



January 28, 2022

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Notice Concerning Partial Amendment to the Articles of Incorporation

Tokai Carbon Co., Ltd. (hereinafter, the “Company”) announces that the Board of Directors today resolved to propose the following “Partial Amendment to the Articles of Incorporation” at the FY2021 Ordinary General Meeting of Shareholders to be held on March 30, 2022.

1. Reason for the amendment

Revised provisions stipulated in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Law No. 70 of 2019) will come into effect from September 1, 2022. This amendment to the Articles of Incorporation of the Company is to prepare for the introduction of a system to provide reference materials for a General Meeting of Shareholders in electronic format as follows:

- [1] Proposed amended Article 17 (1) stipulates information that is comprised of the contents of reference materials for the General Meeting of Shareholders, etc., to be uploaded onto a website in electronic format available for downloading.
- [2] Proposed amended Article 17 (2) covers the stipulation to restrict the scope of items to be listed in the documents to be sent to shareholders who have requested the delivery of materials in paper-based format.
- [3] Provisions for disclosure via the Internet and deemed provision of reference materials for a general meeting of shareholders, etc. (Article 17 of the current Articles of Incorporation) will no longer be required and is deleted.
- [4] A supplementary provision regarding the effective date, etc., is established in line with the above additions and deletions.

2. Details of the proposed amendment

The details of the proposed amendment are as follows:

(Amended parts are underlined)

Existing Articles of Incorporation	Proposed Amendment
Article 17 (Disclosure via the Internet of <u>Reference Materials for General Meeting of Shareholders</u> <u>In convening the General Meeting of Shareholders, the Company may deem that the</u>	(Deletion)

information regarding the matters that should be described or shown in the reference materials for the General Meeting of Shareholders, business reports, financial documents and consolidated financial documents has been provided to the shareholders by disclosing the same through the method of using the Internet in accordance with the provisions of laws and regulations.

(Addition)

(Addition)

Article 17 (Electronic Provision Measures)

[1] In convening the General Meeting of Shareholders, the Company may provide information regarding the contents of reference materials for the General Meeting of Shareholders, etc., in electronic form.

[2] Of the items to be provided electronically as stipulated in the Ministry of Justice Ordinance, the Company may determine not to list all or part of the items to a shareholder who has requested the information to be provided in paper form before the reference date of the right to vote.

Supplementary Provision

(Transitional Measures concerning Electronic Provision, Etc.)

1. The deletion of Article 17 of the current Articles of Incorporation (Disclosure via the Internet of Reference Materials for General Meeting of Shareholders) and the addition of the amended Article 17 to the Articles of Incorporation (Electronic Provision Measures) shall become effective as of the effective date of the revised provisions stipulated in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Law No. 70 of 2019,) ("Effective Date").

2. Notwithstanding the provisions of the preceding paragraph, Article 17 of the current Articles of Incorporation shall remain in effect for a General Meeting of Shareholders to be held within six months of the Effective Date.

3. This Supplementary Provision shall be deleted on the day after six months have elapsed from the Effective Date or three months have elapsed from the day of the General Meeting of Shareholders mentioned in the preceding paragraph, whichever comes later.

End of Notice