

February 24, 2022

Company Name: HEALIOS K.K.
Representative: Hardy TS Kagimoto, Chairman & CEO
(TSE Mothers Code: 4593)
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Notice of the Partial Amendments to Articles of Incorporation

HEALIOS K.K. announces that its Board of Directors, at a meeting held on February 24, 2022, resolved to propose an agenda “Partial Amendments to the Articles of Incorporation” at the 11th General Shareholders Meeting to be held on March 25, 2022 as follows.

1. Reasons for the Amendments

With the amended provisions stipulated in the supplementary provision of Article 1 of the Act Partially Amending the Companies Act (Act No. 70 of 2019) which will be enforced on September 1, 2022, a system for providing general shareholder meeting materials in electronic format will be introduced. Because the Company is required to provide in the Articles of Incorporation that the Company shall take the electronic provision measures for information included in the reference document for general shareholders meetings, etc., and in order to limit the scope of matters to be included in the paper copy to be sent to shareholders who have requested it, the proposed amendments to Article 18 (Electronic Provision Measures, Etc.) will be newly established. If a system for providing general shareholder meeting materials in electronic format will be introduced, Article 15 of the current Articles of Incorporation (the provisions related to the Disclosure on Internet of Reference Materials for General Meeting of Shareholders Deemed and Deemed Provision of that Information) will become unnecessary and will therefore be deleted.

This amendment shall take effect on September 1, 2022 and supplementary provisions to that effect shall be provided. These supplementary provisions shall be deleted on the later of either the day on which six (6) months has elapsed from the effective date or the day on which three (3) months has elapsed from the day of the shareholders meeting set forth.

2. Contents of the Amendments

Details of the proposed amendments are as follows:

(Amended parts are underlined.)

Current	Proposed Amendments
<p><u>Article 18 Internet disclosure and deemed disclosure of shareholders meeting reference materials</u> <u>In accordance with the provisions of the Ministry of Justice ordinance, the Company may disclose via the Internet, and thereby deem to have disclosed to shareholders, information pertaining to matters to be stated or indicated in shareholders meeting reference materials, business reports, financial statements, and consolidated financial statements.</u></p>	<p>(Deleted)</p>
<p>(Newly established)</p>	<p><u>Article 18 Electronic Provision Measure, Etc. The Company shall, when convening a general meeting of shareholders, take the electronic provision measure for information included in the reference document for general meetings of shareholders, etc.</u></p>
<p>(Newly established)</p>	<p><u>2.Among the matters subject to the electronic provision measure, the Company may choose not to include all or part of the matters stipulated in the Ordinance of the Ministry of Justice in the paper copy to be sent to shareholders who have requested it by the record date for voting rights.</u></p>
<p>(Supplementary Provisions) Article-1 Pursuant to the provisions of Article 426, Paragraph 1 of the Companies Act, the Company may, by a resolution of the Board of Directors, exempt Statutory</p>	<p>(Supplementary Provisions) Article-1 Pursuant to the provisions of Article 426, Paragraph 1 of the Companies Act, the Company may, by a resolution of the Board of Directors, exempt Statutory Auditors</p>

<p>Auditors (including persons who were Statutory Auditors) from the liability prescribed in Article 423, Paragraph 1 of the Companies Act, which arises before the partial amendments to the Articles of Incorporation resolved at the 7th Annual Shareholders Meeting become effective, to the extent prescribed by law and ordinance.</p> <p>(Newly established)</p>	<p>(including persons who were Statutory Auditors) from the liability prescribed in Article 423, Paragraph 1 of the Companies Act, which arises before the partial amendments to the Articles of Incorporation resolved at the 7th Annual Shareholders Meeting become effective, to the extent prescribed by law and ordinance.</p> <p><u>Article-2</u></p> <p><u>The deletion of Article 18 (Disclosure on Internet of Reference Materials for General Meeting of Shareholders Deemed and Deemed Provision of that Information) of the current Articles of Incorporation and the new establishment of the proposed Article 18 (Electronic Provision Measure, Etc.) shall come into effect on September 1, 2022.</u></p> <p><u>2. Notwithstanding the provisions of the preceding paragraph, Article 15 of the current Articles of Incorporation shall remain in force with respect to a general meeting of shareholders to be held on a date within six (6) months from September 1, 2022.</u></p> <p><u>3. These supplementary provisions shall be deleted on the later of either the day on which six (6) months has elapsed from September 1, 2022 or the day on which three (3) months has elapsed from the day of the general meeting of shareholders set forth in the preceding paragraph.</u></p>
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