

[Translation]

April 30, 2024

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Notice of Partial Amendments to the Articles of Incorporation

At the meeting of the Board of Directors held on April 30, 2024, Japan Exchange Group, Inc. (JPX) resolved to propose "Partial Amendments to the Articles of Incorporation" for resolution at the 23rd Annual General Shareholders Meeting planned for June 19, 2024. Details are as follows.

I. Reasons for Proposed Amendments

(1) Amendments to allow for General Shareholders Meetings without a defined location

With the enactment of the "Act for Partial Revision of the Act on Strengthening Industrial Competitiveness, etc." (Act No. 70 of 2021), listed companies can hold general shareholders meetings without a defined location (so-called "Fully Virtual General Shareholders Meetings") under certain conditions by stipulating it in their articles of incorporation.

These amendments are being made to add Article 12, Paragraph 2 to the Company's Articles of Incorporation to allow it to hold such Fully Virtual General Shareholders Meetings when, taking into account the interests of shareholders, the board of directors deems it inappropriate to hold a General Shareholders Meeting with a defined location due to the occurrence of a major disaster such as a natural disaster, the spread of an infectious disease, or other similar reasons.

In addition, as noted above, these amendments are being made to prepare for unforeseen events such as major disasters or the spread of infectious diseases, and the Company has no plans to hold Fully Virtual General Shareholders Meetings unless such circumstances arise.

As of March 28, 2024, JPX has received confirmation from the Minister of Economy, Trade and Industry and the Minister of Justice that its Fully Virtual General Shareholders Meetings would meet the requirements specified by the ordinances of the Ministry of Economy, Trade and Industry and the Ministry of Justice for cases that contribute to strengthening industrial competitiveness while giving consideration to ensuring the interests of shareholders.

(2) Changes to the requirements and determination method for the convener and chairperson of General Shareholders Meetings

JPX proposes to change the requirements and determination method for the convener and chairperson of General Shareholders Meetings, which are stipulated in Article 14 of the current Articles of Incorporation, to allow for flexible operation of General Shareholders Meetings.

II. Details of Proposed Amendments

Details of the proposed amendments are as follows.

(Amendments are underlined)

Current Provisions	Proposed Amendments
<p>(Convocation of General Shareholders Meeting)) Article 12 1. (Omitted) (Added)</p>	<p>(Convocation of General Shareholders Meeting)) Article 12 1. (Omitted) 2. <u>When the Board of Directors determines that, taking into account the interests of shareholders, holding a general shareholders meeting with a defined location is inappropriate because of causes such as occurrence of an act of providence or the spread of an infectious disease, the Company may hold a general shareholders meeting without a defined location.</u></p>
<p>(Convener and Chairperson of General Shareholders Meeting) Article 14 1. Unless otherwise provided by laws and regulations, the general shareholders meeting shall be convened <u>and presided over</u> by a director <u>concurrently serving as CEO</u>, by resolution of the Board of Directors. 2. In the event the director <u>concurrently serving as CEO</u> is unable to fulfill their duties due to their absence, an emergency, or other circumstances, another director <u>concurrently serving as an executive officer</u> shall convene <u>and preside over</u> the general shareholders meeting in an order predetermined by the Board of Directors. (Added)</p>	<p>(Convener and Chairperson of General Shareholders Meeting) Article 14 1. Unless otherwise provided by laws and regulations, the general shareholders meeting shall be convened by a director <u>appointed in advance</u> by resolution of the Board of Directors. 2. In the event the director <u>described in the preceding paragraph</u> is unable to fulfill their duties due to their absence, an emergency, or other circumstances, another director shall convene the general shareholders meeting in an order predetermined by the Board of Directors.</p>
<p>(Added)</p>	<p>3. <u>The general shareholders meeting shall be presided over by a director or executive officer predetermined by the Board of Directors.</u> 4. <u>In the event the director or executive officer described in the preceding paragraph is unable to fulfill their duties due to their absence, an emergency, or other circumstances, another director or executive officer shall preside over the general shareholders meeting in an order predetermined by the Board of Directors.</u></p> <p>Supplementary Provisions <u>These amendments shall be implemented on June 19, 2024.</u></p>

(Note) Please note that the English translation of the Current Provisions shown here has been edited from the current translation on the JPX website for the purposes of this document.

III. Schedule

Scheduled Date of Annual General Shareholders Meeting for partial amendments to the Articles of Incorporation	June 19, 2024
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Effective date of partial amendments to the Articles of Incorporation	June 19, 2024
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