



May 19, 2015

To whom it may concern:

Company Name: MEC COMPANY LTD.
 Representative: Kazuo MAEDA, President & CEO
 (Securities code: 4971)
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Partial Amendment to Articles of Incorporation

We hereby notify you that at a Board of Directors Meeting held today, the Company decided to add “Partial Amendment to Articles of Incorporation,” as an item of agenda for the 46th Ordinary General Meeting of Shareholders to be held on June 19, 2015.

Details

1. Reasons for the amendment

The “Act for Partial Revision of the Companies Act” (Act No. 90, 2014) was promulgated on May 1, 2015, and it newly recognized that contracts to limit liability may be enacted between a company and Directors who are not Executive Directors etc. and between the Company and Auditors who are not Outside Auditors etc. Accompanying this, in order to make it possible to widely acquire excellent human resources to have those Directors and Auditors sufficiently play their expected roles and improve the medium- and long-term corporate value of the Company going forward, regardless of whether they are internal or external, we will change part of Article 28 and Article 38 of our Articles of Incorporation. Furthermore, we have obtained the consent of each Auditor with regards to the amendment of Article 28 of the Articles of Incorporation.

2. Details of amendment

The details of the amendment are as follows:

(The underlined parts show the amendments.)

Current Articles of Incorporation	After amendment
<p>(Contracts for Limitation of Liability with <u>Outside</u> Directors)</p> <p>Article 28 In accordance with the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with an <u>Outside</u> Director to limit the liability for damages of same as provided for by Article 423, Paragraph 1 of said Law. Provided, however, that the maximum amount of liability under the agreement shall be the higher of either a predetermined amount of 10 million yen or more, or an amount prescribed by laws and regulations.</p>	<p>(Contracts for Limitation of Liability with Directors)</p> <p>Article 28 In accordance with the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with a Director (<u>excluding an Executive Director, Manager or other Manager</u>) to limit the liability for damages of same as provided for by Article 423, Paragraph 1 of said Law. Provided, however, that the maximum amount of liability under the agreement shall be the higher of either a predetermined amount of 10 million yen or more, or an amount prescribed by laws and regulations.</p>

Current Articles of Incorporation	After amendment
<p>(Contracts for Limitation of Liability with <u>Outside Company Auditors</u>)</p> <p>Article 38 In accordance with the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with an <u>Outside Corporate Auditor</u> to limit the liability for damages of same as provided for by Article 423, Paragraph 1 of the Companies Act. Provided, however, that the maximum amount of liability under the agreement shall be the higher of either a predetermined amount of 10 million yen or more, or an amount prescribed by laws and regulations.</p>	<p>(Contracts for Limitation of Liability with Company Auditors)</p> <p>Article 38 In accordance with the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with a Corporate Auditor to limit the liability for damages of same as provided for by Article 423, Paragraph 1 of the Companies Act. Provided, however, that the maximum amount of liability under the agreement shall be the higher of either a predetermined amount of 10 million yen or more, or an amount prescribed by laws and regulations.</p>

3. Schedule

Date of Annual Shareholders' Meeting to be held to discuss the amendment: June 19, 2015 (Friday)

Effective date of the amendment: June 19, 2015 (Friday)