six months have elapsed from the Effective Date or the day on which three months have elapsed from the General Meeting of Shareholders in the preceding paragraph, whichever comes later.</u></p>
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### 3. Schedule of amendments

Annual General Meeting of Shareholders for amendments to the Articles of Incorporation: March 30, 2022

Effective date of the amended Article 11: March 30, 2022

Effective date of the amended Article 14 : Described in (Supplementary Provisions) in **2. Details of the amendment to the Articles of Incorporation**