

[Translation]

February 28, 2022

Company name: MEDLEY, INC.

Representative: Kohei Takiguchi

President and Chief Executive Officer

(TSE Mothers Code No.4480)

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Notice Regarding Partial Amendment to Articles of Incorporation

At a meeting of the Board of Directors held on February 28, 2022, the Board of Directors of MEDLEY, INC. (the “Company”) made resolutions regarding an amendment to the Articles of Incorporation, which will be submitted as proposals at the 13th Annual General Meeting of Shareholders (the “AGM”) to be held on March 25, 2022.

1. Partial Amendment to Articles of Incorporation

(1) Reasons for the Amendment

1 A business purpose will be added to Article 2 (Purpose) of the current Articles of Incorporation in order to clarify the business activities of the Company and its subsidiaries in line with the current status of their business activities.

2 The Company proposes to amend the Articles of Incorporation to allow the Company to hold its shareholders meeting without a fixed place (so-called “Virtual-Only Shareholders Meeting”) in order to ensure the interests of shareholders by making the shareholders meeting more active, efficient, and smooth, and making it easier for many shareholders, including those in remote areas, to attend the meeting and by contributing to countermeasures against new coronavirus infectious diseases such as COVID-19 and natural disasters.

Regarding concerns expressed by certain voting advisory companies about amendment to Articles of Incorporation related to the holding of Virtual-Only Shareholders Meeting, the Company has determined after sufficient deliberation that this proposal will contribute to the vitalization, efficiency, and facilitation of its shareholders meeting and will not interfere with meaningful dialog between the Company and its shareholders and, if the proposal is approved, assuming that there is adequate dialogue with shareholders, the method of holding shareholders meeting will be determined in an agile and flexible manner.

Based on the Act for Partial Amendment of the Industrial Competitiveness Enhancement Act and Other Related Acts, the Company is permitted by Minister of Economy, Trade and Industry and the Minister of Justice to amend its Articles of Incorporation which allow the Company to hold its shareholders meeting without a fixed place.

3 The amended provisions set forth in the proviso of Article 1 of the Supplementary Provisions of the “Act for Partial Amendment of the Companies Act (Act No. 70 of 2019)” will enter into force on September 1, 2022. The Company therefore proposes to amend its Articles of Incorporation to prepare for the introduction of a system for providing shareholders meeting materials in electronic format.

1. The proposal to amend Article 15, Paragraph 1 of its Articles of Incorporation sets forth that the Company provides shareholders meeting materials in electronic format.
2. The proposal to amend Article 15, Paragraph 2 of its Articles of Incorporation sets forth the provisions to limit the scope of documents to be delivered to shareholders who have requested the delivery of materials in paper-based format.
3. As the Company has determined that provisions on internet disclosure and deemed provision of reference materials for shareholders meeting (Article 15 of the current Articles of Incorporation) are no longer necessary, it proposes to remove said provisions.
4. In accordance with the additions and deletions of its Articles of Incorporation aforementioned, the Company will establish supplementary provisions regarding the effective date, etc.

(2) Details of Amendment to Articles of Incorporation

(Underlines show amendment)

Existing Articles of Incorporation	Proposed Amendments
<p>Article 2 (Purposes)</p> <p>The business purposes of the Company are as follows:</p> <p>1.- 4. (reference omitted) (newly provided)</p> <p>5.- 17. (reference omitted)</p>	<p>Article 2 (Purposes)</p> <p>The business purposes of the Company are as follows:</p> <p>1.- 4.(no changes from existing Articles)</p> <p><u>5. Educational training business for the purpose of nurturing human resources in the medical, nursing care, and nursing fields</u></p> <p><u>6.-18. (no changes from existing Articles))</u></p>
<p>Article 13 (Convocation)</p> <p>An Ordinary General Meeting of Shareholders of the Company shall be convened within three months after the end of each fiscal year, and an Extraordinary General Meeting of Shareholders shall be convened as necessary from time to time.</p> <p>(newly provided)</p>	<p>Article 13 (Convocation)</p> <p><u>1</u> An Ordinary General Meeting of Shareholders of the Company shall be convened within three months after the end of each fiscal year, and an Extraordinary General Meeting of Shareholders shall be convened as necessary from time to time.</p> <p><u>2 The Company may hold its general meeting of shareholders without a fixed place.</u></p>
<p><u>Article 15 (Internet Disclosure and Deemed Provision of Reference Materials for Shareholders Meeting)</u></p> <p><u>The Company may be deemed to have provided to shareholders information related to shareholders meeting including matters included in reference materials for the shareholders meeting, business reports, financial statements and consolidated financial statements or matters to be disclosed by disclosing said information through the Internet in accordance with ordinances of the Ministry of Justice.</u></p>	<p>(deleted)</p>
<p>(newly provided)</p>	<p><u>Article 15 (Measures for Provision in Electronic Format, etc.)</u></p> <p><u>1 When convening a shareholders meeting, the Company shall disclose information in reference materials for the shareholders meeting via electronic format.</u></p> <p><u>2 The Company may, as specified by ordinances of the Ministry of Justice, omit all or a portion of matters for which electronic provision measures are to be taken in documents delivered to shareholders who have requested the delivery of materials in paper-based format by the Record Date for voting rights.</u></p>
<p>(newly provided)</p>	

	<p><u>(Supplementary Provisions)</u></p> <p><u>1 Deletion of Article 15 (Internet Disclosure and Deemed Provision of Reference Materials for Shareholders Meeting) of the Articles of Incorporation (pre-revision) and newly provision of revised Article 15 (Measures for Provision in Electronic Format, etc.) of the Articles of Incorporation (post-revision) shall be deemed effective starting on September 1, 2022.</u></p> <p><u>2 Notwithstanding the provisions of the preceding paragraph, the pre-revision version of Article 15 of the Articles of Incorporation shall be in effect for any shareholders meeting held on or before February 28, 2023.</u></p> <p><u>3 This Supplementary Provision shall be deleted from the Articles of Incorporation after the later of March 1, 2023 or the day on which three months have elapsed from the date of the shareholders meeting pertaining to the preceding paragraph.</u></p>
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(3) Schedule for Amendment

Scheduled date of AGM held to amend Articles of Incorporation: Friday, March 25, 2022

Effective date of amendment to Articles of Incorporation: Friday, March 25, 2022