

Name of Listed Company: Yokogawa Electric Corporation  
(URL: <https://www.yokogawa.com>) (Stock code: 6841, listed in TSE Prime Market)

Name and Position of the Representative:  
Hitoshi Nara, President and Chief Executive Officer

Name and Position of the Person in Charge:  
Hirohiko Nakatani, Department Manager of IR Department

Telephone Number: +81-422-52-6845

May 14, 2024

### **Notice Concerning Amendment of the Articles of Incorporation**

Yokogawa Electric Corporation (the “Company” herein) hereby informs you that at the meeting of its Board of Directors held on May 14, 2024, the Company resolved to propose the “Amendment of the Articles of Incorporation” at its 148th Annual General Meeting of Shareholders scheduled to be held on June 18, 2024, as described below.

#### 1. Reason for the change

The Company intends to make a transition to a Company with Nominating Committee, Etc., with objectives to clearly separate the functions and roles of supervision and business execution in management, strengthen the supervision function, and speed up business execution. Accompanying this transition, the Company will make some necessary changes including addition of new paragraphs related to the Nominating Committee, Audit Committee and Compensation Committee and Executive Officers, as well as deletion of paragraphs related to Corporate Auditors and the Board of Corporate Auditors. The establish of Article 27 (EXEMPTION OF LIABILITY OF DIRECTORS) Paragraph 1 and Article 32 (EXEMPTION OF LIABILITY OF EXECUTIVE OFFICERS) has been consented to by each Corporate Auditor.

In addition, other necessary changes such as changes in the number of Articles (due to each the above changes) will be made.

#### 2. Details of the change

The details of the amendments are as described in the Exhibit.

#### 3. Schedule

- (1) Date of Annual General Meeting of Shareholders for Amendments to Articles of Incorporation: June 18, 2024 (Scheduled)
- (2) Effective Date of Amendments to Articles of Incorporation: June 18, 2024 (Scheduled)

(Changed part is underlined)

Current	Proposed amendment
<p style="text-align: center;">CHAPTER I. GENERAL PROVISIONS</p> <p>ARTICLES 1. through 3. (Omitted)</p> <p>ARTICLE 4. (ORGANIZATION) The Company establishes the following bodies, in addition to the General Meeting of Shareholders and the Directors:</p> <p>(1) the Board of Directors; (2) <u>the Audit &amp; Supervisory Board Members;</u> (3) <u>the Audit &amp; Supervisory Board;</u> and (4) the Accounting Auditors.</p> <p>ARTICLE 5. (Omitted)</p>	<p style="text-align: center;">CHAPTER I. GENERAL PROVISIONS</p> <p>ARTICLES 1. through 3. (Unchanged)</p> <p>ARTICLE 4. (ORGANIZATION) <u>As a Company with Nominating Committee, etc.,</u> the Company establishes the following bodies, in addition to the General Meeting of Shareholders and the Directors:</p> <p>(1) the Board of Directors; (2) <u>Nominating Committee, Audit Committee and Compensation Committee;</u> (3) <u>Vice President &amp; Executive Officers;</u> and (4) the Accounting Auditors.</p> <p>ARTICLE 5. (Unchanged)</p>
<p style="text-align: center;">CHAPTER II. SHARES</p> <p>ARTICLES 6. through 10. (Omitted)</p> <p>ARTICLE 11. ADMINISTRATOR OF THE REGISTER OF SHAREHOLDERS</p> <p>1. (Omitted) 2. The administrator of the Register of Shareholders and the place of its business shall be selected by resolution of the Board of Directors <u>and the Company</u> shall give public notice thereof.</p> <p>3. (Omitted)</p> <p>ARTICLES 12. through 13. (Omitted)</p>	<p style="text-align: center;">CHAPTER II. SHARES</p> <p>ARTICLES 6. through 10. (Unchanged)</p> <p>ARTICLE 11. ADMINISTRATOR OF THE REGISTER OF SHAREHOLDERS</p> <p>1. (Unchanged) 2. The administrator of the Register of Shareholders and the place of its business shall be selected by resolution of the Board of Directors <u>or a Vice President &amp; Executive Officer delegated by resolution of the Board of Directors and the Company</u> shall give public notice thereof.</p> <p>3. (Unchanged)</p> <p>ARTICLES 12. through 13. (Unchanged)</p>
<p style="text-align: center;">CHAPTER III. GENERAL MEETING OF SHAREHOLDERS</p> <p>ARTICLE 14. (Omitted)</p> <p>ARTICLE 15. PERSON TO CONVENE A MEETING AND CHAIRMAN</p>	<p style="text-align: center;">CHAPTER III. GENERAL MEETING OF SHAREHOLDERS</p> <p>ARTICLE 14. (Unchanged)</p> <p>ARTICLE 15. PERSON TO CONVENE A MEETING AND CHAIRMAN</p>

Current	Proposed amendment
<p>1. <u>The President shall convene the General Meeting of Shareholders and act as Chairman.</u></p> <p>2. <u>Should an accident befall the President, one of the other Directors shall act in his or her place in accordance with a resolution of the Board of Directors.</u></p>	<p>1. <u>The Director predetermined by resolution of the Board of Directors shall convene the General Meeting of Shareholders. Should an accident befall said Director, one of the other Directors shall act in his or her place in accordance with a resolution of the Board of Directors.</u></p> <p>2. <u>The Director or Vice President &amp; Executive Officer predetermined by a resolution of the Board of Directors shall act as the Chairman of the General Meeting of Shareholders. Should an accident befall said Director or Vice President &amp; Executive Officer, one of the other Directors or Vice President &amp; Executive Officers shall act as Chairman in the order of priority predetermined by the Board of Directors.</u></p>
<p>ARTICLES 16. through 19. (Omitted)</p>	<p>ARTICLES 16. through 19. (Unchanged)</p>
<p style="text-align: center;">CHAPTER IV. DIRECTORS AND BOARD OF DIRECTORS</p>	<p style="text-align: center;">CHAPTER IV. DIRECTORS AND BOARD OF DIRECTORS</p>
<p>ARTICLES 20. through 22. (Omitted)</p>	<p>ARTICLES 20. through 22. (Unchanged)</p>
<p>ARTICLE 23. <u>REPRESENTATIVE DIRECTOR AND DIRECTORS WITH SPECIAL TITLES</u></p> <p>1. <u>The Board of Directors selects a Representative Director of the Company by resolution.</u></p> <p>2. <u>Each Representative Director may individually represent the Company.</u></p> <p>3. <u>The Board of Directors may, by resolution, elect a President and other Directors with special titles.</u></p>	<p>ARTICLE 23. <u>CHAIRMAN AND DIRECTOR</u></p> <p>1. The Board of Directors selects a <u>Chairman and Director</u> by resolution.</p> <p>2. (Deleted)</p> <p>3. (Deleted)</p>
<p>ARTICLE 24. (Omitted)</p>	<p>ARTICLE 24. (Unchanged)</p>
<p>ARTICLE 25. NOTICE OF CONVOCATION OF MEETINGS OF THE BOARD OF DIRECTORS</p> <p>1. Notices to convene a meeting of the Board of Directors of the Company shall be sent to each Director <u>and each Audit &amp; Supervisory Board member</u> at least three (3) days before the date of the meeting. Provided, however, that in emergencies, the notice period may be shortened.</p>	<p>ARTICLE 25. NOTICE OF CONVOCATION OF MEETINGS OF THE BOARD OF DIRECTORS</p> <p>1. Notices to convene a meeting of the Board of Directors of the Company shall be sent to each Director at least three (3) days before the date of the meeting. Provided, however, that in emergencies, the notice period may be shortened.</p>

Current	Proposed amendment
<p>2. Upon the unanimous consent of all Directors <u>and Audit &amp; Supervisory Board members</u>, a meeting of the Board of Directors may be held without convocation procedures.</p>	<p>2. Upon the unanimous consent of all Directors, a meeting of the Board of Directors may be held without convocation procedures.</p>
<p>ARTICLE 26. (Omitted)</p>	<p>ARTICLE 26. (Unchanged)</p>
<p>ARTICLE 27. <u>DIRECTORS AND LIMITED LIABILITY AGREEMENT</u> (Newly established)</p>	<p>ARTICLE 27. <u>EXEMPTION OF DIRECTORS FROM LIABILITY</u></p>
<p>In accordance with the provisions of Article 427 (1) of the Corporation Act, the Company may conclude with directors other than executive directors, etc., an agreement providing for the limitation of liability for damages arising out of their neglect of duty. Provided, however, that on the basis of such agreements, compensation shall be paid in an amount predetermined by the Company not less than 10 million yen, except in the event that a higher amount of compensation shall be stipulated by laws or regulations.</p>	<p>1. <u>In accordance with the provisions of Article 426 (1) of the Corporation Act, the Company may, by resolutions of the Board of Directors, exempt Directors (including former Directors) from liability for damages under the provision of Article 423 (1) of the same Act to the extent provided by laws and regulations.</u></p> <p>2. In accordance with the provisions of Article 427 (1) of the Corporation Act, the Company may conclude with directors other than executive directors, etc., an agreement providing for the limitation of liability for damages arising out of their neglect of duty. Provided, however, that on the basis of such agreements, compensation shall be paid in an amount predetermined by the Company not less than 10 million yen, except in the event that a higher amount of compensation shall be stipulated by laws or regulations.</p>
<p style="text-align: center;"><u>CHAPTER V.</u> <u>AUDIT &amp; SUPERVISORY BOARD</u> <u>MEMBERS AND AUDIT &amp;</u> <u>SUPERVISORY BOARD</u></p>	<p>(Deleted)</p>
<p>ARTICLE 28. <u>NUMBER</u> <u>The number of Audit &amp; Supervisory Board member of the Company shall be five (5) or fewer.</u></p>	<p>(Deleted)</p>
<p>ARTICLE 29. <u>METHOD OF ELECTION</u> 1. <u>Audit &amp; Supervisory Board members of the Company are to be elected at a General Meeting of Shareholders.</u> 2. <u>Audit &amp; Supervisory Board member of the Company are to be elected pursuant to a resolution adopted by a majority of the</u></p>	<p>(Deleted)</p>

Current	Proposed amendment
<p><u>voting rights of the shareholders who attend a General Meeting of Shareholders at which shareholders having one-third (1/3) or more of the total voting rights of all shareholders entitled to exercise the voting rights must be in attendance.</u></p>	
<p><u>ARTICLE 30. TERM OF OFFICE</u></p> <p><u>1. The term of office of an Audit &amp; Supervisory Board member expires upon the closing of the Ordinary General Meeting of Shareholders held with respect to the last business year that falls within four (4) years after the Audit &amp; Supervisory Board member's assumption of office.</u></p> <p><u>2. The term of office of an Audit &amp; Supervisory Board member elected to fill a vacancy resulting from the early retirement of an Audit &amp; Supervisory Board member shall be until the remainder of the term of office of such retired Audit &amp; Supervisory Board member expires.</u></p>	(Deleted)
<p><u>ARTICLE 31. AUDIT &amp; SUPERVISORY BOARD MEMBER IN FULL TIME SERVICE</u></p> <p><u>The Audit &amp; Supervisory Board shall determine by resolution one (1) or more Audit &amp; Supervisory Board member(s) to be in full time service.</u></p>	(Deleted)
<p><u>ARTICLE 32. NOTICE OF CONVOCATION OF MEETINGS OF THE AUDIT &amp; SUPERVISORY BOARD OF AUDIT &amp; SUPERVISORY BOARD MEMBERS</u></p> <p><u>1. Notices to convene a meeting of the Audit &amp; Supervisory Board of the Company shall be sent to each Audit &amp; Supervisory Board member at least three (3) days before the date of the meeting. Provided, however, that in emergencies, the notice period may be shortened.</u></p> <p><u>2. Upon the unanimous consent of all Audit &amp; Supervisory Board members, a meeting of the Audit &amp; Supervisory Board may be held without convocation procedures.</u></p>	(Deleted)
<p><u>ARTICLE 33. AUDIT &amp; SUPERVISORY BOARD MEMBERS AND LIMITED LIABILITY AGREEMENT</u></p>	(Deleted)

Current	Proposed amendment
<p><u>In accordance with the provisions of Article 427 (1) of the Corporation Act, the Company may conclude with Audit &amp; Supervisory Board Members an agreement providing for the limitation of liability for damages arising out of their neglect of duty. Provided, however, that on the basis of such agreements, compensation shall be paid in an amount predetermined by the Company not less than 10 million yen, except in the event that a higher amount of compensation shall be stipulated by laws or regulations.</u></p>	
<p>(Newly established)</p>	<p style="text-align: center;"><u>CHAPTER V.</u> <u>NOMINATING COMMITTEE, AUDIT COMMITTEE AND COMPENSATION COMMITTEE</u></p>
<p>(Newly established)</p>	<p><u>ARTICLE 28. APPOINTMENT OF COMMITTEE MEMBERS</u> <u>All members of the Nominating Committee, Audit Committee and Compensation Committee shall be appointed from Directors by resolutions of the Board of Directors.</u></p>
<p>(Newly established)</p>	<p style="text-align: center;"><u>CHAPTER VI.</u> <u>VICE PRESIDENT &amp; EXECUTIVE OFFICERS</u></p>
<p>(Newly established)</p>	<p><u>ARTICLE 29. ELECTION OF VICE PRESIDENT &amp; EXECUTIVE OFFICERS</u> <u>Vice President &amp; Executive Officers of the Company shall be elected by resolutions of the Board of Directors.</u></p>
<p>(Newly established)</p>	<p><u>ARTICLE 30. TERM OF OFFICE</u> <u>The term of office of Vice President &amp; Executive Officers shall expire at the end of the business year ending within one (1) year following the Vice President &amp; Executive Officer's election.</u></p>
<p>(Newly established)</p>	<p><u>ARTICLE 31. REPRESENTATIVE VICE PRESIDENT &amp; EXECUTIVE OFFICERS AND VICE PRESIDENT &amp; EXECUTIVE OFFICERS WITH SPECIAL TITLES</u> <u>1. The Board of Directors shall appoint the Representative Vice President &amp; Executive Officers by its resolution.</u></p>

Current	Proposed amendment
<p>(Newly established)</p> <p style="text-align: center;">CHAPTER <u>VI</u>. ACCOUNTING</p> <p>ARTICLES <u>34</u>. through <u>36</u>. (Omitted)</p>	<p><u>2. In addition to Representative Vice President &amp; Executive Officers provided in the preceding paragraph, Vice President &amp; Executive Officers with special titles may also be appointed by resolution of the Board of Directors.</u></p> <p><u>ARTICLE 32. EXEMPTION OF VICE PRESIDENT &amp; EXECUTIVE OFFICERS FROM LIABILITY</u></p> <p><u>In accordance with the provisions of Article 426 (1) of the Corporation Act, the Company may, by resolutions of the Board of Directors, exempt Vice President &amp; Executive Officers (including former Vice President &amp; Executive Officers) from liability for damages under the provisions of Article 423 (1) of the same Act to the extent provided by laws and regulations.</u></p> <p style="text-align: center;">CHAPTER <u>VII</u>. ACCOUNTING</p> <p>ARTICLES <u>33</u>. through <u>35</u>. (Unchanged)</p>