

Febraury 21, 2022

To whom it may concern:

Company Name: WealthNavi Inc.

Representative: Kazuhisa Shibayama, Representative

Director and CEO

(Code Number: 7342 Tokyo Stock Exchange Mothers)

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Notice of Partial Amendment to the Articles of Incorporation

WealthNavi Inc. (the "Company") hereby announces that, its Board of Directors resolved today to propose a partial amendment to the Articles of Incorporation at the 7th Annual General Meeting of Shareholders of the Company (the "General Meeting of Shareholders") to be held in March 2022, details of which are as follows. At the meeting of the Board of Directors held on February 14, 2022, the Company decided the plan of transition to a company with an Audit & Supervisory Committee subject to the approval at the General Meeting of Shareholders, and this partial amendment to the Articles of Incorporation includes a partial amendment to the Articles of Incorporation regarding the transition to a company with an Audit & Supervisory Committee, please refer to "Announcement regarding Transition to a Company with an Audit & Supervisory Committee and Candidate Directors" dated February 14, 2022.

1. Reasons for the Amendment

(1) Adding Business Purposes

In order to allow for future business development and diversification, business purposes shall be added and the current description shall be revised.

(2) Transition to a Company with an Audit & Supervisory Committee

In order to further enhance the Company's corporate governance with reinforced supervisory functions of the Board of Directors by having each Audit & Supervisory Committee Member to exercise his/her voting right at the Board of Directors, the Company intends to make a transition from a company with a Audit & Supervisory Board to a company with an Audit & Supervisory Committee. For this purpose, the Company shall newly add provisions regarding Directors who are Audit & Supervisory Committee Members and the Audit & Supervisory Committee, and delete provisions regarding Corporate Auditors and the Audit & Supervisory Board, and make other revisions necessary for transition to a company with an Audit & Supervisory Committee.

(3) Holding of a General Meeting of Shareholders without a Fixed Place

With the legalization of holding general meetings of shareholders without a fixed place (so-called virtual-only general meeting of shareholders) by listed companies as a result of enforcement of the "Act for Partially Amending the Industrial Competitiveness Enhancement Act and Other Related Acts" dated June 16, 2021, Article 13, Paragraph 2 of the Articles of Incorporation shall be added for the purpose of improving varieties of method of holding a general meeting of

shareholders.

In accordance with the Act for Partially Amending the Industrial Competitiveness Enhancement Act and Other Related Acts, the effectiveness of the amendment to Article 13 of the Articles of Incorporation shall be subject to, in addition to the resolution of the General Meeting of Shareholders, confirmation by the Minister of Economy, Trade and Industry and the Minister of Justice pursuant to the Ordinance of the Ministry of Economy, Trade and Industry and the Ordinance of the Ministry of Justice, to the effect that a general meeting of shareholders without a fixed place falls under the requirements provided for by the Ordinance of the Ministry of Economy, Trade and Industry and the Ordinance of the Ministry of Justice as a case where it contributes to enhancing industrial competitiveness while giving consideration to securing the interests of the shareholders.

(4) Measures for Electronic Provision of Information that is the Content of Reference Documents for a General Meeting of Shareholders

The amended provisions set forth in the proviso of Article 1 of the Supplementary Provisions of the "Act Partially Amending the Companies Act" (Act No. 70 of 2019) will come into effect on September 1, 2022. Accordingly, a provision to the effect that the Company shall take measures for electronic provision of information that is the content of reference documents for a general meeting of shareholders and a provision to limit the scope of matters to be stated in the documents to be delivered to the shareholders who made the request for delivery of document shall be newly added, and the provision regarding Internet disclosure and deemed provision of the reference documents for a general meeting of shareholders shall be deleted, and supplementary provisions regarding the effective date, etc. shall be added.

2. Details of the Amendment

The details of the amendment are described in the exhibit.

3. Schedule

Date of general meeting of shareholders for the amendment to the Articles of Incorporation: March 24, 2022 (scheduled) Effective date of the amendment to the Articles of Incorporation: March 24, 2022 (scheduled)

(Exhibit)

(Underlines indicate changes)

	(Undernnes indicate changes)
Current	Proposed Amendments
Chapter 1 General	Chapter 1 General
Article 1 <omitted></omitted>	Article 1 <no changes=""></no>
(Purpose)	(Purpose)
Article 2 The purpose of the Company shall be to engage in	Article 2 The purpose of the Company shall be to engage in
the following businesses.	the following businesses.
(1)-(9) <omitted></omitted>	(1)-(9) <no changes=""></no>
(10) Fund transfer business	(10) Services pertaining to issuance, sales and
	management of prepaid payment instruments
	and fund transfer business
<new item=""></new>	(11) Mediation or introduction of other business
	<u>operators</u>
<new item=""></new>	(12) Services pertaining to money lending business
	or any other money loan or money brokerage
	<u>business</u>
<new item=""></new>	(13) Non-life insurance agency business and
	business related to solicitation of life
	insurance
<new item=""></new>	(14) Bank agency services
<new item=""></new>	(15) Electronic payment services
<new item=""></new>	(16) Financial service brokerage services in the
	banking, lending and insurance sectors
<new item=""></new>	(17) Provision of payment services in e-commerce
	and other transactions
<new item=""></new>	(18) Credit card business and agency business for
	solicitation of credit card members
<new item=""></new>	(19) Application acceptance and management and
	administration services of defined
	contribution pension
<new item=""></new>	(20) Trust agreement agency services as defined in
	the Trust Business Act
<new item=""></new>	(21) Business pertaining to intermediary service for
	conclusion of a contract concerning execution
	of a will or liquidation of an estate
<new item=""></new>	(22) Financial planning services and brokerage and
AT TO .	mediation thereof
<new item=""></new>	(23) Life planning services and brokerage and
AT TO .	mediation thereof
<new item=""></new>	(24) Telecommunications business
(11) Any business incidental or related to the	(25) Any business incidental or related to the
preceding Items	preceding Items

Current	Proposed Amendments
Article 3 <omitted></omitted>	Article 3 <no changes=""></no>
(Bodies)	(Bodies)
Article 4 The Company shall have the following organs in addition to the general meeting of shareholders and Directors. (1) Board of Directors (2) Corporate Auditors (3) Audit & Supervisory Board (4) Accounting Auditors Article 5 < Omitted>	Article 4 The Company shall have the following organs in addition to the general meeting of shareholders and Directors. (1) Board of Directors (2) Audit & Supervisory Committee <delete> (3) Accounting Auditors Article 5 <no changes=""></no></delete>
Chapter 2 Shares	Chapter 2 Shares
Articles 6-9 < Omitted>	Articles 6-9 <no changes=""></no>
(Shareholder Registry Administrator)	(Shareholder Registry Administrator)
Article 10 The Company shall have a shareholder registry administrator.	Article 10 <no changes=""></no>
2 The shareholder registry administrator and its place of business shall be determined by resolution of the Board of Directors.	2 The shareholder registry administrator and its place of business shall be determined by the Board of Directors or a Director delegated by the resolution of the Board of Directors.
3 The preparation and keeping of the shareholder registry and registry of holders of stock acquisition rights of the Company and other affairs related to the shareholder registry and registry of holders of stock acquisition rights shall be delegated to the shareholder registry administrator and shall not be handled by the Company.	3 <no changes=""></no>
(Share Handling Regulations)	(Share Handling Regulations)
Article 11 Handling of shares of the Company and fees therefor shall be in accordance with the share handling regulations established by the Board of Directors in addition to laws and regulations or these Articles of Incorporation.	Article 11 Handling of shares of the Company and fees therefor shall be in accordance with the share handling regulations established by the Board of Directors or a Director delegated by the resolution of the Board of Directors in addition to laws and regulations or these Articles of Incorporation.
Article 12 <omitted></omitted>	Article 12 <no changes=""></no>
Chapter 3 General Meeting of Shareholders	Chapter 3 Genral Meeting of Shareholders

Current	Proposed Amendments
(Convocation)	(Convocation)
Article 13 The annual general meeting of shareholders of the Company shall be convened within three (3) months from the day following the last day of each business year, and an extraordinary general meeting of shareholders may be convened from time to time whenever necessary.	Article 13 <no changes=""></no>
<new paragraph=""></new>	2 The general meeting of shareholders of the Company may be a general meeting of shareholders without a fixed place.
Article 14 < Omitted>	Article 14 <no changes=""></no>
(Internet Disclosure and Deemed Provision of Reference Documents for General Meetings of Shareholders)	(Electronic Provision Measures)
Article 15 When convening a general meeting of shareholders, the Company may deem that information pertaining to matters to be stated or indicated in the reference documents for the general meeting of shareholders, business reports, financial statements and consolidated financial statements has been provided to the shareholders by disclosing it through the Internet pursuant to the provisions of the applicable ordinance of the Ministry of Justice. New Paragraph>	Article 15 When convening a general meeting of shareholders, the Company shall take measures to electronically provide the information contained in the reference documents for the general meeting of shareholders, etc. 2 The Company may omit all or part of the matters set forth in the applicable ordinance of the Ministry of Justice for which the Company shall take electronic provision measures from the documents to be delivered to the shareholders who have made a request for delivery of documents by the record date of voting rights.
Articles 16-17 < Omitted>	Articles 16-17 <no changes=""></no>
Chapter 4 Directors and Board of Directors	Chapter 4 Directors and Board of Directors
(Number of Directors) Article 18 The Company shall have no more than ten (10) Directors.	(Number of Directors) Article 18 The Company shall have no more than ten (10) Directors (excluding Audit & Supervisory Committee Members) and no more than four (4) Directors who are Audit & Supervisory Committee Members.

Current	Proposed Amendments
(Election of Directors) Article 19 The Directors of the Company shall be elected by a majority of the voting rights of the shareholders present at a meeting where the shareholders holding 1/3 or more of the voting rights of the shareholders entitled to exercise their voting rights are present.	(Election of Directors) Article 19 <no changes=""> 2 The election of Directors under the preceding Paragraph shall be made separately for Directors</no>
2 Cumulative voting shall not be used in the election of Directors.	who are Audit & Supervisory Committee Members and Directors who are not Audit & Supervisory Committee Members. 3 < No changes>
<new paragraph=""></new>	4 The Company may elect substitute Directors who are Audit & Supervisory Committee Members at a general meeting of shareholders in preparation for the case where the number of Directors who are Audit & Supervisory Committee Members falls below the number required by laws and regulations.
<new paragraph=""></new>	5 The period during which the resolution pertaining to the election of a substitute Director who is an Audit & Supervisory Committee Member under the preceding Item is effective shall be until the time of the commencement of the annual general meeting of shareholders for the last business year which ends within two (2) years after such resolution.
(Term of Office of Directors) Article 20 The term of office of a Director shall be until the conclusion of the annual general meeting of shareholders regarding the last business year which ends within two (2) years from the election.	(Term of Office of Directors) Article 20 The term of office of a Director (excluding an Audit & Supervisory Committee Member) shall be until the conclusion of the annual general meeting of shareholders regarding the last business year which ends within one (1) year from the election.

	Current		Proposed Amendments
2	The term of office of a Director elected as a substitute or due to an increase in the number of Directors shall be the same as the remaining term of office of their predecessor or other incumbent Directors.		<deleted></deleted>
	<new paragraph=""></new>	2	The term of office of a Director who is an Audit & Supervisory Committee Member shall be until the conclusion of the annual general meeting of shareholders regarding the last business year which ends within two (2) years from their election.
	<new paragraph=""></new>	3_	The term of office of a Director who is elected as a substitute for a Director who is an Audit & Supervisory Committee Member who retired before the expiration of their term of office shall continue until the expiration of the term of office of the retired Director who is an Audit & Supervisory Committee Member.
(Representa	ative Director)	(Representa	ative Director)
Article 21	The Company shall appoint one or more	Article 21	The Board of Directors shall appoint one or
	Representative Directors from among the Directors by resolution of the Board of Directors.		more Representative Directors from among the Directors (excluding not Audit & Supervisory Committee Members).
2	The Representative Director shall represent the Company and execute the business of the Company.	2	<no changes=""></no>
Article 22	<omitted></omitted>	Article 22	<no changes=""></no>
(Convocation	on Notice of Meetings of the Board of Directors)	(Convocation	on Notice of Meetings of the Board of Directors)
Article 23	When a meeting of the Board of Directors is convened, notice thereof shall be sent to each Director and Corporate Auditor at least three (3) days prior to the date of the meeting. Provided, however, that this period may be shortened in case of emergency. A meeting of the Board of Directors may be held	Article 23	When a meeting of the Board of Directors is convened, notice thereof shall be sent to each Director at least three (3) days prior to the date of the meeting. Provided, however, that this period may be shortened in case of emergency. A meeting of the Board of Directors may be held
	without taking the convocation procedures if the consent of all Directors <u>and Corporate Auditors</u> is obtained.		without taking the convocation procedures if the consent of all Directors is obtained.
Article 24	<omitted></omitted>	Article 24	<no changes=""></no>

Current	Proposed Amendments
(Omission of Resolution of the Board of Directors)	(Omission of Resolution of the Board of Directors)
Article 25 In the case where a Director makes a proposal regarding a matter that is the purpose of a resolution of a meeting of the Board of Directors, if all Directors (limited to those that are entitled to participate in voting on the matter) express their intention to agree to such proposal in writing or by electromagnetic record, it shall be deemed that the resolution to approve such proposal at the meeting of the Board of Directors has been made. Provided, however, that this shall not apply if a Corporate Auditor expresses an objection.	Article 25 In the case where a Director makes a proposal regarding a matter that is the purpose of a resolution of a meeting of the Board of Directors, if all Directors (limited to those that are entitled to participate in voting on the matter) express their intention to agree to such proposal in writing or by electromagnetic record, it shall be deemed that the resolution to approve such proposal at the meeting of the Board of Directors has been made.
<new article=""></new>	(Delegation of Decisions on the Execution of Important Operations) Article 26 The Company may delegate all or part of decisions on execution of important operations (excluding the matters set forth in each Item of Article 399-13, Paragraph 5 of the Companies Act) to the Directors by resolution of the Board of Directors pursuant to Article 399-13, Paragraph 6 of the Companies Act.
Articles <u>26-27</u> <omitted></omitted>	Articles 27-28 <no changes=""></no>
(Remuneration of Directors)	(Remuneration of Directors)
Article 28 The remuneration, bonus and other property benefits to be received by the Directors from the Company in consideration of the execution of their duties shall be determined by resolution of a general meeting of shareholders.	Article 29 The remuneration, bonus and other property benefits to be received by the Directors from the Company in consideration of the execution of their duties shall be separately determined for Directors who are Audit & Supervisory Committee Members and Directors who are not Audit & Supervisory Committee Members by resolution of a general meeting of shareholders.
Chapter 5 Corporate Auditors and Audit & Supervisory Board	<deleted></deleted>
(Number of Corporate Auditors) Article 29 The Company shall have no more than 5 Corporate Auditors.	<deleted></deleted>

Current	Proposed Amendments
(Election of Corporate Auditors)	<deleted></deleted>
Article 30 The Corporate Auditors of the Company shall be	
elected by a majority of the voting rights of the	
shareholders present at a general meeting of	
shareholders where the shareholders holding 1/3	
or more of the voting rights of the shareholders	
entitled to exercise their voting rights are present.	
(Term of Office of Corporate Auditors)	<deleted></deleted>
Article 31 The term of office of a Corporate Auditor shall	
be until the conclusion of the annual general	
meeting of shareholders regarding the last	
business year which ends within four (4) years	
from their election.	
2 The term of office of a Corporate Auditor elected	
as a subsitute shall be unitl the term of office of	
the Corporate Auditor who retired expires.	
(Full-Time Corporate Auditor)	<deleted></deleted>
Article 32 The Audit & Supervisory Board shall elect Full-	
Time Corporate Auditors by its resolution.	
(Convocation of Meetings of the Audit & Supervisory Board)	<deleted></deleted>
Article 33 When a meeting of the Audit & Supervisory	
Board is convened, notice thereof shall be sent to	
each Corporate Auditor at least three (3) days	
prior to the date of the meeting. Provided,	
however, that this period may be shortened in	
case of emergency.	
2 A meeting of the Audit & Supervisory Board	
may be held without taking the convocation	
procedures if the consent of all Corporate	
Auditors is obtained.	
(Resolution of the Audit & Supervisory Board)	<deleted></deleted>
Article 34 Unless otherwise provided for in laws and	
regulations, resolutions of the Audit &	
Supervisory Board shall be adopted by a	
majority of the Corporate Auditors.	

	Current	Proposed Amendments
(Regulation	ns of the Audit & Supervisory Board)	<deleted></deleted>
Article 35	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	
	laws and regulations and these Articles of	
	Incorporation.	
(Exemption	n from Liability of Corporate Auditors)	<deleted></deleted>
Article 36	Pursuant to Article 426, Paragraph 1 of the	
	Companies Act, the Company may, by resolution	
	of the Board of Directors, exempt its Corporate	
	Auditors (including a person who was a	
	Corporate Auditor) from liability for damages	
	under Article 423, Paragraph 1 of the Companies	
	Act. Provided, however, that the amount of	
	exemption from liability based on such	
	resolution shall not exceed the amount obtained	
	by deducting the minimum liability amount	
	specified by laws and regulations from the	
	amount of liability.	
2	The Company may enter into an agreement with	
	a Corporate Auditor pursuant to Article 427,	
	Paragraph 1 of the Companies Act to limit the	
	Corporate Auditor's liability for damages under	
	Article 423, Paragraph 1 of the same Act.	
	Provided, however, that the maximum amount of	
	liability under such agreement shall be the	
	amount prescribed by laws and regulations.	
(Remunera	tion of Corporate Auditors)	<deleted></deleted>
Article 37	The remuneration, bonus and other property	
	benefits to be received by the Corporate Auditors	
	from the Company in consideration of the	
	execution of their duties shall be determined by	
	resolution of a general meeting of shareholders.	
	<new item=""></new>	<u>Chapter 5 Audit & Supervisory Committee and Committee</u> <u>Members</u>
	<new item=""></new>	(Full-Time Audit & Supervisory Committee Members) Article 30 The Audit & Supervisory Committee may elect Full-Time Audit & Supervisory Committee Members from among the Audit & Supervisory Committee Members by its resolution.

Current	Proposed Amendments
<new item=""></new>	(Convocation Notice of Meetings of the Audit & Supervisory Committee) Article 31 The convocation notice of meetings of the Audit & Supervisory Committee shall be sent to each Audit & Supervisory Committee Member at least three (3) days prior to the date of the meeting. Provided, however, that this period may be shortened in case of emergency. 2 A meeting of the Audit & Supervisory Committee may be held without taking the convocation procedures if the consent of all Audit & Supervisory Committee Members is obtained.
<new item=""></new>	(Resolution of the Audit & Supervisory Committee) Article 32 The resolution of the Audit & Supervisory Committee shall be made by a majority of the Audit & Supervisory Committee Members present at a meeting where a majority of the Audit & Supervisory Committee Members entitled to participate in voting on said matter are present.
<new item=""></new>	(Regulations of the Audit & Supervisory Committee) Article 33 Matters concerning the Audit & Supervisory Committee shall be governed by the Regulations of the Audit & Supervisory Committee established by the Audit & Supervisory Committee, in addition to laws and regulations and these Articles of Incorporation.
Chapter 6 Accounting Auditors	Chapter 6 Accounting Auditors
Articles 38-39 < Omitted> Chapter 7 Calculation Articles 40-43 < Omitted> New Item>	Articles 34-35 <no changes=""> Chapter 7 Calculation Articles 36-39 <no changes=""> (Supplementary Provisions)</no></no>

Current	Proposed Amendments
<new item=""></new>	(Transitional Measures Regarding Exemption from Liability of Corporate Auditors) Article 1 The exemption from liability of Corporate Auditors (including a person who was a Corporate Auditor) and the liability limitation agreement concluded with Corporate Auditors with respect to the acts under Article 423, Paragraph 1 of the Companies Act prior to the conclusion of the 7th Annual General Meeting of Shareholders held in March 2022 shall continue to be governed by the provisions of the Articles of Incorporation prior to the amendment upon the conclusion of the same general meeting of shareholders.
<new item=""></new>	(Transitional Measures Regarding General Meetings of Shareholders without a Fixed Place) Article 2 In accordance with the Act for Partially Amending the Industrial Competitiveness Enhancement Act and Other Related Acts, the effectiveness of the amendment to Article 13 of the Articles of Incorporation shall be subject to confirmation by the Minister of Economy, Trade and Industry and the Minister of Justice pursuant to the Ordinance of the Ministry of Economy. Trade and Industry and the Ordinance of the Ministry of Justice, to the effect that a general meeting of shareholders without a fixed place falls under the requirements provided for by the Ordinance of the Ministry of Economy, Trade and Industry and the Ordinance of the Ministry of Justice as a case where it contributes to enhancing industrial competitiveness while giving consideration to securing the interests of the shareholders.

Current	Proposed Amendments
<new item=""></new>	(Transitional Measures Regarding Electronic Provision Measures) Article 3 Deletion of Article 15 of the current Articles of Incorporation (Internet Disclosure and Deemed
	Provision of Reference Documents for General Meetings of Shareholders) and the addition of Article 15 (Electronic Provision Measures) in the proposed amendment shall become effective as of the date of enforcement of amended provisions ("Effective Date") as stipulated in the provision of Article 1 of the Supplementary Provisions of the Act Partially Amending the
<new item=""></new>	Companies Act (Act No. 70 of 2019). 2 Notwithstanding the provisions of the preceding Paragraph, Article 15 of the current Articles of Incorporation shall remain in effect with respect to the general meeting of shareholders to be held on a day falling within six (6) months after the Effective Date.
<new item=""></new>	3 These Supplementary Provisions shall be deleted after six (6) months have elapsed from the Effective Date or three (3) months have elapsed from the date of the general meeting of shareholders set forth in the preceding Paragraph, whichever comes later.