



May 11, 2022

Name of listed company:  
Bandai Namco Holdings Inc.  
Name of representative:  
Masaru Kawaguchi,  
President and Representative Director  
(Code Number: 7832 TSE Prime Market)  
Contact: Yuji Asako, Director

### **Notice Regarding Partial Amendments to the Articles of Incorporation**

Bandai Namco Holdings Inc. (the “Company”) hereby announces that the Board of Directors meeting has passed the resolution today to propose “Partial Amendments to the Articles of Incorporation” at the Seventeenth Ordinary General Meeting of Shareholders to be held on June 20, 2022, as described below.

The transition to a company with Audit & Supervisory Committee and the personnel changes of officers after the transition are separately disclosed in the “Notice Regarding Transition to a Company With Audit & Supervisory Committee and Changes in Officers” announced on February 8, 2022.

#### 1. Reason for the amendments

- (1) The Company has decided to transition to a company with Audit & Supervisory Committee in order to strengthen its corporate governance system and further enhance its corporate value through speedy decision-making and execution of business. Accordingly, the Company will make the necessary changes, including the establishment of new provisions regarding the Audit & Supervisory Committee and Directors who are Audit & Supervisory Committee Members, the deletion of provisions regarding the Audit & Supervisory Board and Audit & Supervisory Board Members, the establishment of new provisions regarding the delegation of authority to Directors, etc.
- (2) Accompanying the enforcement of the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) on September 1, 2022, the Company proposes to make necessary amendments and establish supplementary provisions regarding the effective date, etc. in preparation for the introduction of the system for providing informational materials for the general meeting of shareholders in electronic format.
- (3) The Company will make partial revisions of the wording and expressions and any other necessary amendments, such as renumbering of articles, accompanying the addition and deletion of articles.

#### 2. Detail of the amendments

The content of the amendment is shown on the attachment.

#### 3. Schedule

Date of general meeting of shareholders for the amendment:

June 20, 2022 (scheduled date)

Effective date of the amendment:

June 20, 2022 (scheduled date)

END

Current Articles	Proposed Amendments
Chapter I General Provisions (Trade Name) Article 1 (Text omitted) 2. In English, the trade name shall be <u>BANDAI NAMCO Holdings Inc.</u>	Chapter I General Provisions (Trade Name) Article 1 (Unchanged) 2. In English, the trade name shall be <u>Bandai Namco Holdings Inc.</u>
Articles 2 – 4 (Text omitted)	Articles 2 – 4 (Unchanged)
Chapter II Shares Articles 5 – 11 (Text omitted)	Chapter II Shares Articles 5 – 11 (Unchanged)
Chapter III General Meeting of Shareholders Articles 12 – 15 (Text omitted)	Chapter III General Meeting of Shareholders Articles 12 – 15 (Unchanged)
<u>(Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.)</u> <u>Article 16</u> <u>When the Company convenes a general meeting of shareholders, if it discloses information that is to be stated or presented in the reference documents for the general meeting of shareholders, business report, non-consolidated financial statements and consolidated financial statements through the internet in accordance with the provisions prescribed by the Ministry of Justice Order, it may be deemed that the Company has provided this information to shareholders.</u>	(Deleted)
(New)	<u>(Measures, etc. for Providing Information in Electronic Format)</u> <u>Article 16</u> <ol style="list-style-type: none"> <li>1. <u>When the Company convenes a general meeting of shareholders, it shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.</u></li> <li>2. <u>Among items for which the measures for providing information in electronic format will be taken, the Company may exclude all or some of those items designated by the Ministry of Justice Order from statements in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents by the record date of voting rights.</u></li> </ol>
Articles 17 – 18 (Text omitted)	Articles 17 – 18 (Unchanged)



Current Articles	Proposed Amendments
<p>(Representative Directors)</p> <p>Article 23</p> <p>The Board of Directors shall appoint Representative Director(s) from among the Directors by its resolution.</p>	<p>(Representative Directors)</p> <p>Article 23</p> <p>The Board of Directors shall appoint Representative Director(s) from among the Directors <u>(excluding Directors who are Audit &amp; Supervisory Committee Members)</u> by its resolution.</p>
<p>(Directors With Special Titles)</p> <p>Article 24</p> <p>The Board of Directors shall appoint one Director and President by its resolution. In addition, when necessary, the Board of Directors may appoint, by its resolution, one Director and Chairman and one or a small number of Director and Vice Chairmen, Director and Vice Presidents, Senior Managing Directors, and Managing Directors.</p>	<p>(Directors With Special Titles)</p> <p>Article 24</p> <p>The Board of Directors shall appoint one Director and President <u>from among the Directors (excluding Directors who are Audit &amp; Supervisory Committee Members)</u> by its resolution. In addition, when necessary, the Board of Directors may appoint, by its resolution, one Director and Chairman and one or a small number of Director and Vice Chairmen, Director and Vice Presidents, Senior Managing Directors, and Managing Directors <u>from among the Directors (excluding Directors who are Audit &amp; Supervisory Committee Members)</u>.</p>
<p>(Convener and Chairperson of Board of Directors Meetings)</p> <p>Article 25</p> <ol style="list-style-type: none"> <li>1. <u>Representative Directors</u> shall convene and chair Board of Directors Meetings, except where otherwise specified by applicable laws and regulations.</li> <li>2. <u>Where there are several Representative Directors, the Representative Director with seniority following the rank order predetermined by the Board of Directors shall convene and chair Board of Directors Meetings.</u> When <u>Representative Directors</u> are unable to do so, another Director, following the rank order predetermined by the Board of Directors, shall perform that duty.</li> </ol>	<p>(Convener and Chairperson of Board of Directors Meetings)</p> <p>Article 25</p> <ol style="list-style-type: none"> <li>1. <u>Directors predetermined by the Board of Directors</u> shall convene and chair Board of Directors Meetings, except where otherwise specified by applicable laws and regulations.</li> <li>2. When <u>a Director who convenes and chairs</u> the Board of Directors Meetings is unable to do so, another Director, following the rank order predetermined by the Board of Directors, shall perform the duties in their place.</li> </ol>
<p>(Notice of Meeting of the Board of Directors)</p> <p>Article 26</p> <ol style="list-style-type: none"> <li>1. When convening a Board of Directors Meeting, a notice shall be dispatched to each Director <u>and each Audit &amp; Supervisory Board Member</u> at least three days before the day of the meeting; provided, however, that this period may be reduced in case of emergency.</li> <li>2. With the consent of all Directors <u>and Audit &amp; Supervisory Board Members</u>, a Board of Directors Meeting may be held without following the convening procedures.</li> </ol>	<p>(Notice of Meeting of the Board of Directors)</p> <p>Article 26</p> <ol style="list-style-type: none"> <li>1. When convening a Board of Directors Meeting, a notice shall be dispatched to each Director at least three days before the day of the meeting; provided, however, that this period may be reduced in case of emergency.</li> <li>2. With the consent of all Directors, a Board of Directors Meeting may be held without following the convening procedures.</li> </ol>
<p>Article 27 (Text omitted)</p>	<p>Article 27 (Unchanged)</p>

Current Articles	Proposed Amendments
<p>(Omission of Resolutions of the Board of Directors)</p> <p>Article 28</p> <p>When all Directors agree in writing or by means of electronic records to a proposal to be resolved by the Board of Directors, the Company shall deem that the Board of Directors has passed a resolution to adopt the proposal to be resolved; <u>provided, however, that this shall not apply to cases where any Audit &amp; Supervisory Board Member expresses an objection.</u></p> <p>(New)</p>	<p>(Omission of Resolutions of the Board of Directors)</p> <p>Article 28</p> <p>When all Directors agree in writing or by means of electronic records to a proposal to be resolved by the Board of Directors, the Company shall deem that the Board of Directors has passed a resolution to adopt the proposal to be resolved.</p> <p><u>(Delegation of Decision regarding Execution of Duties to a Director)</u></p> <p>Article 29</p> <p><u>Pursuant to the provisions of Article 399-13, paragraph (6) of the Companies Act, the Board of Directors may delegate all or part of decision-making on the execution of important operations (excluding matters stipulated in each item of paragraph 5 of the same article) to a Director by its resolution.</u></p>
<p>(Minutes of the Board of Directors Meetings)</p> <p>Article <u>29</u></p> <p>The guidelines for the progress of proceedings at the Board of Directors Meetings and the results thereof, and other matters stipulated in laws and regulations shall be stated or recorded in the minutes, and <u>the Chairperson and the Directors and Audit &amp; Supervisory Board Members</u> present shall affix their names and seals or sign their signature, or affix electronic signatures.</p>	<p>(Minutes of the Board of Directors Meetings)</p> <p>Article <u>30</u></p> <p>The guidelines for the progress of proceedings at the Board of Directors Meetings and the results thereof, and other matters stipulated in laws and regulations shall be stated or recorded in the minutes, and the Directors present shall affix their names and seals or sign their signature, or affix electronic signatures.</p>
<p>Article <u>30</u> (Text omitted)</p>	<p>Article <u>31</u> (Unchanged)</p>
<p>(Remuneration, Etc., to Directors)</p> <p>Article <u>31</u></p> <p>Remuneration, etc. to Directors shall be determined by resolution of the ordinary general meeting of shareholders.</p>	<p>(Remuneration, Etc., to Directors)</p> <p>Article <u>32</u></p> <p>Remuneration, etc. to Directors shall be determined by resolution of the ordinary general meeting of shareholders, <u>distinguishing between Audit &amp; Supervisory Committee Members and other directors.</u></p>
<p>Article <u>32</u> (Text omitted)</p>	<p>Article <u>33</u> (Unchanged)</p>
<p>Chapter V</p> <p><u>Audit &amp; Supervisory Board Members and Audit &amp; Supervisory Board</u></p> <p>(Appointment of <u>Audit &amp; Supervisory Board Members</u> and Establishment of <u>the Audit &amp; Supervisory Board</u>)</p> <p>Article <u>33</u></p> <p>The Company shall appoint <u>Audit &amp; Supervisory Board Members</u> and establish <u>the Audit &amp; Supervisory Board</u>.</p>	<p>Chapter V</p> <p><u>Audit &amp; Supervisory Committee</u></p> <p>(Establishment of <u>the Audit &amp; Supervisory Committee</u>)</p> <p>Article <u>34</u></p> <p>The Company shall establish the <u>Audit &amp; Supervisory Committee</u>.</p>

Current Articles	Proposed Amendments
<p><u>(Number of Audit &amp; Supervisory Board Members)</u>  <u>Article 34</u>  The Company shall have not more than four Audit &amp; Supervisory Board Members.</p>	(Deleted)
<p><u>(Election of Audit &amp; Supervisory Board Members)</u>  <u>Article 35</u>  1. <u>Audit &amp; Supervisory Board Members shall be elected by resolution of a general meeting of shareholders. However, approval of the Audit &amp; Supervisory Board must be obtained in order to submit a proposal for the election of an Audit &amp; Supervisory Board Member to the general meeting of shareholders.</u>  2. <u>Resolutions on the election of an Audit &amp; Supervisory Board Member shall be made 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 votes at such meetings are present.</u></p>	(Deleted)
<p><u>(Term of Office of Audit &amp; Supervisory Board Members)</u>  <u>Article 36</u>  1. <u>The term of office of an Audit &amp; Supervisory Board Member shall expire at the conclusion of the ordinary general meeting of shareholders for the last business year out of the business years terminating within four years after the election of the Audit &amp; Supervisory Board Member.</u>  2. <u>The term of office of an Audit &amp; Supervisory Board Member elected as a substitute shall be the same as the remaining term of office of the retired Audit &amp; Supervisory Board Member.</u></p>	(Deleted)
<p><u>(Full Time Audit &amp; Supervisory Board Members)</u>  <u>Article 37</u>  The Audit &amp; Supervisory Board shall appoint full time Audit &amp; Supervisory Board Member(s) from among the <u>Audit &amp; Supervisory Board Members</u>.</p>	<p><u>(Full Time Audit &amp; Supervisory Committee Members)</u>  <u>Article 35</u>  The Audit &amp; Supervisory Committee may appoint full time <u>Audit &amp; Supervisory Committee Member(s)</u> from among the <u>Audit &amp; Supervisory Committee Members</u>.</p>
<p><u>(Convener of Audit &amp; Supervisory Board Meetings)</u>  <u>Article 38</u>  Each Audit &amp; Supervisory Board Member shall convene an <u>Audit &amp; Supervisory Board Meeting</u>.</p>	<p><u>(Convener of Audit &amp; Supervisory Committee Meetings)</u>  <u>Article 36</u>  Each Audit &amp; Supervisory Committee Member shall convene an <u>Audit &amp; Supervisory Committee Meeting</u>.</p>
<p><u>(Notice of an Audit &amp; Supervisory Board Meeting)</u>  <u>Article 39</u>  1. When convening an <u>Audit &amp; Supervisory Board Meeting</u>, a notice shall be dispatched to each <u>Audit &amp; Supervisory Board Member</u> at least three days before the day of the meeting; provided, however, that this period may be reduced in case of emergency.</p>	<p><u>(Notice of an Audit &amp; Supervisory Committee Meeting)</u>  <u>Article 37</u>  1. When convening an <u>Audit &amp; Supervisory Committee Meeting</u>, a notice shall be dispatched to each <u>Audit &amp; Supervisory Committee Member</u> at least three days before the day of the meeting; provided, however, that this period may be reduced in case of emergency.</p>

Current Articles	Proposed Amendments
<p>2. With the consent of all <u>Audit &amp; Supervisory Board Members</u>, an <u>Audit &amp; Supervisory Board Meeting</u> may be held without following the convening procedures.</p> <p>(Chairperson of <u>Audit &amp; Supervisory Board Meetings</u>) Article <u>40</u></p> <p>1. <u>The Audit &amp; Supervisory Board shall be chaired by a Full Time Audit &amp; Supervisory Board Member. In the event that there is more than one Full Time Audit &amp; Supervisory Board Member, the Chairperson shall be appointed in advance by mutual vote of the Audit &amp; Supervisory Board Members.</u></p> <p>2. In case the Chairperson is unable to perform his/her duties, another <u>Audit &amp; Supervisory Board Member</u>, following the rank predetermined by the <u>Audit &amp; Supervisory Board</u>, shall perform the duties in their place.</p> <p>(Method of Resolutions of the <u>Audit &amp; Supervisory Board</u>) Article <u>41</u></p> <p>The resolution of <u>the Audit &amp; Supervisory Board</u> shall be adopted by a majority of <u>all the Audit &amp; Supervisory Board Members</u>, provided that such a majority is present, except when otherwise provided by laws and regulations.</p> <p>(Minutes of <u>Audit &amp; Supervisory Board Meetings</u>) Article <u>42</u></p> <p>A summary of proceedings at <u>the Audit &amp; Supervisory Board Meetings</u> and the results thereof, and other matters stipulated in laws and regulations shall be stated or recorded in the minutes, and <u>the Audit &amp; Supervisory Board Members</u> present shall affix their names and seals or sign their signature, or affix electronic signatures.</p> <p>(Rules of the <u>Audit &amp; Supervisory Board</u>) Article <u>43</u></p> <p>Except when otherwise provided by laws and regulations or the Articles of Incorporation, matters concerning <u>the Audit &amp; Supervisory Board</u> shall be in accordance with the Rules of <u>the Audit &amp; Supervisory Board</u> established by <u>the Board</u>.</p> <p>(Remuneration, etc., to <u>Audit &amp; Supervisory Board Members</u>) Article <u>44</u></p> <p><u>Remuneration, etc. to Audit &amp; Supervisory Board Members shall be determined by resolution of a general meeting of shareholders.</u></p>	<p>2. With the consent of all <u>Audit &amp; Supervisory Committee Members</u>, an <u>Audit &amp; Supervisory Committee Meeting</u> may be held without following the convening procedures.</p> <p>(Chairperson of <u>Audit &amp; Supervisory Committee Meetings</u>) Article <u>38</u></p> <p>1. <u>The Audit &amp; Supervisory Committee shall appoint a Chairperson in advance.</u></p> <p>2. In case an <u>Audit &amp; Supervisory Committee Member</u> who chairs the <u>Audit &amp; Supervisory Committee Meetings</u> is unable to perform his/her duties, another <u>Audit &amp; Supervisory Committee Member</u>, following the rank order predetermined by the <u>Audit &amp; Supervisory Committee</u>, shall perform that duty.</p> <p>(Method of Resolutions of the <u>Audit &amp; Supervisory Committee</u>) Article <u>39</u></p> <p>The resolution of <u>the Audit &amp; Supervisory Committee</u> shall be adopted by a majority of <u>the Audit &amp; Supervisory Committee Members present</u>, provided that such a majority is present.</p> <p>(Minutes of <u>Audit &amp; Supervisory Committee Meetings</u>) Article <u>40</u></p> <p>A summary of proceedings at <u>the Audit &amp; Supervisory Committee Meetings</u> and the results thereof, and other matters stipulated in laws and regulations shall be stated or recorded in the minutes, and <u>the Audit &amp; Supervisory Committee Members</u> present shall affix their names and seals or sign their signature, or affix electronic signatures.</p> <p>(Rules of the <u>Audit &amp; Supervisory Committee</u>) Article <u>41</u></p> <p>Except when otherwise provided by laws and regulations or the Articles of Incorporation, matters concerning <u>the Audit &amp; Supervisory Committee</u> shall be in accordance with the Rules of <u>the Audit &amp; Supervisory Committee</u> established by <u>the Committee</u>.</p> <p>(Deleted)</p>

Current Articles	Proposed Amendments
<p><u>(Liability Limitation Agreements with Outside Audit &amp; Supervisory Board Members)</u></p> <p><u>Article 45</u></p> <p><u>The Company may enter into an agreement with Outside Audit &amp; Supervisory Board Members to limit their liability for damages if the requirements prescribed by laws and regulations are met with respect to the liability for damages provided for in Article 423, Paragraph 1 of the Companies Act; provided, however, that the maximum amount of the liability for damages under such agreement shall be the minimum liability amount stipulated by laws and regulations.</u></p>	<p>(Deleted)</p>
<p>Chapter VI Accounting Auditors</p> <p>Articles <del>46</del> - <del>48</del> (Text omitted)</p>	<p>Chapter VI Accounting Auditors</p> <p>Articles <del>42</del> - <del>44</del> (Unchanged)</p>
<p>(Remuneration, etc., to Accounting Auditors)</p> <p>Article <del>49</del></p> <p>Remunerations, etc. for Accounting Auditors shall be determined by the Representative Director with the consent of the <u>Audit &amp; Supervisory Board</u>.</p>	<p>(Remuneration, etc., to Accounting Auditors)</p> <p>Article <del>45</del></p> <p>Remunerations, etc. for Accounting Auditors shall be determined by the Representative Director with the consent of the <u>Audit &amp; Supervisory Committee</u>.</p>
<p>Chapter VII Accounting</p> <p>Article <del>50</del> (Text omitted)</p>	<p>Chapter VII Accounting</p> <p>Article <del>46</del> (Unchanged)</p>
<p>(Year-End Dividend)</p> <p>Article <del>51</del></p> <p>The Company shall, by resolution of a general meeting of shareholders, pay cash dividends of surplus (hereinafter referred to as “year-end dividends”) to the shareholders or registered pledgees of shares listed or recorded in the latest register of shareholders as of March 31 of each fiscal year.</p>	<p>(Year-End Dividend)</p> <p>Article <del>47</del></p> <p>The Company shall, by resolution of a general meeting of shareholders, pay cash dividends of surplus (hereinafter referred to as “year-end dividends”) to the shareholders or registered pledgees of shares listed or recorded in the latest register of shareholders as of March 31 of each fiscal year. (Change in Japanese only; English unchanged)</p>
<p>Articles <del>52</del> - <del>53</del> (Text omitted)</p>	<p>Articles <del>48</del> - <del>49</del> (Unchanged)</p>



Current Articles	Proposed Amendments
(New)	<p data-bbox="802 159 1086 188"><u>(Supplementary Provisions)</u></p> <p data-bbox="802 197 1374 255"><u>(Transitional Measures, etc. for Providing Information in Electronic Format)</u></p> <p data-bbox="802 264 887 293"><u>Article 1</u></p> <ol data-bbox="831 302 1398 1095" style="list-style-type: none"> <li data-bbox="831 302 1398 689">1. <u>The deletion of Article 16 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) in the pre-amended Articles of Incorporation and the establishment of the new Article 16 (Measures, etc. for Providing Information in Electronic Format) in the amended Articles of Incorporation shall be effective from September 1, 2022, the date of enforcement of the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (hereinafter referred to as the “Date of Enforcement”).</u></li> <li data-bbox="831 698 1398 936">2. <u>Notwithstanding the provisions of the preceding paragraph, Article 16 of the pre-amended Articles of Incorporation (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) shall remain effective regarding any general meeting of shareholders held on a date within six months from the Date of Enforcement.</u></li> <li data-bbox="831 945 1398 1095">3. <u>The provisions of this article shall be deleted on the date when six months have elapsed from the Date of Enforcement or three months have elapsed from the date of the general meeting of shareholders in the preceding paragraph, whichever is later.</u></li> </ol>

(Note) This is a translation of the original Articles of Incorporation in Japanese. Some underlining does not coincide with the Japanese version because of translation adjustments. In the event of any discrepancy, the original Articles of Incorporation in Japanese shall prevail.