

[Translation]



February 20, 2025

To whom it may concern:

Company name: MEDLEY, INC.
Representative: Kohei Takiguchi
President and Chief Executive Officer
(TSE Prime Market Code No.4480)
Contact: Ryo Kawahara
Chief Financial Officer
TEL. +813-6372-1265

Notice Regarding Partial Amendment to Articles of Incorporation

MEDLEY, INC. (the “Company”) announces that it was resolved at the Board of Directors Meeting held on February 20, 2025 to submit a proposal for partial amendments to the Articles of Incorporation at the 16th Annual General Meeting of Shareholders (the “AGM”) to be held on March 25, 2025, as follows.

1. Partial Amendment to Articles of Incorporation

(1) Reasons for the Amendment

As announced in the “Notice Regarding Merger with Two Wholly Owned Subsidiaries and Recording an Extraordinary Loss (Loss on Extinguishment of Tie-in Shares)” dated February 14, 2025 and the “Notice Regarding Merger of Two Subsidiaries and Two Indirectly-owned Subsidiaries and Recording an Extraordinary Loss (Loss on Extinguishment of Tie-in Shares)” dated February 20, 2025, the Company is planning to merge with its four subsidiaries and two indirectly-owned subsidiaries through an absorption-type merger, with the Company as the surviving company and the four subsidiaries and two indirectly-owned subsidiaries as the absorbed companies (hereinafter collectively referred to as the “Merger”). In order to prepare for the expansion of our business and future business development as a result of the Merger, business purposes will be added to Article 2 (Purpose) of the Company’s current Articles of Incorporation. The amendment to the Articles of Incorporation will take effect on condition that the proposal for the conclusion of the merger agreement regarding the Merger is approved and passed as originally proposed at this AGM.

(2) Details of Amendment to Articles of Incorporation

(Underlines show amendments)

Existing Articles of Incorporation	Proposed Amendments
Article 2 (Purposes) The business purposes of the Company are as follows: 1.-6. (reference omitted) (newly provided) (newly provided) <u>7.-11.</u> (reference omitted) <u>12. Analysis and design</u> of computer systems, consulting related to the Internet <u>13.</u> Planning, development, design, sales, rental, and import/export of computers, peripheral equipment, related equipment, and software (newly provided) <u>14.-19.</u> (reference omitted)	Article 2 (Purposes) The business purposes of the Company are as follows: 1.-6. (no changes from existing Articles) <u>7. Planning, brokering and mediation services related to corporate acquisitions, mergers, company splits, share exchanges and transfers, capital and business alliances, and transfer of goodwill and securities, etc.</u> <u>8. Investment business</u> <u>9.-13.</u> (no changes from existing Articles) <u>14. Design, development, and analysis</u> of computer systems, consulting related to the Internet <u>15.</u> Planning, development, design, <u>technical guidance</u> , sales, rental, and import/export of computers, peripheral equipment, related equipment, and software <u>16. Sales of medical equipment, medical supplies, health equipment, etc.</u> <u>17.-22.</u> (no changes from existing Articles)

(3) Schedule for Amendment

Scheduled date of AGM held to amend Articles of Incorporation: Tuesday, March 25, 2025

Planned effective date of amendment to Articles of Incorporation: Tuesday, April 1, 2025