

To Whom It May Concern,

August 19, 2022

Corporate Name: TechnoPro Holdings, Inc.

(Code: 6028, TSE Prime Market)

Representative: Takeshi Yagi, President, Representative Director & CEO

Contact: Toshihiro Hagiwara, Managing Director & CFO

(Tel. 03-6385-7998)

Notice Regarding Partial Amendment to Articles of Incorporation and Management Appointments

On August 19, 2022, the TechnoPro Holdings, Inc. Board of Directors has resolved to propose the partial amendment to the Articles of Incorporation at its 17th annual general meeting of shareholders scheduled on September 29, 2022, as described below. As previously stated in the "Notice Regarding Transition to Company with Audit & Supervisory Committee" disclosed on June 30, 2022, the Company announced it will make a transition from a company with an Audit & Supervisory Board (the statutory auditor system) to a company with an Audit & Supervisory Committee.

Subject to the approval of the amendment to the Articles of Incorporation at the general meeting of shareholders mentioned above, the Company has also determined to propose candidates for its directors and a substitute director after the transition to a company with an Audit & Supervisory Committee at the general meeting of shareholders.

1. Partial Amendment to the Articles of Incorporation,

(1) Reason for the Amendment

- i. The Company intends to make a transition to a company with an Audit & Supervisory Committee in order to achieve sustainable growth and increase corporate value by further enhancing its corporate governance, including the realization of highly transparent management based on further strengthening of the audit and supervisory functions of the Board of Directors and the establishment of a system that enables faster management decision-making and execution under the appropriate supervision of the Board of Directors.
 - Accordingly, the Company proposes to make necessary changes for the transition to a company with an Audit & Supervisory Committee, such as the establishment of provisions regarding directors who are Audit & Supervisory Committee Members and the Audit & Supervisory Committee, and the deletion of provisions regarding Audit & Supervisory Board Members and the Audit & Supervisory Board.
- ii. The amended provisions stipulated in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019)will be enforced on September 1, 2022, and the system for electronic provision of materials for general meetings of shareholders will be introduced. Accordingly, the Company proposes (a) to establish provisions regarding measures for providing information electronically and provisions to limit the scope of reference documents, etc. to be delivered in paper form to shareholders who have requested them, (b) to delete provisions related to internet disclosure and deemed delivery of reference documents for general meetings of shareholders, etc., and (c) to establish transitional measures.
- iii. Other necessary revisions and adjustments are made to the wording and phrases in the Articles of Incorporation.

(2) Details

The details of the amendments are as per the attachment.

These amendments to the Articles of Incorporation will come into effect at the conclusion of the general meeting of shareholders mentioned above.

(3) Schedule

Date of Annual General Meeting of Shareholders: September 29, 2022 (tentative)

Effective date: September 29, 2022 (tentative)

2. Management Appointments (Candidates for Directors and a Substitute Director after the Transition to a Company with an Audit & Supervisory Committee, and Retirement of Audit & Supervisory Board Members)

(1) Candidates for Directors (excluding those who are Audit & Supervisory Committee Members)

· ·	`	· · · · · · · · · · · · · · · · · · ·
Name	Title	
Yasuji Nishio	Current	Director and Chairman
	New	Ditto
Talasahi Vasi	Current	President, Representative Director and CEO
Takeshi Yagi	New	Ditto
Gaku Shimaoka	Current	Vice President, Representative Director and COO
Gaku Sililiaoka	New	Ditto
Koichiro Asai	Current	Senior Managing Director
	New	Ditto
Toshihiro Hagiwara	Current	Managing Director and CFO
	New	Ditto
Tsunehiro Watabe –	Current	Outside Director
	New	Ditto
Kazuhiko Yamada —	Current	Outside Director
	New	Ditto
Harumi Sakamoto	Current	Outside Director
	New	Ditto
Shoko Takase	Current	Outside Director
Olloko Takase	New	Ditto

(2) Candidates for Directors who are Audit & Supervisory Committee Members

Name	Title	
Hitoshi Madarame	Current	Full-time Audit & Supervisory Board Member
TITOSIII Wadaraille	New	Director (Full-time Audit & Supervisory Committee Member)
Mitsutoshi Takao	Current	Outside Audit & Supervisory Board Member
	New	Outside Director (Audit & Supervisory Committee Member)
Rumiko Tanabe	Current	Outside Audit & Supervisory Board Member
Rulliko Tallabe	New	Outside Director (Audit & Supervisory Committee Member)

(3) Candidate for a Substitute Director who is an Audit & Supervisory Committee Member

Name	Title	
Vachia Kitaarai	Current	Substitute Audit & Supervisory Board Member
Yoshio Kitaarai New		Substitute Outside Director (Audit & Supervisory Committee Member)

(4) Audit & Supervisory Board Members to retire

, <u>, , , , , , , , , , , , , , , , , , </u>		
Name	Title	
Hitoshi Madarame	Current	Full-time Audit & Supervisory Board Member
	New	Director (Full-time Audit & Supervisory Committee Member)
Mitsutoshi Takao	Current	Outside Audit & Supervisory Board Member
WillSulosiii Takao	New	Outside Director (Audit & Supervisory Committee Member)
Akira Mikami	Current	Outside Audit & Supervisory Board Member
AKIra WIKami	New	_
Rumiko Tanabe	Current	Outside Audit & Supervisory Board Member
	New	Outside Director (Audit & Supervisory Committee Member)

Note on translation

This document is provided for informational purposes only. If there are any discrepancies between this and the original, the original Japanese document prevails.

	(Underlined parts are amended)
Current Articles of Incorporation	Proposed Amendments
Article 4. (Organs)	Article 4. (Organs)
The Company shall have the following organs in addition to General Meetings of Shareholders and Directors.	The Company shall have the following organs in addition to General Meetings of Shareholders and Directors.
(1) Board of Directors	(1) Board of Directors
(2) Audit & Supervisory Board Members	(Deleted)
(3) Audit & Supervisory Board	(Deleted)
(Newly established)	(2) Audit & Supervisory Committee
(4) Accounting Auditor	(<u>3</u>) Accounting Auditor
Article 14. (Internet Disclosure and Deemed Provision of Reference Documents for General Meeting of Shareholders, etc.)	(Deleted)
The Company may, when convening a General Meeting of Shareholders, by disclosing the information related to the matters to be stated or displayed in reference documents for General Meeting of Shareholders, business reports, financial statements and consolidated financial statements through the Internet pursuant to the provisions of the applicable Ordinance of the Ministry of Justice, deem that it has provided the same to the shareholders	
(Newly established)	Article 14. (Measures, etc. for Providing Information in Electronic Format)
	When the Company convenes a general meeting of shareholders, it shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.
	2. Among items for which the measures for providing information in electronic format will be taken, the Company may exclude all or some of those items designated by the Ordinance of the Ministry of Justice from being stated in the paper-based documents to be delivered to shareholders who have requested the delivery of paper-based documents by the record date for voting rights.
Article 18. (Number of Directors)	Article 18. (Number of Directors)
The Company shall have <u>not less than three (3) but</u> not more than <u>twenty (20)</u> Directors.	The Company shall have not more than <u>fifteen (15)</u> Directors <u>(excluding those who are Audit & Supervisory Committee Members)</u> .

Current Articles of Incorporation	Proposed Amendments
(Newly established)	Z. The Company shall have not more than five (5) Directors who are Audit & Supervisory Committee Members.
Article 19. (Election of Directors)	Article 19. (Election of Directors)
1. Directors of the Company shall be elected by resolution adopted by a majority of the voting rights of the shareholders present at a General Meeting of Shareholders where the shareholders holding one third (1/3) or more of the voting rights of the shareholders who are entitled to exercise their voting rights are present.	Directors of the Company shall be elected by resolution adopted by a majority of the voting rights of the shareholders present at a General Meeting of Shareholders where the shareholders holding one third (1/3) or more of the voting rights of the shareholders who are entitled to exercise their voting rights are present.
(Newly established)	2. The appointment of Directors pursuant to the provisions of the preceding paragraph shall be made by distinguishing between Directors who are Audit & Supervisory Committee Members and other Directors.
2. Cumulative voting shall not be used to elect Directors of the Company.	3. Cumulative voting shall not be used to elect Directors of the Company.
Article 20. (Substitute Directors)	Article 20. (Substitute Directors)
The Company may elect substitute Directors prescribed in Article 329(3) of the Companies Act.	The Company may elect substitute Directors who are Audit & Supervisory Committee Members and other Directors prescribed in Article 329(3) of the Companies Act.
(Newly established)	2. The effective term of the resolution pertaining to the election of substitute Directors who are Audit & Supervisory Committee Members in the preceding paragraph shall expire at the commencement of the Annual General Meeting of Shareholders for the last business year which ends within two (2) years after such resolution.
2. The effective term of the resolution pertaining to the election of substitute Directors in the preceding paragraph shall expire at the commencement of the first Annual General Meeting of Shareholders to be held after such resolution; provided, however, that this shall not preclude shortening the term by resolution of a General Meeting of Shareholders.	3. The effective term of the resolution pertaining to the election of substitute Directors (excluding those who are Audit & Supervisory Committee Members) in Paragraph 1 shall expire at the commencement of the first Annual General Meeting of Shareholders to be held after such resolution; provided, however, that this shall not preclude shortening the term by resolution of a General Meeting of Shareholders.
<u>3</u> . The provisions of Article 19.1 shall apply mutatis mutandis to the quorum for a resolution for electing substitute Directors.	4. The provisions of Article 19.1 shall apply mutatis mutandis to the quorum for a resolution for electing substitute Directors.
Article 21. (Terms of Office of Directors)	Article 21. (Terms of Office of Directors)

Current Articles of Incorporation

- 1. Terms of office of Directors shall expire at the conclusion of the Annual General Meeting of Shareholders for the last business year which ends within one (1) year from the time of their election.
- 2. The term of office of a Director who is elected to fill a vacancy or to increase the number of Directors shall expire when the term of office of Directors incumbent at the time of his/her election expire.

(Newly established)

(Newly established)

Article 22. (Representative Directors, etc.)

- 1. One or more Representative Directors shall be appointed by resolution of the Board of Directors.
- The Board of Directors may, by its resolution, appoint Directors as Chairman of the Board, President, Senior Managing Director, Managing Director, CEO, COO, CFO or other titles.

Article 23. (Board of Directors)

- 1. A meeting of the Board of Directors shall, unless otherwise provided for by laws and regulations, be convened and chaired by a Director predetermined by the Board of Directors; provided, however, that in cases where the Director is unable to so act or there is a vacancy in the office, one of other Directors in the order predetermined by the Board of Directors shall convene and chair the meeting of the Board of Directors.
- Notice of a meeting of the Board of Directors shall be dispatched to each Director and each Audit & Supervisory Board Member at least three (3) days prior to the date of the meeting; provided, however, that in case of emergency, such period of notice may be shortened.

Proposed Amendments

 The term of office of Directors (excluding those who are <u>Audit & Supervisory Committee Members</u>) shall expire at the conclusion of the Annual General Meeting of Shareholders for the last business year which ends within one (1) year from the time of their election.

(Deleted)

- 2. Terms of office of Directors who are Audit & Supervisory Committee Members shall expire at the conclusion of the Annual General Meeting of Shareholders for the last business year which ends within two (2) years from the time of their election.
- 3. The term of office of a Director who is an Audit & Supervisory Committee Member who is elected to fill a vacancy of a Director who is an Audit & Supervisory Committee Member who retired before expiry of the term of office, shall expire when the term of office of the retired Director who is an Audit & Supervisory Committee Member expires.

Article 22. (Representative Directors, etc.)

- One or more Representative Directors shall be appointed <u>from among the Directors (excluding those</u> <u>who are Audit & Supervisory Committee Members)</u> by resolution of the Board of Directors.
- 2. The Board of Directors may, by its resolution, appoint Directors (excluding those who are Audit & Supervisory Committee Members) as Chairman of the Board, President, Senior Managing Director, Managing Director, CEO, COO, CFO or other titles.

Article 23. (Board of Directors)

- 1. A meeting of the Board of Directors shall, unless otherwise provided for by laws and regulations, be convened and chaired by a Director predetermined by the Board of Directors; provided, however, that in cases where the Director is unable to so act or there is a vacancy in the office, one of other Directors in the order predetermined by the Board of Directors shall convene and chair the meeting of the Board of Directors.
- Notice of a meeting of the Board of Directors shall be dispatched to each Director at least three (3) days prior to the date of the meeting; provided, however, that in case of emergency, such period of notice may be shortened.

Current Articles of Incorporation	Proposed Amendments
3. A meeting of the Board of Directors may be held without the procedures of convening if the consent of all Directors and Audit & Supervisory Board Members is obtained.	A meeting of the Board of Directors may be held without the procedures of convening if the consent of all Directors is obtained.
(Newly established)	Article 25. (Delegation of Decision-making on Execution of Important Business)
	The Company may delegate all or part of the decision-making on the execution of important business to Directors by resolution of the Board of Directors pursuant to the provisions of Article 399-13(6) of the Companies Act (excluding the matters listed in each item of Paragraph 5 of the same Article).
Article <u>25</u> . (Minutes of Meetings of Board of Directors)	Article <u>26</u> . (Minutes of Meetings of Board of Directors)
A summary of proceedings and results of business of meetings of the Board of Directors, as well as matters prescribed by laws and regulations, shall be stated or recorded in minutes, on which the names and seals or electronic signatures of the Directors and Audit & Supervisory Board Members present at the meeting shall be affixed.	A summary of proceedings and results of business of meetings of the Board of Directors, as well as matters prescribed by laws and regulations, shall be stated or recorded in minutes, on which the names and seals or electronic signatures of the Directors present at the meeting shall be affixed.
Article <u>26</u> . (Board of Directors Regulations)	Article <u>27</u> . (Board of Directors Regulations)
Matters pertaining to the Board of Directors shall be governed by the Board of Directors Regulations to be established <u>as necessary</u> by the Board of Directors, in addition to laws and regulations or these Articles of Incorporation.	Matters pertaining to the Board of Directors shall be governed by the Board of Directors Regulations to be established by the Board of Directors, in addition to laws and regulations or these Articles of Incorporation.
Article <u>27</u> . (Remunerations, etc. for Directors)	Article <u>28</u> . (Remunerations, etc. for Directors)
Directors' financial benefits received from the Company as a consideration for the execution of duties, such as remunerations and bonuses, shall be fixed by resolution of a General Meeting of Shareholders.	Directors' financial benefits received from the Company as a consideration for the execution of duties, such as remunerations and bonuses, shall be fixed by resolution of a General Meeting of Shareholders by distinguishing between Directors who are Audit & Supervisory Committee Members and other Directors.
Article 28. (Omitted)	Article <u>29</u> . (No change)
Chapter V	Chapter V
Audit & Supervisory Board Members	Audit & Supervisory Committee
	1

Article 29. (Number of Audit & Supervisory Board

Members)

The Company shall have not less than three (3) but not

more than five (5) Audit & Supervisory Board Members.

and Audit & Supervisory Board

(Deleted)

Current Articles of Incorporation	Proposed Amendments
Article 30. (Election of Audit & Supervisory Board Members)	(Deleted)
Audit & Supervisory Board Members shall be elected at a General Meeting of Shareholders.	
2. Resolutions for the election of Audit & Supervisory Board Members shall be made by a majority of the voting rights of the shareholders present at the meeting where the shareholders holding one third (1/3) or more of the voting rights of the shareholders who are entitled to exercise their voting rights are present.	
Article 31. (Substitute Audit & Supervisory Board Members)	(Deleted)
1. The Company may elect substitute Audit & Supervisory Board Members prescribed in Article 329(3) of the Companies Act.	
2. The effective term of the resolution pertaining to the election of substitute Audit & Supervisory Board Members in the preceding paragraph shall expire at the commencement of the Annual General Meeting of Shareholders for the last business year which ends within four (4) years after such resolution.	
3. The provisions of Article 30.2 shall apply mutatis mutandis to the quorum for a resolution for electing substitute Audit & Supervisory Board Members.	
Article 32. (Terms of Office of Audit & Supervisory Board Members)	(Deleted)
Terms of office of Audit & Supervisory Board Members shall expire at the conclusion of the Annual General Meeting of Shareholders for the last business year which ends within four (4) years from the time of their election.	
2. The term of office of an Audit & Supervisory Board Member who is elected to fill a vacancy of an Audit & Supervisory Board Member who retired before expiry of the term of office, shall expire when the term of office of the retired Audit & Supervisory Board Member expires.	
Article 33. (Full-time Audit & Supervisory Board Members)	(Deleted)
Full-time Audit & Supervisory Board Members shall be appointed by resolution of the Audit & Supervisory Board.	
Article 34. (Audit & Supervisory Board)	(Deleted)

Current Articles of Incorporation	Proposed Amondments
Current Articles of Incorporation	Proposed Amendments
1. Notice of a meeting of the Audit & Supervisory Board shall be dispatched to each Audit & Supervisory Board Member at least three (3) days prior to the date of the meeting; provided, however, that in case of emergency, such period of notice may be shortened.	
2. A meeting of the Audit & Supervisory Board may be held without the procedures of convening if the consent of all Audit & Supervisory Board Members is obtained.	
Article 35. (Method of Resolutions of Audit & Supervisory Board)	(Deleted)
Resolutions of the Audit & Supervisory Board shall, unless otherwise provided for in laws and regulations, be made by a majority of the Audit & Supervisory Board Members.	
Article 36. (Minutes of Meetings of Audit & Supervisory Board)	(Deleted)
A summary of proceedings and results of business of meetings of the Audit & Supervisory Board, as well as matters prescribed by laws and regulations, shall be stated or recorded in minutes, on which the names and seals or electronic signatures of Audit & Supervisory Board Members present at the meeting shall be affixed.	
Article 37. (Audit & Supervisory Board Regulations)	(Deleted)
Matters pertaining to the Audit & Supervisory Board shall be governed by the Audit & Supervisory Board Regulations to be established by the Audit & Supervisory Board, in addition to laws and regulations or these Articles of Incorporation.	
Article 38. (Remunerations, etc. for Audit & Supervisory Board Members)	(Deleted)
Audit & Supervisory Board Members' financial benefits received from the Company as a consideration for the execution of duties, such as remunerations and bonuses, shall be fixed by resolution of a General Meeting of Shareholders.	
Article 39. (Exemption from Liability of Audit & Supervisory Board Members)	(Deleted)
1. With respect to the liability of Audit & Supervisory Board Members (including persons who were Audit & Supervisory Board Members) under Article 423(1) of the Companies Act, the Company may, if they have acted in good faith and without gross negligence in performing their duties, exempt them from such liability, within the limit of the amount provided for in laws and regulations, by resolution of the Board of Directors.	

Current Articles of Incorporation	Proposed Amendments
2. The Company may enter into agreements with Audit & Supervisory Board Members to the effect that, if they have acted in good faith and without gross negligence in performing their duties, the liability for damages of such Audit & Supervisory Board Members under Article 423(1) of the Companies Act shall be limited; provided, however, that the maximum amount of liability for damages under such agreements shall be either the amount specified in advance which shall not be less than five million (5,000,000) yen, or the amount prescribed by laws and regulations, whichever is higher.	
(Newly established)	Article 30. (Audit & Supervisory Committee) 1. Notice of a meeting of the Audit & Supervisory Committee shall be dispatched to each Audit & Supervisory Committee Member at least three (3) days prior to the date of the meeting; provided, however, that in case of emergency, such period of notice may be shortened.
	A meeting of the Audit & Supervisory Committee may be held without the procedures of convening if the consent of all Audit & Supervisory Committee Members is obtained.
(Newly established)	Article 31. (Method of Resolution of Audit & Supervisory Committee) Resolutions of the Audit & Supervisory Committee shall be made by a majority of the Audit & Supervisory Committee Members present at the meeting of the Audit & Supervisory Committee where a majority of the Audit & Supervisory Committee Members entitled to participate in the vote are present.
(Newly established)	Article 32. (Minutes of Meetings of Audit & Supervisory Committee) A summary of proceedings and results of business of meetings of the Audit & Supervisory Committee, as well as matters prescribed by laws and regulations, shall be stated or recorded in minutes, on which the names and seals or electronic signatures of Audit & Supervisory Committee Members present at the meeting shall be affixed.
(Newly established)	Article 33. (Audit & Supervisory Committee Regulations) Matters pertaining to the Audit & Supervisory Committee shall be governed by the Audit & Supervisory Committee Regulations to be established by the Audit & Supervisory Committee, in addition to laws and regulations or these Articles of Incorporation.

Current Articles of Incorporation	Proposed Amendments
Article <u>40</u> through Article <u>46</u> (Omitted)	Article <u>34</u> through Article <u>40</u> (No change)
(Newly established)	Supplementary Provisions
(Newly established)	Article 1.(Transitional Measures for Exemption from Liability, etc. of Audit & Supervisory Board Members Prior to Transition to Company with Audit & Supervisory Committee)
	1. With respect to the liability of Audit & Supervisory Board Members (including persons who were Audit & Supervisory Board Members) under Article 423(1) of the Companies Act for negligence in the performance of duties prior to the effectuation of the partial amendment to the Articles of Incorporation that was resolved at the 17th Annual General Meeting of Shareholders, the Company may, if they have acted in good faith and without gross negligence in performing their duties, exempt them from such liability, within the limit of the amount provided for in laws and regulations, by resolution of the Board of Directors.
	2. Agreements limiting the liability for damages under Article 423(1) of the Companies Act with respect to the acts of Audit & Supervisory Board Members (including those who were Audit & Supervisory Board Members) prior to the conclusion of the 17th Annual General Meeting of Shareholders shall continue to be governed by the pre-amended provisions of Article 39, Paragraph 2 of the Articles of Incorporation.
(Newly established)	Article 2.(Transitional Measures for Providing Informational Materials for General Meetings of Shareholders in Electronic Format)
	1. Article 14 (Internet Disclosure and Deemed Provision of Reference Documents for General Meeting of Shareholders, etc.) of the pre-amended Articles of Incorporation shall remain effective regarding any general meeting of shareholders held on a date within six (6) months from September 1, 2022.
	2. This Article shall be deleted on the date when six (6) months have elapsed from September 1, 2022 or three (3) months have elapsed from the date of the general meeting of shareholders in the preceding paragraph, whichever is later.