

May 23, 2022

Company name: J T O W E R Inc.
Representative: Representative Director
Atsushi Tanaka
(TSE Mothers Code No. 4485)
Contact: Ryosuke Nakamura
Managing Director, CFO

Notice Regarding Partial Amendments of the Articles of Incorporation

On May 23, 2022, the Board of Directors resolved to submit a proposal for "Partial Amendments to the Articles of Incorporation" to the 10th Annual General Meeting of Shareholders to be held on June 24, 2022, as described below.

1. Reasons for the amendments

- (1) To respond to the diversification of our future business activities and to expand financing options, the Company proposes to add a business purpose to Article 2 (Purpose) of the current Articles of Incorporation.
- (2) The "Act for Partially Amending the Act on Strengthening Industrial Competitiveness and Other Related Laws and Regulations" (Act No. 70 of 2021) and the "Ministerial Order on general meeting of shareholders without a designated location for the meeting under the Act on Strengthening Industrial Competitiveness" (Orders of Ministry of Justice and Ministry of Economy, Trade and Industry No. 1 of 2021) came into effect. In line with this, it is now possible to hold a "general meeting of shareholders without a designated location for the meeting" (so-called "virtual-only shareholders meetings").

Bearing in mind the globalization of business and the advancement of innovations such as information technology, the Company believes that expanding the method of holding shareholders' meetings that can be selected will lead to the activation, efficiency, and smooth operation of shareholders' meetings and contribute to the interests of all shareholders, and therefore, the Company proposes the following amendment to the Articles of Incorporation so that shareholders' meetings can be held without a designated location for the meeting. As for the effectuation of such partial amendment to the Articles of Incorporation, in addition to the resolution at this General Meeting of Shareholders, the Company shall, pursuant to the provisions of the Orders of the Ministry of Economy, Trade and Industry and the Ministry of Justice, obtain the confirmation of the Minister of Economy, Trade and Industry and the Minister of Justice that the Company meets the requirements specified in the Orders of the Ministry of Economy, Trade and Industry and the Ministry of Justice as cases where the amendment will contribute to strengthening industrial competitiveness while taking the shareholders' interest into consideration, as well as other requirements stipulated by the Act.

(3) Since the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) are to be enforced on September 1, 2022, the Company proposes to make the following changes to its Articles of Incorporation in preparation for the introduction of the system for providing informational materials for the general meeting of shareholders in electronic format.

- ① Article 18, paragraph 1 in “Proposed Amendments” below will stipulate that the Company shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.
- ② Article 18, paragraph 2 in “Proposed Amendments” below will establish the provision to limit the scope of the items to be stated in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents.
- ③ Since the provisions for Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc. (Article 18 of the current Articles of Incorporation) will no longer be required, they will be deleted.
- ④ Accompanying the aforementioned establishment and deletion of provisions, supplementary provisions regarding the effective date, etc. will be established.

(4) To further strengthen and enhance our management structure and corporate governance in preparation for future aggressive business expansion and internationalization, the Company proposes to eliminate the maximum number of directors stipulated in Article 19 (Number of Directors) of the current Articles of Incorporation and set the minimum number of directors at three or more.

2. Details of the amendments

(Amendments are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p>(Purpose)</p> <p>Article 2.</p> <p>The purpose of the Company shall be to engage in the following business activities:</p> <p>1.-12. (Omitted)</p> <p style="text-align: center;"><u>(Newly established)</u></p> <p><u>13.</u> All businesses incidental or related to the preceding items.</p> <p>(Convocation)</p> <p>Article 12.</p> <p>An annual general meeting of shareholders of The Company shall be convened within three months from the day following the last day of each fiscal year, and an extraordinary general meeting of shareholders shall be convened as necessary.</p> <p style="text-align: center;"><u>(Newly established)</u></p>	<p>(Purpose)</p> <p>Article 2.</p> <p>The purpose of the Company shall be to engage in the following business activities:</p> <p>1.-12. (Unchanged)</p> <p>13. <u>Formation, administration, and management of investment funds</u></p> <p><u>14.</u> All businesses incidental or related to the preceding items.</p> <p>(Convocation)</p> <p>Article 12.</p> <p>1. An annual general meeting of shareholders of the Company shall be convened within three months from the day following the last day of each fiscal year, and an extraordinary general meeting of shareholders shall be convened as necessary.</p> <p><u>2. The Company may hold a general meeting of shareholders without a designated location</u></p>

<p><u>(Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.)</u></p> <p>Article 18.</p> <p><u>When the Company convenes a general meeting of shareholders, if it discloses information that is to be stated or presented in the reference documents for the general meeting of shareholders, business report, financial statements and consolidated financial statements through the internet in accordance with the provisions prescribed by the Order of the Ministry of Justice, it may be deemed that the Company has provided this information to shareholders.</u></p> <p>(Newly established)</p> <p>(Newly established)</p> <p>(Newly established)</p>	<p><u>for the meeting.</u></p> <p>(Deleted)</p> <p><u>(Measures, etc. for Providing Information in Electronic Format)</u></p> <p>Article 18.</p> <p><u>1. When the Company convenes a general meeting of shareholders, it shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.</u></p> <p><u>2. Among items for which the measures for providing information in electronic format will be taken, the Company may exclude all or some of those items designated by the Order of the Ministry of Justice from statements in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents by the record date of voting rights.</u></p> <p><u>Supplementary Provisions</u></p> <p><u>(Transitional Measures for Providing Informational Materials for the General Meeting of Shareholders in Electronic Format)</u></p> <p><u>Article 1.</u></p> <p><u>1. The amendment to the Articles of Incorporation pertaining to Article 18 shall be effective from September 1, 2022, which is the date of enforcement of the revised provisions</u></p>
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<p>(Number of Directors) Article 19. The Company shall have <u>not more than seven</u> Directors.</p>	<p><u>provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (hereinafter referred to as the "Date of Enforcement").</u></p> <p><u>2. Notwithstanding the provision of the preceding paragraph, Article 18 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) of the pre-amended Articles of Incorporation shall remain effective regarding any general meeting of shareholders held on a date within six months from the Date of Enforcement.</u></p> <p><u>3. These Supplementary Provisions shall be deleted on the date when six months have elapsed from the Date of Enforcement or three months have elapsed from the date of the general meeting of shareholders in the preceding paragraph, whichever is later.</u></p> <p>(Number of Directors) Article 19. The Company shall have <u>three</u> Directors <u>or more</u>.</p>
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3. Schedule

- (1) Date of General Meeting of Shareholders to amend the Articles of Incorporation
June 24, 2022 (tentative)
- (2) Effective date of amendments to the Articles of Incorporation
June 24, 2022 (tentative)