

*Note: This English translation is for reference purposes only. In the event of any discrepancy between the Japanese original and this English translation, the Japanese original shall prevail.*

May 13, 2022

To Whom It May Concern,

Name of Company: transcosmos inc.

Representative: Masataka Okuda, President and COO  
(Code No.9715, Tokyo Stock Exchange, Prime Market)

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Corporate Executive Officer, Legal Division Manager

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## **Announcement Regarding the Partial Amendment to the Articles of Incorporation**

transcosmos (the Company) hereby notifies that the Company resolved at its board of directors meeting held on May 13, 2022, to propose a partial amendment to the Articles of Incorporation of the Company to the 37<sup>th</sup> Annual General Meeting of Shareholders to be held on June 22, 2022, the details of which are described below:

### Details of Resolution

#### 1. Reasons for Amendment

##### (1) Amendment for holding a general meeting of shareholders without a designated location

Accompanying the enforcement of the “Act for Partially Amending the Industrial Competitiveness Enhancement Act and Other Related Acts” (Act No. 70 of 2021), it became possible for a listed company to hold a general meeting of shareholders without a designated location (what is called a “virtual-only shareholders meeting”) under certain conditions subject to provision to the effect in its articles of incorporation.

Consequently, the Company believes that it is conducive to the benefit of shareholders to expand alternative methods for holding general meetings of shareholders in light also of the possible occurrence of large-scale disasters including the spread of infectious diseases and natural disasters, and the progress of digitalization in society. Therefore, the Company proposes to add Article 11, paragraph 2 to its Articles of Incorporation to enable holding a general meeting of shareholders without a designated location.

In thus amending its Articles of Incorporation, the Company obtained confirmation by both the Minister of Economy, Trade and Industry and the Minister of Justice that it satisfied the above requirements specified in the ordinances of the Ministry of Economy, Trade and Industry and the Ministry of Justice.

(2) Amendments pertaining to measures for electronically providing reference materials for a general meeting of shareholders

As a system for electronically providing reference materials for the general meeting of shareholders is to be introduced in the wake of the enforcement of 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) on September 1, 2022, the Company proposes to make the following changes to its Articles of Incorporation.

- ① Article 14 (Measures, etc. for Providing Information in Electronic Format), paragraph 1 shall be established because every stock company will be obligated to specify, in the articles of incorporation, to the effect that it will take measures for electronically providing information constituting the content of reference documents for the general meeting of shareholders.
- ② Article 14 (Measures, etc. for Providing Information in Electronic Format), paragraph 2 shall be established in order to enable omitting items to be stated in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents within the extent designated by the Ministry of Justice Order, among items for which the measures for providing information constituting the content of reference documents for the general meeting of shareholders in electronic format will be taken.
- ③ Article 14 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders) of the current Articles of Incorporation shall be deleted as its provisions will no longer be required if a system for electronically providing reference documents for the general meeting of shareholders is introduced.
- ④ Supplementary provisions shall be established which pertain to the effect of the above provisions to be established or deleted. These supplementary provisions shall be deleted after the specified date.

## 2. Details of Amendment

The details are as follows.

(Underlines indicate amendments.)

Current Wording	Proposed Wording
<p>Article 11 (Convocation) The annual general meeting of shareholders of the Company shall be convened within three months from the day each accounting period ends, and an extraordinary general meeting of shareholders shall be convened as necessary.</p> <p style="text-align: center;">(Newly established)</p> <p><u>Article 14 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders)</u> <u>When a general meeting of shareholders is convened, the Company shall disclose the information to be included or indicated in the reference documents for the general meeting of shareholders, business reports, financial statements, and consolidated financial statements using the internet in accordance with the ordinance of the Ministry of Justice, and such disclosure shall be deemed to provide the subject information to the shareholders.</u></p>	<p>Article 11 (Convocation) 1. (Same as present)</p> <p><u>2. The Company may hold a general meeting of shareholders as one without a designated location.</u></p> <p style="text-align: center;">(Deleted)</p>

Current Wording	Proposed Wording
<p style="text-align: center;">(Newly established)</p> <p style="text-align: center;">Supplementary Provisions</p> <p style="text-align: center;">(Newly established)</p>	<p><u>Article 14 (Measures, etc. for Providing Information in Electronic Format)</u></p> <ol style="list-style-type: none"> <li><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></li> <li><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 Ministry of Justice Order 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></li> </ol> <p style="text-align: center;">Supplementary Provisions</p> <p><u>Article 2</u></p> <ol style="list-style-type: none"> <li><u>1. The deletion of Article 14 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders) of the current Articles of Incorporation and the establishment of the new Article 14 (Measures, etc. for Providing Information in Electronic Format) in the amended Articles of Incorporation shall be effective on September 1, 2022.</u></li> <li><u>2. Notwithstanding the provision of the preceding paragraph, Article 14 of the Articles of Incorporation (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders) shall remain effective regarding any general meeting of shareholders held on a date within six months from September 1, 2022.</u></li> <li><u>3. Provisions of this Article shall be deleted on the date when six months have elapsed from September 1, 2022 or three months have elapsed from the date of the general meeting of shareholders in the preceding paragraph, whichever is later.</u></li> </ol>

3. Schedule

The 37<sup>th</sup> Annual General Meeting of Shareholders

Wednesday, June 22, 2022

Effective date of partial amendment to the Articles of Incorporation

Wednesday, June 22, 2022