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To all whom it may concern

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Notice Concerning Non-renewal (Abolition) of Policy Toward Large-scale Purchases, Etc. of TOMY's Shares (Anti-takeover Measures) and Partial Amendments to the Articles of Incorporation

TOMY Company, Ltd. (hereinafter, "Tomy") hereby announces that at the Board of Directors meeting held today, it was resolved that the policy toward large-scale purchases, etc. of Tomy's shares (anti-takeover measures) (hereinafter referred to as "the Policy") will be discontinued. At the conclusion of the 74th Ordinary General Meeting of Shareholders of Tomy (hereinafter referred to as "the Ordinary General Meeting of Shareholders"), which is scheduled to be held on June 26, 2025, the effective period of the Policy will expire.

Please also note that, in conjunction with the non-renewal of the Policy, Tomy plans to delete Article 18 of the Articles of Incorporation of Tomy regarding anti-takeover measures and has resolved to submit a proposal to the Ordinary General Meeting of Shareholders as "partial amendment to the Articles of Incorporation."

(Details)

1. Non-renewal of the Policy

Tomy introduced the Policy based on the resolution of the 56th Ordinary General Meeting of Shareholders held on June 26, 2007, and its renewal was approved at the 71st Ordinary General Meeting of Shareholders held on June 22, 2022.

In the midst of these recent developments, there is no denying the possibility of large-scale purchases of Tomy's shares that could damage Tomy's corporate value and ultimately the common interests of shareholders. After the introduction of the Policy, Tomy has made efforts to reinforce its management base and corporate governance through the execution of the medium-term management plan and has striven to steadily enhance its corporate value. In addition, on the occasion of Tomy's 100th anniversary in May 2024, we formulated and implemented the "Medium- to Long-Term Management Strategy 2030" including Purpose (significance), Business Vision 2030 (increasing economic value), and Sustainability Vision 2030 (enhancing social value) to further maximize corporate value and the common interests of shareholders.

After comprehensively taking into consideration the above initiatives for improving corporate value and recent trends in anti-takeover measures, as well as the situation based on our dialogue with shareholders, including both domestic and overseas institutional investors, and changes in the business environment, Tomy has resolved with the approval of all

directors that the Policy will be discontinued and be abolished at the conclusion of the Ordinary General Meeting of Shareholders, the term of which will expire. Also, at the conclusion of the Ordinary General Meeting of Shareholders, Tomy has resolved to revise the “basic policy regarding persons who control the decisions on Tomy’s financial and business policies” (the “basic policy on company control”) as provided in Article 118, Item 3 of the Regulation for Enforcement of the Companies Act.

Even after the abolition of the Policy, Tomy will continue to work to improve Tomy’s corporate value and ultimately the common interests of shareholders, and if anyone intends to engage in a large-scale purchase of Tomy’s shares that is likely to damage Tomy’s corporate value and ultimately the common interests of shareholders, Tomy will request that shareholders provide the necessary and sufficient time and information to appropriately determine the merits of the purchase. At the same time, Tomy will take measures that are feasible and appropriate at the time (including so-called anti-takeover measures) while respecting the opinions of independent outside directors, etc. and within the range permitted by the Financial Instruments and Exchange Act, the Companies Act and other relevant laws and regulations.

2. Partial amendment to the Articles of Incorporation

(1) The purpose of the amendment to the Articles of Incorporation

As a result of the non-renewal of the Policy, the provisions regarding anti-takeover measures (Article 18) in Tomy’s Articles of Incorporation will be deleted.

(2) Details of the amendment to the Articles of Incorporation

The details of the amendment are as follows.

(Underlined sections indicate revisions.)

Current Articles of Incorporation	Proposed Amendments
<p><u>(Policy for Securing and Enhancing Corporate Value and the Common Interests of Shareholders)</u></p> <p><u>Article 18. Tomy may adopt, at a General Meeting of Shareholders, a resolution to approve the introduction, continuation or abolition of the Policy to persons who engage in or intend to engage in acts that constitute the acquisition of 20% or more of Tomy’s shares, etc. in order to secure and enhance the corporate value and the common interests of shareholders.</u></p> <p><u>2. In accordance with the Policy provided for in the preceding paragraph, Tomy may, by a resolution of the Board of Directors, a resolution of the General Meeting of Shareholders, or a resolution of the Board of Directors pursuant to a delegation by the General Meeting of Shareholders, determine to carry out a gratis allotment of share options subject to the conditions set forth in each of the following items and any other conditions the Board of Directors deems appropriate. The resolution at such</u></p>	<p>(Delete)</p>

<u>General Meeting of Shareholders shall be made by the method provided for in Article 16, Paragraph 1.</u> <u>(i) An exercise condition stipulating that the exercise of rights by persons specified in the Policy (hereinafter referred to as the “Acquirer, etc.”) shall not be permitted</u> <u>(ii) A clause for acquisition that stipulates that, in the event that Tomy acquires part of the relevant share options, it may acquire only the relevant share options owned by the holders of the share options, excluding the Acquirer, etc.</u>	
Article 19 to Article 43 (text omitted)	Article 18 to Article 42 (as current)

(3) Date

The date on which the General Meeting of Shareholders will be held to amend the Articles of Incorporation:

June 26, 2025

The date on which the amendment to the Articles of Incorporation is scheduled to take effect:

June 26, 2025

Attachment

1. Basic policy regarding persons who control the decisions on Tomy’s financial and business policies

On the occasion of the 100th anniversary of the Group’s foundation in 2024, we have set forth the of Purpose (significance): “Quality Asobi can inspire and delight the world.” This is fundamental to the Group’s continued need by stakeholders in the era of dramatic changes, both in the past and in the future. In addition to the quality of “toys” that we have valued since our foundation, the “quality Asobi” creates immersive moments and spaces that captivate people through the experience of Asobi, which nurtures dreams, hopes, bonds, sensitivity, learning and growth. By delivering our Asobi far beyond Japan’s borders to the world, we hope to demonstrate the power of Asobi can inspire and delight the world.

In this rapidly changing external environment, no matter how the shape of “toys” or the way we “play” may evolve in the future, we believe that the quality of the “real, certain value” one feels the moment they hold a product created by the Group is precisely what inspires and delights the world. In turn, we believe these lead to the enhancement of the Group’s corporate value.

As a first step toward realizing this Purpose, we have established Business Vision 2030/ Sustainability Vision 2030 as the vision for the Group to reach by 2030.

•Business Vision 2030 (increasing economic value)

Becoming a globally adored Asobi powerhouse, known for its top-notch quality and boundless creativity.

•Sustainability Vision 2030 (enhancing social value)

A creator of quality Asobi that promotes the sustainable well-being of society.

Tomy shall not deny a large-scale purchase of shares if it contributes to Tomy’s corporate value and ultimately the common interests of shareholders. In addition, the Board of Directors of Tomy believes that in an act of large-scale purchase by a large-scale purchaser, the decision whether to sell Tomy’s shares, etc. should ultimately be entrusted to the

discretion of Tomy's shareholders who hold Tomy's shares, etc. However, among large-scale purchases, there are quite a few that, judging from their objectives and other factors, do not provide shareholders or the Board of Directors with sufficient information or time to adequately consider and determine their content, or whose purchase terms and conditions are grossly inadequate or inappropriate in light of the corporate value of the target company and therefore the common interests of shareholders. Furthermore, because the unique sources of Tomy's corporate value are not duly understood, there are many such large-scale purchases that do not contribute to Tomy's corporate value nor the common interests of shareholders, and as a result, we cannot deny the possibility that they may ultimately undermine Tomy's corporate value and ultimately the common interests of shareholders.

Tomy believes that the person who controls the making of financial and business policy must thoroughly understand the purpose-based vision, strategy, and relationships of trust with stakeholders that support Tomy and thereby enhance Tomy's corporate value and ultimately the common interests of shareholders. For these reasons, Tomy has previously introduced the "policy toward large-scale purchases, etc. of Tomy's shares" (hereinafter referred to as the "Policy"), which is a policy for responding to large-scale purchases of Tomy's shares. In addition, Tomy has steadily enhanced its corporate value by strengthening its management base and corporate governance through the implementation of the medium-term management plan.

On the other hand, after comprehensively taking into consideration the above initiatives for improving corporate value and recent trends in anti-takeover measures, as well as the situation based on our dialogue with shareholders, including both domestic and overseas institutional investors, and changes in the business environment, Tomy has resolved with the approval of all directors that the Policy will be discontinued and be abolished at the conclusion of the Ordinary General Meeting of Shareholders, the term of which will expire.

Even after the abolition of the Policy, Tomy will continue to work to improve Tomy's corporate value and ultimately the common interests of shareholders, and if anyone intends to engage in a large-scale purchase of Tomy's shares that is likely to damage Tomy's corporate value and ultimately the common interests of shareholders, Tomy will request that shareholders provide the necessary and sufficient time and information to appropriately determine the merits of the purchase. At the same time, Tomy will take measures that are feasible and appropriate at the time (including so-called anti-takeover measures) while respecting the opinions of independent outside directors, etc. and within the range permitted by the Financial Instruments and Exchange Act, the Companies Act and other relevant laws and regulations.

2. Special initiatives to contribute to the realization of the basic policy

Tomy will implement the following initiatives to realize the "basic policy regarding persons who control the decisions on Tomy's financial and business policies" (hereinafter referred to as the "Basic Policy"), as described in Section 1 above.

(1) Initiatives to enhance corporate value by promoting the "Medium- to Long-Term Management Strategy 2030"

In the "Medium- to Long-Term Management Strategy 2030", we aim to achieve net sales of 300 billion yen and an operating profit ratio of 10% in the fiscal year ending March 2030 by newly constructing a value creation model, by expanding business opportunities and scale with growth drivers centered on the age group axis and regional axis, and by interlinking the corporate strategies that support these goals.

We believe that the Group's actions to realize this strategy will contribute to the improvement of Company's corporate value and ultimately the common interests of shareholders as we move forward and will lead to the maximum shareholder value.

(2) Initiatives to enhance corporate value through "strengthening corporate governance"

Tomy considers it one of its highest priorities to earn the trust of stakeholders and to achieve sustainable enhancement of its corporate value and transparent and sound management, and is working to enhance corporate governance by

strengthening management check functions, establishing an internal control environment, risk management, and strengthening its compliance system while improving management efficiency.

Tomy has positioned the “Board of Directors” as the body that formulates policies and strategies for the entire Group, makes decisions on the execution of important business, and supervises the execution of business. Of the nine directors, five are outside directors, and three of the four Audit & Supervisory Board members are outside auditors. As a result, Tomy ensures transparency in decision-making and has introduced the “Executive Officer System” to speed up and improve management. In addition, Tomy holds “Managing Directors’ Meetings” at least once a month to flexibly make decisions regarding the execution of overall management and has established the “Risk/Compliance Committee” to enhance and ensure the compliance and risk management systems. In addition, Tomy has established the “Advisory Committee” as advisory body for the representative directors and the “Financial Advisory Committee” as an advisory body to the CFO, seeking broad advice related to the effectiveness of business execution and financial reliability. Furthermore, Tomy holds a monthly “Audit & Supervisory Board meeting” to discuss and determine important matters necessary to audit the execution of business by directors. In addition, the Audit & Supervisory Board Members attend regular important meetings and ad hoc meetings, etc. to hear reports on management conditions, business execution, financial affairs, internal audit implementation, risk management, and compliance. As for internal audits, the “Internal Control & Audit Group,” which reports directly to the representative directors, audits the business execution and compliance status of the divisions and reports to the representative directors and the Audit & Supervisory Board as needed. The Audit & Supervisory Board members, the accounting auditors, and the Internal Control & Audit Group exchange opinions and information on important audit issues and monitor the status of the internal controls of Tomy and the Group in cooperation with each other.

(3) Initiatives to prevent decisions on Tomy’s financial and business policies from being controlled by persons deemed inappropriate in light of the basic policy

After comprehensively considering the above-mentioned initiatives to enhance corporate value, recent trends in anti-takeover measures, the status of dialogue with shareholders—including domestic and overseas institutional investors—and changes in the business environment, Tomy’s Board of Directors resolved, at its meeting held on May 13, 2025 with the unanimous approval of all directors, not to continue the Policy and to abolish it at the conclusion of the 74th Ordinary General Meeting of Shareholders, at which time its effective term will expire.

Even after the abolition of the Policy, Tomy will continue to closely monitor the trading of its shares and any changes in its shareholder composition and will work to enhance Company’s corporate value and ultimately the common interests of shareholders. If a person attempts to make a large-scale purchase of Tomy’s shares that may undermine Tomy’s corporate value and ultimately the common interests of shareholders, Tomy will request that shareholders be provided with the necessary and sufficient time and information to make an appropriate decision regarding the merits of such acquisition. At the same time, while respecting the opinions of independent outside directors and others, and within the scope permitted by the Financial Instruments and Exchange Act, the Companies Act and other relevant laws and regulations, Tomy intends to take such feasible and appropriate steps as may be available at that time (including so-called anti-takeover measures).

(4) Judgment of the Board of Directors on the above special initiatives and the Policy, and the reasons for such judgment

The initiatives described in Section 2 (1) (2) above were formulated as concrete measures to contribute to the improvement of Tomy’s corporate value and ultimately the common interests of shareholders, and they are in harmony with Tomy’s basic policy.

The initiatives described in Section 2 (3) are stipulated for the purpose of enhancing Tomy’s corporate value and ultimately the common interests of shareholders. Specifically, in the event of a large-scale purchases of Tomy’s shares that could potentially harm Tomy’s corporate value, they call for requiring information related to the large-scale purchases and securing sufficient time for consideration, as well as providing for the implementation of measures

deemed feasible and appropriate at that time, within the scope permitted by the Financial Instruments and Exchange Act, the Companies Act, and other relevant laws and regulations. Because these initiatives thus serve to improve Tomy's corporate value and ultimately the common interests of shareholders and are not intended to maintain the positions of Tomy's officers, they are likewise consistent with Tomy's basic policy.