

Note This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

To Our Shareholders and Investors



May 22, 2025

Company name

Startia Holdings, Inc.

Name of representative

Hideyuki Hongo, Director and President

(Code 3393, TSE Prime Market)

Inquiries

Takao Uematsu, Director, Executive Officer and CFO,

Head of Corporate Headquarters

(Tel +81-3-5339-2109)

Notice Regarding Partial Amendment to the Articles of Incorporation

Startia Holdings, Inc. hereby announces that at the Board of Directors meeting held on May 22, 2025, it resolved to submit a proposal titled "Partial Amendment to the Articles of Incorporation" to the 30th Annual General Meeting of Shareholders scheduled to be held on June 20, 2025, as outlined below.

1. Reason for the Amendment to the Articles of Incorporation

(1) The Company will strengthen the supervisory function of the Board of Directors by including Audit and Supervisory Committee members, who are responsible for auditing the execution of duties by directors, as members with voting rights on the Board. In order to further enhance the oversight framework and improve corporate governance, we plan to transition from a Company with an Audit & Supervisory Board to a Company with an Audit and Supervisory Committee. Accordingly, we will amend the Articles of Incorporation to newly establish provisions related to directors who are Audit and Supervisory Committee members and the Audit and Supervisory Committee, and to delete provisions related to Audit & Supervisory Board members and the Audit & Supervisory Board.

(2) To provide flexibility in the operation of the General Meeting of Shareholders and the Board of Directors, the Company will amend the current provisions in Articles 13 and 21 regarding conveners and chairpersons.

(3) The Company will also make necessary wording and related amendments associated with the above changes.

2. Details of the Amendment

The details of the amendment are as described in the attached document.

3. Effective Date

June 20, 2025 (scheduled date of the 30th Annual General Meeting of Shareholders of the Company)

(Attachment)

Details of the Amendment to the Articles of Incorporation

(Underlined text indicates the revised portions.)

Current Articles of Incorporation	Proposed Amendments
Chapter 1 General Provisions Articles 1–3 <Provisions omitted> (Organizations) Article 4 In addition to the General Meeting of Shareholders and Directors, the Company shall have the following bodies 1. Board of Directors <u>2. Audit & Supervisory Board Members</u> <u>3. Audit & Supervisory Board</u> <u>4. Accounting Auditor</u> Article 5 <Provisions omitted>	Chapter 1 General Provisions Articles 1–3 <No change> (Organizations) Article 4 In addition to the General Meeting of Shareholders and Directors, the Company shall have the following bodies 1. Board of Directors <Deleted> <u>2. Audit and Supervisory Committee</u> <u>3. Accounting Auditor</u> Article 5 <No change>
Chapter 2 Shares Articles 6–10 <Provisions omitted> Chapter 3 General Meeting of Shareholders Articles 11–12 <Provisions omitted> (Convener and Chairperson) <u>Article 13 Unless otherwise provided by laws and regulations, the General Meeting of Shareholders shall be convened by the President and Director pursuant to a resolution of the Board of Directors. In the event the President and Director is unable to act, another Director shall convene the meeting in the order previously determined by the Board of Directors.</u> <u>2. The chairperson of the General Meeting shall be the President and Director. In the event the President is unable to act, another Director shall preside in the order previously determined by the Board.</u>	Chapter 2 Shares Articles 6–10 <No change> Chapter 3 General Meeting of Shareholders Articles 11–12 <No change> (Convener and Chairperson) <u>Article 13 Unless otherwise provided by laws and regulations, a Director previously designated by the Board of Directors shall convene and preside over the General Meeting of Shareholders. In the event such Director is unable to act, another Director shall do so in the order determined by the Board.</u> <Deleted>

Current Articles of Incorporation	Proposed Amendments
<p>Articles 14–16<Provisions omitted></p> <p>Chapter 4 Directors and Board of Directors (Number of Directors) Article 17 The Company shall have no more than 10 Directors.</p> <p><Newly Established></p> <p>(Election of Directors) Article 18 Directors shall be elected by resolution of the General Meeting of Shareholders.</p> <p>2 <Provisions omitted> 3 <Provisions omitted></p> <p>(Term of Office of Directors) Article 19 The term of office of Directors shall expire at the conclusion of the Annual General Meeting of Shareholders for the last business year ending within one year after their election.</p> <p><Newly Established></p> <p>2 The term of office of Directors elected due to an increase in the number of Directors or as a substitute shall be the same as the remaining term of the other incumbent Directors.</p> <p><Newly Established></p>	<p>Articles 14–16 <No change></p> <p>Chapter 4 Directors and Board of Directors (Number of Directors) Article 17 The number of Directors of the Company (<u>excluding Directors who are Audit and Supervisory Committee Members</u>) shall be no more than 10. <u>2 The number of Directors who are Audit and Supervisory Committee Members shall be no more than 4.</u></p> <p>(Election of Directors) Article 18 Directors shall be elected by resolution of the General Meeting of Shareholders, <u>distinguishing between Directors who are Audit and Supervisory Committee Members and other Directors.</u></p> <p>2 <No change> 3 <No change></p> <p>(Term of Office of Directors) Article 19 The term of office of Directors (<u>excluding those who are Audit and Supervisory Committee Members</u>) shall expire at the conclusion of the Annual General Meeting of Shareholders for the last business year ending within one year after their election.</p> <p>2 The term of office of Directors who are Audit and Supervisory Committee Members shall expire at the conclusion of the Annual General Meeting of Shareholders for the last business year ending within two years after their election.</p> <p><Deleted></p> <p><u>3 The term of office of a Director who is an Audit and Supervisory Committee Member and is elected as a substitute for another Director who is an Audit and Supervisory Committee Member who resigned before the expiration of their term shall expire at the end of the term of office of the resigned Director.</u></p>

Current Articles of Incorporation	Proposed Amendments
<p>(Representative Directors and Directors with Titles)</p> <p>Article 20<Provisions omitted></p> <p>(Convener and Chairperson of the Board of Directors Meetings)</p> <p>Article 21 Unless otherwise provided by laws and regulations, meetings of the Board of Directors shall be convened and chaired by the President and Director. In the event the President and Director is unable to act, another Director shall convene and chair the meeting in the order previously determined by the Board of Directors.</p> <p>(Notice of Convocation of Board of Directors Meetings)</p> <p>Article 22 Notices of convocation of Board of Directors meetings shall be given to each Director and each Audit & Supervisory Board Member at least three days prior to the date of the meeting. However, in case of emergency, this period may be shortened.</p> <p>2 If all Directors and Audit & Supervisory Board Members consent, a Board of Directors meeting may be held without convening procedures.</p> <p><Newly Established></p>	<p>(Representative Directors and Directors with Titles)</p> <p>Article 20 <No change></p> <p>(Convener and Chairperson of the Board of Directors Meetings)</p> <p>Article 21 Unless otherwise provided by laws and regulations, <u>the Director previously designated by resolution</u> of the Board of Directors shall convene and chair meetings of the Board of Directors. In the event that the designated Director is unable to act, another Director, in the order predetermined by resolution of the Board of Directors, shall convene and chair the meeting.</p> <p>(Notice of Convocation of Board of Directors Meetings)</p> <p>Article 22 Notices of convocation of Board of Directors meetings shall be given to each Director at least three days prior to the date of the meeting. However, in case of emergency, this period may be shortened.</p> <p>2 If all Directors consent, a meeting of the Board of Directors may be held without convening procedures.</p> <p>(Delegation of Decisions on Important Business Execution)</p> <p>Article 23 Pursuant to Article 399-13, <u>Paragraph 6 of the Companies Act, the Company may, by resolution of the Board of Directors, delegate all or part of the decisions on important business execution (excluding those listed in Paragraph 5 of the same Article) to Directors.</u></p>

Current Articles of Incorporation	Proposed Amendments
<p>Articles <u>23-24</u><Provisions omitted></p> <p>(Compensation for Directors) Article <u>25</u> Remuneration, bonuses, and other financial benefits (hereinafter collectively referred to as “Remuneration, etc.”) provided by the Company as consideration for the performance of duties by Directors shall be determined by resolution of the General Meeting of Shareholders.</p> <p>(Exemption from Liability of Directors) Article <u>26</u> <Provisions omitted></p> <p><u>Chapter 5 Audit & Supervisory Board Members and the Audit & Supervisory Board</u> <u>(Number of Audit & Supervisory Board Members)</u> Article 27 The number of Audit & Supervisory Board Members of the Company shall be no more than four. <u>(Election of Audit & Supervisory Board Members)</u> Article 28 Audit & Supervisory Board Members shall be elected by resolution of the General Meeting of Shareholders. <u>2 The resolution for the election of Audit & Supervisory Board Members shall be made by a majority of the voting rights held by the shareholders present, provided that the shareholders present hold not less than one-third of the total voting rights of all shareholders entitled to exercise their voting rights.</u></p>	<p>Articles <u>24-25</u> <No change></p> <p>(Compensation for Directors) Article <u>26</u> Remuneration, bonuses, and other financial benefits (hereinafter collectively referred to as “Remuneration, etc.”) provided by the Company as consideration for the performance of duties by Directors shall be determined by resolution of the General Meeting of Shareholders, with a distinction made between Directors who are <u>Audit and Supervisory Committee Members and other Directors.</u></p> <p>(Exemption from Liability of Directors) Article <u>27</u> <No change></p> <p><Deleted></p> <p><Deleted></p> <p><Deleted></p>

Current Articles of Incorporation	Proposed Amendments
<p><u>(Election of Substitute Audit & Supervisory Board Members)</u> <u>Article 29</u> <u>The Company may, by resolution of the General Meeting of Shareholders, elect substitute Audit & Supervisory Board Members in advance in preparation for cases where the number of Audit & Supervisory Board Members falls below the number prescribed by laws and regulations.</u> <u>2 The resolution for the election of substitute Audit & Supervisory Board Members shall be made by a majority of the voting rights held by the shareholders present, provided that the shareholders present hold not less than one-third of the total voting rights of all shareholders entitled to exercise their voting rights.</u> <u>3 The validity of the pre-election pursuant to Paragraph 1 shall expire at the opening of the first Annual General Meeting of Shareholders held after the General Meeting at which such election was made.</u></p>	<Deleted>
<p><u>(Term of Office of Audit & Supervisory Board Members)</u> <u>Article 30</u> <u>The term of office of Audit & Supervisory Board Members shall expire at the conclusion of the Annual General Meeting of Shareholders pertaining to the final fiscal year ending within four years after their election.</u> <u>2 The term of office of an Audit & Supervisory Board Member elected as a substitute due to resignation prior to expiration of term shall be until the expiration of the term of office of the resigned Audit & Supervisory Board Member.</u> <u>3 The validity of the pre-election pursuant to Paragraph 1 shall expire at the opening of the first Annual General Meeting of Shareholders held after the General Meeting at which such election was made.</u></p>	<Deleted>
<p><u>(Full-Time Audit & Supervisory Board Members)</u> <u>Article 31</u> <u>The Audit & Supervisory Board shall, by its resolution, appoint full-time Audit & Supervisory Board Members.</u></p>	<Deleted>

Current Articles of Incorporation	Proposed Amendments
<p><u>(Notice of Convocation of the Audit & Supervisory Board)</u> <u>Article 32</u> <u>A notice of convocation of the Audit & Supervisory Board shall be given to each Audit & Supervisory Board Member at least three days prior to the date of the meeting; provided, however, that in case of emergency, this period may be shortened.</u> <u>2 If all Audit & Supervisory Board Members consent, the Audit & Supervisory Board meeting may be held without the convocation procedure.</u></p>	<Deleted>
<p><u>(Audit & Supervisory Board Rules)</u> <u>Article 33</u> <u>Matters concerning the Audit & Supervisory Board shall be governed by the Audit & Supervisory Board Rules established by the Audit & Supervisory Board, in addition to those provided by laws and regulations or these Articles of Incorporation.</u></p>	<Deleted>
<p><u>(Remuneration of Audit & Supervisory Board Members)</u> <u>Article 34</u> <u>Remuneration and other compensation of Audit & Supervisory Board Members shall be determined by resolution of the General Meeting of Shareholders.</u></p>	<Deleted>

Current Articles of Incorporation	Proposed Amendments
<p>Chapter 6 Accounting Auditor Articles <u>36-37</u><Provisions omitted></p> <p>(Remuneration of the Accounting Auditor) Article <u>38</u> Remuneration and other compensation of the Accounting Auditor shall be determined by the Representative Director with the consent of the <u>Audit & Supervisory Board</u>.</p> <p>Chapter 7 Accounting Articles <u>39-42</u> (Provisions omitted)</p> <p><Newly Established> <Newly Established></p>	<p>Chapter 6 Accounting Auditor Articles <u>31-32</u> <No change></p> <p>(Remuneration of the Accounting Auditor) Article <u>33</u> Remuneration and other compensation of the Accounting Auditor shall be determined by the Representative Director with the consent of the <u>Audit and Supervisory Committee</u>.</p> <p>Chapter 7 Accounting Articles <u>34-37</u> <No change></p> <p><u>Supplementary Provisions</u> <u>(Transitional Measures for Exemption from Liability of Audit & Supervisory Board Members)</u> <u>Article 1</u> <u>With respect to liability under Article 423, Paragraph 1 of the Companies Act for acts committed by Audit & Supervisory Board Members (including former Audit & Supervisory Board Members) prior to the conclusion of the 30th Annual General Meeting of Shareholders, the Company may, by resolution of the Board of Directors, exempt such members from liability to the extent permitted by laws and regulations, provided such members acted in good faith and without gross negligence.</u></p>