



May 15, 2026

To whom it may concern

Company name: CKD Corporation
Representative: Katsuhito Okuoka,
President and Chief Executive Officer
(Code number: 6407, Stock exchange listing: TSE Prime
Market, NSE Premier Market)
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Notice Regarding Partial Amendment to the Articles of Incorporation in Line with the Transition to Company with
Audit and Supervisory Committee

CKD Corporation (the “Company”) hereby announces that it has resolved, at a meeting of the Board of Directors held today, to submit a proposal regarding partial amendment to the Articles of Incorporation to the 106th Annual General Meeting of Shareholders of the Company to be held on June 26, 2026, as described below.

1. Purpose of amendment

(1) As separately disclosed in the "Notice of Transition to Company with Audit and Supervisory Committee" dated March 27, 2026, the Company has decided to transition from a company with an Audit & Supervisory Board to a company with an Audit and Supervisory Committee, subject to the approval of the 106th Annual General Meeting of Shareholders of the Company to be held in June 2026 with the following aim:

to strengthen the supervisory function of the Board of Directors and further enhance corporate governance through the strengthening of the monitoring system by including Audit and Supervisory Committee Members, who are in charge of auditing the execution of duties by Directors, among members of the Board of Directors; and

to speed up the decision-making of management and work on further improvement of corporate value by making it possible to delegate decisions on the execution of important business operations from the Board of Directors to Directors. In line with this transition, amendments necessary for the transition to a company with an Audit and Supervisory Committee are to be made, including the establishment of new provisions regarding Directors serving as Audit and Supervisory Committee Members and the Audit and Supervisory Committee, and the deletion of provisions regarding Audit & Supervisory Board Members and the Audit & Supervisory Board.

- (2) Amendments to Article 28, Paragraph 2 of the Articles of Incorporation are to be made so that liability limitation agreements with Directors other than Executive Directors, etc., may be concluded for the purpose of continuously securing individuals who are competent as Directors. The consent of each Audit & Supervisory Board Member has been obtained for these amendments.
- (3) Other necessary amendments, such as the revision of wording in line with the above amendments, are to be made.

2. Details of amendment

The details of the amendment are as follows.

(Underlined parts indicate changes.)

Current Articles of Incorporation	Proposed Changes
CHAPTER I GENERAL PROVISIONS	CHAPTER I GENERAL PROVISIONS
Article 1 - 3 <Omitted>	Article 1 - 3 <Unchanged>
(Organization)	(Organization)
Article 4	Article 4
The Company shall have the general meeting of shareholders, directors, and the other organizations as follows:	The Company shall have the general meeting of shareholders, directors, and the other organizations as follows:
(1) Board of Directors	(1) Board of Directors
(2) <u>Audit & Supervisory Board Members</u>	(2) <u>Audit and Supervisory Committee</u>
(3) <u>Audit & Supervisory Board</u>	<Deleted>
(4) Accounting Auditors	(3) Accounting Auditors
Article 5 <Omitted>	Article 5 <Unchanged>
CHAPTER II SHARES,	CHAPTER II SHARES,
CHAPTER III GENERAL MEETING OF SHAREHOLDERS	CHAPTER III GENERAL MEETING OF SHAREHOLDERS
<Omitted>	<Unchanged>
CHAPTER IV DIRECTORS AND BOARD OF DIRECTORS	CHAPTER IV DIRECTORS AND BOARD OF DIRECTORS
(Number of Directors)	(Number of Directors)
Article 18	Article 18
The Company shall have no more than ten (10) Directors.	(1) The Company shall have no more than ten (10) Directors
<Newly established>	<u>(excluding Directors who are Audit and Supervisory Committee members).</u>
(Method of Election)	(2) <u>The Company shall have no more than four (4) Directors who are Audit and Supervisory Committee members.</u>
Article 19	(Method of Election)
(1) <Omitted>	Article 19
<Newly established>	(1) <Unchanged>
(2) <Omitted>	(2) <u>The election of Directors under the preceding paragraph shall be conducted separately for Directors who are Audit and Supervisory Committee members and for other Directors.</u>
(Term of Office)	(3) <Unchanged>
Article 20	(Term of Office)
The term of office of Directors shall expire upon the	Article 20
conclusion of the ordinary general meeting of shareholders	(1) The term of office of Directors <u>(excluding Directors who are Audit and Supervisory Committee members)</u> shall expire
in respect of the last business year ending within one (1) year	upon the conclusion of the ordinary general meeting of
after their assumption of office.	shareholders in respect of the last business year ending
<Newly established>	within one (1) year after their assumption of office.
(2) <u>The term of office of Directors who are Audit and Supervisory Committee members shall expire upon the conclusion of the ordinary general meeting of shareholders in respect of the last business year ending within two (2) years after their assumption of office.</u>	(2) <u>The term of office of Directors who are Audit and Supervisory Committee members shall expire upon the conclusion of the ordinary general meeting of shareholders in respect of the last business year ending within two (2) years after their assumption of office.</u>

Current Articles of Incorporation	Proposed Changes
<p style="text-align: center;"><Newly established></p> <p style="text-align: center;"><Newly established></p> <p>(Representative Directors) Article 21 (1) The Board of Directors shall, by its resolution, appoint the Representative Directors.</p> <p>(2) <u>Representative Directors shall conduct business of the Company according to the resolutions of the Board of Directors.</u></p> <p>(Executive Directors) Article 22 The Board of Directors may, by its resolution, appoint one each of Chairperson of the Board of Directors and President-Director, and a certain number of Executive Vice President-Directors, Executive Managing Directors and Managing Directors.</p> <p>(Remunerations) Article 23 The remunerations, bonus and other property benefit to be received as compensation for the performance of the duty (<u>hereinafter “remunerations”</u>) by Directors from the Company shall be determined by a resolution of a general meeting of shareholders.</p> <p>(Adviser) <u>Article 24</u> <u>The Board of Directors may, by its resolution appoint a certain number of Advisers.</u></p> <p>(Convocation of the Meeting of the Board of Directors) Article <u>25</u> (1) <Omitted> (2) The notice of a meeting of the preceding paragraph shall be dispatched to each Director <u>and Audit & Supervisory Board Member</u> three (3) days in advance to the date for such meeting, provided, however, that in case of urgency, such period may be shortened.</p>	<p>(3) <u>The term of office of a Director who is an Audit and Supervisory Committee member elected as a substitute for a Director who is an Audit and Supervisory Committee member that retired before the expiration of his/her term of office shall be the same as the remaining term of office of the retired Director who is an Audit and Supervisory Committee member.</u></p> <p>(4) <u>The period during which the resolution for the election of a substitute Director who is an Audit and Supervisory Committee member elected pursuant to Article 329, Paragraph 3 of the Companies Act remains effective shall be until the opening of the ordinary general meeting of shareholders in respect of the last business year ending within two (2) years after his/her assumption of office.</u></p> <p>(Representative Directors) Article 21 The Board of Directors shall, by its resolution, appoint the Representative Directors <u>from among Directors (excluding Directors who are Audit and Supervisory Committee members).</u></p> <p style="text-align: center;"><Deleted></p> <p>(Executive Directors) Article 22 The Board of Directors may, by its resolution, appoint one each of Chairperson of the Board of Directors and President-Director, and a certain number of Executive Vice President-Directors, Executive Managing Directors and Managing Directors <u>from among Directors (excluding Directors who are Audit and Supervisory Committee members).</u></p> <p>(Remunerations) Article 23 The remunerations, bonus and other property benefit to be received as compensation for the performance of the duty by Directors from the Company shall be determined <u>separately for Directors who are Audit and Supervisory Committee members and for other Directors</u> by a resolution of a general meeting of shareholders.</p> <p style="text-align: center;"><Deleted></p> <p>(Convocation of the Meeting of the Board of Directors) Article <u>24</u> (1) <Unchanged> (2) The notice of a meeting of the preceding paragraph shall be dispatched to each Director three (3) days in advance to the date for such meeting, provided, however, that in case of urgency, such period may be shortened.</p>

Current Articles of Incorporation	Proposed Changes
<p data-bbox="347 152 555 181" style="text-align: center;"><Newly established></p> <p data-bbox="132 477 389 506">Article 26 - 27 <Omitted></p> <p data-bbox="132 544 536 573">(Exemption from Liabilities of Directors)</p> <p data-bbox="132 577 233 607">Article 28</p> <p data-bbox="132 611 288 640">(1) <Omitted></p> <p data-bbox="132 645 756 869">(2) The Company may enter into an agreement with <u>external directors</u> which limits liability for damages stipulated in Article 423, Paragraph 1 of Companies Act in accordance with the provisions of Article 427, Paragraph 1 of Companies Act; provided, however, that the limitation of liability under such agreement shall be limited to the extent permitted by law.</p> <p data-bbox="165 943 738 972" style="text-align: center;"><u>CHAPTER V AUDITORS AND BOARD OF AUDITORS</u></p> <p data-bbox="132 1010 627 1039">(Number of Audit & Supervisory Board Members)</p> <p data-bbox="132 1043 233 1072"><u>Article 29</u></p> <p data-bbox="132 1077 730 1133">(1) <u>The Company shall have no more than four (4) Audit & Supervisory Board Members.</u></p> <p data-bbox="132 1137 767 1267">(2) <u>Effect of the resolution to appoint substitute Auditors shall be valid until the opening of the ordinary general meeting of shareholders in respect of the last business year ending within four (4) years after such resolution has been adopted.</u></p> <p data-bbox="132 1305 339 1335">(Method of Election)</p> <p data-bbox="132 1339 233 1368"><u>Article 30</u></p> <p data-bbox="177 1373 767 1529"><u>The Audit & Supervisory Board Members shall be elected at the general meeting of shareholders by a majority of voting rights of one third (1/3) or more of exercised voting rights of all of the shareholders who are entitled to exercise the voting right.</u></p> <p data-bbox="132 1568 296 1597">(Term of Office)</p> <p data-bbox="132 1601 233 1630"><u>Article 31</u></p> <p data-bbox="177 1635 759 1765"><u>The term of office of Audit & Supervisory Board Members shall expire upon the conclusion of the ordinary general meeting of shareholders in respect of the last business year ending within four (4) years after their assumption of office.</u></p> <p data-bbox="132 1803 611 1832">(Full-time Audit & Supervisory Board Members)</p> <p data-bbox="132 1836 233 1865"><u>Article 32</u></p> <p data-bbox="177 1870 767 1926"><u>The Audit & Supervisory Board shall, by its resolution, elect the full time Audit & Supervisory Board Members.</u></p>	<p data-bbox="799 152 1377 181"><u>(Delegation of Decisions on Important Business Execution)</u></p> <p data-bbox="799 185 900 215"><u>Article 25</u></p> <p data-bbox="841 219 1433 416"><u>Pursuant to the provisions of Article 399-13, Paragraph 6 of the Companies Act, the Company may, by a resolution of the Board of Directors, delegate all or part of the decisions on important business execution (excluding the matters described in each item of Paragraph 5 of the same Article) to Directors.</u></p> <p data-bbox="799 477 1083 506">Article 26 - 27 <Unchanged></p> <p data-bbox="799 544 1203 573">(Exemption from Liabilities of Directors)</p> <p data-bbox="799 577 900 607">Article 28</p> <p data-bbox="799 611 984 640">(1) <Unchanged></p> <p data-bbox="799 645 1430 869">(2) The Company may enter into an agreement with <u>Directors (excluding those who are executive directors, etc.)</u> which limits liability for damages stipulated in Article 423, Paragraph 1 of Companies Act in accordance with the provisions of Article 427, Paragraph 1 of Companies Act; provided, however, that the limitation of liability under such agreement shall be limited to the extent permitted by law.</p> <p data-bbox="1062 943 1169 972" style="text-align: center;"><Deleted></p> <p data-bbox="1062 1010 1169 1039" style="text-align: center;"><Deleted></p> <p data-bbox="1062 1305 1169 1335" style="text-align: center;"><Deleted></p> <p data-bbox="1062 1568 1169 1597" style="text-align: center;"><Deleted></p> <p data-bbox="1062 1803 1169 1832" style="text-align: center;"><Deleted></p>

Current Articles of Incorporation	Proposed Changes
<p><u>(Remunerations)</u> <u>Article 33</u> <u>The remunerations for the Audit & Supervisory Board Members shall be determined by a resolution of a general meeting of shareholders.</u></p>	<p><Deleted></p>
<p><u>(Convocation of the Meeting of the Audit & Supervisory Board)</u> <u>Article 34</u> <u>The notice of a meeting of the Audit & Supervisory Board shall be dispatched to each Audit & Supervisory Board Member three days in advance to the date for such meeting, provided, however, that in case of urgency, such period may be shortened.</u></p>	<p><Deleted></p>
<p><u>(Rules and Regulations of the Audit & Supervisory Board)</u> <u>Article 35</u> <u>All the matters related to the Audit & Supervisory Board shall, in addition to by laws or ordinances or by the Articles of Incorporation, be in accordance with the Rules and Regulations of the Audit & Supervisory Board stipulated by the Audit & Supervisory Board.</u></p>	<p><Deleted></p>
<p><u>(Exemption from Liabilities of Audit & Supervisory Board Members)</u> <u>Article 36</u> <u>(1) The Company may, by a resolution of the Board of Directors, exempt Audit & Supervisory Board Members (including a person who was an Audit & Supervisory Board Member) from their liabilities for damages stipulated in Article 423, Paragraph 1 of Companies Act to the extent permitted by the provisions of Article 426, Paragraph 1 of Companies Act.</u> <u>(2) The Company may enter into an agreement with Audit & Supervisory Board Members which limits liability for damages stipulated in Article 423, Paragraph 1 of Companies Act in accordance with the provisions of Article 427, Paragraph 1 of Companies Act; provided, however, that the limitation of liability under such agreement shall be limited to the extent permitted by law.</u></p>	<p><Deleted></p>
<p><Newly established></p>	<p><u>CHAPTER V AUDIT AND SUPERVISORY COMMITTEE</u></p>
<p><Newly established></p>	<p><u>(Full-time Audit and Supervisory Committee Members)</u> <u>Article 29</u> <u>The Audit and Supervisory Committee may, by its resolution, elect the full-time Audit and Supervisory Committee members.</u></p>
<p><Newly established></p>	<p><u>(Convocation of the Meeting of the Audit and Supervisory Committee)</u> <u>Article 30</u></p>
	<p><u>The notice of a meeting of the Audit and Supervisory Committee shall be dispatched to each Audit and Supervisory Committee member three (3) days in advance to the date for such meeting, provided, however, that in case of urgency, such period may be shortened.</u></p>

Current Articles of Incorporation	Proposed Changes
<p data-bbox="347 152 555 181"><Newly established></p> <p data-bbox="300 477 603 506">CHAPTER VI ACCOUNTING</p> <p data-bbox="134 544 389 573">Article <u>37</u> - <u>40</u> <Omitted></p> <p data-bbox="347 607 555 636"><Newly established></p> <p data-bbox="347 640 555 669"><Newly established></p>	<p data-bbox="799 152 1431 181"><u>(Rules and Regulations of the Audit and Supervisory Committee)</u></p> <p data-bbox="799 185 895 215"><u>Article 31</u></p> <p data-bbox="839 226 1431 416"><u>All the matters related to the Audit and Supervisory Committee shall, in addition to by laws or ordinances or by the Articles of Incorporation, be in accordance with the Rules and Regulations of the Audit and Supervisory Committee stipulated by the Audit and Supervisory Committee.</u></p> <p data-bbox="963 477 1267 506">CHAPTER VI ACCOUNTING</p> <p data-bbox="799 544 1082 573">Article <u>32</u> - <u>35</u> <Unchanged></p> <p data-bbox="991 618 1241 647"><u>Supplementary Provisions</u></p> <p data-bbox="799 658 1441 719"><u>(Transitional Measures Concerning Exemption from Liabilities of Audit & Supervisory Board Members)</u></p> <p data-bbox="799 723 1441 949"><u>The Company may, by a resolution of the Board of Directors, exempt Audit & Supervisory Board Members (including a person who was an Audit & Supervisory Board Member) from their liabilities for damages stipulated in Article 423, Paragraph 1 of the Companies Act to the extent permitted by law with respect to acts performed prior to the conclusion of the 106th Annual General Meeting of Shareholders.</u></p>

3. Schedule

Date of the General Meeting of Shareholders to amend the Articles of Incorporation: Friday, June 26, 2026 (scheduled)

Effective date of the amendment to the Articles of Incorporation: Friday, June 26, 2026 (scheduled)