

For immediate release



Name of Listed Company:	Gurunavi, Inc.
Listed Stock Exchanges:	Tokyo Stock Exchange
Stock Code:	2440
Representative:	Akio Sugihara, President

Notice regarding the Transition to a Company with an Audit & Supervisory Committee, Partial Amendments to the Articles of Incorporation and Change in Directors

May 24, 2023 – Gurunavi, Inc. (the “Company”) announces the Company decided the transition from a company with Auditors to a company with an Audit & Supervisory Committee, subject to approval at the 34th Ordinary General Meeting of Shareholders (the “Ordinary General Meeting”) of the Company to be held on June 21, 2023. In conjunction with this change, the Company also announces the Company decided to submit proposals for partial amendments to the Articles of Incorporation and changes in Directors after the transition to a company with an Audit & Supervisory Committee to the Ordinary General Meeting.

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

(1) Purpose of transition

In order to further enhance corporate governance and improve the fairness, transparency, and efficiency of management by strengthening the auditing and supervisory functions of the Board of Directors and by delegating authority for prompt decision-making and business execution, the Company has decided to transition to a company with an Audit & Supervisory Committee.

(2) Schedule of transition

The Company plans to transition to a company with an Audit & Supervisory Committee upon approval of necessary amendments to the Articles of Incorporation at the 34th Ordinary General Meeting of Shareholders of the Company to be held on June 21, 2023.

2. Partial Amendments to the Articles of Incorporation

(1) Purpose of the amendments

In conjunction with the transition to a company with an Audit & Supervisory Committee as described in 1. above, the Company will establish new provisions concerning the Audit & Supervisory Committee and the Audit & Supervisory Committee Members, delete provisions concerning the Audit & Supervisory Board and the Audit & Supervisory Board Members, alter the numbering of chapter and articles following the above amendments and make corrections to inconsistencies to format the document.

(2) Schedule of amendments

Date of Ordinary General Meeting of Shareholders to amend the Articles of Incorporation: June 21, 2023

Effective date of amendments to the Articles of Incorporation: June 21, 2023

3. Change in Directors

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

Name	New title	Current title
Hisao Taki	Chairman and Director	Same as left
Akio Sugihara	President and Representative Director	Same as left
Koichi Tsukihara	Outside Director	Same as left
Hirohisa Fujiwara	Outside Director	Same as left
Kazunori Takeda	Outside Director	Same as left
Yui Ono	Outside Director	Same as left

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

Name	New title	Current title
Kiyoshi Suzuki	Director Audit & Supervisory Committee Member (Full-time)	Auditor (Full-time)
Taketeru Minaki	Outside Director Audit & Supervisory Committee Member	Outside Auditor
Hidehiko Sato	Outside Director Audit & Supervisory Committee Member	Outside Director
Yoshio Ishida	Outside Director Audit & Supervisory Committee Member	Outside Auditor

(3) Auditor who will resign

Name	Current title
Tadaaki Asanuma	Outside Auditor

(4) Schedule of change

June 21, 2023