



To Investors,

February 16, 2022

MonotaRO Co, Ltd  
(Code No. 3064 TSE 1<sup>st</sup>)  
IR Contact: +81-6-4869-7190  
Mail: [pr@monotaro.com](mailto:pr@monotaro.com)

## **Notice of Partial Amendment of Articles of Incorporation**

MonotaRO Co., Ltd. (hereinafter "the Company") announces that its Board of Directors, at a meeting held today, resolved to submit a proposal for "Partial Amendments to the Articles of Incorporation" to the 22nd Annual General Meeting of Shareholders to be held on March 29, 2022, as described below.

### 1. Reasons for amending the Articles of Incorporation

(1) Following the enactment of the "Act for Partial Amendment, etc. of the Act on Strengthening Industrial Competitiveness and Other Acts" on June 16, 2021, which newly permits the holding of "general meetings of shareholders for which no location is specified" (a so-called "fully virtual general meeting of shareholders"), the Company proposes to add paragraph (2) to Article 10 of the Articles of Incorporation.

We believe that the fully virtual general meeting of shareholders will make it easier for many shareholders including shareholders who reside in distant places to attend, which will lead to revitalization, efficiency, and smooth operation of the general meeting of shareholders, and contribute to countermeasures for the spread of infectious diseases such as COVID-19.

Article 10, paragraph (2) of the Articles of Incorporation shall take effect on the conditions that this amendment is resolved at this Annual General Meeting of Shareholders, and, pursuant to the ministerial ordinances of the Ministry of Economy, Trade and Industry and the Ministry of Justice, the Minister of Economy, Trade and Industry and the Minister of Justice confirm that such general meeting of shareholders for which no location is specified held by the Company falls under the requirements set forth by the said ministerial ordinances as something that contributes to strengthening industrial competitiveness, while giving consideration to securing interests of shareholders. The amendment shall take effect on the later of March 29, 2022 or the date that the aforementioned confirmation is received.

(2) In accordance with the amended provisions stipulated in Article 1 of the Supplementary Provisions of the "Act for Partial Amendment of the Companies Act" (Act No. 70 of 2019), which will come into effect on September 1, 2022, the Company will make the following necessary amendments to its Articles of Incorporation in order to introduce a system for the electronic provision of materials for general shareholders meetings.

① Article 13 (Measures for electronic provision of information, etc.), Paragraph 1 of the proposed amendments is to be newly introduced, as the Company will be obliged to stipulate in its Articles of Incorporation that it will take measures for the electronic provision of the information contained in reference materials for general shareholders meetings, etc.

② Article 13 (Measures for electronic provision of information, etc.), Paragraph 2 of the proposed

#### Disclaimer

This is an English translation of the captioned release.

This translation is prepared and provided for the purpose of the reader's convenience. All readers are recommended to refer to the original version in Japanese of the release for complete information.

amendments is to be newly introduced in order to allow the scope of the matters described in the documents to be delivered to shareholders who have requested document delivery to be limited to the scope specified by Ordinance of the Ministry of Justice, with respect to those matters for which measures for electronic provision of information are to be taken concerning the information contained in reference materials for general shareholders meetings, etc.

- ③ Article 13 (Disclosure of reference materials for general meeting of shareholders, etc. via the Internet and deemed provision) of the current Articles of Incorporation is to be deleted, as its provisions will become unnecessary once the system of electronic provision of materials for general shareholders meetings is introduced.
- ④ Supplementary provisions are to be established concerning the effectiveness of the above newly introduced and deleted provisions. These supplementary provisions shall be deleted after the effective date.

## 2. Partial amendment of the Articles of Incorporation

The details of the amendments are as follows:

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed amendments
<p>Article 10. Convocation of General Shareholders Meeting</p> <p>1. An annual general shareholders meeting of the Company shall be convened within three (3) months from the day following the last day of each fiscal year. An extraordinary general shareholders meeting shall be convened whenever necessary.</p> <p>(Newly introduced)</p>	<p>Article 10. Convocation of General Shareholders Meeting</p> <p>1. An annual general shareholders meeting of the Company shall be convened within three (3) months from the day following the last day of each fiscal year. An extraordinary general shareholders meeting shall be convened whenever necessary.</p> <p><u>2. A general shareholders meeting of the Company may be convened as a general shareholders meeting of for which no location is specified.</u></p>
<p><u>Article 13. Disclosure of reference materials for general meeting of shareholders, etc. via the Internet and deemed provision</u></p> <p><u>When convening a general meeting of shareholders, it shall be deemed that the Company has provided shareholders with</u></p>	<p>(Deletion)</p>

### Disclaimer

This is an English translation of the captioned release.

This translation is prepared and provided for the purpose of the reader's convenience. All readers are recommended to refer to the original version in Japanese of the release for complete information.

the necessary information that should be described or presented in reference materials for general shareholders meeting, business reports, and non consolidated financial statements, if they are disclosed via the Internet in accordance with the Ministry of Justice Ordinance.

(Newly introduced)

Article 13. Measures for electronic provision of information, etc.

1. When convening a general shareholders meeting, the Company shall take measures for the electronic provision of information contained in reference materials for general shareholders meetings, etc.

2. With respect to all or part of the matters for which measures for electronic provision of information are to be taken as specified by the Ordinance of the Ministry of Justice, the Company shall not be required to include such matters in the documents to be delivered to shareholders who have made a request for document delivery by the record date for voting rights.

Supplementary provisions

(Newly introduced)

Article 1. Transitional measures concerning the electronic provision of information for general shareholders meetings

(Newly introduced)

1. The deletion of Article 15 (Disclosure of reference materials for general shareholders meeting, etc. via the Internet and deemed provision) and the introduction of Article 13 (Measures for electronic provision of information, etc.) of the Articles

Disclaimer

This is an English translation of the captioned release.

This translation is prepared and provided for the purpose of the reader's convenience. All readers are recommended to refer to the original version in Japanese of the release for complete information.

	<p><u>of Incorporation shall become effective as of September 1, 2022.</u></p> <p><u>2. Notwithstanding the provisions of the preceding paragraph, Article 13 (Disclosure of reference materials for general meeting of shareholders, etc. via the Internet and deemed provision) of the Articles of Incorporation shall remain in effect for any general shareholders meeting held on a date within six months from September 1, 2022.</u></p> <p><u>3. The provisions of this Article shall be deleted after six months have elapsed from September 1, 2022, or three months have elapsed from the date of a general shareholders meeting as specified in the preceding paragraph, whichever is later.</u></p>
--	--

### 3. Schedule of amendments

Scheduled date of Annual General Meeting of Shareholders held to resolve the amendments to the Articles of Incorporation:

March 29, 2022 (tentative)

Scheduled effective date of amendment of the Articles of Incorporation:

Amendment 1. (1) above: The later of March 29, 2022 or the date of confirmation by the Minister of Economy, Trade and Industry and the Minister of Justice as described in 1. (1)

Amendment 1. (2) above: March 29, 2022 (tentative)

End of notice

#### Disclaimer

This is an English translation of the captioned release.

This translation is prepared and provided for the purpose of the reader's convenience. All readers are recommended to refer to the original version in Japanese of the release for complete information.