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FASF

November 25, 2022

Company Name PLAID, Inc Representative Kenta Kurahashi,

Representative Director and CEO

Code No. 4165

Tokyo Stock Exchange Growth

Contact Kentaro Muto,

Chief Financial Officer (TEL. +81-50-5434-8563)

## **Notice of Partial Amendment to the Articles of Incorporation**

The Company announces that a resolution was made at its meeting of the Board of Directors held on November 25, 2022 to propose the "Partial Amendment to the Articles of Incorporation" at the 11th Ordinary General Meeting of Shareholders to be held on December 20, 2022, and we hereby inform you as follows:

## 1. Reasons for the Amendments

(1) General Meeting of Shareholders with no designated location

In line with the enforcement of the Act for Partially Amending the Industrial Competitiveness Enhancement Act and Other Related Acts (Act No. 70, 2021) on June 16, 2021, listed companies are now allowed to hold their shareholder meetings with no designated location (so-called "virtual-only" shareholder meetings) under certain conditions by stipulating to that effect in their Articles of Incorporation. Accordingly, the Company believes that it is in the interests of its shareholders to expand the options for holding shareholder meetings given the occurrence of large-scale disasters including infectious diseases and natural disasters, and the digitization of society as a whole. Should the Board of Directors decide that it is not appropriate to hold a general meeting of shareholders at a designated location in light of the interests of shareholders owing to the spread of infectious diseases or the occurrence of natural disasters, the Articles of Incorporation will be amended so that a general meeting of shareholders can be held with no designated location.

On November 24 2022, the Company obtained confirmation for the Changes to the Articles of Incorporation from the Minister of Economy, Trade and Industry and the Minister of Justice regarding the satisfaction of requirements stipulated under the Ordinance of the Ministry of Economy, Trade and Industry and the Ordinance of the Ministry of Justice with respect to the case that the amendment contributes to strengthening industrial competitiveness with consideration for securing the interests of shareholders.

- (2) Electronic provision system
  - In accordance with the revised provisions stipulated in the proviso to Article 1 of the Supplementary Provisions of the Act for Partial Revision of the Companies Act (Act No. 70, 2019) which came into effect on September 1, 2022, an electronic system for providing materials related to the general meeting of shareholders shall be introduced. As such, the Company's Articles of Incorporation will be amended as follows:
  - (i) Since it is required to stipulate in the Articles of Incorporation that measures will be taken to provide reference documents and other materials pertaining to the general meeting of shareholders electronically, Paragraph 1 of Article 17 (Electronic Provision Measures) of the proposed amendment will be newly established
  - (ii) Paragraph 2 of Article 17 (Electronic Provision Measures, etc.) of the proposed amendment will be newly

established in order to limit the scope of matters stated in written documents delivered to shareholders who request delivery of written documents for which electronic provision measures are taken for materials pertaining to the general meeting of shareholders. The scope shall be limited to that specified by the Ministry of Justice Ordinance.

- (iii) With the introduction of the electronic provision system for materials pertaining to the general meeting of shareholders, the provision regarding Internet disclosure and deemed provision of reference materials for general meeting of shareholders (Article 17 of the current Articles of Incorporation) will no longer be necessary. This provision will therefore be deleted.
- (iv) A supplementary provision will be established regarding the effect of the above deleted provision. This supplementary provision shall be deleted after the expiration date.
- 2. Schedule of the Amendments
- (1) Date of General Meeting of Shareholders: December 20, 2022
- (2) Effective date: December 20, 2022

## 3. Details of the Amendments

The details of the amendments are as follows:

(Amended parts are underlined)

Current Articles of Incorporation	Proposed Amendments
Article 11(Convocation)  The Ordinary General Meeting of Shareholders of the Company shall be convened in December every year. An Extraordinary General Meeting of Shareholders shall be convened whenever it is deemed necessary.  (Newly established)	<ol> <li>The Ordinary General Meeting of         Shareholders of the Company shall be         convened in December every year. An         Extraordinary General Meeting of         Shareholders shall be convened whenever it         is deemed necessary.</li> <li>Should the Board of Directors decide that it         is not appropriate to hold a General         Meeting of Shareholders at a designated         location in light of the interests of         shareholders owing to the spread of         infectious diseases or the occurrence of         natural disasters, the Company may hold a         General Meeting of Shareholders with no         designated location.</li> </ol>

Article 17(Internet disclosure and deemed provision of reference materials for general meeting of shareholders)  In convening the General Meeting of Shareholders, the Company may deem that information regarding matters that should be described or shown in the reference materials for the General Meeting of Shareholders, business reports, financial statements and consolidated financial statements, has been provided to the shareholders, if such information is disclosed over the Internet in accordance with the Ordinance of the Ministry of Justice.	(Deleted)
Current Articles of Incorporation	Proposed Amendments
(Newly established)	Article 17(Electronic Provision Measures)  1. In convening a General Meeting of Shareholders, the Company shall take measures for provision in electronic format in relation to information constituting the contents of reference documents, etc. for the General Meeting of Shareholders.  2. Of the matters subject to electronic provision measures, the Company may forgo stating all or part of the matters stipulated in the Ordinance of the Ministry of Justice in written documents delivered to shareholders who have requested delivery of documents before the record date for voting rights.  (Supplementary provision)

(Newly established)

- Article 1(Transitional measures concerning the electronic provision system, etc.)
  - disclosure and deemed provision of reference materials for general meeting of shareholders) of the current Articles of Incorporation and the newly established Article 17 (Electronic provision measures) shall become effective as of the date of enforcement of the revised provisions stipulated in the proviso to Article 1 of the Supplementary Provisions of the Act for Partial Revision for the Companies Act (Act No. 70, 2019) (hereinafter referred to as "effective date").
  - 2. Notwithstanding the provisions of the preceding Paragraph, Article 17 of the current Articles of Incorporation shall remain in force with respect to a General Meeting of Shareholders to be held on a date within six months from the effective date.
  - 3. This Article shall be deleted after six months have elapsed from the effective date or after three months have elapsed from the date of the General Meeting of Shareholders set forth in the preceding Paragraph, whichever is later.