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For Immediate Release

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Park24 Co., Ltd.
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(First Section of TSE; Code: 4666)

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Notice of Amendment to the Articles of Incorporation

Park24 Co., Ltd. (“the Company”) announces that at a Board of Directors meeting held on December 15, 2015, it has resolved to propose amendments to the Articles of Incorporation at the 31st annual shareholders’ meeting to be held on January 27, 2016. Details are as follows.

1. Reason for the amendment

(1) The Act on Revision to the Companies Act (Act No. 90 of 2014; hereinafter “the Revised Companies Act), which came into force on May 1, 2015, allows the Company to become a company with an audit and supervisory committee, and the Company will become a company with an audit and supervisory committee to enhance its Board of Director’s audit and supervisory function and its corporate governance system using the systems of a company with an audit and supervisory committee and to enhance its corporate value.

To become a company with an audit and supervisory committee, the Company will make necessary changes to its Articles of Incorporation, including the addition of provisions related to the Directors who are also members of the audit and supervisory committee and to the audit and supervisory committee and the deletion of provisions related to the Corporate Auditors and the Board of Corporate Auditors.

(2) Under the Revised Companies Act, the requirements for Outside Directors have been tightened and the scope of Directors with whom a liability limitation agreement may be concluded has been changed to the Directors that are not Executive Directors etc. The Company will accordingly change the scope of parties to the liability limitation agreement. The Company has agreed with each Corporate Auditor on this change.

(3) The Company will make other necessary changes, including changes in wording and changes in article numbers associated with the addition and deletion of provisions.

2. Amendments

The amendments are shown below.

The amendments to the Articles of Incorporation will come into force at the end of the shareholders’ meeting.

(The underlined parts will change.)

Current Articles of Incorporation	Amendments to be proposed
<p style="text-align: center;">Chapter 1 General Provisions</p> <p>Articles 1 through 3 (The text is omitted.)</p> <p>(Organs)</p> <p>Article 4 The Company shall have the following organs in addition to the Shareholders’ Meeting and the Directors:</p> <ol style="list-style-type: none"> 1. Board of Directors 2. <u>Corporate Auditors</u> 3. <u>Board of Corporate Auditors</u> 4. <u>Accounting Auditor</u> <p>Articles 5 through 19 (The text is omitted.)</p>	<p style="text-align: center;">Chapter 1 General Provisions</p> <p>Articles 1 through 3 (No changes)</p> <p>(Organs)</p> <p>Article 4 The Company shall have the following organs in addition to the Shareholders’ Meeting and the Directors:</p> <ol style="list-style-type: none"> 1. Board of Directors 2. <u>Audit and Supervisory Committee</u> (Deleted) 3. <u>Accounting Auditor</u> <p>Articles 5 through 19 (No changes)</p>

Current Articles of Incorporation	Amendments to be proposed
<p style="text-align: center;">Chapter 4 Directors and the Board of Directors</p> <p>(Number of Directors) Article 20 The number of Directors of the Company shall not exceed ten.</p> <p style="text-align: center;">(Addition)</p> <p>(Election Method) Article 21 1. A resolution on the election of a Director shall be made with the approval of a majority of the voting rights of shareholders who are present and hold at least one-third of the total voting rights of the shareholders who can exercise voting rights.</p> <p>2. (The text is omitted.)</p> <p>(Term of Office) Article 22 1. The term of office of a Director shall expire at the end of the annual shareholders' meeting for the last fiscal year of the fiscal years terminating within one year after his or her election.</p> <p style="text-align: center;">(Addition)</p> <p><u>2.</u> The term of office of a Director who has been elected to fill a seat resulting from an increase in the authorized number of Directors or to fill a vacancy shall expire when the term of office of incumbent Directors or the term of office of the Director who has left office ends.</p> <p style="text-align: center;">(Addition)</p> <p>Articles 23 and 24 (The text is omitted.)</p>	<p style="text-align: center;">Chapter 4 Directors and the Board of Directors</p> <p>(Number of Directors) Article 20 <u>1.</u> The number of Directors of the Company <u>(excluding the members of the Audit and Supervisory Committee)</u> shall not exceed ten.</p> <p><u>2.</u> The number of Directors of the Company who are <u>members of the Audit and Supervisory Committee</u> shall not exceed five.</p> <p>(Election Method) Article 21 1. <u>The Directors who are members of the Audit and Supervisory Committee and other Directors shall be elected separately.</u> A resolution on the election of a Director shall be made with the approval of a majority of the voting rights of shareholders who are present and hold at least one-third of the total voting rights of the shareholders who can exercise voting rights.</p> <p>2. (No changes)</p> <p>(Term of Office) Article 22 1. The term of office of a Director <u>(who is not a member of the Audit and Supervisory Committee)</u> shall expire at the end of the annual shareholders' meeting for the last fiscal year of the fiscal years terminating within one year after his or her election.</p> <p><u>2.</u> The term of office of a Director who is a member of <u>the Audit and Supervisory Committee shall expire at the end of the annual shareholders' meeting for the last fiscal year of the fiscal years terminating within two years after his or her election.</u></p> <p><u>3.</u> The term of office of a Director <u>(who is not a member of the Audit and Supervisory Committee)</u> who has been elected to fill a seat resulting from an increase in the authorized number of Directors or to fill a vacancy shall expire when the term of office of incumbent Directors <u>(who are not members of the Audit and Supervisory Committee)</u> or the term of office of the Director <u>(who is not a member of the Audit and Supervisory Committee)</u> who has left office ends.</p> <p><u>4.</u> The term of office of a Director that is a member of the <u>Audit and Supervisory Committee who has been elected to fill a vacancy resulting from the resignation of a Director who was a member of the Audit and Supervisory Committee before the expiration of his or her term of office shall expire at the expiration of the term of office of the resigned Director.</u></p> <p>Articles 23 and 24 (No changes)</p>

Current Articles of Incorporation	Amendments to be proposed
<p>(Notice of Board of Directors' Meeting) Article 25</p> <p>1. A meeting of the Board of Directors <u>shall</u> be convened by <u>the President</u>. <u>The</u> notice shall be given to each Director <u>and Corporate Auditor</u> three days before the day of the meeting at the latest. However, in case of emergency, this period may be shortened.</p> <p>2. With the consent of all Directors <u>and Corporate Auditors</u>, a meeting of the Board of Directors may be convened without notice.</p> <p style="text-align: center;">(Addition)</p> <p>Article 26 (The text is omitted.)</p> <p>(Minutes) Article 27 In the minutes of a meeting of the Board of Directors, a summary of the proceedings, conclusions, and other matters prescribed in the Ordinance of the Ministry of Justice shall be stated or recorded. The chairperson and the Directors <u>and Corporate Auditors</u> present at the meeting shall sign and put their seals on the minutes or put their electronic signatures on them.</p> <p>Articles 28 and 29 (The text is omitted.)</p> <p>(Liability Limitation Agreement with <u>Outside</u> Directors) Article 30 Under Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with <u>Outside Directors</u> to limit their liability for damages prescribed in Article 423, Paragraph 1 of the Companies Act. The limit of liability under the agreement shall be the minimum liability amount set out by laws and regulations.</p> <p>(Remuneration etc.) Article 31 The property benefits to be received by Directors from the Company, including remuneration and bonuses, in compensation for their performance of their duties <u>(hereinafter "Remuneration etc.")</u> shall be decided by resolution of the shareholders' meeting.</p> <p>Chapter 5 <u>Corporate Auditors and the Board of Corporate Auditors</u></p>	<p>(Notice of Board of Directors' Meeting) Article 25</p> <p>1. The notice of a meeting of the Board of Directors shall be given to each Director three days before the day of the meeting at the latest. However, in case of emergency, this period may be shortened.</p> <p>2. With the consent of all Directors, a meeting of the Board of Directors may be convened without notice.</p> <p><u>(Delegation of Decisions on Execution of Important Operations)</u> <u>Article 26 Under Article 399-13, Paragraph 6 of the Companies Act, the Company may delegate to a Director all or part of decisions on execution of important operations (excluding matters specified in the items of Article 399-13, Paragraph 5) by a resolution of the Board of Directors.</u></p> <p>Article 27 (No changes)</p> <p>(Minutes) Article 28 In the minutes of a meeting of the Board of Directors, a summary of the proceedings, conclusions, and other matters prescribed in the Ordinance of the Ministry of Justice shall be stated or recorded. The chairperson and the Directors present at the meeting shall sign and put their seals on the minutes or put their electronic signatures on them.</p> <p>Articles 29 and 30 (No changes)</p> <p>(Liability Limitation Agreement with Directors) Article 31 Under Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with <u>Directors (excluding Executive Directors etc.)</u> to limit their liability for damages prescribed in Article 423, Paragraph 1 of the Companies Act. The limit of liability under the agreement shall be the minimum liability amount set out by laws and regulations.</p> <p>(Remuneration etc.) Article 32 The property benefits to be received by Directors from the Company, including remuneration and bonuses, as compensation for their performance of their duties shall be decided by resolution of the shareholders' meeting. <u>A distinction shall be made between Directors who are members of the Audit and Supervisory Committee and other Directors.</u></p> <p>Chapter 5 <u>Audit and Supervisory Committee</u></p>

Current Articles of Incorporation	Amendments to be proposed
(Addition)	<u>(Rules of Audit and Supervisory Committee)</u>
	<u>Article 34 Any matters relating to the Audit and Supervisory Committee shall be subject to laws and regulations, this Articles of Incorporation, and the regulations for the Audit and Supervisory Committee set out by the committee.</u>
<u>(Number of Corporate Auditors)</u> <u>Article 32 The number of Corporate Auditors of the Company shall not exceed five.</u>	(Deleted)
<u>(Election Method)</u> <u>Article 33 A resolution on the election of a Corporate Auditor shall be made with the approval of a majority of the voting rights of shareholders who are present and hold at least one-third of the total voting rights of the shareholders who can exercise voting rights.</u>	(Deleted)
<u>(Term of Office)</u> <u>Article 34 The term of office of a Corporate Auditor shall expire at the end of the annual shareholders' meeting for the last fiscal year of the fiscal years terminating within four years after his or her election.</u> <u>2. The term of office of a Corporate Auditor who has been elected to fill a vacancy shall expire at the expiration of the term of office of the resigned Corporate Auditor.</u>	(Deleted)
<u>(Notice of Board of Corporate Auditor's Meeting)</u> <u>Article 36 The notice of a meeting of the Board of Corporate Auditors shall be given to each Corporate Auditor three days before the day of the meeting at the latest. However, in case of emergency, this period may be shortened.</u> <u>2. With the consent of all Corporate Auditors, a meeting of the Board of Corporate Auditors may be convened without notice.</u>	(Deleted)
<u>(Liability Limitation Agreement with Outside Corporate Auditors)</u> <u>Article 40 Under Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with Outside Corporate Auditors to limit their liability for damages prescribed in Article 423, Paragraph 1 of the Companies Act. The limit of liability under the agreement shall be the minimum liability amount set out by laws and regulations.</u>	(Deleted)

Current Articles of Incorporation	Amendments to be proposed
<p><u>(Remuneration etc.)</u> <u>Article 41 Remuneration etc. for the Board of Corporate Auditors shall be decided by resolution of the shareholders' meeting.</u></p> <p>Chapter 6 Accounting</p> <p>Articles <u>42</u> through <u>45</u> (The text is omitted.)</p>	<p>(Deleted)</p> <p>Chapter 6 Accounting</p> <p>Articles <u>35</u> through <u>38</u> (No changes)</p>

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