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November 21, 2025

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Notice Regarding Transition to a Company with Audit and Supervisory Committee, Changes in Officers, and Partial Amendments to the Articles of Incorporation

At the Board of Directors meeting held on November 21, 2025, we resolved to transition from a company with an audit and supervisory board to a company with an audit and supervisory committee, subject to approval at the 35th Ordinary General Meeting of Shareholders scheduled for December 18, 2025 (the "General Meeting of Shareholders"). In connection with this, we resolved to submit to the General Meeting of Shareholders the changes in officers and partial amendments to the Articles of Incorporation after transitioning to a company with an audit and supervisory committee. We hereby announce the details as follows.

(Details)

1. Transition to a Company with Audit and Supervisory Committee

(1) Purpose of the Transition

In order to achieve sustainable growth and enhance corporate value over the medium to long term, the Company has resolved to transition to a Company with an Audit and Supervisory Committee. This transition is intended to accelerate and improve the efficiency of management decision-making, while strengthening the supervisory function of the Board of Directors by granting voting rights at the Board to Directors who serve as Audit and Supervisory Committee members. Through these measures, the Company aims to further enhance its corporate governance.

(2) Timing of Transition

The Company plans to transition to a Company with an Audit and Supervisory Committee upon obtaining approval for the necessary amendments to the Articles of Incorporation, etc. at the 35th Ordinary General Meeting of Shareholders scheduled for December 18, 2025.

2. Director Candidates Following Transition to a Company with Audit and Supervisory Committee

In connection with the transition to a Company with an Audit and Supervisory Committee, the following officer appointments have been informally determined. The new positions of each director candidate will be officially decided following the 35th Ordinary General Meeting of Shareholders and the Board of Directors and Audit and Supervisory Committee meetings scheduled to be held on the same day.

(1) Candidates for Director (excluding Directors who are Audit and Supervisory Committee Members)

Name	New Position (Planned)	Current Position
Yukihiro Makita	President & CEO	President & CEO
Takashi Uesaka	Senior Managing Executive Officer & Director	Senior Managing Executive Officer
Kohei Katsuta	Managing Executive Officer and Director, CFO	Managing Executive Officer and Director, CFO
Naoki Shimada	Outside Director	Outside Director
Takashi Morisaki	Outside Director	Outside Director
Yoshimi Shu	Outside Director	Outside Director

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

Name	New Position (Planned)	Current Position
Shinji Kodama	Outside Director Who Are Full-time Audit & Supervisory Committee Members	Full-time Outside Audit & Supervisory Board Member
Shinya Deguchi	Outside Director Who Are Audit & Supervisory Committee Members	Outside Director
Mika Yanagisawa	Outside Director Who Are Audit & Supervisory Committee Members	-

(Note) In addition, Mr. Naoki Shimada, who is scheduled to be reappointed as a Director (excluding Directors who are Audit and Supervisory Committee Members), is also planned to be elected as a substitute for the Audit and Supervisory Committee members.

(3) Retiring Directors and Audit and Supervisory Board Members

Name	New Position (Planned)	Current Position
Toshimitsu Urabe	-	Outside Director
Kazuo Yamasaki	-	Outside Audit & Supervisory Board Member
Hideo Kubota	-	Outside Audit & Supervisory Board Member

(Note) Mr. Toshimitsu Urabe, Mr. Kazuo Yamasaki, and Mr. Hideo Kubota are scheduled to retire upon the expiration of their terms of office at the conclusion of the 35th Ordinary General Meeting of Shareholders, scheduled to be held on December 18, 2025

3. Partial amendment to the Articles of Incorporation

(1) Purpose of Amendments

1) To effect the transition to a Company with an Audit and Supervisory Committee, the Company will make the necessary amendments, including establishing provisions related to Audit and Supervisory Committee Members and the Audit and Supervisory Committee, and deleting provisions related to Audit and Supervisory Board Members and the Audit and Supervisory Board.

2) We will make necessary amendments to the purpose in preparation for future business development.

(2) Details of amendment

The details are as set forth in the attachment.

(3) Schedule of Amendments

Date of General Meeting of Shareholders : December 18, 2025 (planned)
Effective date : December 18, 2025 (planned)

(Attachment)

(Underlined parts indicate amendments.)

Current Articles of Incorporation	Proposed Amendments
Chapter I General Provisions	Chapter I General Provisions
Article 1 (Omitted)	Article 1 (Unchanged)
(Purpose) Article 2 (Omitted) (1) through (17) (Omitted) (Newly established)	(Purpose) Article 2 (Unchanged) (1) through (17) (Unchanged) (18) Advertising and advertising agency services through various media, including the Internet, mobile devices, video; and
(18) (Omitted)	(19) (Unchanged)
Article 3 (Omitted)	Article 3 (Unchanged)
(Organs) Article 4 The Company shall have, in addition to the general meeting of shareholders and Directors, the following organs: (1) Board of Directors; (2) Audit & Supervisory Board Members; (3) Audit & Supervisory Board; and (4) Accounting Auditor.	(Organs) Article 4 The Company shall have, in addition to the general meeting of shareholders and Directors, the following organs: (1) Board of Directors; (2) Audit & Supervisory Committee; and (Deleted) (3) Accounting Auditor.
Article 5 (Omitted)	Article 5 (Unchanged)
Chapter II Shares	Chapter II Shares
Articles 6 through 8 (Omitted) (Shareholder register administrator) Article 9 (Omitted) 2. The shareholder register administrator and the location of business thereof shall be designated by resolution of the Board of Directors.	Articles 6 through 8 (Unchanged) (Shareholder register administrator) Article 9 (Unchanged) 2. The shareholder register administrator and the location of business thereof shall be designated by the Board of Directors or by a Director to whom the authority thereof has been delegated by resolution of the Board of Directors.
3. (Omitted)	3. (Unchanged)
(Share handling regulations) Article 10 Matters concerning the administration, fees, and the exercise of shareholder rights with respect to the Company's shares shall be governed by laws and regulations, these Articles of Incorporation, and the Share Handling Regulations established by the Board of Directors.	(Share handling regulations) Article 10 Matters concerning the administration, fees, and the exercise of shareholder rights with respect to the Company's shares shall be governed by laws and regulations, these Articles of Incorporation, and the Share Handling Regulations established by the Board of Directors or by a Director to whom the authority thereof has been delegated by resolution of the Board of Directors.
Article 11 (Omitted)	Article 11 (Unchanged)
Chapter III General Meetings of Shareholders	Chapter III General Meetings of Shareholders
Articles 12 through 18 (Omitted)	Articles 12 through 18 (Unchanged)
Chapter IV Directors and Board of Directors (Election of Directors) Article 19 1. The Company shall have three or more Directors, who shall be elected by resolution of a general meeting of shareholders. (Newly established)	Chapter IV Directors and Board of Directors (Election of Directors) Article 19 1. The Company shall have three or more Directors (excluding Directors who are Audit & Supervisory Committee Members). 2. The Company shall have three or more Directors who are Audit & Supervisory Committee Members. 3. Directors shall be elected at a general meeting of shareholders. However, Directors who are Audit & Supervisory Committee Members shall be elected separately from other Directors.
(Newly established)	
2. (Omitted)	4. (Unchanged)

Current Articles of Incorporation	Proposed Amendments
(Term of office of Directors) Article 20 1. The term of office of a Director shall expire at the conclusion of the annual general meeting of shareholders for the last business year out of the business years terminating within one year after the election of the Director.	(Term of office of Directors) Article 20 1. The term of office of a Director (excluding Director who is an Audit & Supervisory Committee Member) shall expire at the conclusion of the annual general meeting of shareholders for the last business year out of the business years terminating within one year after the election of the Director.
(Newly established)	2. The term of office of a Director who is an Audit & Supervisory Committee Member shall expire at the conclusion of the annual general meeting of shareholders for the last business year out of the business years terminating within two years after the election of the Director.
2. The term of office of a Director who is elected to fill a vacancy or to increase the number of Directors shall expire when the terms of office of the other incumbent Directors expire.	3. The term of office of a Director (excluding Director who is an Audit & Supervisory Committee Member) who is elected to fill a vacancy or to increase the number of Directors shall expire when the terms of office of the other incumbent Directors (excluding Directors who are Audit & Supervisory Committee Members) expire.
(Newly established)	4. The term of office of a Director who is an Audit & Supervisory Committee Member who is elected as the substitute for a Director who is an Audit & Supervisory Committee Member who retired from office before the expiration of the term of office shall continue until the time when the term of the retired Director who is an Audit & Supervisory Committee Member was set to expire.
(Representative Directors and Directors with special titles) Article 21 1. The Board of Directors shall appoint representative Director(s) out of the Directors by its resolution.	(Representative Directors and Directors With Special Titles) Article 21 1. The Board of Directors shall appoint, by its resolution, representative Director(s) out of the Directors (excluding Directors who are Audit & Supervisory Committee Members).
2. The Board of Directors may appoint, by its resolution, one President & CEO, one Director and Chair, one or a small number of Directors and Executive Vice Presidents, one or a small number of Senior Managing Directors, and one or a small number of Managing Directors.	2. The Board of Directors may appoint, by its resolution, one President & CEO, one Director and Chair, one or a small number of Directors and Executive Vice Presidents, one or a small number of Senior Managing Directors, and one or a small number of Managing Directors out of Directors (excluding Directors who are Audit & Supervisory Committee Members).
Articles 22 and 23 (Omitted)	Articles 22 and 23 (Unchanged)
(Convocation notice of Board of Directors meetings) Article 24 1. The convocation notice of a Board of Directors meeting shall be dispatched to each Director and each Audit & Supervisory Board Member at least three days prior to the scheduled date of such meeting; provided, however, that this period may be reduced in case of urgency.	(Convocation notice of Board of Directors meetings) Article 24 1. The convocation notice of a Board of Directors meeting shall be dispatched to each Director at least three days prior to the scheduled date of such meeting; provided, however, that this period may be reduced in case of urgency.
2. With the consent of all Directors and Audit & Supervisory Board Members, a Board of Directors meeting may be held without following the convening procedures.	2. With the consent of all Directors, a Board of Directors meeting may be held without following the convening procedures.
(Newly established)	(Delegation of decisions on execution of important operations) Article 25 Pursuant to the provisions of Article 399-13, paragraph (6) of the Companies Act, the Company may, by resolution of the Board of Directors, delegate all or part of decisions on the execution of important operations (excluding the matters listed in each item of paragraph (5) of the same Article) to Directors.
Article 25 (Omitted)	Article 26 (Unchanged)

Current Articles of Incorporation	Proposed Amendments
(Omission of resolutions of the Board of Directors) Article 26 A proposal for a resolution of the Board of Directors shall be deemed to be approved by the resolution if all Directors (limited to those eligible to vote on the proposal) consent in writing or by electronic record. However, the foregoing provision shall not apply if an Audit & Supervisory Board Member states his/her objection to the proposal.	(Omission of resolutions of the Board of Directors) Article 27 A proposal for a resolution of the Board of Directors shall be deemed to be approved by the resolution if all Directors (limited to those eligible to vote on the proposal) consent in writing or by electronic record.
(Minutes of a Board of Directors meeting) Article 27 The proceedings of the Board of Directors meetings shall be described or recorded in minutes, which shall include the summary of the proceedings, the results thereof, and other matters required by laws and regulations. The Directors and Audit & Supervisory Board Members in attendance shall write down their names and affix their seals to, or electronically sign the minutes, which shall be preserved in accordance with the laws and regulations.	(Minutes of a Board of Directors meeting) Article 28 The proceedings of the Board of Directors meetings shall be described or recorded in minutes, which shall include the summary of the proceedings, the results thereof, and other matters required by laws and regulations. The Directors in attendance shall sign the minutes, or write down their names and affix their seals to, or electronically sign the minutes, which shall be preserved in accordance with the laws and regulations.
(Compensation, etc. to Directors) Article 28 Compensation, bonuses, and other economic benefits given by the Company in consideration for the execution of duties (hereinafter, the "Compensation, etc.") to Directors shall be determined by resolution of a general meeting of shareholders.	(Compensation, etc. to Directors) Article 29 Compensation, bonuses, and other economic benefits given by the Company in consideration for the execution of duties (hereinafter, the "Compensation, etc.") to Directors shall be determined by resolution of a general meeting of shareholders. However, Compensation, etc. to Directors who are Audit & Supervisory Committee Members shall be determined by resolution of a general meeting of shareholders separately from other Directors.
Articles 29 and 30 (Omitted)	Articles 30 and 31 (Unchanged)
(Newly established)	(Regulations of the Board of Directors) Article 32 Matters concerning the Board of Directors shall be in accordance with the Regulations of the Board of Directors established by the Board of Directors, in addition to laws and regulations and these Articles of Incorporation.
Chapter V Audit & Supervisory Board Members and Audit & Supervisory Board	Chapter V Audit & Supervisory Committee
(Election of Audit & Supervisory Board Members) Article 31 1. The Company shall have three or more Audit & Supervisory Board Members, who shall be elected by resolution of a general meeting of shareholders. 2. Resolutions on the election of Audit & Supervisory Board Members shall be adopted by a majority of the votes of the shareholders present at the meeting where the shareholders holding at least one-third of the voting rights of the shareholders entitled to exercise their voting rights at such meeting are present.	(Deleted)
(Term of office of Audit & Supervisory Board Members) Article 32 1. The term of office of an Audit & Supervisory Board Member shall expire at the conclusion of the annual general meeting of shareholders for the last business year out of the business years terminating within four years after the election of the Audit & Supervisory Board Member.	(Deleted)

Current Articles of Incorporation	Proposed Amendments
2. The term of office of an Audit & Supervisory Board Member who is elected as the substitute for an Audit & Supervisory Board Member shall continue until the time when the term of the retired Audit & Supervisory Board Member was set to expire.	
(Full-time Audit & Supervisory Board Members) Article 33 The Audit & Supervisory Board shall appoint full-time Audit & Supervisory Board Member(s) out of Audit & Supervisory Board Members by its resolution.	(Full-time Audit & Supervisory Committee Members) Article 33 The Audit & Supervisory Committee may appoint full-time Audit & Supervisory Committee Member(s) by its resolution.
(Convocation notice of Audit & Supervisory Board meetings) Article 34 1. The convocation notice of an Audit & Supervisory Board meeting shall be dispatched to each Audit & Supervisory Board Member at least three days prior to the scheduled date of such meeting; provided, however, that this period may be reduced in case of urgency. 2. With the consent of all Audit & Supervisory Board Members, an Audit & Supervisory Board meeting may be held without following the convening procedures.	(Convocation notice of Audit & Supervisory Committee meetings) Article 34 1. The convocation notice of an Audit & Supervisory Committee meeting shall be dispatched to each Audit & Supervisory Committee Member at least three days prior to the scheduled date of such meeting; provided, however, that this period may be reduced in case of urgency. 2. With the consent of all Audit & Supervisory Committee Members, an Audit & Supervisory Committee meeting may be held without following the convening procedures.
(Newly established)	(Method of resolution of the Audit & Supervisory Committee) Article 35 Resolutions of the Audit & Supervisory Committee shall be adopted by a majority of the votes of the Audit & Supervisory Committee Members present at the meeting where a majority of such members eligible to vote are present.
(Newly established)	(Minutes of an Audit & Supervisory Committee meeting) Article 36 The proceedings of Audit & Supervisory Committee meetings shall be described or recorded in minutes, which shall include the summary of the proceedings, the results thereof, and other matters required by laws and regulations. The Audit & Supervisory Committee members in attendance shall sign the minutes, or write down their names and affix their seals to, or electronically sign the minutes, which shall be preserved in accordance with the laws and regulations.
(Compensation, etc. to Audit & Supervisory Board Members) Article 35 The Compensation, etc. to Audit & Supervisory Board Members shall be determined by resolution of a general meeting of shareholders.	(Deleted)
(Exemption of Audit & Supervisory Board Members from liability) Article 36 Pursuant to the provisions of Article 426, paragraph (1) of the Companies Act, the Company may, by resolution of the Board of Directors, exempt Audit & Supervisory Board Members stipulated in Article 423, paragraph (1) of the same Act (including a person who was formerly an Audit & Supervisory Board Member) from liability for damages to the extent permitted by laws and regulations.	(Deleted)

Current Articles of Incorporation	Proposed Amendments
(Limited liability agreement with Audit & Supervisory Board Members) Article 37 Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company may enter into agreements with Audit & Supervisory Board Members to limit their liability for damages under Article 423, paragraph (1) of the same Act; provided, however, that the maximum amount of liability for damages under this agreement is the minimum liability amount provided for under laws and regulations.	(Deleted)
(Regulations of the Audit & Supervisory Board) Article 38 Matters concerning the Audit & Supervisory Board shall be in accordance with the Regulations of the Audit & Supervisory Board established by the Audit & Supervisory Board, in addition to laws and regulations and these Articles of Incorporation.	(Regulations of the Audit & Supervisory Committee) Article 37 Matters concerning the Audit & Supervisory Committee shall be in accordance with the Regulations of the Audit & Supervisory Committee established by the Audit & Supervisory Committee, in addition to laws and regulations and these Articles of Incorporation.
Chapter VI Accounting Auditor	Chapter VI Accounting Auditor
Articles 39 and 40 (Omitted)	Articles 38 and 39 (Unchanged)
(Compensation, etc. to Accounting Auditor) Article 41 The Compensation, etc. to the Accounting Auditor shall be determined by the Representative Director with the consent of the Audit & Supervisory Board.	(Compensation, etc. to Accounting Auditor) Article 40 The Compensation, etc. to the Accounting Auditor shall be determined by the Representative Director with the consent of the Audit & Supervisory Committee.
Article 42 (Omitted)	Article 41 (Unchanged)
Chapter VII Accounts	Chapter VII Accounts
Articles 43 through 46 (Omitted)	Articles 42 through 45 (Unchanged)
(Newly established)	(Supplementary provisions)
(Newly established)	(Transitional measures for the exemption of Audit & Supervisory Board Members from liability) Article 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 Audit & Supervisory Board Members (including former Audit & Supervisory Board Members) from liability for damages under Article 423, paragraph (1) of the same Act arising from neglect of their duties prior to the effective date of the partial amendment to the Articles of Incorporation resolved at the 35th Annual General Meeting of Shareholders, to the extent permitted by law.
(Newly established)	Article 2 Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company shall handle the agreements to limit liability under Article 423, paragraph (1) of the same Act, which were concluded with Audit & Supervisory Board Members prior to the effective date of the partial amendment to the Articles of Incorporation resolved at the 35th Annual General Meeting of Shareholders, in accordance with the provisions of Article 37 of the Articles of Incorporation as they were before the amendment by the resolution of the said Annual General Meeting of Shareholders.