



February 13th, 2024

Company Name	Integral Corporation
Name of Representative	Reijiro Yamamoto, Representative Director and Partner (Securities code : 5842 Growth Market of the Tokyo Stock Exchange)
Inquiries	Yasuaki Sumikawa, CFO & Controller (TEL. 03-6212-6100)

Notice Regarding the Transition to a Company with an Audit and Supervisory Committee, Partial Amendment to the Articles of Incorporation, and Appointment of Board Members

Integral Corporation (the “Company”) announces that our Board of Directors resolved, at the meeting held on February 13th, 2024, to transition to a “Company with an Audit and Supervisory Committee”, subject to approval at the 18th Annual Shareholders’ Meeting to be held on March 26, 2024, and submit a proposal for “Partial Amendment to the Articles of Incorporation” and a proposal for “Appointment of board members after transition to Company with an Audit and Supervisory Committee” to the same Annual Shareholders’ Meeting.

1. Transition to Company with Audit and Supervisory Committee

(1) Purpose of Transition

We decided to transition to a Company with an Audit and Supervisory Committee to strengthen the supervisory function of the Board of Directors and to further enhance our corporate governance by making Audit Committee members, who are responsible for auditing the execution of duties by directors, members of the Board of Directors.

(2) Effective Date

We plan to transition to a Company with an Audit and Supervisory Committee, subject to approval regarding the required amendments to the Articles of Incorporation at the 18th Annual Shareholders’ Meeting to be held on March 26, 2024.

2. Amendment to Articles of Incorporation

(1) Purpose of Amendment

As described in “1. Transition to a Company with an Audit and Supervisory Committee” above, the Company will make the necessary amendments, including the establishment of article regarding an Audit and Supervisory Committee along and the removal of article regarding Audit Committee and Auditor.

(2) Schedule

Date of the Annual Shareholders’ Meeting : March 26, 2024 (scheduled)

Effective Date of Amendment to Articles of Incorporation : March 26, 2024 (scheduled)

3. Appointment of Board Members after Transition to Company with Audit and Supervisory Committee

(1) Director Candidates (excluding Director who is member of the Audit and Supervisory Committee)

(To be proposed at the 18th Annual Shareholders’ Meeting on March 26, 2024)

Name	New Position	Current Position	Note
Reijiro Yamamoto	Representative Director and Partner	Same as the left	Reappointment
Yoshihiro Hemmi	Director and Partner	Same as the left	Reappointment
Kensaku Mizutani	Director and Partner	Same as the left	Reappointment
Makiko Nakata	Director and Partner	Partner	Newly-appointed
Masaru Tomita	Outside Director,	Outside Director	Reappointment

	Substitute Audit and Supervisory Committee Member		
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(2) Director Candidate (who is Audit and Supervisory Committee Member)

(To be proposed at the 18th Annual Shareholders' Meeting on March 26, 2024)

Name	New Position	Current Position	Note
Hiroataka Takeuchi	Outside Director, Audit and Supervisory Committee Member	Outside Director	Newly-appointed
Masaaki Kushida	Outside Director, Audit and Supervisory Committee Member	Outside Auditor	Newly-appointed
Masataka Mitsuhashi	Outside Director, Audit and Supervisory Committee Member	Outside Auditor	Newly-appointed

(3) Director Candidate (who is Substitute Audit and Supervisory Committee Member)

(To be proposed at the 18th Annual Shareholders' Meeting on March 26, 2024)

Name	New Position	Current Position	Note
Masaru Tomita	Outside Director, Substitute Audit and Supervisory Committee Member	Outside Director	Newly-appointed
Yasutsugu Yamazaki	Substitute Audit and Supervisory Committee Member	Substitute Auditor	Newly-appointed

(4) Retiring Director (At the conclusion of the Shareholders Meeting on March 26th, 2024)

Name	New Position	Current Position	Note
Nobuo Sayama	Partner	Director and Partner	Retirement

(Note) Although Sayama is stepping down as a director, he will continue to be an investment committee member of Fund II Series, Fund III Series and Fund IV Series and to conduct investment activities in the Company.

(5) Retiring Auditor (At the conclusion of the Shareholders Meeting on March 26th, 2024)

Name	New Position	Current Position	Note
Tohru Motobayashi	-	Outside Auditor	Retirement