

May 13, 2025

Company name: Nippon Signal Co., Ltd.  
Representative: Hidehiko Tsukamoto  
President and CEO and COO  
(Code:6741, Prime Market of the Tokyo Stock Exchange)

## **Notice of abolition of the Countermeasures in Response to Large-scale Acquisition of Company's Shares (Anti-Takeover Measures) and Partial Amendments to the Articles of Association**

The Company hereby announces that the Board of Directors of the Company resolved at its meeting held today that the "Countermeasures in Response to Large-scale Acquisition of Company's Shares" (hereinafter referred to as the "Anti-Takeover Measures") will not continue and will be abolished at the conclusion of the 142nd Ordinary General Meeting of Shareholders to be held on June 20, 2025 (hereinafter referred to as the "Ordinary General Meeting").

In conjunction with the abolition of the Anti-takeover measures, the Company also announces that it intends to delete the provision on the Anti-Takeover Measures (Article 36) in the Company's Articles of Association and has resolved to submit a proposal to this Annual General Meeting of Shareholders as "Partial Amendment to the Articles of Incorporation". Details are as follows.

### **1. Abolition of the Anti-Takeover Measures**

The Company has considered the existence or abolition of the Anti-Takeover Measures, which were renewed at the 139th Ordinary General Meeting of Shareholders held on June 24, 2022, taking into account the opinions of shareholders, including domestic and foreign institutional investors, and recent developments regarding the policy for dealing with takeovers. As a result, the Company has decided not to continue the Anti-Takeover Measures at the conclusion of the Ordinary General Meeting.

Even after the abolition of the Anti-Takeover Measures, the Company will further promote initiatives to secure and enhance the common interests of shareholders. In the event of a large-scale acquisition of the Company's shares that may undermine the protection and enhancement of the common interests of shareholders, the Company will request the large-scale acquirer to provide time and information necessary and sufficient for shareholders to decide on the merits of the acquisition, and take appropriate measures from time to time to the extent permitted by the Financial Instruments and Exchange Act, the Companies Act and other relevant laws and regulations.

### **2. Partial amendment of the Articles of Association**

#### **(1) Reasons for the proposal of the amendments**

Chapter 7 of the current Articles of Association is to be deleted, as this Anti-takeover measure will not be continued and will be abolished at the end of its effective period.

(2) Contents of amendments

The contents of the amendments are as follows.

(Underlining indicates changes).

Current Articles of Incorporation	Proposed amendments
<p><b><u>Chapter 7 Anti-Takeover Measures</u></b></p> <p><u>(Introduction of Anti-takeover measures)</u></p> <p><u>Article 36. The General Meeting of Shareholders of the</u> <u>Company may make resolutions on the</u> <u>introduction, alteration, continuation, and</u> <u>abolition of countermeasures against the</u> <u>acquisition of a large number of shares of</u> <u>the Company (hereinafter referred to as "the</u> <u>Anti-takeover measures").</u></p> <p><u>2. "The Anti-takeover measures" set forth in</u> <u>the preceding paragraph means provisions</u> <u>previously determined as an approach to</u> <u>prevent any control by inappropriate</u> <u>persons, in the light of the basic policy</u> <u>concerning requirements of persons who</u> <u>control the decision of the policy of the</u> <u>finance and business of the Company,</u> <u>which are procedures with which the</u> <u>Company requires persons intending to</u> <u>make large-scale purchases of shares</u> <u>issued by the Company and other rights to</u> <u>comply, and requirements, procedures and</u> <u>contents of countermeasures the Company</u> <u>takes against such large-scale purchases.</u></p> <p><u>3. Resolutions of the General Meeting of</u> <u>Shareholders set forth in paragraph 1 shall</u> <u>be made by a majority of the votes of the</u> <u>shareholders present at the Meeting where</u> <u>the shareholders are holding one third (1/3)</u> <u>or more of the votes and are entitled to</u> <u>exercise their votes.</u></p>	<p>&lt;Delete&gt;</p>

(3) Schedule of amendments to the Articles of Association (planned)

Date of the Ordinary General Meeting of Shareholders to amend the Articles of Association:  
June 20, 2025

Effective date of the amendment to the Articles of Association:  
June 20, 2025