

Company: Financial Products Group Co., Ltd.
 Representative: Hisanaga Tanimura, CEO & Founder
 (Code 7148 on the First Section of the Tokyo Stock Exchange)
 Inquiries: Hiroshi Sakurai, Executive Officer and
 General Manager, Corporate Planning Dept.
 (TEL. +81-3-5288-5691)

Notice of Partial Amendment to Articles of Incorporation

Financial Products Group Co., Ltd. announced that the Board of Directors decided at its meeting held on October 29, 2021 to submit a proposition for partial amendment of its Articles of Incorporation to the 20th Ordinary General Meeting of Shareholders scheduled to be held on December 22, 2021. The details are as follows.

1. Reasons for the changes

(1) Additional operational objectives to be added to Article 2 of the current Articles of Incorporation, in order to accommodate for future business expansion.

(2) Provisions to be added to Article 14 of the current Articles of Incorporation to allow for general shareholder meetings to be held without specifying a location (so they can be held virtually instead).

(3) Changes to Article 18 of the current Articles of Incorporation are required due to amendments to the Companies Act in 2019 and the associated establishment of an electronic system for providing reference documents, etc., for general shareholder meetings.

(4) New provisions to be added to Article 30 of the current Articles of Incorporation, relating to the appointment of Substitute Audit & Supervisory Board Members in case the number of Audit & Supervisory Board Members stipulated by laws and regulations or the Articles of Incorporation is insufficient, and the effective period of the resolution to appoint Substitute Audit & Supervisory Board Members is to be determined.

(5) Changes required to Article 31 of the current Articles of Incorporation in line with the new provisions relating to Substitute Audit & Supervisory Board Members, in order to clarify the term of office of appointed Substitute Audit & Supervisory Board Members.

2. Details of the changes

The details of the changes are as follows:

(Changes are underlined.)

Current Articles of Incorporation	Proposed Amendments
ARTICLE 1 <Omitted>	ARTICLE 1 <Unchanged>
ARTICLE 2 (PURPOSES)	ARTICLE 2 (PURPOSES)

Current Articles of Incorporation	Proposed Amendments
<p>The business purposes of the Company are to engage in the following businesses:</p> <ul style="list-style-type: none"> (i) Financial planning business; (ii) Consulting business in relation to asset management; (iii) Management consulting business; (iv) Intermediary and soliciting of guidance regarding merger and association of companies, goodwill and transfer of securities; (v) Consulting on business development, sales promotion, etc. of companies (vi) General leasing business; (vii) Type II financial instruments business, investment advisory and agency business, investment management business and financial instruments intermediary service provided in the Financial Instruments and Exchange Act; (viii) Lending money, intermediary of lending and borrowing of money and credit accommodation such as guarantee and assumption of obligations, etc; (ix) Banking agency business; (x) Trust agency business; (xi) Business regarding insurance broker; (xii) Non-life insurance agency business, and business regarding life insurance solicitation; (xiii) Buying and selling, acquisition, holding and transfer of securities, monetary claims and other financial assets; (xiv) Investment business and structuring, asset management and administration of investment partnership; (xv) Sale and purchase, sale intermediary of vessel, aircraft, parts appliance, equipment and other related assets; (xvi) Vessel leasing intermediary service; (xvii) Sale and purchase, lease intermediary, ownership, management, use and development of real property and consulting regarding real property; (xviii) Business under Real Property Specified Joint Business Law; (xix) Business regarding trust to be conducted in the manner as provided in the Trust Law; (xx) Issuance, sale and management of prepaid payment methods based on the Act on Electronic Money, Cryptocurrency Assets and Other Electronic Value Information and Fund Settlement, Provision of Electronic Payment System and Fund Transfer (xxi) Payroll calculation and Payroll transfer office work; 	<p>The business purposes of the Company are to engage in the following businesses:</p> <ul style="list-style-type: none"> (i) Financial planning business; (ii) Consulting business in relation to asset management; (iii) Management consulting business; (iv) Intermediary and soliciting of guidance regarding merger and association of companies, goodwill and transfer of securities; (v) Consulting on business development, sales promotion, etc. of companies (vi) General leasing business; (vii) Type II financial instruments business, investment advisory and agency business, investment management business and financial instruments intermediary service provided in the Financial Instruments and Exchange Act; (viii) Lending money, intermediary of lending and borrowing of money and credit accommodation such as guarantee and assumption of obligations, etc; (ix) Banking agency business; (x) Trust agency business; (xi) Business regarding insurance broker; (xii) Non-life insurance agency business, and business regarding life insurance solicitation; (xiii) Buying and selling, acquisition, holding and transfer of securities, monetary claims and other financial assets; (xiv) Investment business and structuring, asset management and administration of investment partnership; (xv) Sale and purchase, sale intermediary of vessel, aircraft, parts appliance, equipment and other related assets; (xvi) Vessel leasing intermediary service; (xvii) Sale and purchase, lease intermediary, ownership, management, use and development of real property and consulting regarding real property; (xviii) Business under Real Property Specified Joint Business Law; (xix) Business regarding trust to be conducted in the manner as provided in the Trust Law; (xx) Issuance, sale and management of prepaid payment methods based on the Act on Electronic Money, Cryptocurrency Assets and Other Electronic Value Information and Fund Settlement, Provision of Electronic Payment System and Fund Transfer (xxi) Payroll calculation and Payroll transfer office work;

Current Articles of Incorporation	Proposed Amendments
<p><Newly established></p> <p><Newly established></p> <p><Newly established></p> <p><Newly established></p> <p><u>(xxii)</u> Planning, production and advertising agency business related to advertising, publicity and sales promotion;</p> <p><u>(xxiii)</u> All business incidental or related to the Foregoing;</p> <p>ARTICLE 3 - ARTICLE 13 <Omitted></p> <p>ARTICLE 14 (CONVOCATION)</p> <p>1. The ordinary general meeting of shareholders of the Company shall be convened within three (3) months following the last day of each business year, and extraordinary general meetings of shareholders shall be held whenever necessary.</p> <p><Newly established></p> <p>ARTICLE 15 - ARTICLE 17 <Omitted></p> <p><u>ARTICLE 18 (Disclosure via internet of reference materials, etc. for general meeting of shareholders and Deemed PROVISION)</u></p> <p><u>The Company may deem that, at the convocation of general meeting of shareholders, the information on the matters that should be described or indicated in the reference materials for general meeting of shareholders, business report and financial statements has been provided for the shareholders by disclosing such information via Internet as provided in the order of the Ministry of Justice.</u></p> <p><Newly established></p>	<p><u>(xxii) Provision of online services and platform businesses via the Internet</u></p> <p><u>(xxiii) The sale and brokerage of used goods</u></p> <p><u>(xxiv) The development and sale of computers and accessory devices</u></p> <p><u>(xxv) The development and sale of computer software and provision of services</u></p> <p><u>(xxvi) Planning, production and advertising agency business related to advertising, publicity and sales promotion;</u></p> <p><u>(xxvii) All business incidental or related to the Foregoing;</u></p> <p>ARTICLE 3 - ARTICLE 13 <Unchanged></p> <p>ARTICLE 14 (CONVOCATION)</p> <p>1. The ordinary general meeting of shareholders of the Company shall be convened within three (3) months following the last day of each business year, and extraordinary general meetings of shareholders shall be held whenever necessary.</p> <p><u>2. The Company may hold general shareholder meetings without specifying a location.</u></p> <p>ARTICLE 15 - ARTICLE 17 <Unchanged></p> <p><Deleted></p> <p><u>ARTICLE18 (Electronic provision of reference documents, etc., for general shareholder meetings)</u></p> <p><u>1. The Company shall take measures to provide general shareholder meeting materials in electronic format as prescribed in Article 325-2 of the Companies Act.</u></p> <p><u>2. The Company does not deem it necessary to include all matters related to electronic provision measures stipulated by the Ordinance of the Ministry of Justice in the documents to be delivered to shareholders who have</u></p>

Current Articles of Incorporation	Proposed Amendments
<p>ARTICLE 19 - ARTICLE 29 <Omitted></p> <p>ARTICLE 30 (METHOD OF APPOINTMENT)</p> <p>1. The statutory auditors of the Company shall be appointed by the resolution of the general meeting of shareholders.</p> <p>2. The resolution to appoint a statutory auditor shall be adopted by a majority of the voting rights of shareholders present at the meeting where the shareholders holding at least one-thirds (1/3) of the voting rights of all shareholders are present.</p> <p><Newly established></p> <p><Newly established></p> <p><Newly established></p> <p>ARTICLE 31 (TERM OF OFFICE)</p> <p>1. The term of office of a statutory auditor shall expire at the close of the ordinary general meeting of shareholders held with respect to the last business year that ends within four (4) years after his or her appointment.</p> <p>2. The term of office of a statutory auditor elected to fill a vacancy of the statutory auditor who retired prior to the expiry of the term shall expire at the time when the term of office of the retired statutory auditor expires.</p>	<p><u>requested such documents by the reference date as prescribed in Article 325-5 of the Companies Act.</u></p> <p>ARTICLE 19 - ARTICLE 29 <Unchanged></p> <p>ARTICLE 30 (METHOD OF APPOINTMENT)</p> <p>1. The statutory auditors of the Company shall be appointed by the resolution of the general meeting of shareholders.</p> <p>2. The resolution to appoint a statutory auditor shall be adopted by a majority of the voting rights of shareholders present at the meeting where the shareholders holding at least one-thirds (1/3) of the voting rights of all shareholders are present.</p> <p><u>3. The Company may appoint Substitute Audit & Supervisory Board Members at general shareholder meetings in case the number of Audit & Supervisory Board Members stipulated by laws and regulations or the Articles of Incorporation is insufficient, pursuant to the provisions of Article 329, Paragraph 3 of the Companies Act.</u></p> <p><u>4. The appointment of Substitute Audit & Supervisory Board Members shall be in effect until the Ordinary General Meeting of Shareholders is held for the last fiscal year ending within four years of the appointment.</u></p> <p><u>5. The provisions of Paragraph 2 of this Article shall apply mutatis mutandis to the quorum for resolutions on the appointment of Substitute Audit & Supervisory Board Members.</u></p> <p>ARTICLE 31 (TERM OF OFFICE)</p> <p>1. The term of office of a statutory auditor shall expire at the close of the ordinary general meeting of shareholders held with respect to the last business year that ends within four (4) years after his or her appointment.</p> <p>2. The term of office of a statutory auditor elected to fill a vacancy of the statutory auditor who retired prior to the expiry of the term shall expire at the time when the term of office of the retired statutory auditor expires. <u>However, in the event that the Substitute Audit & Supervisory Board Member appointed pursuant to Paragraph 3 of the preceding Article is then appointed as a Audit & Supervisory Board Member, the term of office shall not continue past the conclusion of the Ordinary General Meeting of Shareholders for the last fiscal year ending within four years of their appointment as the</u></p>

Current Articles of Incorporation	Proposed Amendments
<p>ARTICLE 32 - ARTICLE 43 <Omitted></p> <p><Newly established></p>	<p><u>Substitute Audit & Supervisory Board Member.</u></p> <p>ARTICLE 32 - ARTICLE 43 <Unchanged></p> <p><u>(Supplementary Provision)</u></p> <p><u>ARTICLE1</u></p> <p><u>1. The deletion of Article 18 from the current Articles of Incorporation and the establishment of Article 18 of the amended Articles of Incorporation shall be in effect from the date of enforcement as set forth in Article 1 of the Supplementary Provisions (hereinafter referred to as the Effective Date) of the Act Partially Amending the Companies Act (Act No. 70 of the Order).</u></p> <p><u>2. Notwithstanding the provisions of the preceding Paragraph, Article 18 of the current Articles of Incorporation shall remain in force for general shareholder meetings held within six months of the Effective Date.</u></p> <p><u>3. This Article shall be automatically deleted once six months have passed from the Effective Date, or once three months have passed from the date of the general shareholder meeting set forth in the preceding Paragraph, whichever is later.</u></p>

3. Schedule

Date of the General Meeting of Shareholders for the change to the Articles of Incorporation: December 22, 2021

Effective date for the changes to the Articles of Incorporation: December 22, 2021