



May 15, 2019

Company Name: Prospect Co., Ltd.  
Representative: President and CEO Masato Tabata  
(Security Code: 3528 TSE 2<sup>nd</sup> Section)  
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## **Notice Concerning Partial Amendment to the Articles of Incorporation and Officer Personnel Affairs after Transition to a Company with an Audit and Supervisory Committee**

As was disclosed in the “Notice Concerning Transition to a Company with an Audit and Supervisory Committee” of March 22, 2019, the Company will transit to a Company with an Audit and Supervisory Committee upon the approval at the 118th Annual General Meeting of Shareholders which is to be held on June 27, 2019.

Accordingly, at the Board of Director’s Meeting held on May 15, 2019, it was resolved to partially amend the Articles of Incorporation and to propose candidates for Directors for after the transition to a Company with an Audit and Supervisory Committee. The details are below:

### Note

#### 1. Partial Amendments to the Articles of Incorporation

##### (1) Purpose of Amendment

- [1] With the aim of strengthening corporate governance and improving corporate value by further strengthening the supervisory function of the Board of Directors, we will transition to a “Company with an Audit and Supervisory Committee.” Amendment will make necessary changes for such transition, including establishment of new provisions of the Audit and Supervisory Committee Members and Audit and Supervisory Committee and deletion of provisions of Auditors and the Board of Auditors, etc.
- [2] In order to realize a stable and flexible dividend policy under the new system after the transition to a Company with an Audit and Supervisory Committee, we would like to change the total number of authorized shares to be issued to 870 million shares.
- [3] A clause to clarify matters regarding the accounting auditor will be established.
- [4] In addition, in connection with the above amendments and deletions, the number of Articles, etc., will be changed.

(2) Details of Amendment

Details of amendment are as set forth in Exhibit. (the documents are currently being translated into English)

(3) Schedule

Date of holding the Annual General Meeting of Shareholders: June 27, 2019 (Schedule)

Effective date of amendment to the Articles of Incorporation: June 27, 2019 (Schedule)

2. Concerning Officer Personnel Affairs after Transition to a Company with an Audit and Supervisory Committee

(1) Candidates for Directors (Except for Directors who are the Audit and Supervisory Committee Members)

Name	Category	Name of New Office (Schedule)	Name of Current Office
Masato Tabata	Reappointment	President and CEO; President Executive Officer	President and CEO
Mitsuharu Iida	New Appointment	Director; Senior Managing Executive Officer	Managing Executive Officer
Dominique Henderson	New Appointment	Director; Managing Executive Officer	Executive Officer
Thomas R. Zengage	New Appointment	Outside Director	Outside Auditor

(2) Candidates for Directors who are Audit and Supervisory Committee Members

Name	Category	Name of New Office (Schedule)	Name of Current Office
Akio Tsukishima	New Appointment	Outside Director (Audit and Supervisory Committee Member, Full-time)	Full-time Auditor
Yuki Ichikawa	New Appointment	Outside Director (Audit and Supervisory Committee Member)	Outside Auditor
Hitoshi Matsufuji	New Appointment	Outside Director (Audit and Supervisory Committee Member)	-
Tomonori Utsumi	New Appointment	Outside Director (Audit and Supervisory Committee Member)	-

(3) Directors to Resign

Name	Name of Current Office
Curtis Freeze	Director & CIO
Nicholas Cant	Outside Director

(4) Scheduled Date of Reshuffling: June 27, 2019

End