

Notice of the Partial Amendment to the Articles of Incorporation

Ferrotec Holdings Corporation (Representative Director: He Xian Han; hereinafter “the Company”) announces that, at the meeting of the Board of Directors held today, we have resolved to bring forward a proposal for partially amending the Articles of Incorporation at the 45th Annual General Meeting of Shareholders scheduled for June 27, 2025. Details are as follows.

1. Reasons for the amendment

(1) On July 1, 2025 (scheduled), the Company will absorb Ferrotec Material Technologies Corporation, which is a wholly-owned subsidiary of the Company, (hereinafter “the Absorption-type Merger”) and transform from a holding company to an operating company that conducts business by itself. Following the change to the business structure, the Company’s trade name and business purposes will be changed. The changes in the trade name and business purposes will come into effect on the day when the Absorption-type Merger becomes effective (July 1, 2025 [scheduled]) under the condition that the Absorption-type Merger takes effect, and a supplementary provision concerning the aforementioned will be established.

*Please refer to “Notice of the Change to the Trade Name and Partial Amendment to the Articles of Incorporation (Trade Name) of Ferrotec Holdings Corporation” disclosed on February 13, 2025, for details of the change to the trade name.

(2) By way of precaution against the cases in which the number of the Company’s Audit and Supervisory Board members prescribed by law becomes insufficient, the Company will amend Article 30, Paragraph (2) of the current Articles of Incorporation and clarify the term of office when a substitute Audit and Supervisory Board member takes the role of such a member, as well as formulating new provisions regarding substitute Audit and Supervisory Board members and determining the period during which a resolution on the election of a substitute Audit and Supervisory Board member is effective.

2. Details of the amendment to the Articles of Incorporation

The Articles of Incorporation will be amended as shown in the Attachment.

3. Planned date of amendment

(1) The changes to the trade name and the business purposes: July 1, 2025 (the day when the Absorption-type Merger becomes effective)

(2) The amendment to the provisions regarding substitute Audit and Supervisory Board members: June 27, 2025 (the day when the Annual General Meeting of Shareholders is held)

4. Notes

The changes and the amendment will be made only after they are approved at the Annual General Meeting of Shareholders scheduled for June 27, 2025.

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<Attachment> (Amended parts are underlined.)

Current Articles of Incorporation	Amended Articles of Incorporation
Chapter 1 General Provisions	Chapter 1 General Provisions
Article 1 (Trade Name) The Company shall be called <u>Ferrotec Holdings Corporation</u> in English.	Article 1 (Trade Name) The Company shall be called <u>Ferrotec Corporation</u> in English.
Article 2 (Purposes) <u>The purposes of the Company are to conduct the following businesses and any businesses related thereto, and to control and manage the business activities of Japanese and overseas companies that conduct the following businesses and any businesses related thereto by holding the shares or equity in those companies:</u>	Article 2 (Purposes) <u>The purposes of the Company are to conduct the following businesses:</u>
1. <u>development, manufacturing, sale, import, and export of ferrofluids and products that are based on the ferrofluid technology or to which the technology is applied;</u>	1. <u>manufacturing, sale, import, and export of electronic components, semiconductor-related parts, and precision machining parts;</u>
2. <u>development, manufacturing, sale, import, export, and repair of semiconductor manufacturing equipment, liquid crystal manufacturing equipment, vacuum equipment, and parts related thereto;</u>	2. <u>research, development, manufacturing, sale, provision of applied technology, maintenance, import, and export of vacuum feedthroughs, quartz products, ceramics, silicone parts, ferrofluids, thermoelectric elements, and products related to other functional materials and electronic devices;</u>
3. <u>development, manufacturing, sale, import, and export of thermoelectric elements, semiconductor materials, parts thereof, and products to which they are applied;</u>	3. <u>design, manufacturing, sale, maintenance, import, and export of semiconductor manufacturing equipment, solar cell-related equipment, electronic equipment, and peripheral equipment thereof;</u>
4. <u>development, manufacturing, sale, import, and export of computers, computer peripherals, and parts thereof, and development, sale, import, and export of computer software;</u>	4. <u>design, manufacturing, sale, maintenance, import, and export of industrial robots, automation equipment, and precision equipment and devices;</u>
5. <u>development, manufacturing, sale, import, and export of electrical equipment parts and electronic equipment parts;</u>	5. <u>development, manufacturing, sale, lease, repair, import, and export of medical equipment, bio-related equipment, and environment-related equipment;</u>
6. <u>plating services, and development, manufacturing, sale, import, and export of plating solution and parts such as electrodes and electronic substrates;</u>	6. <u>precision regenerative cleaning services for parts of semiconductor manufacturing equipment, and technological development, treatment, analysis, sale and provision of contract services related thereto;</u>
7. <u>development, manufacturing, sale, import, and export of measuring equipment, weighing equipment, analytical equipment, and parts thereof;</u>	7. <u>proxy purchase, proxy import, and procurement of facilities, equipment, materials, and any other necessary items for subsidiaries and affiliated companies;</u>
8. <u>development, manufacturing, sale, import, and export of cutting equipment, cleaning equipment, and parts thereof;</u>	8. <u>consulting services related to the businesses of the preceding items;</u>
9. <u>development, manufacturing, sale, import, and export of machines, devices, and materials for medical use;</u>	9. <u>services related to acquisition, possession, management, operation, transfer, lease, and licensing of intellectual property rights (patent rights, utility model rights, design rights, trademark rights, copyrights, and any other equivalent rights);</u>
10. <u>development, manufacturing, sale, import, and export of machines, devices, and materials for food production;</u>	10. <u>services of providing business advice and managing business for subsidiaries and affiliated companies in Japan and overseas, and any other services incidental thereto;</u>
11. <u>development, sale, purchase, lease, and management of real estate;</u>	11. <u>services related to acquisition, possession, sale, purchase, operation, and investment of securities;</u>
12. <u>provision of technological and engineering assistance and services relating to the businesses of the preceding items; and</u>	12. <u>acquisition, possession, use, lease, management, sale, and purchase of real estate; and</u>
13. <u>any other businesses incidental or relating to the businesses of the preceding items.</u>	

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(Omitted)	13. <u>any other businesses necessary for achieving the purposes of the Company.</u> (Omitted)
Current Articles of Incorporation	Amended Articles of Incorporation
<p>Chapter 5 Audit and Supervisory Board and Its Members</p> <p>(Omitted)</p> <p>Article 29 (Election Method)</p> <p>1. An Audit and Supervisory Board member shall be elected at ordinary general meetings of shareholders.</p> <p>2. A resolution on the election of an Audit and Supervisory Board member shall be made in the presence of the shareholders who hold one third or more of the total number of voting rights of the shareholders entitled to exercise their voting rights and by a majority of those shareholders present.</p> <p>(New)</p> <p>(New)</p> <p>Article 30 (Term of Office)</p> <p>1. The term of office of an Audit and Supervisory Board member shall continue until the conclusion of the ordinary general meeting of shareholders for the final fiscal year that ends within four years from the time of the election of the Audit and Supervisory Board member.</p> <p>2. The term of office of an Audit and Supervisory Board member elected as the substitute for an Audit and Supervisory Board member who resigned from the post before the term of office expires shall continue until the expiration of the term of office of the Audit and Supervisory Board member who retired from office.</p> <p>(Omitted)</p> <p>(New)</p>	<p>Chapter 5 Audit and Supervisory Board and Its Members</p> <p>(Omitted)</p> <p>Article 29 (Election Method)</p> <p>1. An Audit and Supervisory Board member shall be elected at ordinary general meetings of shareholders.</p> <p>2. A resolution on the election of an Audit and Supervisory Board member shall be made in the presence of the shareholders who hold one third or more of the total number of voting rights of the shareholders entitled to exercise their voting rights and by a majority of those shareholders present.</p> <p>3. <u>The Company may elect a substitute Audit and Supervisory Board member at ordinary general meetings of shareholders pursuant to the provisions of Article 329, Paragraph (3) of the Companies Act by way of precaution against the cases in which the number of the Company's Audit and Supervisory Board members prescribed by law or the Articles of Incorporation becomes insufficient.</u></p> <p>4. <u>A resolution relating to the election of a substitute Audit and Supervisory Board member as specified in the preceding paragraph shall be effective until the start of the first ordinary general meeting of shareholders that is held after the adoption of the resolution.</u></p> <p>Article 30 (Term of Office)</p> <p>1. The term of office of an Audit and Supervisory Board member shall continue until the conclusion of the ordinary general meeting of shareholders for the final fiscal year that ends within four years from the time of the election of the Audit and Supervisory Board member.</p> <p>2. The term of office of an Audit and Supervisory Board member elected as the substitute for an Audit and Supervisory Board member who resigned from the post before the term of office expires shall continue until the expiration of the term of office of the Audit and Supervisory Board member who retired from office; <u>provided, however, that when a substitute Audit and Supervisory Board member elected pursuant to Paragraph 3 of the preceding article takes on the role of an Audit and Supervisory Board member, the term of office of the Audit and Supervisory Board member cannot extend beyond the conclusion of the ordinary general meeting of shareholders for the final fiscal year that ends within four years from the time of the election of the substitute Audit and Supervisory Board member.</u></p> <p>(Omitted)</p> <p><u>Supplementary Provision</u></p> <p><u>The amendments to Article 1 (Trade Name) and Article 2 (Purposes) shall take effect on the day when the absorption-type merger becomes effective under the condition that the absorption-type merger agreement concluded between the Company and Ferrotec Material Technologies Corporation on March 14, 2025 takes effect. Article 1 of this supplementary provision shall be deleted automatically after the absorption-type merger comes into effect.</u></p>