



May 30, 2023

For Immediate Release

Company CHANGE Holdings, Inc.
CEO Hiroshi Fukudome
(Code: 3962,
Prime Market of the Tokyo Stock Exchange)
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Change of Representative Director, Other Outside Directors and Outside Auditors

At the meeting of the Board of Directors held today, we hereby inform you of the change of the Representative Director and other Outside Directors and Outside Auditors. This change of Directors and Outside Auditors is scheduled to be approved at the 21st Ordinary General Meeting of Shareholders to be held on June 27, 2023. The details are as follows:

Details

1. Change of the Representative Director

(1)Details of the change

Name	Former position	New position	Number of shares held
Yoshihisa Jimbo	Chairman, Representative Director and Executive Officer	Chairman and Founder	2,752,000 shares

(2)Reason for change

Mr. Yoshihisa Jimbo will retire due to the expiration of his term of office as the Representative Director and Executive Officer.

(3)Date of change

June 27, 2023

2. Changes of Directors

(1)Director candidates

Name	Title:		Brief History	Number of shares held
Takeshi Matsumoto (June 17, 1980)	Outside Directors	Apr. 2003 Dec. 2008 Jul/ 2009	Joined World Intec, Co., Ltd. Executive Officer in charge of Management Planning of System Research Co.,Ltd. Director and General Manager of Corporate	zero-shares

		Nov. 2010	Planning Division of the same	
		Jun 2012	Representative Director and President of the same	
		Oct.2013	General Manager of the Management Strategy Office of Digital Hearts Co., Ltd.	
		Jul. 2014	Director of Hearts United Group, Co., Ltd (currently Digital Hearts Holdings, Co., Ltd.)	
		Aug.2017	COO and Director of the same	
		Mar.2018	Representative Executive Officer of ALBERT Inc.	
		Jan. 2019	Representative Director and President of the same	
		May, 2020	Representative Director, President and CEO of the same	
		Sep. 2021	Retirement of Representative Director, President of the same (note1)	
		Jun 2023	Outside Director of fixpoint, Inc (until current)	
			Advisor of Accenture Japan Ltd (note2)	

[Reason for appointment]

Mr. Takeshi Matsumoto has a wide experience as a manager in IT related industries over many years and has a wide range of insights. By incorporating outside perspectives based on his knowledge and experience and ensuring the objectivity and neutrality of management oversight functions, we expect him to contribute to further growth of the Group and the strengthening of corporate governance. Due to the above reasons, we have determined that he will be able to properly perform his job as an outside director and have appointed him a candidate for an outside director.

※Note1: Resigned from the President of ALBERT Inc.as of the end of May 2023.

※Note: Scheduled to become an advisor of Accenture Japan Ltd on June 1, 2023.

Name	Title:		Brief History	Number of shares held
Kayo Takigawa (August 21, 1972)	Outside Directors	Apr.1997	Registered as a lawyer and joined Nagashima & Ohno (currently Nagashima, Ohno & Tsunematsu)	zero shares
		May, 2002	Graduated from Columbia University School of Law (L.LM)	
		Sep. 2002	General Electric Capital Corporation	
		Jan. 2007	Partner of Nagashima, Ono & Tsunematsu (until current)	
		Jun. 2019	Outside Audit & Supervisory Board Outside Auditor of Japan Credit Information Reference Center Corp. (until current)	

[Reason for appointment]

Ms. Kayo Takigawa is a qualified lawyer and is familiar with corporate law and has extensive knowledge of legal issues. By incorporating outside perspectives based on her knowledge and experience and ensuring the objectivity and neutrality of management oversight functions, we expect her to contribute to further

growth of the Group and the strengthening of corporate governance. Although she has not been engaged in corporate management other than being an outside director, we expect that she can appropriately perform her duties as an outside director for the above reasons, so we have appointed her as a candidate for an outside director.

(2) Retiring directors

Outside Director Hiroshi Fujiwara and Outside Director Eriko Hayashi will resign at the close of the 21st General Meeting of Shareholders due to the expiration of their terms of office.

3. Changes of Auditors

(1) Auditor candidates

Name	Title:		Brief History	Number of shares held
Hiroyuki Yaji (September 8, 1960)	Outside Auditor	Mar. 1988	Registered as Certificated Public Accountant	zero - shares
		Jul. 1997	Partner of Chuo Audit Corporation	
		Jul 2004	Representative Partner of Chuo Aoyama Audit Corporation	
		Aug.2007	Partner of ShinNihon Audit Corporation (currently Ernst &Young ShinNihon LLC)	
		Nov. 2022	Opened Yaji Certified Accountant Office(until current)	
		Mar. 2023	Auditor of AVILEN, Inc.(until current)	

[Reason for appointment]

As a certified public accountant, Mr. Hiroyuki Yaji has many years of experience in corporate accounting audits, and has extensive knowledge and insight into corporate governance, compliance, and other topics. In order to ensure the soundness of the Group's management and increase corporate value over the medium to long term, we expect that he will conduct auditing operations based on its own knowledge, experience, etc., while fully cooperating with the full-time Auditor. In addition, he will participate in important meetings, including the Board of Directors, as part of the auditing activities. In the decision-making process, we determined that he will positively express his candite opinions regarding not only legality of proposals but also validity of proposals, and we have appointed him a candidate for an outside auditor.

Name	Title:		Brief History	Number of shares held
Ryuzo Koide (April 12, 1959)	Outside Auditor	Apr.1982	Joined Hakuodo Inc.	zero shares
		Dec. 2000	Manager of the Sales Department	
		Apr. 2006	Director of the Sales Department	
		Apr. 2011	Director, Executive Managing Officer and General Manager of Sales Division of Chuo-ad shinsha, Inc.	
		Jun. 2012	Representative Director and President of the same	

[Reason for appointment]

Mr. Ryuzo Koide has a wide experience as a manger in large enterprises and a wide range of insights. In order to ensure the soundness of the Group's management and increase corporate value over the

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medium-to-long term, we expect him to conduct audit operations based on his own knowledge, experience, etc., while fully cooperating with the full-time Auditor. In addition, he will participate in important meetings, including the Board of Directors, as part of the auditing activities. In the decision-making process, we determined that he will positively express his candid opinions regarding not only legality of proposals but also validity of proposals, and we have appointed him a candidate for an outside auditor.

(2)Retiring auditor

Outside Auditor Fumio Ikeda and Outside Auditor Akiko Sueoka will resign at the end of the 21st General Shareholders' Meeting due to the expiration of their term of office.

End