

News Release
February 10, 2017
Lion Corporation
President: Itsuo Hama
(Code 4912)

Notice Concerning a Partial Amendment to the Articles of Incorporation

Lion Corporation (“Lion,” “the Company”) announces a resolution made at its Board of Directors’ meeting held on February 10, 2017 to propose a partial amendment to the Articles of Incorporation for consideration at the Annual Meeting of Shareholders scheduled for March 30, 2017. Details are as follows.

1. Reasons for the Amendment

- (1) To facilitate the flexible creation of an ideal management structure, Lion proposes amending Article 22 (Representative Director, etc.). The proposed amendment would allow the president and certain other positions to be selected from among not only the Company’s directors but also the executive officers.
- (2) Under the Act to Amend the Companies Act (Act No. 90 of 2014), promulgated on May 1, 2015, the Company can now form liability limitation agreements with non-executive directors and corporate auditors other than external corporate auditors (note that corporate auditors are referred to in the Articles of Incorporation as “Company Auditors”). Accordingly, to better enable its directors and corporate auditors to perform their respective duties, Lion proposes to amend Article 29 (Limitation of Directors’ Liabilities) and Article 39 (Limitation of Company Auditors’ Liabilities). The proposed amendment to Article 29 (Limitation of Directors’ Liabilities) has also been approved by Lion’s corporate auditors.

2. Details of the Amendment

The details of the amendment are provided in the appendix.

3. Schedule

Meeting of Shareholders to consider the proposed amendment: March 30, 2017

Effective date of the amendment: March 30, 2017

Appendix

(The amended portion is underlined.)

Current	Amended
<p>Article 22. (Representative Director, etc.) The Company shall appoint Representative Directors by resolution of the Board of Directors. The Company may appoint one <u>(1) Chairman of the Board, one (1) President and several Vice Presidents, Senior Managing Directors and Managing Directors</u> by resolution of the Board of Directors. Any person appointed as a Director who may execute the Company's operations by resolution of the Board of Directors may execute the operations of the Company.</p> <p>Article 29. (Limitation of Directors' Liabilities) Under the provisions of Article 426.1 of the Companies Act, the Company may, by resolution of the Board of Directors, exempt Directors (including former Directors) from liability for acts of negligence committed in connection with their duties to the extent of the amount set by applicable laws and ordinances. Under the provisions of Article 427.1 of the Companies Act, the Company may enter into an agreement with <u>an External Director</u> to limit the liability of said <u>External Director</u> with respect to acts of negligence committed in connection with said <u>External Director's</u> duties. However, the amount of liability under such agreement shall be limited to the greater of (i) a predetermined amount that is no less than ten (10) million yen or (ii) the amount set by applicable laws and ordinances.</p> <p>Article 39. (Limitation of Company Auditors' Liabilities) Under the provisions of Article 426.1 of the Companies Act, the Company may, by resolution of the Board of Directors, exempt Company Auditors (including former Company Auditors) from liability for acts of negligence committed in connection with their duties to the extent of the amount set by</p>	<p>Article 22. (Representative Director, etc.) The Company shall appoint Representative Directors by resolution of the Board of Directors. The Company may appoint <u>from among the Directors or Executive Officers one (1) Chairman of the Board, one (1) President and several of each other Director position</u> by resolution of the Board of Directors. Any person appointed as a Director who may execute the Company's operations by resolution of the Board of Directors may execute the operations of the Company.</p> <p>Article 29. (Limitation of Directors' Liabilities) Under the provisions of Article 426.1 of the Companies Act, the Company may, by resolution of the Board of Directors, exempt Directors (including former Directors) from liability for acts of negligence committed in connection with their duties to the extent of the amount set by applicable laws and ordinances. Under the provisions of Article 427.1 of the Companies Act, the Company may enter into an agreement with <u>a Director (other than a Director who also executes business operations)</u> to limit the liability of said <u>Director</u> with respect to acts of negligence committed in connection with said <u>Director's</u> duties. However, the amount of liability under such agreement shall be limited to the greater of (i) a predetermined amount that is no less than ten (10) million yen or (ii) the amount set by applicable laws and ordinances.</p> <p>Article 39. (Limitation of Company Auditors' Liabilities) Under the provisions of Article 426.1 of the Companies Act, the Company may, by resolution of the Board of Directors, exempt Company Auditors (including former Company Auditors) from liability for acts of negligence committed in connection with their duties to the extent of the amount set by</p>

applicable laws and ordinances.

Under the provisions of Article 427.1 of the Companies Act, the Company may enter into an agreement with an External Company Auditor to limit the liability of said External Company Auditor with respect to acts of negligence committed in connection with said External Company Auditor's duties. However, the amount of liability under such an agreement shall be limited to the greater of (i) a predetermined amount that is no less than ten (10) million yen or (ii) the amount set by applicable laws and ordinances.

applicable laws and ordinances.

Under the provisions of Article 427.1 of the Companies Act, the Company may enter into an agreement with a Company Auditor to limit the liability of said Company Auditor with respect to acts of negligence committed in connection with said Company Auditor's duties. However, the amount of liability under such an agreement shall be limited to the greater of (i) a predetermined amount that is no less than ten (10) million yen or (ii) the amount set by applicable laws and ordinances.