

April 30, 2015

Wacom Co., Ltd.

Representative: Masahiko Yamada, CEO

(Company Code: 6727 TSE1)

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**Re: Certain Changes to Articles of Incorporation**

The Board of Directors of Wacom Co., Ltd. (the “Company”) announced on April 30, 2015 its decision to submit a request for approval of “Certain Changes to the Articles of Incorporation” to the 32nd Ordinary General Shareholders’ Meeting of the Company to be held on June 26, 2015.

The details of the request are as follows:

1. Reasons for the changes to the Articles of Incorporation

The Company intends to become a company with an audit committee in order to strengthen the supervisory function of the Board of Directors and to accelerate decision making. Accordingly, the Company intends to add new provisions regarding the audit committee members and audit committee to be newly established, and to delete the provisions regarding the corporate auditors and board of corporate auditors to be abolished. Also, the Company intends to make certain other changes in response to the amendment of the Companies Act, which expands the scope of the directors who may enter into agreements for limitation of liability with the Company to include non-executive directors who are not outside directors.

The Company has obtained the consent of each corporate auditor in respect of the changes concerning agreements for limitation of liability.

2. Content of the changes to the Articles of Incorporation

The changes to be made to the Articles of Incorporation are as follows:

(Changes are underlined)

Present	After change
Chapter 1 General Provisions	Chapter 1 General Provisions
Article 1 through Article 3 (Omitted)	Article 1 through Article 3 (No change)
(Establishment of Administrative Organs) Article 4: The Company shall have a board of directors, <u>corporate auditors, a board of corporate auditors</u> , and accounting auditors.	(Establishment of Administrative Organs) Article 4: The Company shall have a board of directors, <u>an audit committee</u> , and accounting auditors.
Article 5 through Article 18 (Omitted)	Article 5 through Article 18 (No change)
Chapter 4 Directors and Board of Directors	Chapter 4 Directors and Board of Directors
(Number of Directors) Article 19: The Company shall have ten or less directors.	(Number of Directors) Article 19: <u>1. The Company shall have ten or less directors (excluding directors who serve as audit committee members).</u>
(Newly established)	<u>2. The Company shall have four or less</u>

Present	After change
<p>(Election of Directors) Article 20: 1. Directors of the Company shall be elected at the General Meeting of Shareholders.</p> <p>2. (Omitted)</p> <p>3. (Omitted)</p> <p>(Newly established)</p> <p>(Newly established)</p>	<p><u>directors who serve as audit committee members.</u></p> <p>(Election of Directors) Article 20: 1. Directors of the Company shall be elected at the General Meeting of Shareholders, <u>distinguishing between the directors who serve as audit committee members and other directors.</u></p> <p>2. (No change)</p> <p>3. (No change)</p> <p><u>(Substitute Member of Audit Committee)</u> <u>Article 21:</u> 1. <u>The Company may elect a substitute director to serve as an audit committee member by a resolution of the General Meeting of Shareholders in preparation for a case of vacancy which results in a shortfall in the number of directors who serve as audit committee members as prescribed by laws or ordinances.</u></p> <p>2. <u>A resolution of the election of a substitute director who serves as an audit committee member shall be valid until the commencement of the Ordinary General Meeting of Shareholders for the last business year ending within two years after his or her election.</u></p>
<p>(Term of Office of Directors) Article 21: The term of office of a director of the Company shall expire upon the close of the Ordinary General Meeting of Shareholders for the last business year ending within one year after his or her election.</p> <p>(Newly established)</p> <p>(Newly established)</p> <p>Article 22 (Omitted)</p>	<p>(Term of Office of Directors) Article 22: 1. The term of office of a director of the Company shall expire upon the close of the Ordinary General Meeting of Shareholders for the last business year ending within one year after his or her election.</p> <p>2. <u>Notwithstanding the preceding paragraph, the term of office of a director who serves as an audit committee member shall expire upon the close of the Ordinary General Meeting of Shareholders for the last business year ending within two years after his or her election.</u></p> <p>3. <u>The term of office of a substitute director, who serves as an audit committee member elected to fill the vacancy of a director who served as an audit committee member and retired before the expiration of his or her term of office, shall expire when the term of office of the retired director who served as an audit committee member expires.</u></p> <p>Article 23 (No change)</p>

Present	After change
<p>Article <u>23</u> (Omitted)</p> <p>(Convocation Notice) Article <u>24</u>:</p> <ol style="list-style-type: none"> <li>1. Notice of the convocation of the meeting of the board of directors of the Company shall be dispatched to each director <u>and each auditor</u> at least three days prior to the date of such meeting; provided, however, that such period of notice may be shortened in <u>the case</u> of an emergency.</li> <li>2. The meeting of the board of directors may be held without convocation procedure with the unanimous consent of all directors <u>and auditors</u>.</li> </ol> <p>(Limitation of Directors' Liability) Article <u>25</u>:</p> <ol style="list-style-type: none"> <li>1. Pursuant to the provisions of Article 426, Paragraph 1 of the Companies Act, the Company may, by a resolution of the board of directors, exempt directors (including those who were directors) from liability to compensate for damages set out in Article 423, Paragraph 1 of the Companies Act to the extent permitted by laws and ordinances only if the directors are without knowledge and are not grossly negligent in performing their duties.</li> <li>2. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with <u>outside</u> directors to limit their liability to compensate for damages set out in Article 423, Paragraph 1 of the Companies Act if the <u>outside</u> directors are without knowledge and are not grossly negligent in performing their duties; provided, however, that the limit of liability under such agreement shall be up to the predetermined amount of ten million (10,000,000) yen or above, or the amount prescribed by laws and ordinances, whichever is higher.</li> </ol> <p>Article <u>26</u> (Omitted)</p> <p>(Omission of Resolution) Article <u>27</u>: Pursuant to the provisions of Article 370 of the Companies Act, if all directors consent in writing or by means of electromagnetic records to the matters to be resolved at the board of directors' meeting, it shall be deemed that the resolution of the board of directors to approve such matters has been made, <u>unless an auditor makes any objection</u>.</p>	<p>Article <u>24</u> (No change)</p> <p>(Convocation Notice) Article <u>25</u>:</p> <ol style="list-style-type: none"> <li>1. Notice of the convocation of the meeting of the board of directors of the Company shall be dispatched to each director at least three days prior to the date of such meeting; provided, however, that such period of notice may be shortened in <u>the case</u> of an emergency.</li> <li>2. The meeting of the board of directors may be held without convocation procedure with the unanimous consent of all directors.</li> </ol> <p>(Limitation of Directors' Liability) Article <u>26</u>:</p> <ol style="list-style-type: none"> <li>1. Pursuant to the provisions of Article 426, Paragraph 1 of the Companies Act, the Company may, by a resolution of the board of directors, exempt directors (including those who were directors) from liability to compensate for damages set out in Article 423, Paragraph 1 of the Companies Act to the extent permitted by laws and ordinances only if the directors are without knowledge and are not grossly negligent in performing their duties.</li> <li>2. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with directors (<u>excluding those who are executive directors, etc.</u>) to limit their liability to compensate for damages set out in Article 423, Paragraph 1 of the Companies Act if the directors (<u>excluding those who are executive directors, etc.</u>) are without knowledge and are not grossly negligent in performing their duties; provided, however, that the limit of liability under such agreement shall be up to the predetermined amount of ten million (10,000,000) yen or above, or the amount prescribed by laws and ordinances, whichever is higher.</li> </ol> <p>Article <u>27</u> (No change)</p> <p>(Omission of Resolution) Article <u>28</u>: Pursuant to the provisions of Article 370 of the Companies Act, if all directors consent in writing or by means of electromagnetic records to the matters to be resolved at the board of directors' meeting, it shall be deemed that the resolution of the board of directors to approve such matters has been made.</p>

Present	After change
<p>(Minutes of Board of Directors' Meeting)                      Article <u>28</u>: An outline of proceedings of the meeting of the board of directors, the conclusions reached thereat and other matters prescribed by laws and ordinances shall be stated or recorded in the minutes, and the directors <u>and auditors</u> present shall affix their signature and seal or electronic signature to the minutes.</p>	<p>(Minutes of Board of Directors' Meeting)                      Article <u>29</u>: An outline of proceedings of the meeting of the board of directors, the conclusions reached thereat and other matters prescribed by laws and ordinances shall be stated or recorded in the minutes, and the directors present shall affix their signature and seal or electronic signature to the minutes.</p>
<p>Article <u>29</u> (Omitted)  (Newly established)</p>	<p>Article <u>30</u> (No change)  <u>(Delegation of Decisions on Material Business Operations)</u>                      Article <u>31</u>: <u>Notwithstanding the provisions of the preceding Article, pursuant to the provisions of Article 399-13, Paragraph 6 of the Companies Act, the board of directors may, by its resolution, delegate to any of the directors the power to decide all or part of material business operations, excluding matters set out in each item of Article 399-13, Paragraph 5 of the Companies Act.</u></p>
<p>(Remuneration, Etc.)                      Article <u>30</u>: The remuneration, bonus, and other property interests received from the Company as consideration for the performance of the duties <u>(the "Remuneration, Etc.")</u> of a director shall be determined by a resolution of the General Meeting of Shareholders.</p>	<p>(Remuneration, Etc.)                      Article <u>32</u>: The remuneration, bonus, and other property interests received from the Company as consideration for the performance of the duties of a director shall be determined by a resolution of the General Shareholders' Meeting, <u>distinguishing between the directors who serve as audit committee members and other directors.</u></p>
<p>(Newly established)</p>	<p><u>Chapter 5 Audit Committee</u></p>
<p>(Newly established)</p>	<p><u>(Full-time Members of Audit Committee)</u>                      Article <u>33</u>: <u>The audit committee may, by its resolution, elect full-time members of the audit committee.</u></p>
<p>(Newly established)</p>	<p><u>(Convocation Notice)</u>                      Article <u>34</u>:                      1. <u>Notice of the convocation of the meeting of the audit committee of the Company shall be dispatched to each audit committee member at least three days prior to the date of such meeting; provided, however, that such period of notice may be shortened in the case of an emergency.</u></p>
<p>(Newly established)</p>	<p>2. <u>The meeting of the audit committee may be held without convocation procedure with the unanimous consent of all audit committee members.</u></p>
<p>(Newly established)</p>	<p><u>(Resolution)</u>                      Article <u>35</u>: <u>Resolutions of the audit committee shall be adopted by a majority of votes of the audit committee members present, who must constitute the majority of the audit committee members entitled to vote.</u></p>

Present	After change
<p>(Newly established)</p>	<p><u>(Minutes of Audit Committee's Meeting)</u>  <u>Article 36: An outline of proceedings of the audit committee's meeting, the conclusions reached thereat and other matters prescribed by laws and ordinances shall be stated or recorded in the minutes, and the audit committee members present shall affix their signature and seal or electronic signature to the minutes.</u></p>
<p>(Newly established)</p>	<p><u>(Regulations of Audit Committee)</u>  <u>Article 37: Any matters relating to the audit committee shall be subject to applicable laws and ordinances and these Articles of Incorporation as well as the Regulations of Audit Committee prescribed by the audit committee.</u></p>
<p><u>Chapter 5 Corporate Auditors and Board of Corporate Auditors</u></p>	<p>(Deleted)</p>
<p><u>(Number of Corporate Auditors)</u>  <u>Article 31: The Company shall have four or less corporate auditors.</u></p>	<p>(Deleted)</p>
<p><u>(Election of Corporate Auditors)</u>  <u>Article 32:</u>  <u>1. Auditors of the Company shall be elected at the General Meeting of Shareholders.</u></p>	<p>(Deleted)</p>
<p><u>2. Resolutions regarding the election as set out in the preceding paragraph shall be adopted by a majority of votes of the shareholders present who must constitute at least one-third of the votes held by the shareholders entitled to exercise voting rights.</u></p>	<p>(Deleted)</p>
<p><u>3. The Company may elect a substitute auditor by a resolution of the General Meeting of Shareholders in preparation for a case of vacancy which results in a shortfall in the number of corporate auditors as prescribed by laws or ordinances or these Articles of Incorporation.</u></p>	<p>(Deleted)</p>
<p><u>4. A resolution of the election of a substitute corporate auditor shall be valid until the commencement of the Ordinary General Meeting of Shareholders to be held immediately after such resolution.</u></p>	<p>(Deleted)</p>
<p><u>(Limitation of Corporate Auditors' Liability)</u>  <u>Article 33:</u>  <u>1. Pursuant to the provisions of Article 426, Paragraph 1 of the Companies Act, the Company may, by a resolution of the board of directors, exempt corporate auditors (including those who were corporate auditors) from liability to compensate for damages set out in Article 423, Paragraph 1 of the Companies Act to the extent permitted by</u></p>	<p>(Deleted)</p>

Present	After change
<p><u>laws and ordinances only if the corporate auditors are without knowledge and are not grossly negligent in performing their duties.</u></p>	
<p>2. <u>Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with outside corporate auditors to limit their liability to compensate for damages set out in Article 423, Paragraph 1 of the Companies Act if the outside corporate auditors are without knowledge and are not grossly negligent in performing their duties; provided, however, that the limit of liability under such agreement shall be up to the predetermined amount of ten million (10,000,000) yen or above, or the amount prescribed by laws and ordinances, whichever is higher.</u></p>	(Deleted)
<p><u>(Term of Office of Corporate Auditors)</u></p>	
<p><u>Article 34:</u></p>	(Deleted)
<p>1. <u>The term of office of a corporate auditor of the Company shall expire upon the close of the Ordinary General Meeting of Shareholders for the last business year ending within four year after his or her election.</u></p>	
<p>2. <u>The term of office of a substitute corporate auditor elected to fill the vacancy in a corporate auditor retired before the expiration of his or her term of office shall expire when the term of office of the retired corporate auditor expires.</u></p>	(Deleted)
<p><u>(Full-time Corporate Auditors)</u></p>	
<p><u>Article 35: The board of corporate auditors shall, by its resolution, elect full-time corporate auditors.</u></p>	(Deleted)
<p><u>(Convocation Notice)</u></p>	
<p><u>Article 36:</u></p>	(Deleted)
<p>1. <u>Notice of the convocation of the meeting of the board of corporate auditors of the Company shall be dispatched to each corporate auditor at least three days prior to the date of such meeting; provided, however, that such period of notice may be shortened in the case of an emergency.</u></p>	
<p>2. <u>The meeting of the board of corporate auditors may be held without convocation procedure with the unanimous consent of all corporate auditors.</u></p>	(Deleted)
<p><u>(Resolution)</u></p>	
<p><u>Article 37: Resolutions of the board of corporate auditors shall be adopted by a majority of votes of the corporate auditors, unless otherwise provided for by laws or ordinances.</u></p>	(Deleted)

Present	After change
<p><u>(Minutes of Board of Corporate Auditors' Meeting)</u>  <u>Article 38: An outline of proceedings of the meeting of the board of corporate auditors, the conclusions reached thereat and other matters prescribed by laws and ordinances shall be stated or recorded in the minutes, and the corporate auditors present shall affix their signature and seal or electronic signature to the minutes.</u></p>	<p>(Deleted)</p>
<p><u>(Regulations of Board of Corporate Auditors)</u>  <u>Article 39: As well as the matters prescribed by laws, ordinances or these Articles of Incorporation, the board of corporate auditors of the Company shall receive material reports, discuss or make resolutions regarding audit; provided, however, that this shall not prevent each auditor from exercising his or her own powers. Management of the board of corporate auditors shall be subject to the Regulations of Board of Corporate Auditors prescribed by the board of corporate auditors.</u></p>	<p>(Deleted)</p>
<p><u>(Remuneration, Etc.)</u>  <u>Article 40: The Remuneration, Etc. of a corporate auditor shall be determined by a resolution of the General Meeting of Shareholders.</u></p>	<p>(Deleted)</p>
<p>Article <u>41</u> through Article <u>44</u>  (Omitted)</p>	<p>Article <u>38</u> through Article <u>41</u>  (No change)</p>
<p>(Newly established)</p>	<p><u>Additional rule</u>  <u>(Transitional Measure Regarding Limitation of Corporate Auditors' Liability)</u>  <u>Article 1:</u>  <u>Pursuant to the provisions of Article 426, Paragraph 1 of the Companies Act, the Company may, by a resolution of the board of directors, exempt corporate auditors (including those who were corporate auditors) from liability to compensate for damages set out in Article 423, Paragraph 1 of the Companies Act in relation to the duties performed before the close of the 32nd Ordinary General Meeting of Shareholders to the extent permitted by laws and ordinances only if the corporate auditors are without knowledge and are not grossly negligent in performing their duties.</u></p>

3. Schedule

Date of the General Meeting of Shareholders for changes to the Articles of Incorporation: June 26, 2015 (Friday)  
Effective date of changes to the Articles of Incorporation: June 26, 2015 (Friday)

End.