



October 29, 2024

Company name: JINS HOLDINGS Inc.
(Code number: 3046, TSE Prime Market)
Representative: Hitoshi Tanaka, President and CEO
Contact: Motoaki Nakatani, Managing Executive
Officer and CFO
Phone: +81-3-6890-4800

Notice of Partial Amendments to the Articles of Incorporation

JINS HOLDINGS Inc. (the “Company”) announces that it resolved at its Board of Directors meeting held on October 29, 2024, to transition to a company with an Audit and Supervisory Committee subject to approval at the 37th Annual General Meeting of Shareholders to be held on November 28, 2024.

In order to transition to a company with an Audit and Supervisory Committee, the Company also resolved to submit a proposal for making partial amendments to its Articles of Incorporation at the Annual General Meeting of Shareholders, as described below.

Information about the transition to a company with an Audit and Supervisory Committee as well as the appointment of officers after the transition is separately disclosed in the “Notice of Transition to Company with Audit and Supervisory Committee” and the “Notice of Appointment of Officers After the Transition to Company with Audit and Supervisory Committee” dated today.

1. Purpose of amendments to the Articles of Incorporation

- (1) The Company will transition to a company with an Audit and Supervisory Committee for the purpose of strengthening the supervisory function of the Board of Directors and corporate governance to further improve business transparency and accelerate decision-making. Accordingly, the Company will make amendments to its Articles of Incorporation, including newly establishing provisions regarding the Audit and Supervisory Committee and its members and deleting provisions regarding the Board of Auditors and its members.
- (2) In accordance with the above amendments, necessary changes such as a revision of the number of articles will be made.

2. Details of amendments to the Articles of Incorporation

Details of the amendments are as shown in the attachment.

3. Schedule

Date of General Meeting of Shareholders to amend the Articles of Incorporation:

November 28, 2024 (scheduled)

Effective date of amendments to Articles of Incorporation:

November 28, 2024 (scheduled)

[Attachment] Details of Amendments to the Articles of Incorporation

The details of the amendments to the Articles of Incorporation are as follows.

(Underlines indicate changes.)

Current Articles of Incorporation	Proposed amendments
<p style="text-align: center;">Chapter 1 General Provisions</p> <p>Articles 1 to 3 <Omitted></p> <p>(Organization)</p> <p>Article 4 In addition to the General Meeting of Shareholders and the Board of Directors, the Company shall establish the following organizations.</p> <p>(1) Board of Directors</p> <p>(2) <u>Auditors</u></p> <p>(3) <u>Board of Auditors</u></p> <p>(4) <u>Accounting Auditors</u></p> <p>Article 5 <Omitted></p>	<p style="text-align: center;">Chapter 1 General Provisions</p> <p>Articles 1 to 3 <Unchanged></p> <p>(Organization)</p> <p>Article 4 In addition to the General Meeting of Shareholders and the Board of Directors, the Company shall establish the following organizations.</p> <p>(1) Board of Directors</p> <p>(2) <u>Audit and Supervisory Committee</u></p> <p><Deleted></p> <p>(3) <u>Accounting Auditors</u></p> <p>Article 5 <Unchanged></p>
<p style="text-align: center;">Chapter 2 Shares</p>	<p style="text-align: center;">Chapter 2 Shares</p>
<p>Articles 6 to 12 <Omitted></p>	<p>Articles 6 to 12 <Unchanged></p>
<p style="text-align: center;">Chapter 3 General Meeting of Shareholders</p>	<p style="text-align: center;">Chapter 3 General Meeting of Shareholders</p>
<p>Articles 13 to 17 <Omitted></p>	<p>Articles 13 to 17 <Unchanged></p>
<p style="text-align: center;">Chapter 4 Directors and Board of Directors</p>	<p style="text-align: center;">Chapter 4 Directors and Board of Directors</p>
<p>(Number of Members)</p> <p>Article 18 The Company shall have no more than <u>eight</u> Directors.</p> <p><Newly added></p>	<p>(Number of Members)</p> <p>Article 18</p> <p><u>1.</u> The Company shall have no more than <u>twelve</u> Directors.</p> <p><u>2.</u> <u>Among the Directors set forth in the preceding paragraph, the number of Directors who are Audit and Supervisory Committee members shall be no more than four.</u></p>
<p>(Method of Appointment)</p> <p>Article 19</p> <p>1. <Omitted></p> <p>2. Resolutions on the appointment of Directors shall be made by a majority of the voting rights of shareholders present at a meeting, where shareholders holding at least one-third of the voting rights of shareholders who are entitled to exercise voting rights are present.</p> <p>3. <Omitted></p> <p><Newly added></p>	<p>(Method of Appointment)</p> <p>Article 19</p> <p>1. <Unchanged></p> <p>2. Resolutions on the appointment of Directors shall be made <u>with a distinction made between Directors who are Audit and Supervisory Committee members and other Directors</u>, and by a majority of the voting rights of shareholders present at a meeting, where shareholders holding at least one-third of the voting rights of shareholders who are entitled to exercise voting rights are present.</p> <p>3. <Unchanged></p> <p>4. <u>In preparation for the event that the Company's number of Directors who are Audit and Supervisory Committee members falls below the number prescribed by laws and regulations, the Company may appoint Directors who are substitute Audit and Supervisory Committee members at the General Meeting of Shareholders. The validity of the preliminary appointment of Directors who are substitute Audit and Supervisory Committee members shall be until the commencement of the Annual General Meeting of Shareholders relating to the final fiscal year ending within two years of the preliminary appointment.</u></p>

Current Articles of Incorporation	Proposed amendments
<p>(Term of Office)</p> <p>Article 20</p> <p>1. The term of office of Directors shall be until the conclusion of the Annual General Meeting of Shareholders relating to the final fiscal year ending within <u>two</u> years of their appointment.</p> <p><Newly added></p> <p>2. The term of office of a Director who was appointed as a substitute for a Director who has retired before the expiration of his or her term of office, or a Director who has been appointed as a result of an increase in the number of Directors, shall be the same as the remaining term of office of his or her predecessor or other incumbent Directors.</p> <p><Newly added></p>	<p>(Term of Office)</p> <p>Article 20</p> <p>1. The term of office of Directors (<u>excluding Directors who are Audit and Supervisory Committee members</u>) shall be until the conclusion of the Annual General Meeting of Shareholders relating to the final fiscal year ending within <u>one</u> year of their appointment.</p> <p>2. <u>The term of office of Directors who are Audit and Supervisory Committee members shall be until the conclusion of the Annual General Meeting of Shareholders relating to the last fiscal year ending within two years of their appointment.</u></p> <p>3. The term of office of a Director (<u>excluding a Director who is an Audit and Supervisory Committee member; hereinafter the same shall apply in this paragraph</u>) who was appointed as a substitute for a Director who has retired before the expiration of his or her term of office, or a Director who has been appointed as a result of an increase in the number of Directors, shall be the same as the remaining term of office of his or her predecessor or other incumbent Directors.</p> <p>4. <u>The term of office of a Director who is an Audit and Supervisory Committee member and was appointed as a substitute for a Director who is an Audit and Supervisory Committee member and has retired before the expiration of his or her term of office shall be the same as the remaining term of office of the retired Director who is an Audit and Supervisory Committee member.</u></p>
<p>(Representative Director and Directors with Specific Titles)</p> <p>Article 21</p> <p>1. The Board of Directors shall appoint a Representative Director by resolution.</p> <p>2. The Board of Directors may, by resolution, appoint one Chairman, one President, and several Vice Presidents, Senior Managing Directors, and Managing Directors.</p>	<p>(Representative Director and Directors with Specific Titles)</p> <p>Article 21</p> <p>1. The Board of Directors shall, by resolution, select a Representative Director <u>from among the Directors (excluding Directors who are Audit and Supervisory Committee members).</u></p> <p>2. The Board of Directors may, by resolution, appoint one Chairman, one President and several Vice Presidents, Senior Managing Directors, and Managing Directors <u>from among the Directors (excluding Directors who are Audit and Supervisory Committee members).</u></p>
<p>Article 22 <Omitted></p>	<p>Article 22 <Unchanged></p>
<p>(Notice of Meeting of the Board of Directors)</p> <p>Article 23</p> <p>1. A notice of a meeting of the Board of Directors shall be given to each Director <u>and Auditor</u> at least three days prior to the date of the meeting. However, this period may be shortened in case of emergency.</p> <p>2. If the consent of all Directors <u>and Auditors</u> is obtained, a meeting of the Board of Directors may be held without the formalities of convocation.</p>	<p>(Notice of Meeting of the Board of Directors)</p> <p>Article 23</p> <p>1. A notice of a meeting of the Board of Directors shall be given to each Director at least three days prior to the date of the meeting. However, this period may be shortened in case of emergency.</p> <p>2. If the consent of all Directors is obtained, a meeting of the Board of Directors may be held without the formalities of convocation.</p>
<p>Articles 24 to 25 <Omitted></p>	<p>Articles 24 to 25 <Unchanged></p>
<p>(Compensation, etc.)</p> <p>Article 26 Compensation, bonuses and other financial benefits received from the Company as consideration for the execution of duties by Directors (hereinafter referred to as "compensation, etc.") shall be determined by resolution of the General Meeting of Shareholders.</p>	<p>(Compensation, etc.)</p> <p>Article 26 Compensation, bonuses and other financial benefits received from the Company as consideration for the execution of duties by Directors (hereinafter referred to as "compensation, etc.") shall be determined by resolution of the General Meeting of Shareholders, <u>distinguishing between Directors who are Audit and Supervisory Committee members and other Directors.</u></p>
<p>Article 27 <Omitted></p>	<p>Article 27 <Unchanged></p>

Current Articles of Incorporation	Proposed amendments
Chapter 5 <u>Auditors and the Board of Auditors</u>	Chapter 5 <u>Audit and Supervisory Committee</u>
(Number of Members)	
Article 28 <u>The Company shall have no more than four Auditors.</u>	<Deleted>
(Method of Appointment)	
Article 29	<Deleted>
<ol style="list-style-type: none"> 1. <u>Auditors shall be elected at the General Meeting of Shareholders.</u> 2. <u>Resolutions on the appointment of Auditors shall be made by a majority of the voting rights of shareholders present at a meeting where shareholders holding at least one-third of the voting rights of shareholders who are entitled to exercise voting rights are present.</u> 	
(Validity of Preliminary Appointment of Substitute Auditors)	
Article 30 <u>The validity of the preliminary appointment of substitute Auditors shall be until the commencement of the Annual General Meeting of Shareholders relating to the final fiscal year ending within four years of the preliminary appointment.</u>	<Deleted>
(Term of Office)	
Article 31	<Deleted>
<ol style="list-style-type: none"> 1. <u>The term of office of Auditors shall be until the conclusion of the Annual General Meeting of Shareholders relating to the final fiscal year ending within four years of their appointment.</u> 2. <u>The term of office of an Auditor who was appointed as a substitute shall be until the expiration of the term of office of the retired Auditor.</u> 	
(Full-time Auditors)	(Full-time <u>Audit and Supervisory Committee Members</u>)
Article 32 <u>The Board of Auditors shall appoint full-time Auditors by resolution.</u>	Article 28 <u>The Audit and Supervisory Committee may appoint full-time Audit and Supervisory Committee members from among the Audit and Supervisory Committee members by resolution.</u>
(Notice of Meeting of the Board of Auditors)	(Notice of Meeting of the <u>Audit and Supervisory Committee</u>)
Article 33	Article 29
<ol style="list-style-type: none"> 1. <u>A notice of a meeting of the Board of Auditors shall be given to each Auditor at least three days prior to the date of the meeting. However, this period may be shortened in case of emergency.</u> 2. <u>If the consent of all Auditors is obtained, a meeting of the Board of Auditors may be held without the formalities of convocation.</u> 	<ol style="list-style-type: none"> 1. <u>A notice of a meeting of the Audit and Supervisory Committee shall be given to each Audit and Supervisory Committee member at least three days prior to the date of the meeting. However, this period may be shortened in case of emergency.</u> 2. <u>If the consent of all Audit and Supervisory Committee members is obtained, a meeting of the Audit and Supervisory Committee may be held without the formalities of convocation.</u>
(Method of Resolution of Board of Auditors)	(Method of Resolution of <u>Audit and Supervisory Committee</u>)
Article 34 <u>Resolutions of the Board of Auditors shall be made by a majority of the Auditors, unless otherwise provided by law and regulations.</u>	Article 30 <u>Resolutions of the Audit and Supervisory Committee shall be made by a majority of the Audit and Supervisory Committee members present at a meeting where a majority of the Audit and Supervisory Committee members entitled to participate in the vote are present.</u>
(Board of Auditors Regulations)	(Audit and Supervisory Committee Regulations)
Article 35 <u>Matters concerning the Board of Auditors shall be governed by laws and regulations or the Articles of Incorporation, as well as the Board of Auditors Regulations prescribed by the Board of Auditors.</u>	Article 31 <u>Matters concerning the Audit and Supervisory Committee shall be governed by laws and regulations or the Articles of Incorporation, as well as the Audit and Supervisory Committee Regulations prescribed by the Audit and Supervisory Committee.</u>
(Compensation, etc.)	
Article 36 <u>The compensation, etc. of Auditors shall be determined by resolution of the General Meeting of Shareholders.</u>	<Deleted>

Current Articles of Incorporation	Proposed amendments
<p><u>(Exemption from Liability of Auditors)</u></p> <p><u>Article 37</u></p> <p>1. Pursuant to the provisions of Article 426, Paragraph 1 of the Companies Act, the Company may, by resolution of the Board of Directors, exempt Auditors (including former Auditors) from liability to the extent provided by law and regulations as provided in Article 423, Paragraph 1 of the same Act.</p>	<p><Deleted></p>
<p>2. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with Auditors to limit their liability set forth in Article 423, Paragraph 1 of the same Act. However, the maximum amount of liability under such agreement shall be the amount prescribed by laws and regulations.</p> <p style="text-align: center;">Chapter 6 Accounting Auditors</p> <p>Articles <u>38</u> to <u>39</u> <Omitted></p> <p>(Compensation, etc.)</p> <p>Article <u>40</u> Compensation, etc. for Accounting Auditors shall be determined by the Representative Director with the consent of the <u>Board of Auditors</u>.</p> <p>Article <u>41</u> <Omitted></p> <p style="text-align: center;">Chapter 7 Calculation</p> <p>Articles <u>42</u> to <u>44</u> <Omitted></p>	<p style="text-align: center;">Chapter 6 Accounting Auditors</p> <p>Articles <u>32</u> to <u>33</u> <Unchanged></p> <p>(Compensation, etc.)</p> <p>Article <u>34</u> Compensation, etc. for Accounting Auditors shall be determined by the Representative Director with the consent of the <u>Audit and Supervisory Committee</u>.</p> <p>Article <u>35</u> <Unchanged></p> <p style="text-align: center;">Chapter 7 Calculation</p> <p>Articles <u>36</u> to <u>38</u> <Unchanged></p> <p><u>Supplementary Provisions</u></p> <p><u>(Transitional Measures Concerning Exemption from Liability of Auditors)</u> <u>Exemption from liability under Article 423, Paragraph 1 of the Companies Act with respect to the acts of Auditors (including former Auditors) prior to the conclusion of the 37th Annual General Meeting of Shareholders to be held in November 2024 by resolution of the Board of Directors shall be in accordance with Article 37, Paragraph 1 of the Articles of Incorporation prior to the amendments by resolution of the said Annual General Meeting of Shareholders.</u></p> <p><u>(Transitional Measures Concerning Agreements on Limitation of Liability of Auditors)</u> <u>Limitation of liability under Article 423, Paragraph 1 of the Companies Act with respect to the acts of Auditors (including former Auditors) prior to the conclusion of the 37th Annual General Meeting of Shareholders to be held in November 2024 by resolution of the Board of Directors shall be in accordance with Article 37, Paragraph 2 of the Articles of Incorporation prior to the amendments by resolution of the said Annual General Meeting of Shareholders.</u></p>