



May 17, 2022

To whom it may concern

Z Holdings Corporation
Kentaro Kawabe
President and Representative Director, Co-CEO
Stock Code: 4689

Partial Amendments to the Articles of Incorporation

Z Holdings Corporation (the “Company”) hereby announces that its board of directors resolved, at the meeting held on May 17, 2022, to submit a proposal on the “Partial Amendments to the Articles of Incorporation” to the ordinary general meeting of shareholders scheduled to be held on June 17, 2022 (the “Ordinary General Meeting of Shareholders”). Details are as follows.

1. Reasons for the amendments

The Company’s Articles of Incorporation will be amended as follows in preparation for the introduction of a system to provide the reference materials, etc., for the general meeting of the shareholders (hereinafter “Shareholder Meeting Materials”) in electronic format pursuant to the enforcement, scheduled on September 1, 2022, of the amended provisions stipulated in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019).

- (1) The proposed amendment Article 16 (1) is newly established in response to the requirement to stipulate in the Articles of Incorporation that information on the content of the Shareholder Meeting Materials will be provided in electronic format. As a result of this change, the Company will post the Shareholder Meeting Materials on the Company’s website, etc., online for the shareholders to view, instead of the conventional method of mailing the printed materials.
- (2) The proposed amendment Article 16 (2) stipulates the Company’s response to the shareholders who wish to receive the Shareholder Meeting Materials as printed materials, after the introduction of the system for providing Shareholder Meeting Materials in electronic format. The proposal is to establish a provision to continue the method of electronic provision of some of the Shareholder Meeting Materials that have been previously permitted to be provided electronically, to the extent permitted by law, to shareholders who have made a request to have a printed copy of the materials.
- (3) The provision on the Internet disclosure of materials deemed to be submitted for a

general meeting of the shareholders (Article 16 of the current Articles of Incorporation) will become unnecessary as a result of the new establishment of the proposed amendment Article 16 and therefore will be deleted.

- (4) Supplementary provisions will be established which specify the date from which the aforementioned additions and deletions to the Articles of Incorporation will take effect.

2. Details of the amendments

Amendments are detailed in the attachment.

3. Schedule

- (1) Date of the Ordinary General Meeting of the Shareholders for the amendments to the Articles of Incorporation

Friday, June 17, 2022

- (2) Effective date of the amendments to the Articles of Incorporation

Thursday, September 1, 2022

Attachment

(Underlined portions are to be amended)

Current Articles of Incorporation	Proposed amendments
<p>Chapter 3. General Meeting of the Shareholders</p> <p><u>(Internet disclosure of reference materials deemed to be submitted for a general meeting of the shareholders)</u></p> <p><u>Article 16 When information on matters to be noted or disclosed by the Company upon the convocation of a general meeting of the shareholders, such as reference materials for the general meeting of the shareholders, business reports and non-consolidated and consolidated financial statements (including the accounting auditor's report or the audit report), is disclosed over the Internet in accordance with the method stipulated by the Ministry of Justice ordinance, the said information will be deemed to have been provided to shareholders.</u></p> <p>(Newly established)</p>	<p>Chapter 3. General Meeting of the Shareholders</p> <p>(Deleted)</p> <p><u>(Measures for providing information in electronic format, etc.)</u></p> <p><u>Article 16 (1) When the Company convenes a general meeting of the shareholders, the Company shall electronically provide information of the reference materials for the general meeting of the shareholders and others.</u></p> <p><u>(2) Among the matters provided electronically, the Company may partially or fully omit matters designated by the Ordinance of the Ministry of Justice in the documents delivered to shareholders who have requested a printed copy of the reference materials prior to the record date for voting rights.</u></p>

<p>Supplementary provision Article 1 (Omitted) (Newly established)</p>	<p>Supplementary provision Article 1 (Omitted) <u>Article 2 (1) The deletion of Article 16 of the Articles of Incorporation before amendment (Internet disclosure of reference materials deemed to be submitted for a general meeting of the shareholders) and the establishment of the Article 16 after amendment (Measures for providing information in electronic format, etc.) shall take effect on September 1, 2022, the effective date of the amendment provisions prescribed 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 “Effective Date”).</u> <u>(2) Notwithstanding the preceding paragraph, Article 16 of the Articles of Incorporation before amendment shall remain in effect for a general meeting of the shareholders held within six months from the Effective Date.</u> <u>(3) These supplementary provisions shall be deleted on the date when six months have elapsed from the Effective Date or three months have elapsed from the date of the general meeting of the shareholders in the preceding paragraph, whichever comes later.</u></p>
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Disclaimer

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