



March 18, 2025

To whom it may concern:

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

At a meeting of the Board of Directors of Sumitomo Heavy Industries, Ltd. (hereinafter referred to as the “Company”) held on February 21, 2025, the board members passed a resolution to refer the following partial amendments to the Articles of Incorporation to the 129th Ordinary General Meeting of Shareholders to be held on March 28, 2025.

### **DETAILS**

#### **1. Reasons for Amendments**

In order to establish an optimal management structure in a flexible manner, the Company will amend Article 22, Paragraph 3 of the current Articles of Incorporation to allow the President to be elected not only from among the Directors but also from among the Executive Officers. In addition, the Company will, in connection therewith, make amendments to Article 15, Paragraph 1 and Paragraph 2 of the current Articles of Incorporation, which provide for the person authorized to convene and chair the General Meeting of Shareholders, and Article 23, Paragraph 1 of the current Articles of Incorporation, which provides for the person authorized to convene the Board of Directors, as well as other necessary amendments.

#### **2. Details of the Amendments**

Details of the amendments are as follows:

(Underlined portions are amended)

Current Articles of Incorporation	Proposed amendment
<p>(Chairman)</p> <p>Article 15. The General Meeting of Shareholders shall be presided over by <u>the President of the Company</u>. If <u>the President</u> is unable to act, <u>a member of the Board of Directors</u> shall take his place in the order determined by the Board of Directors in advance.</p> <p>Chapter 4. Directors <u>and</u> Board of Directors</p> <p>(Representative Directors and <u>Directors</u> in Executive Positions)</p> <p>Article 22. The Board of Directors shall by its resolution elect one (1) or more Representative Directors from among its members. Representative Directors shall each represent the Company. (Newly established)</p> <p>The Board of Directors may by its resolution elect <u>from among its members, one (1) Chairman and</u> one (1) President of the Company.</p> <p>(Convocation of Board of Directors)</p> <p>Article 23. Meetings of the Board of Directors shall be convened by Chairman, except as otherwise provided for by law. <u>Should</u> the office of Chairman be vacant, <u>the President of the Company shall act in his place</u>.</p> <p>Notice of the meeting of the Board of Directors shall be sent to each Director and Auditor at least three (3) days prior to such meeting; provided, however, that the above notice period may be shortened in case of urgency.</p> <p><u>Chapter 5 Executive Officers</u> <u>Chapter 6</u> Auditors and Board of Auditors <u>Chapter 7</u> Accounts</p>	<p>(Chairman)</p> <p>Article 15. The General Meeting of Shareholders shall be presided over by <u>any of the Directors appointed by the Board of Directors in advance</u>. If <u>the Director mentioned above</u> is unable to act, <u>any other Director</u> shall take his/her place in the order determined by the Board of Directors in advance.</p> <p>Chapter 4. Directors, Board of Directors <u>and Executive Officers</u></p> <p>(Representative Directors and <u>Officers</u> in Executive Positions)</p> <p>Article 22. (Unchanged)</p> <p>(Unchanged)</p> <p><u>The Board of Directors may by its resolution elect one (1) Chairman from among its members.</u> The Board of Directors may by its resolution elect one (1) President of the Company <u>from among its members or Executive Officers.</u></p> <p>(Convocation of Board of Directors)</p> <p>Article 23. Meetings of the Board of Directors shall be convened by Chairman, except as otherwise provided for by law. <u>However, if the office of Chairman is vacant or he/she is unable to act, any other Director shall take his/her place in the order determined by the Board of Directors in advance.</u></p> <p>(Unchanged)</p> <p>(Deleted)</p> <p><u>Chapter 5</u> (Unchanged) <u>Chapter 6</u> (Unchanged)</p>

### 3. Schedule for the Amendments to the Articles of Incorporation

The date of the Ordinary General Meeting of Shareholders for approval of the amendments to the Articles of Incorporation: March 28, 2025 (scheduled)

The effective date of the amendments to the Articles of Incorporation: March 28, 2025 (scheduled)

### 4. Reason for delay in timely disclosure

The Company should have made timely disclosure of the resolution to amend the Articles of Incorporation immediately after such resolution was passed; however, due to insufficient confirmation, disclosure was delayed until today. In the future, when matters requiring disclosure arise, we will promptly conduct a detailed audit, confirm the details, and disclose information in an appropriately timely manner. We apologize for the delay in the timely disclosure of this information.

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