

February 23, 2016

Shinichi Ueno

President and Group CEO

ASATSU-DK INC.

Securities code: 9747

Notice of Partial amendments to the Articles of Incorporation

ASATSU-DK INC. would like to announce that the Board of Executive Directors meeting held on February 23, 2016 made a decision on Partial amendments to the Articles of Incorporation to the 61st Ordinary General Meeting of Shareholders to be scheduled in March 2016 for approval.

1. Reason for the proposal

The Company recognizes that strengthening corporate governance is an essential factor for the continuous enhancement of corporate value, and one of the important management tasks. With the aim of improving the supervisory function by the Company's Board of Directors to further enhance its corporate governance, the Company has determined the policy to shift to a Company with Audit and Supervisory Committee. Therefore, its Articles of Incorporation will be amended accordingly.

2. Details of the amendments

Details of the amendments are as follows.

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
CHAPTER 1 General Provisions	CHAPTER 1 General Provisions
Article 1 to Article 3 (Omitted)	Article 1 to Article 3 (Unchanged)
(Governing Bodies of the Company)	(Governing Bodies of the Company)
Article 4	Article 4
The Company shall have the following governing bodies in addition to the General Meeting of Shareholders and Directors:	The Company shall have the following governing bodies in addition to the General Meeting of Shareholders and Directors:
(1) Board of Directors	(1) Board of Directors
(2) <u>Auditors</u>	(2) <u>Audit and Supervisory Committee</u>
(3) <u>Board of Auditors</u>	(Deleted)
(4) <u>Accounting Auditors</u>	(3) <u>Accounting Auditors</u>
Article 5 to Article 17 (Omitted)	Article 5 to Article 17 (Unchanged)

CHAPTER 4 Directors and Board of Directors

Article 18

The number of Directors of the Company shall be three (3) or more.

CHAPTER 4 Directors and Board of Directors

Article 18

The number of Directors (excluding Directors serving as members of the Audit and Supervisory Committee) of the Company shall be three (3) or more, and the number of Directors serving as members of the Audit and Supervisory Committee shall be three (3) or more.

Current Articles of Incorporation	Proposed Amendments
<p>(Appointment) Article 19</p> <p>1. Directors shall be appointed at the General Meeting of Shareholders.</p> <p>2. to 3. (Omitted) (New)</p> <p>(New)</p>	<p>(Appointment) Article 19</p> <p>1. Directors shall be appointed <u>separately for Directors serving as members of the Audit and Supervisory Committee and other Directors</u> at the General Meeting of Shareholders.</p> <p>2. to 3. (Unchanged)</p> <p>4. <u>Pursuant to Article 329, Paragraph 3 of the Companies Act, in preparation for cases where the number of Directors serving as members of the Audit and Supervisory Committee is less than the number prescribed in laws and regulations or these Articles of Incorporation, the Company may appoint substitute Directors serving as members of the Supervisory Committee who fill the vacancy at the General Meeting of Shareholders.</u></p> <p>5. <u>The effective term of the resolution concerning the appointment of substitute Directors serving as members of the Audit and Supervisory Committee in the preceding paragraph shall expire at the beginning of the Ordinary General Meeting of Shareholders for the latest business year ending within two (2) years after the resolution of the said appointment, unless it is shortened by the said resolution.</u></p>
<p>(Term of Office) Article 20</p> <p>The term of office of a Director shall expire at the conclusion of the Ordinary General Meeting of Shareholders for the latest business year ending within one (1) year after his or her appointment.</p> <p>(New)</p> <p>(New)</p>	<p>(Term of Office) Article 20</p> <p>1. <u>The term of office of a Director (excluding a Director serving as a member of the Supervisory Committee) shall expire at the conclusion of the Ordinary General Meeting of Shareholders for the latest business year ending within one (1) year after his or her appointment.</u></p> <p>2. <u>The term of office of a Director serving as a member of the Supervisory Committee shall expire at the conclusion of the Ordinary General Meeting of Shareholders for the latest business year ending within two (2) years after his or her appointment.</u></p> <p>3. <u>The term of office of a Director serving as a member of the Audit and Supervisory Committee appointed to fill a vacancy of a Director serving as a member of the Audit and Supervisory Committee who has retired before the expiration of his/her term of office shall continue until the end of the term of the resigned Director serving as a member of the Audit and Supervisory Committee.</u></p>

Current Articles of Incorporation	Proposed Amendments
(Representative Directors, Directors with a Post and Counselors)	(Representative Directors, Directors with a Post and Counselors)
Article 21	Article 21
1. The Board of Directors shall select Representative Directors from among Directors.	1. The Board of Directors shall select Representative Directors from among Directors (<u>excluding Directors serving as members of the Audit and Supervisory Committee</u>).
2. Chairman, Vice-Chairman, President and Directors with other titles may be appointed by a resolution of the Board of Directors.	2. Chairman, Vice-Chairman, President and Directors with other titles (<u>in any cases, excluding Directors serving as members of the Audit and Supervisory Committee</u>) may be appointed by a resolution of the Board of Directors.
3. Several counselors may be appointed by a resolution of the Board of Directors.	3. Several counselors may be appointed by a resolution of the Board of Directors.
Article 22 (Omitted)	Article 22 (Unchanged)
(Notice of Convocation of the Meeting of the Board of Directors)	(Notice of Convocation of the Meeting of the Board of Directors)
Article 23	Article 23
1. Notice of the meeting of the Board of Directors shall be given to all Directors <u>and Auditors</u> three (3) days in advance of each meeting. However, such period may be shortened in the event of emergencies.	1. Notice of the meeting of the Board of Directors shall be given to all Directors three (3) days in advance of each meeting. However, such period may be shortened in the event of emergencies.
2. If all Directors <u>and Auditors</u> are in unanimous agreement, the Board of Directors may be convened without going through the convening procedures.	2. If all Directors are in unanimous agreement, the Board of Directors may be convened without going through the convening procedures.
(Method of Resolutions of the Board of Directors)	(Method of Resolutions of the Board of Directors)
Article 24	Article 24
1. The resolutions of the Board of Directors shall be adopted by a majority vote with more than half of the directors present.	1. The resolutions of the Board of Directors shall be adopted by a majority vote with more than half of the directors present <u>and be authorized to vote.</u>
2. (Omitted)	<u>2.</u> (Unchanged)
Article 25 (Omitted)	Article 25 (Unchanged)
Article 26	Article 26
Directors' remuneration, annual bonus and other proprietary benefits received from the Company as consideration for execution of their duties (<u>hereinafter referred to as "remuneration etc."</u>) shall be decided by a resolution of the General Meeting of Shareholders.	Directors' remuneration, annual bonus and other proprietary benefits received from the Company as consideration for execution of their duties <u>shall be separated into those for Directors serving as members of the Audit and Supervisory Committee and those for other Directors, and</u> shall be decided <u>respectively</u> by a resolution of the General Meeting of Shareholders.

Current Articles of Incorporation	Proposed Amendments
<p>Article 27(Omitted) (New)</p>	<p>Article 27(Unchanged) <u>(Delegation of Decision-making Authority over Important Business Execution to Directors)</u></p>
	<p><u>Article 28</u> <u>The Company, pursuant to Article 399-13, Paragraph 6 of the Companies Act, may delegate to Directors decision-making authority in whole or in part over important business execution (excluding the matters provided for in each item of Article 399-13, Paragraph 5) by a resolution of the Board of Directors.</u></p>
<p><u>CHAPTER 5 Auditors and the Board of Auditors</u> <u>(Number of Auditors)</u></p>	<p>(Deleted)</p>
<p><u>Article 28</u> <u>The number of Auditors of the Company shall be three (3) or more.</u></p>	<p>(Deleted)</p>
<p><u>(Appointment)</u> <u>Article 29</u></p>	<p>(Deleted)</p>
<p><u>1. Auditors shall be appointed at the General Meeting of Shareholders.</u> <u>2. Auditors shall be appointed by a majority of votes with the participation of shareholders holding one-third or more of exercisable voting rights.</u></p>	
<p><u>(Term of Office)</u> <u>Article 30</u></p>	<p>(Deleted)</p>
<p><u>1. The term of office of an Auditor shall expire at the conclusion of the Ordinary General Meeting of Shareholders for the latest business year ending within four (4) years after his or her appointment.</u> <u>2. The term of office of an Auditor appointed to fill a vacancy left by an Auditor who has retired before the expiration of his/her term of office shall continue until the end of the term of the resigned Auditor.</u></p>	

Current Articles of Incorporation	Proposed Amendments
<p><u>(Full-time Auditor)</u> <u>Article 31</u> <u>The Board of Auditors shall by its resolution select a full-time Auditor.</u></p>	(Deleted)
<p><u>(Notice of Convocation of the Meeting of the Board of Auditors)</u> <u>Article 32</u> <u>1. Notice of the meeting of the Board of Auditors shall be given to each Auditor three (3) days in advance of meetings. However, such period may be shortened in the event of emergencies.</u> <u>2. In the event Auditors agree unanimously, the Board of Auditors may be held without going through the convening procedures.</u></p>	(Deleted)
<p><u>(Method of Resolutions of the Board of Auditors)</u> <u>Article 33</u> <u>The resolutions of the Board of Auditors shall be adopted by the majority of Auditors unless otherwise stipulated in the laws or regulations.</u></p>	(Deleted)
<p><u>(Rules for the Board of Auditors)</u> <u>Article 34</u> <u>Matters related to the Board of Auditors shall be governed by the rules of the Board of Auditors adopted by the Board of Auditors in addition to the laws and regulations and the Articles of Incorporation.</u></p>	(Deleted)
<p><u>(Remuneration etc.)</u> <u>Article 35</u> <u>Remuneration etc. for Auditors shall be decided by a resolution of the General Meeting of Shareholders.</u></p>	(Deleted)
<p><u>(Liabilities Limitation Agreement with Outside Corporate Auditors)</u> <u>Article 36</u> <u>The Company, pursuant to Article 427, Paragraph 1 of the Companies Act, may enter into an agreement with Outside Company Auditors limiting the liability of Outside Company Auditors for damages due to such Outside Company Auditor's failure to perform such Outside Company Auditor's duties, provided that the relevant Outside Company Auditor has performed his/her duties in good faith and without gross negligence. However, the limitation amount for such liability pursuant to such agreement shall be the greater of a previously fixed amount of ¥10 million or more or the amount stipulated by the laws and regulations.</u></p>	(Deleted)

Current Articles of Incorporation	Proposed Amendments
(New)	<p align="center"><u>CHAPTER 5 Audit and Supervisory Committee</u> <u>(Notice of Convocation of the Meeting of the Audit and Supervisory Committee)</u> <u>Article 29</u></p>
(New)	<p><u>1. Notice of the meeting of the Audit and Supervisory Committee shall be given to all members of the Audit and Supervisory Committee at least three (3) days in advance of each meeting. However, such period may be shortened in the event of emergencies.</u> <u>2. If all members of the Audit and Supervisory Committee are in unanimous agreement, the Audit and Supervisory Committee may be convened without going through the convening procedures.</u></p>
(New)	<p><u>(Method of Resolutions of the Audit and Supervisory Committee)</u> <u>Article 30</u> <u>The resolutions of the Audit and Supervisory Committee shall be adopted by a majority vote with more than half of the members of the Audit and Supervisory Committee present and be authorized to vote.</u></p>
(New)	<p><u>(Rules for the Audit and Supervisory Committee)</u> <u>Article 31</u> <u>Matters related to the Audit and Supervisory Committee shall be governed by the rules for the Audit and Supervisory Committee adopted by the Audit and Supervisory Committee in addition to laws and regulations and these Articles of Incorporation.</u></p>
<p align="center">CHAPTER 6 Accounting</p> <p><u>Article 37</u>(Omitted)</p> <p><u>Article 38</u>(Omitted)</p> <p><u>Article 39</u>(Omitted)</p> <p><u>Article 40</u>(Omitted)</p>	<p align="center">CHAPTER 6 Accounting</p> <p><u>Article 32</u>(Unchanged)</p> <p><u>Article 33</u>(Unchanged)</p> <p><u>Article 34</u>(Unchanged)</p> <p><u>Article 35</u>(Unchanged)</p>

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