



May 10, 2016

(Translated from the Japanese original)

Company Name: IT Holdings Corporation  
Representative: Norio Maenishi, President  
Stock Listing: First Section of the Tokyo Stock Exchange  
Stock Code: 3626  
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### **Notice regarding Partial Amendment to Articles of Incorporation**

The Board of Directors at IT Holdings Corporation (hereafter, “ITHD” and “the Company”) resolved at its meeting today to put before the 8th General Meeting of Shareholders, scheduled for June 24, 2016, a proposal for partial amendment of the Articles of Incorporation. Details are provided below. As announced in “Notice regarding Group Reorganization (Merger of Subsidiaries (Simplified and Short-Form)), Name Change and Partial Revision of Articles of Incorporation,” dated October 29, 2015, management plans to change the corporate name to TIS Inc., effective July 1, 2016, conditioned upon approval of the proposal for partial revision of the Articles of Incorporation put before the 8th General Meeting of Shareholders scheduled for June 24, 2016.

#### **Details**

##### **1. Purpose of revisions to Articles of Incorporation**

- (1) Article 1 (Name)  
Due to reorganization of the ITHD Group, the Company and wholly owned subsidiary TIS, Inc., will undergo an absorption-style merger, effective July 1, 2016, wherein TIS is absorbed into ITHD and dissolved and ITHD continues to operate as the surviving company. Through this merger, the Company will transition from a pure holding company to an operating holding company that runs and oversees the activities of Group companies and also engages in associated businesses. Therefore, the Company shall adopt the high-profile name of its operating company.
- (2) Article 2 (Purpose)  
Required revisions shall be made to align with the operating holding company structure.
- (3) Article 35 (Number of members on the Audit & Supervisory Board)  
To strengthen and enhance the auditing system and Group governance, paralleling transition to an operating holding company structure, the number of members on the Audit & Supervisory Board shall be increased by one.
- (4) Newly added and deleted supplementary provisions  
A supplementary provision shall be newly added because the revisions outlined in (1) above have an effective date of July 1, 2016. This supplementary provision shall be deleted when the effective date has passed.

##### **2. Content of revisions to Articles of Incorporation**

The content of revisions is provided on a separate attachment.

### 3. Schedule

Date of General Meeting of Shareholders  
to seek approval for revisions to Articles  
of Incorporation

Friday, June 24, 2016

Effective date for revisions to Articles  
of Incorporation

Article 1 (Name)

Friday, July 1, 2016

Others

Friday, June 24, 2016

END

(Attachment)

### Comparison of Current and Proposed Changes to Articles of Incorporation

(Changes are underlined.)

Current Article	Proposed Change
(Name) Article 1 The Company's name shall be <u>IT Holdings Corporation</u> in English.	(Name) Article 1 The Company's name shall be <u>TIS Inc.</u> in English.
(Purpose) Article 2 The purpose of the Company is to (i) control and manage the business activities of companies engaging in the following business activities or of the foreign companies engaging in the equivalent businesses through ownership of their shares or equity interests; <u>and (ii) to engage in such business activities.</u> (1) - (8) (omitted) (new)  (9) - (24) (omitted)  Article 3 - Article 34 (omitted)	(Purpose) Article 2 The purpose of the Company is to (i) <u>engage in the following businesses activities and (ii) to</u> control and manage the business activities of companies engaging in the following business activities or of the foreign companies engaging in the equivalent businesses through ownership of their shares or equity interests. (1) - (8) (unchanged) (9) Telecommunications business, in accordance with Telecommunication Business Law (10) - (25) (unchanged)
Article 3 - Article 34 (omitted)	Article 3 - Article 34 (unchanged)
(Number of Audit & Supervisory Board Members) Article 35 The Audit & Supervisory Board shall have no more than <u>four (4)</u> members.	(Number of Audit & Supervisory Board Members) Article 35 The Audit & Supervisory Board shall have no more than <u>five (5)</u> members.
Article 36 - Article 52 (omitted)  (new)	Article 36 - Article 52 (unchanged)  <u>Supplementary provision</u> <u>The amendment to Article 1 will go into force on July 1, 2016, and then, having served its purpose, the supplementary provision will be deleted.</u>