

February 28, 2023

Company name: V-cube, Inc.

Chairman &amp; Group CEO: Naoaki Mashita

Tokyo Stock Exchange, Prime Market (stock code: 3681)

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**Notice on Transition to a Company with  
an Audit and Supervisory Committee, Change of Executives  
and Partial Amendment to the Articles of Incorporation**

V-cube, Inc. (hereafter “the Company”) hereby announces that the Company has resolved today to shift from a company with a Board of Auditors to a company with an Audit and Supervisory Committee, subject to approval at the 23rd Annual General Meeting of Shareholders to be held on 28 March 2023. In line with this, we will submit a proposal to the same General Meeting of Shareholders regarding changes of executives and partial amendment to the Articles of Incorporation after the transition to a company with an Audit and Supervisory Committee.

1. Transition to a company with an Audit and Supervisory Committee

(1) Purpose of the transition

To further enhance corporate governance by speeding up and increasing the efficiency of management decision-making and strengthening the supervisory function of the Board of Directors by giving directors who are the Audit and Supervisory Committee members voting rights at Board of Directors meetings, in order to achieve sustainable growth and increase corporate value over the medium to long term.

(2) Timing of transition

At the 23rd Annual General Meeting of Shareholders to be held on 28 March 2023, it is planned that the Company will be transitioned to a company with an Audit and Supervisory Committee after obtaining approval for the necessary changes to the Articles of Incorporation for the transition.

2. Change of executives

The following informal decisions have been made regarding the appointment of executives in connection with the recent transition to a company with an Audit and Supervisory Committee. The new position of each candidate will be officially decided at the 23rd Annual General Meeting of Shareholders and the meetings of the Board of Directors and the Audit and Supervisory Committee to be held on the same day.

(1) Candidates for Directors (excluding directors who are the Audit and Supervisory Committee member)

Name	New position	Current Position
Naoaki Mashita	Representative director, Chairman and Group CEO	same as the left
Masaya Takada	Representative director, President and CEO	same as the left
Jun Mizutani	Director, Vice President and COO	same as the left

Yosuke Kamezaki	Director and CTO	same as the left
Kazuki Yamamoto	Director and CFO	same as the left
David Kovalcik	Director	(New Election)
Norio Murakami	Outside director	same as the left
Kenichi Nishimura	Outside director	same as the left
Naomi Koshi	Outside director	same as the left

(2) Candidates for directors who are the Audit and Supervisory Committee member

Name	New position	Current Position
Kikuo Fukushima	Outside director, Audit and Supervisory Committee member (Full-time)	Full-time outside auditor
Daiko Matsuyama	Outside director, Audit and Supervisory Committee member	Outside auditor
Hidehito Akiyama	Outside director, Audit and Supervisory Committee member	(New Election)

(3) Candidates for a substitute director who is the Audit and Supervisory Committee member

Name	New position	Current Position
Naomi Koshi	Substitute outside director (Audit and Supervisory Committee member)	Outside director

(4) Retiring executive

Name	New position	Current Position
Kiyoji Odashima	—	Outside auditor

Mr. Kiyoji Odashima is scheduled to retire at the termination of his term of office at the conclusion of the 23rd Annual General Meeting of Shareholders scheduled to be held on 28 March 2023.

(5) Name and career summary of new candidate

Name (Date of birth)	Career summary
David Kovalcik (January 4, 1966)	Jan 1983 Computerware, Inc. , co-founder Jan 1997 Dyventive, Inc. , CEO (current post) Jan 1999 Pharmethod, Inc. , CEO (current post) Oct 2011 Xyvid, Inc. , CEO (current post)

(Reasons for selecting new candidate for the director)

Mr. David Kovalcik is the CEO of the US subsidiary Xyvid, Inc. and is familiar with the online event distribution business, one of the drivers of our group's business, and has extensive knowledge of the society, culture and customs to which US companies belong. He can be expected to enhance and activate the diversity of the Company's Board of Directors, and to make proposals and generate synergies for the further global

expansion of the Company, and is deemed capable of appropriately performing his duties as a director of the Company.

Name (Date of birth)	Career summary
Hidehito Akimoto (August 25,1961)	Apr 1986 Joined Tokyo Regional Taxation Bureau Jul 1999 Chief of International Tax Section, Taxation Bureau, Ministry of Finance Jul 2000 Chief of Hearing Section, Large Enterprise Examination and Criminal Investigation Department, National Tax Agency Jul 2010 Deputy District Director, Azabu Tax Office Jul 2016 District Director, Tamagawa Tax Office Jul 2020 Assistant Regional Commissioner of Management and Co-organization Department, Sapporo Regional Taxation Bureau Jul 2021 Reginal Commissioner of Takamatsu Regional Taxation Bureau Aug 2022 Established Hidehito Akimoto Tax Accountant Office as Representative Tax Accountant (present post)

(Reasons for selecting new candidate for the outside director who is the Audit and Supervisory Committee member)

With regard to the reasons for Mr. Hidehito Akimoto's selection as a candidate and his expected role, although he has never been involved in company management in any way other than as an outside director, he is expected to provide advice and proposals based on his extensive practical experience and deep insight as a tax specialist and therefore will be able to perform his duties as an outside director of the Company appropriately.

### 3. Partial amendment to the Articles of Incorporation

#### (1) Reason for the amendment

In connection with the transition to a company with an Audit and Supervisory Committee, necessary changes are to be made, including the establishment of new provisions concerning the Audit and Supervisory Committee directors and directors who are the Committee members, and the deletion of provisions concerning auditors and the Board of Auditors.

#### (2) Details of the amendment

The details of the amendments are shown in the Annex.

#### (3) Schedule

Date of the General Meeting of Shareholders to amend the Articles of Incorporation: 28 March 2023 (planned)

Effective date of the amendment to the Articles of Incorporation : 28 March 2023 (planned)

Current Articles of Incorporation	Proposed Amendments
<p>Article 9 (Shareholder Registry Administrator)</p> <p>1. (Omitted)</p> <p>2. The shareholder registry administrator and its business office shall be designated by resolution of the Board of Directors of the Company and public notice thereof shall be issued by the Company.</p> <p>3. (Omitted)</p> <p>Article 10 (Share Handling Regulations)</p> <p>Procedures for exercising shareholder rights and other procedures related to shares of the Company shall be governed by, in addition to laws and regulations or these Articles of Incorporation, the Share Handling Regulations adopted or amended by the Board of Directors of the Company.</p> <p>Article 19 (Number of Directors)</p> <p>The number of Directors of the Company shall not exceed ten (10).</p> <p>Article 20 (Election of Directors)</p> <p>1. The election of Directors shall be resolved at the general meeting of shareholders.</p> <p>2. (Omitted)</p> <p>3. (Omitted)</p> <p>Article 22 (Term of Office of Directors)</p> <p>1. The term of office of a Director shall expire upon conclusion of the ordinary general meeting of shareholders held with respect to the last business year ending within one (1) year from his/her election to office.</p> <p>(Newly established)</p>	<p>Article 9 (Shareholder Registry Administrator)</p> <p>1. (Unchanged)</p> <p>2. The shareholder registry administrator and its business office shall be designated by resolution of the Board of Directors of the Company <u>or by Directors delegated by resolution of the Board of Directors of the Company,</u> and public notice thereof shall be issued by the Company.</p> <p>3. (Unchanged)</p> <p>Article 10 (Share Handling Regulations)</p> <p>Procedures for exercising shareholder rights and other procedures related to shares of the Company shall be governed by, in addition to laws and regulations or these Articles of Incorporation, the Share Handling Regulations adopted or amended by the Board of Directors of the Company <u>or by Directors delegated by resolution of the Board of Directors of the Company.</u></p> <p>Article 19 (Number of Directors)</p> <p>The number of Directors <u>(excluding Directors who are Audit and Supervisory Committee Members)</u> of the Company shall not exceed ten (10), <u>and the number of Directors who are Audit and Supervisory Committee Members shall not exceed five (5).</u></p> <p>Article 20 (Election of Directors)</p> <p>1. The election of Directors shall be resolved at the general meeting of shareholders, <u>distinguishing Directors who are Audit and Supervisory Committee Members from other Directors.</u></p> <p>2. (Unchanged)</p> <p>3. (Unchanged)</p> <p>Article 22 (Term of Office of Directors)</p> <p>1. The term of office of a Director <u>(excluding Directors who are Audit and Supervisory Committee Members)</u> shall expire upon conclusion of the ordinary general meeting of shareholders held with respect to the last business year ending within one (1) year from his/her election to office.</p> <p>2. <u>The term of office of a Director who is an Audit and Supervisory Committee Member shall expire upon conclusion of the ordinary general meeting of shareholders held with respect to the last business year ending within two (2) years from his/her election to office.</u></p>

Current Articles of Incorporation	Proposed Amendments
<p><u>2.</u> The term of office of a Director who is elected as a substitute or for the purpose of an increase of the number of Directors shall be the remaining terms of office of other incumbent Directors.</p>	<p><u>3.</u> The term of office of a Director (<u>excluding Directors who are Audit and Supervisory Committee Members</u>) who is elected as a substitute or for the purpose of an increase of the number of Directors shall be the remaining terms of office of other incumbent Directors (<u>excluding Directors who are Audit and Supervisory Committee Members</u>).</p>
<p>(Newly established)</p>	<p><u>4.</u> The term of office of a Director who is an Audit and Supervisory Committee Member elected as a substitute or for the purpose of an increase of the number of Directors shall be the remaining term of office of other incumbent Directors who are Audit and Supervisory Committee Members.</p>
<p>Article 23 (Representative Directors and Executive Directors)</p> <p>1. <u>Representative Directors shall be elect by resolution of the Board of Directors of the Company.</u></p> <p>2. (Omitted)</p> <p>3. The Board of Directors of the Company may appoint by resolution one (1) President and Director, and as necessary, one (1) Chairman of the Board of Directors, several Vice Presidents, Senior Managing Directors and Managing Directors.</p>	<p>Article 23 (Representative Directors and Executive Directors)</p> <p>1. The Board of Directors of the Company <u>shall appoint by resolution Representative Directors from Directors (excluding those who are Audit and Supervisory Committee Members).</u></p> <p>2. (Unchanged)</p> <p>3. The Board of Directors of the Company may appoint by resolution one (1) President and Director <u>from Directors (excluding those who are Audit and Supervisory Committee Members)</u>, and as necessary, one (1) Chairman of the Board of Directors, several Vice Presidents, Senior Managing Directors and Managing Directors <u>from Directors (excluding those who are Audit and Supervisory Committee Members).</u></p>
<p>Article 25 (Notice of Convocation of the Board of Directors)</p> <p>1. Notice of convocation of a meeting of the Board of Directors of the Company shall be sent to each Director <u>and Auditor</u> at least three (3) days prior to the meeting; provided, however, that in the event of urgency, such period may be shortened.</p> <p>2. When the consent of all Directors <u>and Auditors</u> is obtained in advance, a meeting of the Board of Directors of the Company may be held without following the procedures for convening a meeting.</p>	<p>Article 25 (Notice of Convocation of the Board of Directors)</p> <p>1. Notice of convocation of a meeting of the Board of Directors of the Company shall be sent to each Director at least three (3) days prior to the meeting; provided, however, that in the event of urgency, such period may be shortened.</p> <p>2. When the consent of all Directors is obtained in advance, a meeting of the Board of Directors of the Company may be held without following the procedures for convening a meeting.</p>
<p>Article 27 (Minutes of a meeting of the Board of Directors)</p> <p>A summary of the proceedings at a meeting of the Board of Directors of the Company, the results thereof, and other matters set forth in laws and regulations shall be recorded in the minutes in writing, and the Directors <u>and the Auditors</u> present shall subscribe their names and affix their seals, or affix their electronic signature thereon.</p>	<p>Article 27 (Minutes of a meeting of the Board of Directors)</p> <p>A summary of the proceedings at a meeting of the Board of Directors of the Company, the results thereof, and other matters set forth in laws and regulations shall be recorded in the minutes in writing, and the Directors present shall subscribe their names and affix their seals, or affix their electronic signature thereon.</p>
<p>(Newly established)</p>	<p><u>Article 28 (Delegation of Decision Authorization of Execution of Important Operations)</u>  <u>Pursuant to Article 399-13, Paragraph 6 of the Companies Act, the Company may delegate by resolution of the Board of Directors of the Company all or part of decision authorization of execution of important operations (excluding the matters listed in each item of Article 399-13, Paragraph 5 of the same Act) to Directors.</u></p>
<p><u>Article 28</u> (Omitted)</p> <p><u>Article 29</u> (Compensation etc. for Directors)  Compensation, etc. for Directors shall be determined by resolution of the general meeting of shareholders.</p>	<p><u>Article 29</u> (Unchanged)</p> <p><u>Article 30</u> (Compensation etc. for Directors)  Compensation, etc. for Directors shall be determined by resolution of the general meeting of shareholders, <u>distinguishing Directors who are Audit and Supervisory Committee Members from other Directors.</u></p>

Current Articles of Incorporation	Proposed Amendments
<p><u>Article 30</u> (Exemption of Liabilities of Directors)</p> <ol style="list-style-type: none"> <li>(Omitted)</li> <li>If falling under the requirements prescribed in laws and regulations, the Company may enter into an agreement with <u>Outside</u> Directors to limit their liability for damages under Article 423, Paragraph 1 of the Companies Act; provided, however, that the maximum amount of liability for damages under the agreement is the minimum liability amount stipulated in laws and regulations.</li> </ol>	<p><u>Article 31</u> (Exemption of Liabilities of Directors)</p> <ol style="list-style-type: none"> <li>(Unchanged)</li> <li>If falling under the requirements prescribed in laws and regulations, the Company may enter into an agreement with <u>non-executive</u> Directors to limit their liability for damages under Article 423, Paragraph 1 of the Companies Act; provided, however, that the maximum amount of liability for damages under the agreement is the minimum liability amount stipulated in laws and regulations.</li> </ol>
<p style="text-align: center;">CHAPTER V. <u>AUDITORS AND AUDIT &amp; SUPERVISORY BOARD</u></p>	<p style="text-align: center;">CHAPTER V. <u>AUDIT AND SUPERVISORY COMMITTEE</u></p>
<p><u>Article 31</u> (Establishment of <u>Auditors and Audit &amp; Supervisory Board</u>)</p> <p>The Company shall have <u>Auditors and an Audit &amp; Supervisory Board</u>.</p>	<p><u>Article 32</u> (Establishment of <u>Audit and Supervisory Committee</u>)</p> <p>The Company shall have <u>an Audit and Supervisory Committee</u>.</p>
<p><u>Article 32</u> (Number of Auditors)</p> <p><u>The number of Auditors of the Company shall not exceed five (5).</u></p>	<p>(Deleted)</p>
<p><u>Article 33</u> (Election of Auditors)</p> <ol style="list-style-type: none"> <li><u>Auditors shall be elected by resolution of the general meetings of shareholders.</u></li> <li><u>Resolutions for the election of Auditors shall be adopted by a majority vote of the attending shareholders who hold one-third (1/3) or more of the voting rights of shareholders entitled to exercise voting rights.</u></li> </ol>	<p>(Deleted)</p>
<p><u>Article 34</u> (Dismissal of Auditors)</p> <p><u>Resolutions for the dismissal of Auditors shall be adopted by two-third (2/3) or more of the voting rights of the attending shareholders who hold one-third (1/3) or more of the voting rights of shareholders entitled to exercise voting rights.</u></p>	<p>(Deleted)</p>
<p><u>Article 35</u> (Term of Office of Auditors)</p> <ol style="list-style-type: none"> <li><u>The term of office of an Auditor shall expire upon conclusion of the ordinary general meeting of shareholders held with respect to the last business year ending within four (4) years from his/her election to office.</u></li> <li><u>The term of office of an Auditor elected as a substitute shall be the same as the remaining term of office of the retired Auditor.</u></li> </ol>	<p>(Deleted)</p>
<p><u>Article 36</u> (Full-time Auditors)</p> <p><u>The Audit &amp; Supervisory Board shall elect one or more full-time Auditors from Auditors.</u></p>	<p>(Deleted)</p>
<p><u>Article 37</u> (Notice of Convocation of the Audit &amp; Supervisory Board)</p> <ol style="list-style-type: none"> <li>Notice of convocation of a meeting of the <u>Audit &amp; Supervisory Board</u> of the Company shall be sent to each <u>Auditor</u> at least three (3) days prior to the meeting; provided, however, that in the event of urgency, such period may be shortened.</li> <li>When the consent of all <u>Auditors</u> is obtained in advance, a meeting of the <u>Audit &amp; Supervisory Board</u> of the Company may be held without following the procedures for convening a meeting.</li> </ol>	<p><u>Article 33</u> (Notice of Convocation of the <u>Audit and Supervisory Committee</u>)</p> <ol style="list-style-type: none"> <li>Notice of convocation of a meeting of the <u>Audit and Supervisory Committee</u> of the Company shall be sent to each <u>Audit and Supervisory Committee Member</u> at least three (3) days prior to the meeting; provided, however, that in the event of urgency, such period may be shortened.</li> <li>When the consent of all <u>Audit and Supervisory Committee Members</u> is obtained in advance, a meeting of the <u>Audit and Supervisory Committee</u> of the Company may be held without following the procedures for convening a meeting.</li> </ol>
<p><u>Article 38</u> (Method of resolution of the <u>Audit &amp; Supervisory Board</u>)</p> <p>Resolutions of the <u>Audit &amp; Supervisory Board</u> of the Company shall be adopted by a majority of votes of the <u>Auditors</u>, unless otherwise provided by laws and regulations.</p>	<p><u>Article 34</u> (Method of resolution of the <u>Audit and Supervisory Committee</u>)</p> <p>Resolutions of the <u>Audit and Supervisory Committee</u> of the Company shall be adopted by a majority of votes of the <u>Audit and Supervisory Committee Members</u>, unless otherwise provided by laws and regulations.</p>

Current Articles of Incorporation	Proposed Amendments
<p><u>Article 39</u> (Minutes of a meeting of the Audit &amp; Supervisory Board)</p>	<p><u>Article 35</u> (Minutes of a meeting of the Audit and Supervisory Committee)</p>
<p>A summary of the proceedings at a meeting of the Audit &amp; Supervisory Board, the results thereof, and other matters set forth in laws and regulations shall be recorded in the minutes in writing, and the Auditors present shall subscribe their names and affix their seals, or affix their electronic signature thereon.</p>	<p>A summary of the proceedings at a meeting of the Audit and Supervisory Committee, the results thereof, and other matters set forth in laws and regulations shall be recorded in the minutes in writing, and the Audit and Supervisory Committee Members present shall subscribe their names and affix their seals, or affix their electronic signature thereon.</p>
<p><u>Article 40</u> (Rules of the Audit &amp; Supervisory Board)</p>	<p><u>Article 36</u> (Rules of the Audit and Supervisory Committee)</p>
<p>Matters of the Audit &amp; Supervisory Board shall be governed by, in addition to the provisions in laws and regulations or these Articles of Incorporation, the Rules of the Audit &amp; Supervisory Board established by the Audit &amp; Supervisory Board.</p>	<p>Matters of the Audit and Supervisory Committee shall be governed by, in addition to the provisions in laws and regulations or these Articles of Incorporation, the Rules of the Audit and Supervisory Committee established by the Audit and Supervisory Committee.</p>
<p><u>Article 41</u> (Compensation etc. for Auditors)</p>	
<p><u>Compensation etc. for Auditors shall be determined by resolution of the general meeting of shareholders.</u></p>	(Deleted)
<p><u>Article 42</u> (Exemption of Liabilities of Auditors)</p>	
<p>1. <u>The Company may, by resolution of the Board of Directors, exempt any Auditor (including former Auditors) from liability for damages stipulated under Article 423, Paragraph 1 of the Companies Act up to the amount obtained by deducting the minimum liability amount stipulated by law from the amount of liability.</u></p> <p>2. <u>If falling under the requirements prescribed in laws and regulations, the Company may enter into an agreement with Outside Auditors to limit their liability for damages under Article 423, Paragraph 1 of the Companies Act; provided, however, that the maximum amount of liability for damages under the agreement is the minimum liability amount stipulated in laws and regulations.</u></p>	(Deleted)
<p><u>Article 43-45</u> (Omitted)</p>	<p><u>Article 37-39</u> (Unchanged)</p>
<p><u>Article 46</u> (Compensation, etc. for an Accounting Auditor) Compensation, etc. for an Accounting Auditor is determined by Representative Directors with consent of the Audit &amp; Supervisory Board.</p>	<p><u>Article 40</u> (Compensation, etc. for an Accounting Auditor) Compensation, etc. for an Accounting Auditor is determined by Representative Directors with consent of the Audit and Supervisory Committee.</p>
<p><u>Article 47-51</u> (Omitted)</p>	<p><u>Article 41-45</u> (Unchanged)</p>
(Newly established)	(Supplementary Provisions)
(Newly established)	<p><u>Article 1</u> (Transitional Measures Concerning Exemption of Liabilities of Auditors)</p>
	<p>1. <u>Pursuant to Article 426, Paragraph 1 of the Companies Act, the Company may, to the extent permitted by law, exempt any Auditor (including former Auditors) from liability for damages due to negligence of duties before the partial amendment to the Articles of Incorporation approved at the 23rd Ordinary General Meeting of Shareholders takes effect by a resolution of the Board of Directors.</u></p> <p>2. <u>With regard to the agreement to limit liability under Article 423, Paragraph 1 of the Companies Act in respect to the acts of Auditors (including former Auditors) prior to the conclusion of the 23rd Ordinary General Meeting of Shareholders, the provisions of Article 42, Paragraph 2 of the Articles of Incorporation prior to the amendment by the resolution of the said Ordinary General Meeting of Shareholders shall still apply.</u></p>