



May 22, 2025

Company name: NIPRO CORPORATION
Name of representative: Yoshihiko Sano, President and Representative Director
(Securities code: 8086; TSE Prime Market)
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Notice of Partial Amendments to the Articles of Incorporation

We hereby announce that the Board of Directors of our company, at its meeting held today, resolved to submit a proposal for “Partial Amendments to the Articles of Incorporation” at the 72nd Ordinary General Meeting of Shareholders scheduled to be held on June 26, 2025, as described below.

1. Reasons for amendments

(1) Review of the Board of Directors’ operations

We would like to change Article 22 (Convocation of the Meeting of the Board of Directors), Paragraph 1 of the current Articles of Incorporation, in order to allow for flexibility and agility in the operation of the Board of Directors.

(2) Review of Directors with specific titles

In order to strengthen corporate governance and improve management efficiency, as well as to further clarify the authority and responsibility of Directors, we would like to change Article 24 (Representative Directors and Directors with specific Titles), Paragraph 2 of the current Articles of Incorporation.

(3) Review of the number of Audit & Supervisory Board members

In order to strengthen our corporate governance system, we would like to increase the number of Audit & Supervisory Board members stipulated in Article 28 (Number of Audit & Supervisory Board members) of the current Articles of Incorporation by two (2) and change the number from not more than four (4) to not more than six (6).

(4) Review of the decision-making authority for appropriation of surplus

In order to implement a flexible capital and dividend policy, we would like to partially amend the contents of Article 38 (Dividends of surplus) of the current Articles of Incorporation to allow the Board of Directors to make a resolution on dividends of surplus and other relevant matters, pursuant to Article 459, Paragraph 1 of the Companies Act.

2. Details of the amendments

The details of the amendments are as shown in the appendix.

3. Schedule

Date of the General Meeting of Shareholders to amend the Articles of Incorporation June 26, 2025 (planned)

Effective date of the amendments to the Articles of Incorporation June 26, 2025 (planned)

(Underlines indicate the amended parts.)

Current Articles of Incorporation	Proposal for amendment
<p>(Convocation of the Meeting of the Board of Directors)</p> <p>Article 22. Unless otherwise provided for by laws and ordinances, <u>the President</u> shall convene meetings of the Board of Directors and act as the chairman thereat. Should <u>the President</u> be unable to act due to any accident or inconvenience, one of the other Directors, in the order determined in advance by a resolution of the Board of Directors, shall act in their place.</p> <p>2. The convocation notice of a Board of Directors meeting shall be dispatched to each Director and each Audit & Supervisory Board member at least three (3) days prior to the date of the meeting thereof. However, this period may be shortened in case of urgency.</p> <p>3. With the consent of all Directors and Audit & Supervisory Board members, a Board of Directors meeting may be held without the convening procedures hereof.</p>	<p>(Convocation of the Meeting of the Board of Directors)</p> <p>Article 22. Unless otherwise provided for by laws and ordinances, the <u>Representative Director</u> shall convene meetings of the Board of Directors and act as the chairman thereat. Should the <u>Representative Director</u> be unable to act due to any accident or inconvenience, one of the other Directors, in the order determined in advance by a resolution of the Board of Directors, shall act in their place.</p> <p>2. (Same as the current version)</p> <p>3. (Same as the current version)</p>
<p>(Representative Directors and Directors with specific Titles)</p> <p>Article 24. The Board of Directors shall appoint Representative Director(s) by its resolution.</p> <p>2. The Board of Directors may appoint, by its resolution, <u>one President, and one or more Senior Managing Directors and Managing Directors.</u></p>	<p>(Representative Directors and Directors with specific Titles)</p> <p>Article 24. (Same as the current version)</p> <p>2. The Board of Directors may appoint <u>from among the members of the Board of Directors</u> by its resolution, <u>such a number of Chairpersons, Presidents, Vice Presidents, Senior Managing Directors, Managing Directors, and other Directors with specific titles as may be necessary.</u></p>

<p>(Number of Audit & Supervisory Board Members)</p> <p>Article 28 The Company shall have not more than <u>4</u> Audit & Supervisory Board members.</p> <p>(Dividends of surplus)</p> <p>Article 38. <u>Dividends of the Company shall be paid to the registered Shareholders or registered pledgees on shares, registered or recorded on the final Registry of Shareholders as of March 31 of each year.</u></p>	<p>(Number of Audit & Supervisory Board Members)</p> <p>Article 28. The Company shall have not more than <u>6</u> Audit & Supervisory Board members.</p> <p>(<u>Decision Making Organization of Dividends of Surplus and Other Relevant Matters</u>)</p> <p>Article 38. <u>Pursuant to Article 459 of the Companies Act, the Company may, by a resolution of the Board of Directors, pay dividends from surplus and make other appropriations of surplus.</u></p>
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