

## Notice of an Extraordinary General Meeting of Shareholders

### Date and time

March 23, 2023 (Thursday)  
1:00 p.m. (Entry start: noon)

### Venue

B-2 Hall of the Machinery Promotion  
Association Building (*kikai-shinko-kaikan*)  
Machinery Promotion Association, General  
Incorporated Foundation  
5-8, Shiba-koen 3-chome, Minato-ku, Tokyo

### Matters to be resolved

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Proposal	Partial Amendment to the Articles of Incorporation
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CHANGE Inc.  
Securities Code 3962

Securities Code 3962  
March 8, 2023

To the Shareholders

17-1, Toranomom 3-chome, Minato-ku, Tokyo  
CHANGE Inc.

Representative Director and President Hiroshi Fukudome

### **Notice of an Extraordinary General Meeting of Shareholders**

We hereby notify you that we will hold an extraordinary general meeting of shareholders in accordance with the following:

From the viewpoint of preventing the spread of the COVID-19 pandemic, we strongly recommend that you exercise your voting rights in advance in writing or via the Internet as much as possible and refrain from coming to the site of the General Meeting on the day of the meeting irrespective of your condition.

In convening the General Meeting, we have taken measures to provide reference information and other documents for the meeting electronically and posted such information on the Company's website. Please confirm it by accessing the website at the address given below.

Website of CHANGE Inc.:

<https://www.change-jp.com/ir/>

(Please confirm the information by accessing the website and clicking the "IR Library" and the "General Meeting of Shareholders" on the menu in the stated order.)

Materials for the General Meeting of Shareholders are posted on the following website.

<https://d.sokai.jp/3962/23985982/>

Website of the Tokyo Stock Exchange (Listed Company Search)

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show>

(Please access the website of the Tokyo Stock Exchange, enter "CHANGE" for the "Issue name" and its securities code 3962 for the "Code" for search, and select the "Basic information" and "Documents for public inspection/PR information" in the stated order to confirm the materials in the "Notice of General Shareholders' Meeting/Information Materials for a General Shareholders' Meeting" page in the "Documents for public inspection/PR information" site.)

Please refer to the reference documents for the General Meeting and exercise your voting rights by 6:00 p.m. on Wednesday, March 22, 2023, following the guidance on exercising voting rights on Page 4.

On the day, you will be able to watch the Meeting at home through Zoom Webinar. In addition, in order to answer your questions, the Company will keep on holding a dialogue with you through Zoom Webinar even after the Meeting.

For this General Meeting, we are sending documents including matters subject to measures for electronic provision to shareholders regardless of whether they have requested them to be delivered.

Sincerely

Details

1. Date and time                    March 23, 2023 (Thursday) 1:00 p.m. (Entry start: noon)
2. Venue                      5-8, Shiba-koen 3-chome, Minato-ku, Tokyo  
B-2 Hall of the Machinery Promotion Association Building (kikai-shinko-kaikan)  
Machinery Promotion Association  
(Please refer to the location guide at the end.)
3. Purpose  
Matters to  
be resolved  
Proposal                    Partial Amendment to the Articles of Incorporation

End

- If changes take place to matters subject to measures for electronic provision, we will announce to that effect and post matters before and after a revision on the above-mentioned websites of CHANGE and the Tokyo Stock Exchange as well as on the other websites where materials for the General Meeting are posted.
- For those attending, please present the enclosed "Voting Right Exercise Form" at the reception desk upon arrival at the Meeting. Please bring the Notice of the Extraordinary General Meeting of Shareholders with you in order to conserve resources.
- Please wear a face mask when you physically attend the Meeting on the day.
- Since the seats for shareholders are placed at regular intervals in the front, back, left, and right, entry may be restricted due to a significant decrease in the number of seats. Please be aware of this in advance.
- Officers and the Meeting-related staff will attend the Meeting wearing face masks.
- Please be aware that some officers will attend the Meeting online.
- It should be noted that the proceedings of the General Meeting will be recorded for open questions and answers to the public later.

**[Notes of caution] This document is an English translation of the Japanese original. In the event of any differences or inconsistencies between the Japanese and English versions, the Japanese language version shall take precedence.**

<How to Join Online>

- Please participate in the Meeting online through Zoom Webinar. For details of the procedures for participation, please refer to the Information on Online Distribution of the Extraordinary General Meeting of Shareholders of the Company attached to this notice.
- Please be aware that you cannot ask questions, propose a motion, or vote on a motion when you participate in the Meeting online. Shareholders who want to submit a motion are kindly requested to physically attend the Meeting.
- If you participate online, you may use the Q&A function to make comments, but please note that your comments and questions using the Q&A function will not have any legal effect.
- However, we will answer questions and respond to comments from shareholders participating online using the Q&A function during the dialogue with shareholders.
- When you make comments, please enter your shareholder number and name as indicated on the Voting Right Exercise Form.

<Online Dialogue with Shareholders>

- After the Meeting, we will continue to hold a "dialogue with shareholders" through Zoom Webinar.
- During the dialogue with shareholders, you can ask questions using the Q&A function. However, please be aware in advance that we may not be able to answer all your questions due to the time limit.
- When asking a question, please enter the shareholder number and name on the Voting Right Exercise Form. Please be aware that we cannot answer a question from a shareholder whose name is not listed in the shareholder numbers or the shareholder register.

## Guidance on the Exercise of Voting Rights

Exercising voting rights at the Meeting is an important right for shareholders.

Please exercise your voting rights after reviewing the reference documents for the Meeting.

You can exercise your voting rights in the following three ways:

### Exercise of Voting Rights by Attending the Meeting

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Please submit the enclosed Voting Right Exercise Form to a receptionist at the venue.

Date: March 23, 2023 (Thursday) 1:00 p.m. (Entry start: noon)

### Exercise of Voting Rights in Writing (by mail)

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Please indicate your approval and disapproval of the proposal on the enclosed Voting Right Exercise Form and post it without attaching a stamp.

No indication of approval or disapproval of the proposal on the Voting Right Exercise Form sent by mail will be treated as indicating approval.

Votes must arrive no later than 6:00 p.m. on Wednesday, March 22, 2023.

### Exercise of Voting Rights via the Internet

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Please access our website for exercising your voting rights: (<https://soukai.mizuho-tb.co.jp/>) from your PC or smartphone and log in by entering the voting right exercise code (ID) and the password shown on the back side of the right margin of the enclosed Voting Right Exercise Form, and follow the instructions on the screen to vote for or against the proposals.

You need to change the password immediately after your first login.

Votes must arrive no later than 6:00 p.m. on Wednesday, March 22, 2023.

\* If you exercise your voting right both in writing (by mail) and via the Internet, we will consider only the vote cast via the Internet as valid.

\* If you exercise your voting right more than once via the Internet, we will consider only the last vote as valid.

## How to Vote via the Internet, etc.

### Exercising voting rights by scanning the login QR code "Smart Exercise"

You can log in to the website for exercising your voting rights without entering your voting right exercise code and password.

- 1 Please scan the QR code indicated on the lower right of the enclosed Voting Right Exercise Form.



- \* "QR code" is the registered trademark of Denso Wave Incorporated.
- 2 Please enter your approval or disapproval in accordance with instructions on the screen.



You can exercise your voting rights using "Smart Exercise" **once only**.  
If you want to change your vote after exercising your voting rights, please access the website for PCs and log in by entering the voting right exercise code and password indicated on the Voting Right Exercise Form to exercise your voting rights again.  
\* If you scan the QR code again, you will be automatically transferred to the website for PCs.

### Exercising voting rights by entering your voting right exercise code and password

Website for exercising your voting rights <https://soukai.mizuho-tb.co.jp/>

- 1 Please access to our website for exercising



Click "Proceed."

- 2 Please enter the voting right exercise code indicated on the Voting Right Exercise Form.



Enter the voting right exercise code.

Click "Proceed."

- 3 Please enter the password indicated on the Voting Right Exercise Form.



Enter the password.

Please set up a new password to use when exercising your voting rights.

Click "Register."

- 4 Please enter your approval or disapproval in accordance with instructions on the screen.

\* The images do not reflect the real screens.

Internet Help Dial, Transfer Agent Department, Mizuho Trust & Banking Co., Ltd.

☎ 0120-768-524

(Service hours: 9:00 a.m. to 9:00 p.m. excluding New Year holidays)

If you are an institutional investor, you can exercise your voting rights using an electronic voting platform for institutional investors operated by ICJ, Inc.



Current Articles of Incorporation	Following the Amendment
<New provisions>	<u>15. Development, manufacture, sale, lease, repair, and maintenance of products and information systems to assist local governments, etc., in business reforms</u>
<New provisions>	<u>16. Development and operation of systems in the environmental and energy fields in regions and the provision and management of consulting services and products and services</u>
<New provisions>	<u>17. Planning for and operation of portal sites for regional co-creation</u>
<New provisions>	<u>18. Planning for and production, development, sale, operation, and management of Internet services and digital contents on websites, EC sites, etc., for regional co-creation</u>
<New provisions>	<u>19. Planning for and development, issuance, operation, management, and maintenance of QR codes, digital coupons, and other digital payment systems as well as remittance and consulting services related thereto</u>
<New provisions>	<u>20. Training, e-learning, guidance, and education to develop the professional aptitude and ability of DX personnel</u>
<New provisions>	<u>21. Planning and consulting for and development and operation of businesses that link and utilize beacon and sensor technologies and mobile terminals</u>
<New provisions>	<u>22. Development of delivery infrastructure utilizing robotics and drones, consulting for introductory operations, and sales of relevant products</u>
<New provisions>	<u>23. Development of learning software used on the Internet, provision of relevant services, and production and sale of related electronic publications</u>
14. All businesses incidental to the Items listed above	24. All businesses incidental to the Items listed above
(Method to elect and dismiss Directors)	(Method to elect and dismiss Directors)
Article 20 (omitted)	Article 20 (as currently stipulated)
2 The election of a Director shall be resolved by a majority of voting rights of shareholders present and owning one third or more of all voting rights of shareholders who can make a <u>resolution</u> .	2 The election of a Director shall be resolved by a majority of voting rights of shareholders present and owning one third or more of all voting rights of shareholders who can exercise their <u>voting rights</u> .

End