



May 25, 2022

Company name	Nitta Gelatin Inc.
Representative	Koichi Ogata, Representative Director and President (Stock code: 4977; Prime Market of Tokyo Stock Exchange)
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Notice Regarding Amendment to the Articles of Incorporation

Nitta Gelatin Inc. (hereinafter “Nitta Gelatin”) hereby announces that a meeting of the Board of Directors held on May 25, 2022 passed a resolution as follows, to propose “Amendment to the Articles of Incorporation” at the 83rd Ordinary General Meeting of Shareholders to be held on June 28, 2022.

1. Reasons for the Amendment

- (1) Nitta Gelatin proposes to add and delete business purposes in Article 2 of the current Articles of Incorporation in order to clarify the business activities in light of the current state of its businesses and to respond to the expansion of its businesses.
- (2) Nitta Gelatin proposes to change the term of office of Directors prescribed in Article 22 of the current Articles of Incorporation to one year in order to clarify the managerial responsibility of Directors and construct a management structure capable of responding promptly to changes in the business environment.
- (3) In order to enable the flexible payment of dividends of surplus, etc. in the event of the spread of an infectious disease, changes to the business environment, etc., Nitta Gelatin will establish Article 45 in “Proposed amendments” to enable the payment of dividends of surplus, etc. by resolution of the Board of Directors as well as delete Articles 7 and 47 and make the necessary changes to Article 46 of the current Articles of Incorporation in accordance with Article 459, paragraph (1) of the Companies Act.
- (4) Since the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) are to be enforced on September 1, 2022, Nitta Gelatin proposes to make the following changes to its

Articles of Incorporation in preparation for the introduction of the system for providing informational materials for the general meeting of shareholders in electronic format.

- (i) Article 17, paragraph 1 in “Proposed amendments” below will stipulate that Nitta Gelatin shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.
 - (ii) Article 17, paragraph 2 in “Proposed amendments” below will establish the provision to limit the scope of the items to be stated in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents.
 - (iii) Since the provisions for Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc. (Article 18 of the current Articles of Incorporation) will no longer be required, they will be deleted.
 - (iv) Accompanying the aforementioned establishment and deletion of provisions, supplementary provisions regarding the effective date, etc. will be established.
- (5) Nitta Gelatin proposes to renumber the articles and items in line with the additions and deletions of above provisions.

2. Details of the Amendment

The details of the amendment are defined in Attachment.

3. Schedule for Amendment

Date of the General Meeting of Shareholders at which the amendment will be proposed:

June 28, 2022 (scheduled)

Effective date of the amendment:

June 28, 2022 (scheduled)

<Attachment>

(Amended parts are underlined)

Current Articles of Incorporation	Proposed amendments
Article 1. (Omitted)	Article 1. (Unchanged)
Article 2. (Purpose)	Article 2. (Purpose)
The purpose of the Company shall be to engage in the following business activities:	The purpose of the Company shall be to engage in the following business activities:
(1)-(2) (Omitted)	(1)-(2) (Unchanged)
<u>(3) Manufacture, sale and installation of chemical machinery</u>	(Deleted)
(4) (Omitted)	(3) (Unchanged)
(Newly established)	<u>(4) Sale of cookware and tableware</u>
<u>(5) Lease of machinery</u>	(Deleted)
(6)-(9) (Omitted)	(5)-(8) (Unchanged)
(Newly established)	<u>(9) Mail order sales that utilize the Internet, etc.</u>
(10)-(11) (Omitted)	(10)-(11) (Unchanged)
(Newly established)	<u>(12) Operation of restaurants</u>
(Newly established)	<u>(13) Manufacture, processing and sale of fertilizers and feed</u>
(Newly established)	<u>(14) Cultivation, farming, processing and sale of agriculture and marine products</u>
(12) (Omitted)	(15) (Unchanged)
Articles 3. - 6. (Omitted)	Articles 3. - 6. (Unchanged)
<u>Article 7. (Acquisition of Own Shares)</u>	(Deleted)
<u>The Company may acquire its own shares by a resolution of the Board of Directors pursuant to Article 165, paragraph (2) of the Companies Act.</u>	
Articles 8. - 17. (Omitted)	Articles 7. - 16. (Unchanged)
<u>Article 18. (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.)</u>	(Deleted)
<u>When the Company convenes a general meeting of shareholders, if it discloses information that is to be stated or presented in the reference documents for the general meeting of shareholders, business report, financial statements and consolidated financial statements through the internet in accordance with the provisions prescribed by the Ministry of Justice Order, it may be deemed that the Company has provided this information to shareholders.</u>	
(Newly established)	
	<u>Article 17. (Measures, etc. for Providing Information in Electronic Format)</u>
	<u>1. When the Company convenes a general meeting of shareholders, it shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.</u>
	<u>2. Among items for which the measures for providing information in electronic format will be taken, the Company may exclude all or some of those items designated by the Ministry of Justice Order from statements in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents by the record date of voting rights.</u>

Current Articles of Incorporation	Proposed amendments
<p>Articles <u>19.</u> - <u>21.</u> (Omitted)</p> <p>Article <u>22.</u> (Term of Office)</p> <p>1. The term of office of a Director shall expire at the conclusion of the ordinary general meeting of shareholders for the last business year out of the business years terminating within <u>two years</u> after the election of the Director.</p> <p><u>2. The term of office of a Director who is elected as the additional member or substitute shall continue until the time the term of office of incumbent Directors is to expire.</u></p>	<p>Articles <u>18.</u> - <u>20.</u> (Unchanged)</p> <p>Article <u>21.</u> (Term of Office)</p> <p>The term of office of a Director shall expire at the conclusion of the ordinary general meeting of shareholders for the last business year out of the business years terminating within <u>one</u> year after the election of the Director.</p> <p>(Deleted)</p>
<p>Articles <u>23.</u> - <u>45.</u> (Omitted) (Newly established)</p> <p>Article 46. (Record Date for Dividends of Surplus)</p> <p>1. The record date for year-end dividends of the Company shall be March 31 of each year. (Newly established)</p> <p><u>2. In addition to the provisions of the preceding paragraph, the Company may pay dividends of surplus by setting a record date.</u></p>	<p>Articles <u>22.</u> - <u>44.</u> (Unchanged)</p> <p><u>Article 45. (Organizational Body to Determine Dividends of Surplus, Etc.)</u></p> <p><u>Unless otherwise provided for by laws and regulations, the Company shall, by resolution of the Board of Directors, determine dividends of surplus and other matters set forth in the items of Article 459, paragraph (1) of the Companies Act.</u></p>
<p>Article 46. (Record Date for Dividends of Surplus)</p> <p>1. The record date for year-end dividends of the Company shall be March 31 of each year. (Newly established)</p> <p><u>2. In addition to the provisions of the preceding paragraph, the Company may pay dividends of surplus by setting a record date.</u></p>	<p>Article 46. (Record Date for Dividends of Surplus)</p> <p>1. The record date for year-end dividends of the Company shall be March 31 of each year.</p> <p><u>2. The record date for interim dividends of the Company shall be September 30 of each year.</u></p> <p><u>3. In addition to the provisions of the preceding two paragraphs, the Company may pay dividends of surplus by setting a record date.</u></p> <p>(Deleted)</p>
<p><u>Article 47. (Interim Dividends)</u></p> <p><u>The Company may, by a resolution of the Board of Directors, pay interim dividends. The record date of interim dividends shall be September 30 of each year.</u></p>	<p>(Deleted)</p>
<p>Article <u>48.</u> (Omitted) (Newly established) (Newly established) (Newly established) (Newly established)</p>	<p>Article <u>47.</u> (Unchanged) (Supplementary Provisions)</p> <p><u>Article 1. The deletion of Article 18 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) in the pre-amended Articles of Incorporation and the establishment of the new Article 17 (Measures, etc. for Providing Information in Electronic Format) in the amended Articles of Incorporation shall be effective from September 1, 2022, which is the date of enforcement of the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (hereinafter referred to as the "Date of Enforcement").</u></p> <p><u>Article 2. Notwithstanding the provision of the preceding article, Article 18 of the pre-amended Articles of Incorporation (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) shall remain effective regarding any general meeting of shareholders held until February 28, 2023.</u></p> <p><u>Article 3. These Supplementary Provisions shall be deleted on the date when six months have elapsed from the Date of Enforcement or three months have elapsed from the date of the general meeting of shareholders in the preceding article, whichever is later.</u></p>