



May 28, 2024

Press Release

Head office address	8-4-14 Akasaka, Minato-ku, Tokyo
Company name	Broadmedia Corporation (Code: 4347)
Representative	Representative CEO Taro Hashimoto
Contact for inquiries	Executive Director CFO Hideaki Oshio

Notice of Partial Amendment of Articles of Incorporation

Broadmedia Corporation (hereinafter referred to as "the Company") announces that the Board of Directors resolved at a meeting held on May 28, 2024 to propose partial amendment of the Articles of Incorporation at the 28th Ordinary General Meeting of Shareholders scheduled to be held on June 27, 2024. Details are as follows.

1. Reasons for the amendment

(1) As separately disclosed in the Notice Regarding Transition to Company with Audit & Supervisory Committee and Prospective Directors on March 27, 2024, the Company resolved to transition from a company with a board of auditors to a company with an audit & supervisory committee subject to shareholder approval at the 28th Ordinary General Meeting of Shareholders of the Company to be held on June 27, 2024. The goal of this transition is to enhance corporate governance mainly by strengthening the monitoring functions of the Board of Directors, which will be achieved by making the members of the Audit & Supervisory Committee, who are responsible for auditing the Directors' execution of their duties, members of the Board of Directors, and thus further improve corporate value.

With this transition, the Company will establish regulations concerning Directors who are Audit & Supervisory Committee members and concerning the committee itself, which will be necessary for the transition to a company with an audit & supervisory committee. It will also make changes, including the deletion of regulations concerning Auditors and the Board of Auditors.

(2) In addition to the foregoing, the Company will make the necessary amendments.

2. Details of amendments

Details of the amendments are as shown on the appendix.

3. Schedule for the amendment

Date of the General Meeting of Shareholders for said amendments (plan): June 27, 2024

Effective date of the amendments (plan): June 27, 2024

End

For inquiries regarding this press release:

IR Dept., Broadmedia Corporation (E-mail: ir@broadmedia.co.jp)

[Appendix] Details of Amendments to the Articles of Incorporation

The underlined parts show the change.

Current Articles of Incorporation	Proposed Amendments
<p>Chapter 1 General Provisions</p> <p>Articles 1-3 <Omitted></p> <p>(Organizations)</p> <p>Article 4. The Company shall have the following organs in addition to the General Meeting of Shareholders and Directors:</p> <p>1.Board of Directors</p> <p><u>2.Auditors</u></p> <p><u>3.Board of Auditors</u></p> <p><u>4.Accounting Auditor</u></p> <p>Article 5 <Omitted></p> <p>Chapter 2 Shares</p> <p>Articles 6-10 <Omitted></p> <p>Chapter 3 General Meeting of Shareholders</p> <p>Articles 11-17 <Omitted></p> <p>Chapter 4 Directors and Board of Directors</p> <p>(Number of Directors)</p> <p>Article 18 The number of Directors of the Company shall be no more than eight (8).</p> <p>< New ></p> <p>(Method of Election)</p> <p>Article 19 Directors shall be elected by a resolution of a General Meeting of Shareholders.</p> <p>2. <Omitted></p> <p>3. <Omitted></p> <p>(Term of Office)</p> <p>Article 20 The term of office of Directors shall end at the conclusion of the Ordinary General Meeting of Shareholders held for the last</p>	<p>Chapter 1 General Provisions</p> <p>Articles 1-3 <Unchanged></p> <p>(Organizations)</p> <p>Article 4. The Company shall have the following organs in addition to the General Meeting of Shareholders and Directors:</p> <p>1.Board of Directors</p> <p>< Delete ></p> <p><u>2. Audit & Supervisory Committee</u></p> <p><u>3. Accounting Auditor</u></p> <p>Article 5 <Unchanged></p> <p>Chapter 2 Shares</p> <p>Articles 6-10 <Unchanged></p> <p>Chapter 3 General Meeting of Shareholders</p> <p>Articles 11-17 <Unchanged></p> <p>Chapter 4 Directors and Board of Directors</p> <p>(Number of Directors)</p> <p>Article 18 The number of Directors <u>(excluding Directors who are Audit & Supervisory Committee members)</u> of the Company shall be no more than eight (8).</p> <p><u>2. The number of Directors of the Company, who are Audit & Supervisory Committee members, shall be no more than four (4).</u></p> <p>(Method of Election)</p> <p>Article 19 Directors shall be elected by a resolution of a General Meeting of Shareholders, while making a distinction between Directors who are Audit & Supervisory Committee members and the other Directors</p> <p>2. <Unchanged></p> <p>3. <Unchanged></p> <p>(Term of Office)</p> <p>Article 20 The term of office of Directors <u>(excluding Directors who are Audit & Supervisory Committee members)</u> shall end at the conclusion</p>

business year that ends within one (1) year from the appointment.

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(Representative Director and Executive Directors)

Article 21 A Representative Director shall be appointed from among the Directors by a resolution of the Board of Directors.

2. The Board of Directors may, by its resolution, appoint one (1) President, and when necessary, one (1) Chairman and a few Vice Presidents, Senior Managing Directors and Managing Directors.

Article 22 <Omitted>

(Notice of Convocation of Meetings of the Board of Directors)

Article 23 Notice of a meeting of the Board of Directors shall be sent to each Director and Auditor not later than three (3) days prior to the scheduled date of the meeting. However, this period may be reduced if necessary in an emergency.

2. A meeting of the Board of Directors may be held without the convocation procedure upon the unanimous consent of the Directors and Auditors.

of the Ordinary General Meeting of Shareholders held for the last business year that ends within one (1) year from the appointment.

2. The term of office of Directors who are Audit & Supervisory Committee members shall end at the conclusion of the Ordinary General Meeting of Shareholders held for the last business year that ends within two (2) years from the appointment.

3. If a Director who serves as an Audit & Supervisory Committee member is elected as an alternate to a Director who has served as an Audit & Supervisory Committee member and retired prior to the expiration of his or her term of office, the term of office of the appointed Director shall end at the expiration of the term of office of his or her predecessor.

(Representative Director and Executive Directors)

Article 21 A Representative Director shall be appointed from among the Directors (excluding Directors who are Audit & Supervisory Committee members) by a resolution of the Board of Directors.

2. The Board of Directors may, by its resolution, appoint one (1) President from among the Directors (excluding Directors who are Audit & Supervisory Committee members), and when necessary, one (1) Chairman and a few Vice Presidents, Senior Managing Directors and Managing Directors.

Article 22 <Unchanged>

(Notice of Convocation of Meetings of the Board of Directors)

Article 23 Notice of a meeting of the Board of Directors shall be sent to each Director not later than three (3) days prior to the scheduled date of the meeting. However, this period may be reduced if necessary in an emergency.

2. A meeting of the Board of Directors may be held without the convocation procedure upon the unanimous consent of the Directors.

<p style="text-align: center;">< New ></p> <p>Articles <u>24-25</u> <Omitted></p> <p>(Compensation, etc.) Article <u>26</u> The compensation, bonuses, and other economic benefits received by Directors from the Company in consideration of their performance of their duties <u>(hereinafter “Compensation etc.”)</u> shall be determined by resolution of the General Meeting of Shareholders.</p> <p>Article <u>27</u> <Omitted></p> <p style="text-align: center;"><u>Chapter 5 Auditors and Board of Auditors (Number of Auditors)</u></p> <p>Article <u>28</u> The number of Auditors of the Company shall be no more than four (4).</p> <p style="text-align: center;"><u>(Method of Election)</u></p> <p>Article <u>29</u> Auditors shall be elected by a resolution of a General Meeting of Shareholders.</p> <p>2. A resolution to elect Auditors shall require a majority of votes cast by shareholders present at the meeting who hold one third (1/3) or more of the voting rights of shareholders entitled to exercise their voting rights.</p> <p style="text-align: center;"><u>(Term of Office)</u></p> <p>Article <u>30</u> The term of office of Auditors shall end at the conclusion of the Ordinary General Meeting of Shareholders held for the last business year that ends within four (4) years from the appointment.</p> <p>2. The term of office of an Auditor who is</p>	<p><u>(Delegation of Execution of Important Operations)</u> Article <u>24</u> The Company may delegate all or part of its decisions regarding the execution of important operations (excluding the matters listed in each item of Article 399-13, Paragraph 5 of the Companies Act) to Directors by resolution of the Board of Directors pursuant to the provisions of Article 399-13, Paragraph 6 of the Companies Act.</p> <p>Articles <u>25-26</u> <Unchanged></p> <p>(Compensation, etc.) Article <u>27</u> The compensation, bonuses, and other economic benefits received by Directors from the Company in consideration of their performance of their duties shall be determined by resolution of the General Meeting of Shareholders, while making a distinction between Directors who are Audit & Supervisory Committee members and the other Directors.</p> <p>Article <u>28</u> <Unchanged></p> <p style="text-align: right;">< Delete > < Delete ></p> <p style="text-align: right;">< Delete ></p> <p style="text-align: right;">< Delete ></p>
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elected as a substitute for an Auditor who has resigned before the expiration of his/her term of office shall end when the term of office of the resigned Auditor expires.

(Full-Time Auditors)

Article 31 Full-time Auditors shall be appointed by a resolution of the Board of Auditors.

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(Notice of Convocation of Meetings of the Board of Auditors)

Article 32 Notice of a meeting of the Board of Auditors shall be sent to each Auditor not later than three (3) days prior to the scheduled date of the meeting. However, this period may be reduced if necessary in an emergency.

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2. A meeting of the Board of Auditors may be held without the convocation procedure upon the unanimous consent of the Auditors.

(Regulations of the Board of Auditors)

Article 33 Matters concerning the Board of Auditors shall be in accordance with laws and regulations, the Articles of Incorporation, and the Board of Auditors Regulations established by the Board of Auditors.

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(Remuneration, etc.)

Article 34 Compensation, etc. for Auditors shall be determined by resolution of the General Meeting of Shareholders.

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(Exemption from Liability of Auditors)

Article 35 Pursuant to provisions of Article 426, Paragraph 1 of the Companies Act, the Company may exempt, by a resolution of the Board of Directors, Auditors (including former Auditors) from liability for damages caused by neglecting their duties to the extent permitted by the applicable laws and regulations.

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2. The Company may establish an agreement with Auditors to limit the liability for damages caused by the negligence in the performance of duties pursuant to the

provisions of Article 427, Paragraph 1 of the Companies Act; provided, however, the maximum amount of liability for damages under the agreement is the higher of 1 million yen or more, which is predetermined, and an amount stipulated by law.

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Chapter 6 Accounting

Articles 36-39

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Chapter 5 Audit & Supervisory Committee

(Full-time Audit & Supervisory Committee Member)

Article 29 The Audit & Supervisory Committee may elect full-time members from among the members of the Audit & Supervisory Committee.

(Notice of Convocation of a Meeting of the Audit & Supervisory Committee)

Article 30 A notice of convocation of a meeting of the Audit & Supervisory Committee shall be sent to each Audit & Supervisory Committee member no later than three (3) days prior to the scheduled date of the meeting. However, this period may be reduced if necessary in an emergency.

2. A meeting of the Audit & Supervisory Committee may be held without the convocation procedure upon the unanimous consent of the Audit & Supervisory Committee members.

(Regulations of the Audit & Supervisory Committee)

Article 31 Matters concerning the Audit & Supervisory Committee shall be determined pursuant to the provisions of laws and regulations, the Articles of Incorporation of the Company, and the regulations of the Audit & Supervisory Committee established by the Audit & Supervisory Committee.

Chapter 6 Accounting

Articles 32-35

<Unchanged>

Supplementary Provision

(Transitional Measures Concerning Exemption of Auditors from Liability)

Article 1 Pursuant to the provisions of Article 426, Paragraph 1 of the Companies Act, the Company may exempt, by resolution of the Board of Directors, Auditors (including

	former Auditors) from liability for damages caused by the Auditors' negligence in their duties conducted before the closing of the 28th Ordinary General Meeting of Shareholders, to the extent permitted by the applicable laws and regulations.
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