

Notice Regarding Partial Amendment of Articles of Incorporation

Tamron Co., Ltd. (hereinafter, the "Company") announces that, at a meeting held today, the Board of Directors passed a resolution to propose "Partial Amendment of the Articles of Incorporation" at the 75th Ordinary General Meeting of Shareholders scheduled to be held on March 29, 2022. Details are as follows.

1. Reasons for amendment of the Articles of Incorporation

- (1) The Company proposes shortening the term of office of Directors from two years to one year in order to build a management framework which will allow it to respond quickly to changes in the operating environment and also to further clarify the management responsibility of Directors and to increase opportunities to earn trust from shareholders. As a result, the Company proposes deleting the provisions on adjustment of the term of office.
- (2) The amended provisions stipulated in the proviso of Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No.70 of 2019) are due to come into effect on September 1, 2022, and the Company, therefore, proposes amending its Articles of Incorporation to prepare for adoption of a system for the electronic provision of materials for the General Meeting of Shareholders. Details are as follows.
 - ① Article 15 in the proposed amendments stipulates to the effect that the Company shall take the electronic provision measures with respect to information that constitutes the content of reference materials for the General Meeting of Shareholders.
 - ② Article 15-2 in the proposed amendments establishes provisions to limit the scope of matters to be stated in the document that will be issued to shareholders who requested the issuance of the document.
 - ③ Since the provisions on Disclosure on the Internet and De Facto Provision of Shareholders' General Meeting Reference Documents, etc. (Article 15 of the current Articles of Incorporation) will no longer be necessary, the Company proposes deleting these provisions.
 - ④ In connection with newly established and deleted provisions described above, the Company proposes establishing supplementary provisions on the dates changes take effect, etc.

2. Details of the amendments to the Articles of Incorporation

Details of the amendments are set out below.

(The underlined parts shows the change.)

Current Articles of Incorporation	Proposed Amendments
<p>(Disclosure on the Internet and De Facto Provision of <u>Shareholders' General Meeting Reference Documents, etc.</u>) <u>Article 15. When convening a shareholders meeting, the Company may consider the information disclosed on the matters that should be specified or displayed in reference documents for the General Meeting of Shareholders, business reports, financial statements, and consolidated financial statements via methods that use the internet pursuant to the Ministry of Justice ordinance as having been provided to the shareholders.</u></p>	<p><Delete></p>
<p><New ></p>	<p>(Electronic Provision Measure, etc.) <u>Article 15. Upon convening a General Meeting of Shareholders, the Company shall take the electronic provision measure with respect to information that constitutes the content of reference materials for the meeting of shareholders, etc.</u> <u>Article 15-2. Among matters for which the electronic provision measure will be taken, the Company is not required to state all or some of the matters prescribed by the Ministry of Justice Order in the document that will be issued to shareholders who requested the issuance of the document by the record date for the exercise of voting rights.</u></p>
<p>(Term of office) Article 20. The term of office of Directors shall expire at the time of conclusion of the ordinary general meeting of shareholders with respect to the last business year ending within <u>two (2) years</u> after their election. <u>Article 20-2. The term of office of a Director appointed as an addition or alternate shall end at the expiration of the term of office of other Directors holding office.</u></p>	<p>(Term of office) Article 20. The term of office of Directors shall expire at the time of conclusion of the ordinary general meeting of shareholders with respect to the last business year ending within <u>one (1) year</u> after their election. <Delete></p>
<p><New ></p>	<p>(Supplementary Provisions) <u>1.The deletion of Article 15 on the current Articles of Incorporation (Disclosure on the Internet and De Facto Provision of Shareholders' General Meeting Reference Documents, etc.) and the new establishment of Article 15 in the proposed amendment (Electronic Provision Measure, etc.) shall take effect on the date of enforcement (hereinafter, the "Enforcement Date") of the amended provisions stipulated in the proviso of Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No.70 of 2019).</u> <u>2.Notwithstanding the provisions of the preceding paragraph, Article 15 of the current Articles of Incorporation shall remain valid for any General Meeting of Shareholders the date of which is a date within six (6) months of the Enforcement Date.</u> <u>3.These Supplementary provisions shall be deleted on the date on which six (6) months have elapsed from the Enforcement Date or the date on which three (3) months have elapsed from the date of the General Meeting of Shareholders under the preceding paragraph, whichever is later.</u></p>

3. Schedule

Date of the shareholders' meeting to be held to amend the Articles of Incorporation: March 29, 2022

Effective date of the amendments to the Articles of Incorporation: March 29, 2022