



May 24, 2023

For Immediate Release

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Notice Regarding Partial Amendment of the Articles of Incorporation and Election of Candidates for Directors and for Substitute Company Auditors

Bengo4.com, Inc. (hereinafter “the Company”) announces that, at a meeting held on May 24, 2023, the Board of Directors passed a resolution to propose the partial amendment of the Articles of Incorporation and the election of Directors and substitute Company Auditors at the 18th Ordinary General Meeting of Shareholders scheduled to be held in June 2023. Details are as follows.

The Board of Company Auditors has given consent to the proposal to elect substitute Company Auditors.

Details

1. Partial amendment of Articles of Incorporation

(1) Reason for the proposal

Under the current management system of the Company, there is no system of consultants and advisors, and there are no plans to establish such systems in the future. Therefore, the Company proposes the abolishment of Article 30 of the current Articles of Incorporation.

In preparation for the future need to increase the number of Company Auditors, the Company proposes a change to the number of Company Auditors stipulated in Article 31 of the current Articles of Incorporation from three (3) or less to five (5) or less.

In preparation for a case in which the number of Company Auditors falls short of the number stipulated by laws and regulations, the Company proposes the addition of provisions regarding the election of substitute Company Auditors and their term of office to Articles 32 and 33 of the current Articles of Incorporation.

In addition, the Company will make other necessary changes such as the rearrangement of Article numbers due to the above revision.

(2) Details of the revision

(The underlined parts show the change.)

Current Articles of Incorporation	Proposed amendments
<u>(Consultants and Advisors)</u> <u>Article 30. The Company may appoint consultants and advisors by resolution of the Board of Directors.</u>	(Deleted)
(Number of Company Auditors) Article <u>31</u> . The Company shall have no more than three (3) Company Auditors.	(Number of Company Auditors) Article <u>30</u> . The Company shall have no more than five (5) Company Auditors.

Current Articles of Incorporation	Proposed amendments
<p>(Appointment of Company Auditors)</p> <p>Article <u>32</u>. Company Auditors shall be elected by resolution of the General Meeting of Shareholders.</p> <p>2. The resolution to elect Company Auditors shall be adopted by a majority of votes cast by shareholders present at the meeting who hold one third (1/3) or more of the voting rights of shareholders entitled to exercise their voting rights. (New Provision)</p>	<p>(Appointment of Company Auditors)</p> <p>Article <u>31</u>. Company Auditors shall be elected by resolution of the General Meeting of Shareholders.</p> <p>2. The resolution to elect Company Auditors shall be adopted by a majority of votes cast by shareholders present at the meeting who hold one third (1/3) or more of the voting rights of shareholders entitled to exercise their voting rights.</p> <p>3. <u>In preparation for the case in which the number of Company Auditors falls short of the number stipulated by laws and regulations, the Company may elect Company Auditors at a general meeting of shareholders.</u></p> <p>4. <u>The election of a substitute Company Auditor shall be effective until the Ordinary General Meeting of Shareholders relating to the last fiscal year ending within four (4) years after his/her election.</u></p>
<p>(Term of Office)</p> <p>Article <u>33</u>. The term of office of Company Auditor shall end at the conclusion of the Ordinary General Meeting of Shareholders held for the last business year that ends within four (4) years from the election.</p> <p>2. <u>The term of office of a Company Auditor elected as an alternate shall end at the expiry of the term of office of the retired Company Auditor.</u></p>	<p>(Term of Office)</p> <p>Article <u>32</u>. The term of office of Company Auditor shall end at the conclusion of the Ordinary General Meeting of Shareholders held for the last business year that ends within four (4) years from the election.</p> <p>2. <u>The term of office of a Company Auditor who is elected as a substitute for the Company Auditor who has resigned before the expiration of his/her term of office shall end when the term of office of the resigned Company Auditor expires. However, in the event that a substitute Company Auditor elected pursuant to Paragraph 3 of the preceding article assumes office as a Company Auditor, his/her term of office may not exceed the conclusion of the Ordinary General Meeting of Shareholders relating to the last fiscal year ending within four (4) years after his/her election as a substitute Company Auditor.</u></p>
<p>Article <u>34</u> to Article <u>47</u></p> <p>(Omitted)</p>	<p>Article <u>33</u> to Article <u>46</u></p> <p>(Unchanged)</p>



(3) Schedule

Date of the General Meeting of Shareholders for the amendment of the Articles of Incorporation: June 23, 2023 (plan)

Effective date of the amendments: June 23, 2023 (plan)

2. Appointment of a Director

As the terms of office of all nine (9) incumbent Directors will expire at the conclusion of this Ordinary General Meeting of Shareholders, the Company proposes the election of nine (9) candidates for Directors.

(1) The candidates are as follows:

Name	Type of appointment	New title	Current title
Taichiro Motoe	Reappointment	Representative Director and President	Representative Director and President
Yosuke Uchida	Reappointment	Chairman of Board of Director	Chairman of Board of Director
Yoshikazu Tagami	Reappointment	Director, Executive Officer	Director, Executive Officer
Daichi Tachibana	Reappointment	Director, Executive Officer	Director, Executive Officer
Yosuke Watanabe	Reappointment	Director, Executive Officer	Director, Executive Officer
Masaoki Sawada	Reappointment	Director, Executive Officer	Director, Executive Officer
Fumihiko Ishimaru	Reappointment	Outside Director	Outside Director
Atsuhiko Murakami	Reappointment	Outside Director	Outside Director
Katsuya Uenoyama	Reappointment	Outside Director	Outside Director

(Note) Messrs. Fumihiko Ishimaru, Atsuhiko Murakami and Katsuya Uenoyama are candidates for Outside Directors, and also candidates for Independent Officers who are unlikely to have any conflict of interest with general shareholders of the Company, as is required by the Tokyo Stock Exchange.

3. Election of Substitute Company Auditor

The Company wishes to elect one (1) Substitute Company Auditors in advance in case there is a shortfall in the number of Company Auditors specified by laws and regulations.

Name	Type of appointment	New title	Current title
Keita Matsuura	Newly appointed	Substitute Company Auditor	-

(1) The career summary of the candidate for substitute Company Auditor is as follows:

Name (Date of birth)	Career summary	Number of Shares Held
Keita Matsuura (November 7, 1979)	<p>April 2004 Joined UFJ Central Leasing Co., Ltd. (Present: Mitsubishi HC Capital Inc.)</p> <p>January 2009 Joined ESCRIT INC.</p> <p>May 2013 Joined SMS Co., Ltd.</p> <p>August 2013 Joined the Company</p> <p>October 2015 Appointed as the Company's Executive Officer</p> <p>June 2019 Appointed as the Company's Director</p> <p>June 2022 Resigned as the Company's Director</p>	22,000 shares



(Reference)

The structure of the Executive Officers as of May 24, 2023 is as follows.

Name	Position
Tadaaki Shimadu	Executive Officer General Manager of Bengoshi.com Business Division
Shintaro Fukuda	Executive Officer General Manager of Development Department, Bengoshi.com Business Division and General Manager of Engineering HR Strategy Office
Takayuki Kobayashi	Executive Officer Deputy General Manager of CloudSign Business Division
Kohei Negaki	Executive Officer General Manager of Corporate Strategy Office and Deputy General Manager of CloudSign Business Division
Ritsu Ichihashi	Executive Officer General Manager of Technology Strategy Office and Deputy General Manager of CloudSign Business Division
Hironori Takahashi	Executive Officer General Manager of Information Governance Division

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