

February 14, 2024

To All

Company Name Frontier Management Inc.
Representative Shoichiro Onishi, Representative Director,
President & Executive Officer
(Stock code: 7038 The Prime Market of
Tokyo Stock Exchange)
Contact Hiroaki Hamada,
Executive Officer, Head of Company
Planning and Administration Department
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Notice Regarding Partial Amendment of the Articles of Incorporation

Frontier Management Inc. (hereinafter the “Company”) announces that the Board of Directors resolved at a meeting held on February 14, 2024 to decide partial amendment of the Articles of Incorporation at the 17th Annual General Meeting of Shareholders scheduled to be held on March 27, 2024. Details are as follows.

1. Reasons for amendments of the Articles of Incorporation

The Company has decided to become a company with Audit & Supervisory Committee on condition of approval at the 17th Annual General Meeting of Shareholders to be held on March 27, 2024, for the purpose of enhancing its corporate governance and increasing its sustainable corporate value by further strengthening the supervisory function of the Board of Directors and raising the flexibility of business operation.

In connection with this, the Amendment of the Articles of Incorporation is intended to make changes necessary for the Company to become a company with an Audit & Supervisory Committee, including the establishment of an Audit & Supervisory Committee, provisions for the Committee, and provisions for the delegation of authority for making decisions on important business operations to Directors, and the deletion of provisions for Audit & Supervisory Board Members and the Audit & Supervisory Board.

2. Details of change

The details of the revision are provided in the attachment.

3. Date

Scheduled date of the General Meeting of Shareholders to be held to amend the Articles of Incorporation: March 27, 2024

Scheduled effective date of the amendments to the Articles of Incorporation: March 27, 2024

Current Articles of Incorporation	Recommended revision
<p>Article 1 to Article 9 (omitted)</p> <p>(Administrator of Shareholders' Register)</p> <p>Article 10 The Company shall appoint a shareholders' register administrator.</p> <p>(2) A shareholders' register administrator and relevant administration office shall be determined by resolution of the Board of Directors.</p> <p>(3) The shareholder register, share acquisition rights register, and lost stock certificate resister of the Company shall be maintained at the administration office of the administrator of shareholder registry, who shall perform clerical work for the shareholder register, share acquisition rights register, and lost stock certificate resister, including making entries or records and other tasks related to shares and share acquisition rights. The Company shall not perform such operations.</p> <p>(Rules for Handling Shares)</p> <p>Article 11 Making entries or records in the shareholder register, share acquisition rights register, and lost stock certificate resister of the Company, handling of shares or share acquisition rights, and paying fees for such operations shall be conducted pursuant to the rules for handling shares determined by the Board of Directors in addition to those provided for by laws and regulations and the Articles of Incorporation.</p> <p>Article 12 to Article 20 (omitted)</p> <p>(Number of Directors)</p> <p>Article 21 The Company shall have no more than <u>seven</u> (7) Directors.</p> <p>Article 22 (omitted)</p> <p>(Term of Office of Directors)</p> <p>Article 23 The term of office of a director shall expire upon the conclusion of the Annual General Meeting of Shareholders held for the last business year ending <u>two</u> (2) years after his/her election.</p>	<p>Article 1 to Article 9 (unchanged)</p> <p>(Administrator of Shareholders' Register)</p> <p>Article 10 The Company shall appoint a shareholders' register administrator.</p> <p>(2) A shareholder register administrator and relevant administration office shall be determined by resolution of the Board of Directors or a <u>decision of a Director delegated by resolution of the Board of Directors</u>.</p> <p>(3) The shareholder register, share acquisition rights register, and lost stock certificate resister of the Company shall be maintained at the administration office of the administrator of shareholder registry, who shall perform clerical work for the shareholder register, share acquisition rights register, and lost stock certificate resister, including making entries or records and other tasks related to shares and share acquisition rights. The Company shall not perform such operations.</p> <p>(Rules for Handling Shares)</p> <p>Article 11 Making entries or records in the shareholder register, share acquisition rights register, and lost stock certificate resister of the Company, handling of shares or share acquisition rights, and paying fees for such operations shall be conducted pursuant to the rules for handling shares determined by the Board of Directors or <u>a Director delegated by resolution of the Board of Directors</u> in addition to those provided for by laws and regulations and the Articles of Incorporation.</p> <p>Article 12 to Article 20 (unchanged)</p> <p>(Number of Directors)</p> <p>Article 21 The Company shall have no more than <u>ten</u> (10) Directors.</p> <p>Article 22 (unchanged)</p> <p>(Term of Office of Directors)</p> <p>Article 23 The term of office of Directors (<u>excluding those who concurrently serve as Audit & Supervisory Committee Members</u>) shall expire at the conclusion of the Annual General Meeting of Shareholders held for the last closing of accounts within <u>one</u> (1) year from their assumption of office.</p> <p><u>(2) The term of office of Directors who are Audit & Supervisory Committee Members shall end at the conclusion of the Annual General Meeting of Shareholders held for the last business year that ends within two (2) years from the election.</u></p> <p><u>(3) The term of office of a Director appointed to fill a vacancy created by earlier termination of the</u></p>

<p>(2) The term of office of any Director elected to fill a vacancy or due to an increase in the fixed number shall be the remaining term of office of the predecessor or the other Directors then in office.</p> <p>Article 24 (omitted)</p> <p>(Remuneration) Article 25 Remuneration, bonuses, and other economic benefits received by Directors from the Company in consideration of the performance of their duties (hereinafter, “Remuneration”) shall be determined by resolution of the General Meeting of Shareholders.</p> <p>(Representative Director and Directors with Special Titles) Article 26 The Company shall appoint a representative director by resolution of the Board of Directors meeting.</p> <p>(2) The Representative Director shall execute the operations of the Company on behalf of the Company. (3) In the absence or disability of all representative directors, one of the other directors shall take the place of the representative director in an order predetermined by the Board of Directors.</p> <p>(4) The Board of Directors may, by a resolution of the Board of Directors, elect one (1) chairman of the Board of Directors, one (1) president and director, several deputy president and directors, several senior managing directors and several managing directors.</p> <p>(Notice of Convocation of Meetings of the Board of Directors) Article 27 Meetings of the Board of Directors shall be convened by Representative Directors in an order predetermined by the Board of Directors, who shall send a notice of convocation to each Director and each <u>Audit & Supervisory Board member</u> not later than three (3)</p>	<p>predecessor, <u>excluding a Director serving as an Audit & Supervisory Committee member</u>, or due to an increase in the number of Directors, <u>excluding Directors serving as Audit & Supervisory Committee members</u>, shall be the same as the remaining term of office of his or her predecessor or other Directors, <u>excluding Directors serving as Audit & Supervisory Committee members</u>, holding the same office.</p> <p>(4) <u>If a Director who serves as an Audit & Supervisory Committee member is appointed as an alternate to a Director who has served as an Audit & Supervisory Committee member and retired prior to the expiration of his or her term of office, the term of office of the appointed Director shall be the same as the remaining term of office of his or her predecessor.</u></p> <p>Article 24 (unchanged)</p> <p>(Remuneration) Article 25 Remuneration, bonuses, and other economic benefits received by Directors from the Company in consideration of performance of their duties (hereinafter, “Remuneration”) shall be determined <u>separately between Directors serving as Audit & Supervisory Committee Members and those who are not</u> by resolution of the General Meeting of Shareholders.</p> <p>(Representative Director and Directors with Special Titles) Article 26 The Company shall elect a Representative Director from the Directors, <u>excluding those serving as Audit & Supervisory Committee Members</u>, by resolution of its Board of Directors.</p> <p>(2) The Representative Director shall execute the operations of the Company on behalf of the Company. (3) In the absence or disability of all Representative Directors, one of the other Directors, <u>excluding Directors serving as Audit & Supervisory Committee members</u>, shall take the place of the Representative Director in an order predetermined by the Board of Directors.</p> <p>(4) The Board of Directors may, by a resolution of the Board of Directors, elect one (1) Chairman of the Board of Directors, one (1) president and director, several deputy president and director(s), several senior managing director(s) and several managing director(s), from the Directors <u>(excluding those who concurrently serve as Audit & Supervisory Committee Members)</u>.</p> <p>(Notice of Convocation of Meetings of the Board of Directors) Article 27 Meetings of the Board of Directors shall be convened by Representative Directors in an order predetermined by the Board of Directors, who shall send a notice of convocation to each Director not later than three (3) days prior to the date of the corresponding</p>
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days prior to the scheduled date of the corresponding meeting. The period may be reduced in a contingency.
(2) A meeting of the Board of Directors may be held without the convocation notice upon the unanimous consent of the directors and Audit & Supervisory Board Members.

Article 28 (omitted)

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(Omission of the Procedure of Passing Resolutions at Board of Directors' Meetings)

Article 29 If a Director proposes a matter to be resolved at a meeting of the Board of Directors and the proposal is approved unanimously in writing or through the electromagnetic method by the Directors entitled to participate in the resolution, a resolution to approve this proposal is deemed to have been passed by the Board of Directors. provided, however, that this shall not apply when an Audit & Supervisory Board Member has raised an objection.

(Minutes of the Board of Directors' meetings)

Article 30 A summary of the progress of the agenda of the Board of Directors meeting and the results thereof and other matters provided for in laws and regulations shall be entered or recorded in the minutes, and the Directors and Audit & Supervisory Board Members present at the meeting shall affix their names and seals or electronic signatures thereto.

Article 31 The Company shall have Audit & Supervisory Board members and the Audit & Supervisory Board. The number of members shall be no more than four (4).

(2) Audit & Supervisory Board Members of the Company shall be elected, at a shareholders' meeting, by a resolution of a majority of the voting rights of the shareholders present at such shareholders' meeting at which shareholders having not less than one-third of the voting rights of shareholders entitled to exercise their voting rights are present.

(Term of Office of Audit & Supervisory Board Members)

Article 32 The term of office of an Audit & Supervisory Board Member shall expire upon the conclusion of the Annual General Meeting of Shareholders held for the last business year ending four years after his/her election.

(2) The term of office of an Audit & Supervisory Board

meeting. The period may be reduced in a contingency.

(2) A meeting of the Board of Directors may be held without the convocation notice upon the unanimous consent of the Directors.

Article 28 (unchanged)

Article 29 The Company may delegate all or part of decisions regarding the performance of important duties (excluding those in the paragraph (5), Article 399-13, of the Companies Act) by resolution of the Board of Directors pursuant to the provisions of the paragraph (6), Article 399-13, of the Companies Act.

(Omission of the Procedure of Passing Resolutions at Board of Directors' Meetings)

Article 30 If a Director proposes a matter to be resolved at a meeting of the Board of Directors and the proposal is approved unanimously in writing or through the electromagnetic method by the Directors entitled to participate in the resolution, a resolution to approve this proposal is deemed to have been passed by the Board of Directors

(Minutes of the Board of Directors' meetings)

Article 31 A summary of the progress of the agenda of the Board of Directors meeting and the results thereof and other matters provided for in laws and regulations shall be entered or recorded in the minutes, and the Directors present at the meeting shall affix their names and seals or electronic signatures thereto.

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<p><u>member elected to fill a vacancy created by an earlier termination of the predecessor shall be the same as the remaining term of office of the predecessor.</u></p>	
<p><u>(Exemption from Liability of Audit & Supervisory Board Members)</u></p>	<Delete>
<p><u>Article 33 Pursuant to provisions of Paragraph 1, Article 426 of the Companies Act, the Company may exempt, by a resolution of the Board of Directors, Audit & Supervisory Board members (including former Audit & Supervisory Board members) from the liability specified in Paragraph 1, Article 423 of the Companies Act caused by neglecting their duties to the extent permitted by the applicable laws and regulations.</u></p>	
<p><u>(2) The Company may conclude an agreement limiting liability prescribed in Paragraph 1, Article 423 of the Companies Act to the extent stipulated in laws with Audit & Supervisory Board members pursuant to the provisions of Paragraph 1, Article 427 of the said Act.</u></p>	
<p><u>(Remuneration)</u></p>	<Delete>
<p><u>Article 34 Remuneration, etc. for Audit & Supervisory Board Members shall be determined by a resolution of a General Meeting of Shareholders.</u></p>	
<p><u>(Full-time Audit & Supervisory Board Members)</u></p>	<Delete>
<p><u>Article 35 The Audit & Supervisory Board, by its resolution, shall elect a full-time member from among the Audit & Supervisory Board Members.</u></p>	
<p><u>(Notice of Convocation of Meetings of the Audit & Supervisory Board)</u></p>	<Delete>
<p><u>Article 36 Notice of a meeting of the Audit & Supervisory Board shall be sent to each Audit & Supervisory Board member not later than three (3) days prior to the scheduled date of the meeting. The period may be reduced in a contingency.</u></p>	
<p><u>(2) A meeting of the Audit & Supervisory Board may be held without the convocation notice upon the unanimous consent of the Audit & Supervisory Board Members.</u></p>	
<p><u>(Resolutions of the Audit & Supervisory Board)</u></p>	<Delete>
<p><u>Article 37 A resolution of the Audit & Supervisory Board shall be adopted by a majority vote of Audit & Supervisory Board Members, unless otherwise provided for in laws and regulations.</u></p>	
<p><u>(Minutes of the Audit & Supervisory Board)</u></p>	<Delete>
<p><u>Article 38 The substance of the proceedings and the results of the meeting of the Audit & Supervisory Board, and the matters stipulated in the applicable laws and regulations shall be entered or recorded in the minutes, and the Audit & Supervisory Board Members present shall affix their names and seals or their electronic signatures thereto.</u></p>	

<p><u>(Audit & Supervisory Board Regulations)</u> <u>Article 39 Matters concerning the Audit & Supervisory Board shall be governed by the Regulations of the Audit & Supervisory Board established by the Audit & Supervisory Board, in addition to those provided for in laws and regulations or the Articles of Incorporation.</u></p>	<p><Delete></p>
<p><New></p>	<p><u>(Full-time Audit & Supervisory Committee Member)</u> <u>Article 32 The Company shall establish an Audit and Supervisory Committee.</u> <u>(2) Full-time Audit & Supervisory Committee Members may be appointed by a resolution of the Board</u></p>
<p><New></p>	<p><u>(Notice of Convocation of a Meeting of the Audit & Supervisory Committee)</u> <u>Article 33 A notice of the convocation of a meeting of the Audit & Supervisory Committee shall be sent to each Audit & Supervisory Committee Member no later than seven (7) days prior to the date of the meeting, provided, however, that in urgent circumstances this period may be shortened.</u> <u>(2) If the consent of all Audit & Supervisory Committee Members is obtained, the Audit & Supervisory Committee meeting may be held without taking the convocation procedures.</u></p>
<p><New></p>	<p><u>(Method of Resolution of the Audit & Supervisory Committee)</u> <u>Article 34 A resolution is passed by the Audit & Supervisory Committee by a majority vote of the Audit & Supervisory Committee Members at a meeting attended by a majority of the members eligible to participate in the resolution.</u></p>
<p><New></p>	<p><u>(Minutes of Meetings of the Audit & Supervisory Committee)</u> <u>Article 35 Proceedings of the meetings of the Audit & Supervisory Committee shall be recorded in minutes pursuant to the provisions of the Ordinance of the Ministry of Justice, which shall be signed or given names and seals or electronically signed by the members of the Audit & Supervisory Committee who attended the meeting.</u></p>
<p><New></p>	<p><u>(Audit & Supervisory Committee Regulations)</u> <u>Article 36 Matters concerning the Audit & Supervisory Committee shall be subject to the Regulations of the Audit & Supervisory Committee established by the Audit & Supervisory Committee in addition to those provided for in laws and regulations and these Articles of Incorporation.</u></p>
<p>Article <u>40</u> to Article <u>42</u> (omitted)</p>	<p>Article <u>37</u> to Article <u>39</u> (unchanged)</p>
<p>(Remuneration) Article <u>43</u> Remuneration, etc. for the Accounting Auditor shall be determined by the Representative</p>	<p>(Remuneration) Article 40 Remuneration, etc. for the Accounting Auditor shall be determined by the Representative</p>

<p>Director by obtaining the consent of the <u>Audit & Supervisory Board</u>.</p> <p>Article <u>44</u> to Article <u>47</u> (omitted)</p> <p><New></p>	<p>Director by obtaining the consent of the <u>Audit & Supervisory Committee</u>.</p> <p>Article <u>41</u> to Article <u>44</u> (unchanged)</p> <p><u>Supplementary Provisions</u> <u>(Transitional Measures Concerning Exemption of Audit & Supervisory Board Members from Liability)</u> <u>The Company may exempt its Audit & Supervisory Board members (including former Audit & Supervisory Board members) from the liability specified in Paragraph 1, Article 423 of the Companies Act in relation to their acts prior to the conclusion of the 17th Annual General Shareholders Meeting by resolution of the Board of Directors, to the extent permitted by law.</u></p>
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