



May 12, 2009

(Translated from the Japanese original)

Company Name: IT Holdings Corporation  
URL: <http://www.itholdings.co.jp>  
Representative: Susumu Okamoto, President  
Stock Listing: First Section of the Tokyo Stock Exchange  
Stock Code: 3626  
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### **Notice regarding partial amendment to the Articles of Incorporation**

IT Holdings Corporation (hereafter, “the Company”) gives notice of a resolution by the Board of Directors on this date to put forward at the first general meeting of shareholders, on June 25, 2009, an agenda item concerning partial amendment to the Company’s Articles of Incorporation.

### **Particulars**

#### **1. Purpose of amendments**

In accordance with the establishment of IT Service Force Co., Ltd., a provider of shared services, and enforcement of the Law for Partial Amendments to the Law Concerning Book-Entry Transfer of Corporate Bonds and Other Securities for the Purpose of Streamlining the Settlement of Trades of Stocks and Other Securities (Law No. 88 of 2004) (hereafter, “the Settlement Streamlining Law”) on January 5, 2009, the Company proposes the following amendments to its Articles of Incorporation.

- (1) An addition to the Company’s business purpose shall be entered to account for the establishment of IT Shared Force as a wholly owned subsidiary on April 1, 2009, to enhance the effectiveness of indirect services within the IT Holdings Group as well as to cut costs and raise the quality of services.
- (2) As set forth in Article 6 of Supplementary Regulations to the Settlement Streamlining Law, the Company shall delete Article 6 (Issuance of Stock Certificates) of its Articles of Incorporation, as if a resolution to amend the Articles of Incorporation in this way had been approved January 5, 2009, the same day that dematerialization of stock certificates was implemented. In addition, wording related to stock certificates shall be deleted and the remaining text adjusted accordingly.

- (3) Following abrogation of the Law on Book-entry Transfer of Corporate Bonds, Stock and Other Securities, wording in the Articles of Incorporation that pertains to beneficial shareholders and the beneficial shareholder register shall be deleted and the remaining text adjusted accordingly.
- (4) The Company shall establish supplementary provisions, as a temporary measure, to address the preparation and custody of the lost stock certificate register for one year, beginning the day after enactment of the Settlement Streamlining Law.
- (5) Supplementary provisions that are no longer necessary, by the time the general meeting of shareholders closes shall be deleted.
- (6) The Company shall also delete or adjust article numbers and/or the wording of provisions to accommodate the aforementioned amendments.

**2. Details**

Please refer to the attachment.

**3. Schedule**

Date of general meeting of shareholders to approve amendments to the Articles of Incorporation	Thursday, June 25, 2009
Effective date of said amendments	Thursday, June 25, 2009

END

## Attachment

The following table compares existing articles with proposed amendments. Such amendments in Japanese that cause a change in the corresponding English version are underlined.

Current	After Amendment
Article 1: (text omitted)	Article 1: (no changes)
(Purpose)	(Purpose)
Article 2: The purpose of the Company shall be, through share or interest holdings, to control and manage the business activities of domestic companies which engage in the following businesses and the business activities of foreign companies which engage in the businesses equivalent to the following businesses. The Company may also engage in the following businesses itself.	Article 2: (no changes)
(1) }	(1) }
(20) (new)	(20)
(21) }	<u>(21)</u> <u>Provider of services such as those related to general affairs, financial and business accounting, and procurement and purchasing, as well as services related to human resources and personnel administration.</u>
(22) (22)	(22) }
(22) (22)	(22) }
(22) (22)	(22) }
(22) (22)	(22) }
(22) (22)	(22) }
Article 3: }	Article 3: }
Article 5: (Issuance of stock certificates)	Article 5: (deleted)
Article 6: <u>The Company issues stock certificates for its stock.</u>	Article 6: (no changes)
Article 7: (text omitted)	Article 7: (no changes)
(Number of shares in one <i>tangen</i> unit and non- <u>issue of stock certificates for shares less than one <i>tangen</i> unit</u> )	(Number of shares in one <i>tangen</i> unit)
Article 8: One <i>tangen</i> unit of the company's shares shall be 100.	Article 8: One <i>tangen</i> unit of the Company's shares shall be 100.
2. <u>Notwithstanding Article 6 above, the Company may not issue stock certificates for shares less than one <i>tangen</i> unit.</u>	(deleted)
(Requests to sell shares less than one <i>tangen</i> unit)	(Requests to sell shares less than one <i>tangen</i> unit)
Article 9: Shareholders <u>(including beneficial</u>	Article 9: Shareholders who hold less than one

Current	After Amendment
<p><u>shareholders; same to apply, hereafter</u> who hold less than one <i>tangen</i> unit may ask the Company to sell enough shares to complement the holding and thereby complete one <i>tangen</i> (hereafter, “further buying of shares”).</p>	<p>tangen unit may ask the Company to sign over enough shares to complete units less than one <i>tangen</i> (hereafter, “adding to holdings”).</p>
<p>Article <u>10</u>: (text omitted) (Stock transfer agent)</p>	<p>Article <u>9</u>: (no changes) (Stock transfer agent)</p>
<p>Article <u>11</u>: The Company will designate a stock transfer agent.</p> <ol style="list-style-type: none"> <li>2. The stock transfer agent and the place of business will be established through a resolution by the Board of Directors, and the choice will be made public.</li> <li>3. <u>The Company’s register of shareholders (including the register of beneficial shareholders; same to apply hereafter), the register of lost stock certificates and the ledger of stock acquisition rights will be kept at the office of the stock transfer agent. The entry and subsequent upkeep of data in the register of shareholders, the register of lost stock certificates and the ledger of stock acquisition rights, compulsory purchase of shares less than one <i>tangen</i> unit or further buying of shares to complete one <i>tangen</i> unit, and other clerical matters pertaining to stock and stock acquisition rights will be entrusted to the stock transfer agent and will not be handled by the Company.</u></li> </ol>	<p>Article <u>10</u>: (no changes)</p> <ol style="list-style-type: none"> <li>2. (no changes)</li> </ol> <p>(deleted)</p>
<p>(Share handling regulations)</p>	<p>(Share handling regulations)</p>
<p>Article <u>12</u>: Except where provided for by law or the Articles of Incorporation, the handling of clerical matters related to the Company’s shares, including <u>class of shares as well as</u> the entry and upkeep of data in the register of shareholders, <u>the register of lost stock certificates</u> and the ledger of stock acquisition rights, compulsory purchases and further buying of shares less than one <i>tangen</i> unit, and procedures undertaken when shareholders exercise their rights, and associated fees, as well as other stock or new stock acquisition transactions shall be governed by share handling regulations set forth by the Board of Directors.</p>	<p>Article <u>11</u>: Except where provided for by law or the Articles of Incorporation, the handling of clerical matters related to the Company’s shares, including the entry and upkeep of data in the register of shareholders and the ledger of stock acquisition rights, compulsory purchases and further buying of shares less than one <i>tangen</i> unit, and procedures undertaken when shareholders exercise their rights, and associated fees, as well as other stock or new stock acquisition transactions shall be governed by share handling regulations set forth by the Board of Directors.</p>
<p>Article <u>13</u>: { (text omitted)</p>	<p>Article <u>12</u>: { (no changes)</p>
<p>Article <u>54</u>:</p>	<p>Article <u>53</u>:</p>

Current	After Amendment
<p style="text-align: center;"><b>Supplementary provisions</b></p> <p><u>(Method of establishment)</u>  <u>Article 1: The Company was established through share transfer, according to Article 772 of the Corporation Law.</u></p> <p><u>(First business year)</u>  <u>Article 2: The Company's first business year shall run from the date of its establishment through March 31, 2009.</u></p> <p><u>(Compensation for directors and corporate auditors)</u>  <u>Article 3: Notwithstanding provisions set forth in Article 33 and Article 44, compensation for the Company's directors and corporate auditors from the date of establishment until the end of the first general meeting of shareholders shall be as follows:</u>  <u>(1) Directors</u>  <u>Total monthly compensation paid to directors shall be within ¥25,000,000.</u>  <u>(2) Corporate auditors</u>  <u>Total monthly compensation paid to corporate auditors shall be within ¥7,000,000.</u></p>	<p style="text-align: center;"><b>Supplementary provisions</b></p> <p>(deleted)</p> <p>(deleted)</p> <p>(deleted)</p> <p>(deleted)</p>
<p><u>(Deletion of supplementary provisions)</u>  <u>Article 4: These supplementary provisions shall be deleted at the end of the first general meeting of shareholders.</u>            (new)</p> <p>(new)</p> <p>(new)</p>	<p>(deleted)</p> <p><u>Article 1: The register of lost stock certificates will be kept at the office of the stock transfer agent, and clerical matters pertaining to the entry and subsequent upkeep of data in the register of lost stock certificates will be entrusted to the stock transfer agent and will not be handled by the Company.</u></p> <p><u>Article 2: Except where provided for by law or the Articles of Incorporation, the entry and subsequent upkeep of data in the register of lost stock certificates will be governed by share handling regulations set forth by the Board of Directors.</u></p> <p><u>Article 3: This and the preceding provisions will be deleted on January 6, 2010.</u></p>

END