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(Securities Code: 8585)

(Date issued) June 3, 2024

(Start date of measures for electronic provision) May 27, 2024

To our shareholders:

**Orient Corporation**

2-1, Kojimachi 5-chome, Chiyoda-ku,  
Tokyo  
Tetsuo Iimori,  
President and Representative Director

## Notice of the 64th Annual General Meeting of Shareholders

We are pleased to announce the 64th Annual General Meeting of Shareholders of Orient Corporation (the “Company”), which will be held as indicated below.

When convening this general meeting of shareholders, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (items for which measures for providing information in electronic format will be taken) in electronic format, and posts this information on the following website. Please access the following website by using the internet address shown below to review the information.

**The Company’s website <https://www.orico.co.jp/company/ir/stock/meeting/> (in Japanese)**

(From the above website, select fiscal year ended March 31, 2024.)

In addition to the Company’s website, the items for which measures for providing information in electronic format are posted on the website of the Tokyo Stock Exchange, Inc. (TSE), please check it through the website below.

**Tokyo Stock Exchange website (Listed Company Search):**

**<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)**

(Access the TSE website by using the internet address shown above, enter “Orient Corporation” in “Issue name (company name)” or the Company’s securities code “8585” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”)

Please note that you can exercise your voting rights by electromagnetic means (via the internet, etc.) or by a printed form. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights using any of the following methods by the end of the business hour at 5:30 p.m. on Monday, June 24, 2024 (JST), the date immediately before the Meeting.

- Exercise of Voting Rights by Electromagnetic Means (via the Internet, etc.)

Please exercise your voting rights by electromagnetic means by the aforementioned deadline.

- Exercise of Voting Rights by a Printed Form

Indicate your approval or disapproval on the voting form sent out with this notice and send it to us to arrive by the aforementioned deadline.

- 1. Date and Time:** **Tuesday, June 25, 2024, at 10:00 a.m. (JST)**  
(The reception is scheduled to **open at 9:00 a.m.**)
- 2. Venue:** **Large conference room, 3F, headquarters of the Company**  
2-1, Kojimachi 5-chome, Chiyoda-ku, Tokyo

**3. Purpose of the Meeting**

**Matters to be reported**

1. The Business Report and the Consolidated Financial Statements for the 64th fiscal year (from April 1, 2023 to March 31, 2024), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit and Supervisory Committee
2. The Non-consolidated Financial Statements for the 64th fiscal year (from April 1, 2023 to March 31, 2024)

**Matters to be resolved**

- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Election of Nine Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal No. 3:** Election of Four Directors Who Are Audit and Supervisory Committee Members
- Proposal No. 4:** Election of One Substitute Director Who Is an Audit and Supervisory Committee Member
- Proposal No. 5:** Revision of the Stock Compensation Plan for Directors, etc. (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal No. 6:** Introduction of the Stock Compensation Plan for Directors who are Audit and Supervisory Committee Members

**4. Matters prescribed for convocation**

- (1) If you do not indicate your approval or disapproval in your voting form, the Company will assume that you have voted in favor of the proposal.
  - (2) In the event of duplicate votes by the voting form and by electromagnetic means, the vote submitted by electromagnetic means shall be treated as valid.
  - (3) In the event of more than one vote by electromagnetic means, the latest vote shall be treated as valid.
  - (4) In case of attending the Meeting by proxy, please have the proxy present a letter of proxy along with the voting form at the reception. The proxy shall be limited to one other shareholder who has the voting right of the Company.
  - (5) Shareholders who will make a diverse exercise of voting rights are requested to notify Mizuho Trust & Banking Co., Ltd., which is the Company's shareholder registry administrator, of their intention and the reason to do so no later than three days before the date of the General Meeting of Shareholders.
- When you attend the Meeting, you are kindly requested to present the voting form sent out with this notice at the reception.
  - Among the items subject to measures for electronic provision, in accordance with the provisions of laws and regulations and Article 17 of the Articles of Incorporation of the Company, the following items are not provided in the paper-based documents delivered to shareholders who have made a request for delivery of such documents. Accordingly, the documents that are delivered to shareholders who have made a request for delivery of paper-based documents are part of the documents included in the scope of audits by the Audit and Supervisory Committee and the Financial Auditor when they create their respective audit reports. "Changes in Assets and Profit and Loss," "Status of Employees," "Principal Lenders," "Matters Concerning Stock Acquisition Rights, etc. of the Company," "Status of Financial Auditors," "Systems to Ensure the Propriety of Business," and "Summary of Operation of the Systems to Ensure the Propriety of Business" in the Business Report, and "Consolidated Statement of Changes in Net Assets," "Notes to Consolidated Financial Statements" in the Consolidated Financial Statements, and "Statement of Changes in Net Assets" and "Notes to Non-Consolidated Financial Statements" in the Non-Consolidated Financial Statements
  - If any changes have been made to items subject to measures for electronic provision, such changes and the details of the items before and after the changes will be noticed on the Company's website and the TSE's website on page 1 (in Japanese).

## Reference Documents for the General Meeting of Shareholders

### Proposal and Reference Items

#### Proposal No. 1: Appropriation of Surplus

The Company's shareholder return policy is to provide stable and continuous shareholder returns and execute dividend payment with a target consolidated dividend payout ratio of 30%.

Based on the policy, taking into consideration current business environment surrounding the Company and its business performance trend, etc., the Company proposes to distribute the following dividends for the common share at the end of the fiscal year under review.

- (1) Kind of dividend property  
To be paid in cash.
- (2) Matters regarding the assignment of dividend property to shareholders and total amount of dividend property:  
¥40 per Common share of the Company  
Total ¥6,874,518,240
- (3) Effective date of dividends of surplus: Wednesday, June 26, 2024

**Proposal No. 2:** Election of Nine Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all (seven) current Directors (excluding Directors who are Audit and Supervisory Committee Members; applicable to the rest of this proposal) will expire at the conclusion of this general meeting of shareholders. Therefore, the Company proposes the election of nine Directors.


With the appointment of eight Directors at the 63rd Annual General Meeting of Shareholders held on June 27, 2023, if this proposal is approved, the number of Directors will be increased by one to nine, which is for the purpose of strengthening the management structure.


With respect to this proposal, the Audit and Supervisory Committee has reviewed the contents of the deliberations of the Nomination & Remuneration Committee, in which one Outside Director who is also an Audit and Supervisory Committee Member participates, and is of the opinion that there are no particular problems with the procedures for selecting candidates and no particular matters that should be stated at the general meeting of shareholders in accordance with the provisions of the Companies Act.

The candidates for Directors are as follows:


Male: M Female: F

Candidate No.	Name		Current positions and responsibilities in the Company
1	Masaaki Kono	M	Chairman and Director
2	Tetsuo Iimori	M	President and Representative Director
3	Makoto Umemiya	New appointment M	Executive Vice President and Executive Officer Supervisor of Corporate Strategy Group and Supervisor of Finance Group
4	Ichiro Watanabe	M	Representative Director and Senior Managing Executive Officer Head of Internal Auditing Group
5	Makoto Nakanishi	New appointment M	Senior Managing Executive Officer Supervisor of Business Promotion Division and Supervisor of Corporate Solutions Division and In charge of Business Coordination & Administration Dept.
6	Chiharu Higuchi	M	Director and Managing Executive Officer Supervisor of Operation Group and Supervisor of Credit Collection Group
7	Tetsuro Mizuno	M	Director
8	Kazumi Nishino	Outside Independent F	Director
9	Shigeaki Honjo	Outside Independent M	Director


Candidate No.	Name	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	
1	 <p data-bbox="421 651 600 707">Masaaki Kono February 24, 1957</p> <p data-bbox="485 734 536 763">Male</p> <p data-bbox="347 790 673 927">Number of the Company's shares owned: Common Shares 7,420 (Number of the Potential Shares 24,613)</p> <p data-bbox="416 954 604 1010">Tenure as Director: 8 years</p> <p data-bbox="328 1037 691 1122">Attendance at the Board of Directors' meetings: 16/16 (100%)</p>	Apr. 1979	Joined the current Mizuho Bank, Ltd.
		Mar. 2006	Executive Officer of Mizuho Corporate Bank, Ltd.
		Apr. 2008	Managing Executive Officer
		Apr. 2011	Managing Executive Officer of Mizuho Financial Group, Inc.
		Jun. 2011	Managing Director and Managing Executive Officer
		Apr. 2012	Managing Executive Officer of Mizuho Bank, Ltd.
		Apr. 2012	Managing Executive Officer of Mizuho Corporate Bank, Ltd.
		Apr. 2012	Managing Executive Officer of Mizuho Trust & Banking Co., Ltd.
		Apr. 2013	Director of Mizuho Financial Group, Inc.
		Apr. 2013	Deputy President (Representative Director) and Deputy President-Executive Officer of Mizuho Bank, Ltd.
		Apr. 2013	Deputy President & Executive Officer of Mizuho Corporate Bank, Ltd.
		Jul. 2013	Deputy President & Executive Officer of Mizuho Financial Group, Inc.
		Apr. 2016	Advisor to President of the Company
		Jun. 2016	President and Representative Director
		Apr. 2020	Chairman and Representative Director
		Jun. 2020	Outside Director (Audit & Supervisory Committee Member) of Kobe Steel, Ltd. (current position)
		Jun. 2020	Chairman and Director of the Company (current position)
[Significant concurrent positions outside the Company]			Outside Director (Audit & Supervisory Committee Member) of Kobe Steel, Ltd.
[Reasons for nomination as candidate for Director]			
<p data-bbox="328 1370 1345 1449">Masaaki Kono assumed the office of President and Representative Director of the Company in 2016, and performed his duties for four years. He currently provides supervision on material decision-making in management and execution of business properly as Chairman and Director.</p> <p data-bbox="328 1453 1374 1588">He has superior managerial judgment and execution abilities based on his extensive experience and track record as a top executive of the Company. Accordingly, toward the goal of achieving sustainable growth and enhancing corporate value over the medium and long term, the Company expects that he can contribute to realization of proper decision-making and supervision of management by the Board of Directors. Therefore, the Company proposes his re-election as Director.</p>			


Candidate No.	Name	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	
2	<div data-bbox="429 412 592 600" style="text-align: center;">  </div> <p data-bbox="411 600 609 656" style="text-align: center;">Tetsuo Iimori September 12, 1960</p> <p data-bbox="485 685 536 707" style="text-align: center;">Male</p> <p data-bbox="347 741 673 875" style="text-align: center;">Number of the Company's shares owned: Common Shares 5,320 (Number of the Potential Shares 17,489)</p> <p data-bbox="416 907 604 958" style="text-align: center;">Tenure as Director: 4 years</p> <p data-bbox="328 987 691 1070" style="text-align: center;">Attendance at the Board of Directors' meetings: 16/16 (100%)</p>	Apr. 1984	Joined the current Mizuho Bank, Ltd.
		Apr. 2009	General Manager of Corporate Planning of Mizuho Financial Group, Inc.
		Apr. 2011	Executive Officer
		Jun. 2011	Executive Officer of Mizuho Bank, Ltd.
		Jun. 2011	General Manager of Corporate Planning Department
		Apr. 2012	Executive Officer of Mizuho Corporate Bank, Ltd.
		Apr. 2012	General Manager of Corporate Planning Department
		Apr. 2013	Managing Executive Officer of Mizuho Financial Group, Inc.
		Apr. 2013	Head of Retail Banking Unit
		Apr. 2013	Managing Executive Officer of Mizuho Bank, Ltd.
		Apr. 2013	Managing Executive Officer of Mizuho Corporate Bank, Ltd.
		Apr. 2014	Head of Branch Banking Group and in charge of Business Collaboration Division (Securities & Trust Services) of Mizuho Bank, Ltd.
		Apr. 2016	Co-Head of Retail & Business Banking Division
		Apr. 2016	In charge of Specific Business of Retail & Business Banking Company of Mizuho Financial Group, Inc.
		Apr. 2017	President & CEO (Representative Director) of Mizuho Trust & Banking Co., Ltd.
Apr. 2020	President and Executive Officer of the Company		
Jun. 2020	President and Representative Director (current position)		
[Reasons for nomination as candidate for Director]			
<p>Tetsuo Iimori, since he assumed the office of President and Representative Director of the Company in 2020, has been properly providing supervision on material decision-making in management and execution of business as well as directing business execution overall.</p> <p>He has superior managerial judgment and execution abilities based on his extensive experience and track record as a top executive of the Company. Accordingly, toward the goal of achieving sustainable growth and enhancing corporate value over the medium and long term, the Company expects that he can contribute to realization of proper decision-making and supervision of management by the Board of Directors. Therefore, the Company proposes his re-election as Director.</p>			


Candidate No.	Name	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	
3	<p style="text-align: center;">New appointment</p>  <p style="text-align: center;">Male</p> <p style="text-align: center;">Makoto Umemiya December 23, 1964</p> <p style="text-align: center;">Number of the Company's shares owned: Common Shares 0</p>	Apr. 1987	Joined the current Mizuho Bank, Ltd.
		Apr. 2015	Executive Officer of Mizuho Financial Group, Inc.
		Apr. 2015	Executive Officer of Mizuho Bank, Ltd.
		Apr. 2017	Managing Executive Officer of Mizuho Financial Group, Inc.
		Apr. 2017	Head of Financial Control & Accounting Group
		Apr. 2017	Executive Managing Director of Mizuho Bank, Ltd.
		Apr. 2017	Head of Financial Control & Accounting Group
		Apr. 2020	Director and Senior Managing Executive Officer of Mizuho Financial Group, Inc.
		Apr. 2020	Deputy President & Executive Officer of Mizuho Bank, Ltd.
		Apr. 2020	Deputy President & Executive Officer of Mizuho Trust & Banking Co., Ltd.
		Apr. 2020	Head of Financial Control & Accounting Group
		Apr. 2022	Director and Deputy President & Senior Executive Officer (Representative Executive Officer) of Mizuho Financial Group, Inc.
		Apr. 2022	Chief Digital Innovation Officer and Head of Financial Control & Accounting Group
		Apr. 2022	Deputy President & Executive Officer of Mizuho Bank, Ltd.
		Apr. 2022	Chief Digital Innovation Officer and Head of Financial Control & Accounting Group
		Apr. 2023	Director, Deputy President & Senior Executive Officer (Representative Executive Officer) and Group CDO of Mizuho Financial Group, Inc.
		Apr. 2023	Deputy President & Executive Officer, CDO of Mizuho Bank, Ltd.
		Apr. 2023	Deputy President & Executive Officer, CDO of Mizuho Trust & Banking Co., Ltd.
		Apr. 2024	Executive Vice-President and Executive Officer of the Company (current position)
		Apr. 2024	Supervisor of Corporate Strategy Group and Supervisor of Finance Group (current position)
[Reasons for nomination as candidate for Director]			
<p>Makoto Umemiya has overseen the financial control &amp; accounting and the digital division of the Mizuho Group (encompassing Mizuho Bank, Ltd., the largest shareholder of the Company), which is an important partner in the business strategy of the Company, and has been engaged in corporate management as a Director, Deputy President and Senior Executive Officer of Mizuho Financial Group, Inc.</p> <p>He has superior managerial judgment based on his various insights and extensive corporate management experience at a megabank. Accordingly, toward the goal of achieving sustainable growth and enhancing corporate value over the medium and long term, the Company expects that he can contribute to realization of proper decision-making and supervision of management by the Board of Directors. Therefore, the Company proposes his election as new Director.</p>			


Candidate No.	Name	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	
4	 <p data-bbox="411 607 608 663">Ichiro Watanabe November 23, 1959</p> <p data-bbox="485 689 539 719">Male</p> <p data-bbox="347 745 676 887">Number of the Company's shares owned: Common Shares 500 (Number of the Potential Shares 5,483)</p> <p data-bbox="416 913 608 969">Tenure as Director: 2 years</p> <p data-bbox="328 996 692 1077">Attendance at the Board of Directors' meetings: 16/16 (100%)</p>	Apr. 1983	Joined ITOCHU Corporation
		Apr. 2003	General Manager of Planning & Development Department of Media Business Division
		Apr. 2007	General Manager of Mobile & Wireless Department
		Apr. 2008	General Manager of Planning & Coordinating Department of Aerospace, Electronics & Multimedia Company
		Apr. 2009	General Manager of Planning & Administration Department of ICT, Aerospace & Electronics Company
		Apr. 2010	Chairman & President, Itochu Taiwan Corporation (Taiwan)
		Jan. 2013	Deputy CIO, and General Manager of IT Planning Division of ITOCHU Corporation
		Apr. 2017	Executive Councilor, Deputy CIO, and General Manager of IT Planning Division
		Apr. 2019	Executive Officer and General Manager of Corporate Support Division of CONEXIO Corporation
		Apr. 2020	Executive Officer and General Manager of Smart Service Division
		Jun. 2021	Managing Executive Officer and General Manager of Smart Service Division
		May 2022	Advisor of the Company
		Jun. 2022	Representative Director and Senior Managing Executive Officer (current position)
		Jun. 2022	Supervisor of Digital Marketing Group and Supervisor of IT System Group
Apr. 2024	Head of Internal Auditing Group (current position)		
[Reasons for nomination as candidate for Director]			
<p data-bbox="328 1279 1393 1335">Ichiro Watanabe assumed the office of Representative Director and Senior Managing Executive Officer of the Company in 2022 and administers the internal auditing division.</p> <p data-bbox="328 1335 1393 1469">He has superior managerial judgment and execution abilities based on his extensive experience and track record as a person responsible for business execution of the Company. Accordingly, toward the goal of achieving sustainable growth and enhancing corporate value over the medium and long term, the Company expects that he can contribute to realization of proper decision-making and supervision of management by the Board of Directors. Therefore, the Company proposes his re-election as Director.</p>			




Candidate No.	Name	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	
5	<div data-bbox="422 262 598 293" style="border: 1px solid black; padding: 2px; display: inline-block;">New appointment</div>   <b>Makoto Nakanishi</b> October 10, 1964  Male  Number of the Company's shares owned: Common Shares 1,750 (Number of the Potential Shares 11,911)	Apr. 1988	Joined the Company
		Jun. 2016	Executive Officer
		Jun. 2017	General Manager of Branch Coordination Dept. of Business Promotion Group
		Apr. 2019	Supervisor in charge of Business Promotion Group, East Japan Region
		Apr. 2020	Managing Executive Officer
		Apr. 2020	In charge of Credit Collection Group
		Apr. 2022	Head of Credit Collection Group
		Apr. 2024	Senior Managing Executive Officer (current position)
		Apr. 2024	Supervisor of Business Promotion Division, Supervisor of Corporate Solutions Division and In charge of Business Coordination & Administration Dept. (current position)
[Reasons for nomination as candidate for Director]			
<p>Makoto Nakanishi has been long engaged in such duties as branch management at the sales departments since he joined the Company, and at present he administers the installment credit business and settlement and guarantee businesses as Senior Managing Executive Officer.</p> <p>He has superior managerial judgment and execution abilities based on his extensive experience and track record as a person responsible for business execution of the Company. Accordingly, toward the goal of achieving sustainable growth and enhancing corporate value over the medium and long term, the Company expects that he can contribute to realization of proper decision-making and supervision of management by the Board of Directors. Therefore, the Company proposes his election as new Director.</p>			

Candidate No.	Name	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	
6	 <p data-bbox="416 622 608 680">Chiharu Higuchi February 22, 1962</p> <p data-bbox="485 707 539 734">Male</p> <p data-bbox="347 763 675 902">Number of the Company's shares owned: Common Shares 1,640 (Number of the Potential Shares 11,600)</p> <p data-bbox="416 929 608 983">Tenure as Director: 7 years</p> <p data-bbox="328 1010 692 1095">Attendance at the Board of Directors' meetings: 16/16 (100%)</p>	Apr. 1984	Joined ITOCHU Corporation
		Apr. 2006	General Manager of Financial Services Business Department
		Jul. 2007	General Manager of Alliance Promotion Dept. 2, Business Development Group and General Manager of Itochu Alliance Dept., Business Strategy & Planning Group of the Company
		Apr. 2010	General Manager of Financial Services Business Department and General Manager of Orico Business Integrated Department of ITOCHU Corporation
		Jun. 2017	Advisor of the Company
		Jun. 2017	Director and Executive Officer
		Jun. 2017	Deputy in charge of Business Development Group and in charge of International Business Dept., Business Strategy & Planning Group
		Apr. 2018	Deputy in charge of Business Development Group
		Apr. 2019	Deputy in charge of Business Promotion Group
		Jun. 2020	Director and Managing Executive Officer (current position)
		Jun. 2020	In charge of Business Coordination & Administration Group and General Manager of Business Coordination & Administration Dept., Business Coordination & Administration Group
		Oct. 2020	In charge of Business Coordination & Administration Group
		Apr. 2022	Head of Operation Group and in charge of Business Coordination & Administration Dept.
		Apr. 2023	Head of Operation Group
Apr. 2024	Supervisor of Operation Group and Supervisor of Credit Collection Group (current position)		
[Reasons for nomination as candidate for Director]			
<p data-bbox="328 1317 1394 1451">Chiharu Higuchi assumed the office of Director and Executive Officer of the Company in 2017, and after being the executive responsible for the business development division and business coordination &amp; administration division, at present, he administers the operating supervision division and the credit management division while providing proper supervision of material decision-making in management and execution of business as Director and Managing Executive Officer.</p> <p data-bbox="328 1456 1394 1592">He has superior managerial judgment and execution abilities based on his extensive experience and track record as a person responsible for business execution of the Company. Accordingly, toward the goal of achieving sustainable growth and enhancing corporate value over the medium and long term, the Company expects that he can contribute to realization of proper decision-making and supervision of management by the Board of Directors. Therefore, the Company proposes his re-election as Director.</p>			

Candidate No.	Name	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	
7	 <p>Tetsuro Mizuno January 24, 1960</p> <p>Male</p> <p>Number of the Company's shares owned: Common Shares 20,790 (Number of the Potential Shares 16,722)</p> <p>Tenure as Director: 2 years</p> <p>Attendance at the Board of Directors' meetings: 16/16 (100%)</p>	Apr. 1982	Joined the current Mizuho Bank, Ltd.
		Jul. 2008	General Manager for Corporate Banking Division No. 14 of Mizuho Corporate Bank, Ltd.
		Apr. 2009	Deputy in charge of Customer Business Promotion Group, Operation Division of the Company
		Jan. 2010	Executive Officer
		Jun. 2010	In charge of Customer Business Promotion Group, Operation Division of the Company
		Jun. 2011	Managing Executive Officer
		Jun. 2011	In charge of Corporate Planning Group
		Jun. 2016	In charge of Corporate Planning Group and in charge of Accounting Group
		Apr. 2017	In charge of Finance Group
		Jun. 2019	In charge of Finance Group and in charge of Risk Management Group
		Jun. 2020	Senior Managing Executive Officer
		Jun. 2020	In charge of Risk Management Group
		Apr. 2022	Head of Risk Management Group
		Jun. 2022	Director and Senior Managing Executive Officer
		Mar. 2024	Director (current position)
Mar. 2024	Chairman and Director of Orico Product Finance Co.,Ltd. (current position)		
	[Significant concurrent positions outside the Company]		
	Chairman and Director of Orico Product Finance Co.,Ltd.		
[Reasons for nomination as candidate for Director]			
<p>Tetsuro Mizuno assumed the office of Executive Officer of the Company in 2010, and after being the executive responsible for the corporate planning division, accounting division, finance division, and risk management division, at present, he provides proper supervision of material decision-making in management and execution of business as Non-Executive Director.</p> <p>He has superior managerial judgment based on his extensive experience and track record at the Company. Accordingly, toward the goal of achieving sustainable growth and enhancing corporate value over the medium and long term, the Company expects that he can contribute to realization of proper decision-making and supervision of management by the Board of Directors. Therefore, the Company proposes his re-election as Director.</p>			

Candidate No.	Name	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company			
8	<div style="text-align: center;"> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Outside</div>  <div style="border: 1px solid black; padding: 2px; display: inline-block;">Independent</div> </div>  <p style="text-align: center;">Kazumi Nishino June 9, 1968</p> <p style="text-align: center;">Female</p> <p style="text-align: center;">Number of the Company's shares owned: Common Shares 2,090</p> <p style="text-align: center;">Tenure as Director: 5 years</p> <p style="text-align: center;">Attendance at the Board of Directors' meetings: 15/16 (94%)</p>	Apr. 1992	Joined Fuji Photo Film Co., Ltd.		
		Apr. 2001	Assistant (Special Research Student) of Graduate School of Commerce and Management of Hitotsubashi University		
		Apr. 2002	Full-time lecturer of Department of Management, School of Management of Tokyo University of Science		
		Apr. 2004	Full-time lecturer of Department of Management, School of Management, and Full-time lecturer of Department of Management of Science and Technology, Graduate School of Management of Science and Technology		
		Apr. 2006	Associate Professor of Department of Management of Science and Technology, Graduate School of Management of Science and Technology (currently Department of Management of Technology, Graduate School of Management)		
		Apr. 2017	Associate Professor of Graduate School of Commerce and Management of Hitotsubashi University		
		Apr. 2018	Associate Professor of Graduate School of Business Administration, Head of Health Center and Head of Carrier Support Office, Student Support Center		
		Apr. 2019	Associate Professor of Graduate School of Business Administration, Assistant Vice President for Student Affairs		
		Jun. 2019	Director of the Company (current position)		
		Jun. 2019	Outside Director of Furukawa Co., Ltd. (current position)		
		Dec. 2019	External Board Director of MiRTeL Co., Ltd.		
		Sep. 2020	Associate Professor of Graduate School of Business Administration of Hitotsubashi University		
		Apr. 2022	Professor of Graduate School of Business Administration (current position)		
		Jun. 2022	Outside Director of Makino Milling Machine Co., Ltd. (scheduled to retire in June 2024)		
		[Significant concurrent positions outside the Company]		Professor of Graduate School of Hitotsubashi University Outside Director of Furukawa Co., Ltd.	
		[Reasons for nomination as candidate for Outside Director and overview of the role expected]			
<p>Kazumi Nishino is engaged in business education and research focusing on theories of management strategy and technology management as a Professor of Graduate School of Hitotsubashi University. She has carried out numerous investigative studies based on extensive case analysis, particularly in relation to new business creation, innovation and other such fields.</p> <p>She has considerable insight relating to corporate management based on her practical research. Accordingly, toward the goal of achieving sustainable growth and enhancing corporate value over the medium and long term, the Company expects that she can contribute to realization of proper decision-making and supervision of management by the Board of Directors from an independent and fair standpoint. Therefore, the Company proposes her re-election as Outside Director.</p>					
[Matters concerning the independence]					
Ms. Nishino meets the independence criteria determined by the Company. The Company has notified the Tokyo Stock Exchange of Ms. Nishino as its independent officer pursuant to the regulations of the Tokyo Stock Exchange. Upon approval of her election at this meeting, the Company will notify the Tokyo Stock Exchange of her as independent officer again.					

Candidate No.	Name	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	
9	<div style="text-align: center;"> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Outside</div>  <div style="border: 1px solid black; padding: 2px; display: inline-block;">Independent</div> </div>  <p style="text-align: center;">Shigeaki Honjo February 13, 1955</p> <p style="text-align: center;">Male</p> <p style="text-align: center;">Number of the Company's shares owned: Common Shares 300</p> <p style="text-align: center;">Tenure as Director: 2 years</p> <p style="text-align: center;">Attendance at the Board of Directors' meetings: 16/16 (100%)</p>	Apr. 1979	Joined Fujitsu Limited
		Oct. 1999	General Manager in charge of Internet Solution Promotion Office, Systems Headquarters
		Apr. 2000	General Manager of Consulting Department, Consulting Business Division, Systems Headquarters
		Apr. 2003	General Manager of Project Management Department, Consulting Business Headquarters (in charge of Industry) and Project Member of Project A-XML, Software Business Headquarters
		Jun. 2004	Deputy General Manager of Consulting Business Headquarters
		Jun. 2005	General Manager of Industry and Distribution Solutions Headquarters
		Jun. 2006	Executive Managing Director, Deputy Director of Industry and Distribution Solutions Group, in charge of Solutions and General Manager of Industry and Distribution Solutions Headquarters
		Jun. 2008	Advisor
		Jun. 2008	Managing Director of Fujitsu Business System Ltd.
		Jun. 2009	Managing Director of FUJITSU RESEARCH INSTITUTE
		Jun. 2010	Director, and Senior Managing Executive Officer
		Jun. 2012	President and Representative Director
		Apr. 2018	Full-time Advisor
		Mar. 2019	Retired from Full-time Advisor
Jun. 2022	Director of the Company (current position)		
[Reasons for nomination as candidate for Outside Director and overview of the role expected]			
<p>Shigeaki Honjo has been engaged in the consulting business related to system development at Fujitsu Limited, and since then has been involved in corporate management as president of a group company. He has managerial judgment abilities based on his extensive experience as a person responsible for business execution of a major system development vendor. Accordingly, toward the goal of achieving sustainable growth and enhancing corporate value over the medium and long term, the Company expects that he can contribute to realization of proper decision-making and supervision of management by the Board of Directors from a wide-ranging standpoint. Therefore, the Company proposes his re-election as Outside Director.</p>			
[Matters concerning the independence]			
<p>Mr. Honjo meets the independence criteria determined by the Company. The Company has notified the Tokyo Stock Exchange of Mr. Honjo as its independent officer pursuant to the regulations of the Tokyo Stock Exchange. Upon approval of his election at this meeting, the Company will notify the Tokyo Stock Exchange of him as independent officer again.</p>			

- Notes:
1. The number of potential shares is presented for reference. It refers to the number of shares that are to be delivered to them in the future, representing the number of BBT points granted under the Performance-Based Stock Compensation Plan (Board Benefit Trust [BBT]) and the number of stock options granted under the previous Share Remuneration-Type Stock Option.
  2. No special interest exists between any of the above candidates and the Company.
  3. Pursuant to Article 427, paragraph (1) of the Companies Act, the Company has entered into an agreement with Ms. Nishino and Mr. Honjo to limit their liability for damages under Article 423, paragraph (1) of the Companies Act to the minimum liability amount provided for by Article 425, paragraph (1) of the same Act. If both candidates are elected and assume office as Director, the Company will renew the said agreement with them.
  4. If each candidate is elected and assumes office as Director, the Company intends to enter into an indemnification agreement with them, which provides that the Company shall indemnify Directors for the expenses stipulated in Article 430-2, paragraph (1), item 1 of the Companies Act and the losses stipulated in Item 2 of the same paragraph to the extent provided by laws and regulations.

The said agreement stipulates as a condition that, if it is found that any Director has performed his/her duties for the purpose of improperly benefiting himself/herself or a third party, or for the purpose of causing damage to the Company, among others, the Director will be required to return the expenses compensated for.

5. The Company has entered into a directors and officers liability insurance policy with an insurance company as provided for in Article 430-3, paragraph (1) of the Companies Act. The policy covers losses incurred from claims for damages arising from the performance of duties of the insured. (However, certain acts, to which a coverage exclusion in the insurance policy applies, are not covered.)

If each candidate is elected and assumes office as Director, they will be included as insured persons in this policy.

The full amount of the insurance premiums is borne by the Company. In addition, the term of the insurance policy is one year, and the Company plans to renew the policy before the expiration of that term based on a resolution of the Board of Directors.

**Proposal No. 3: Election of Four Directors Who Are Audit and Supervisory Committee Members**


The terms of office of all (four) current Directors who are Audit and Supervisory Committee Members will expire at the conclusion of this general meeting of shareholders. Therefore, the Company proposes the election of four Directors who are Audit and Supervisory Committee Members. With the appointment of five Directors who are Audit and Supervisory Committee Members at the 62nd Annual General Meeting of Shareholders held on June 24, 2022, if this proposal is approved, the number of Directors who are Audit and Supervisory Committee Members will be reduced by one to a total of four. In light of the current status of the Company's audit system, inclusive of close cooperation with the Internal Audit Division, etc., the Company believes that the effectiveness of audits will continue to be ensured.

The Audit and Supervisory Committee has given its consent to this proposal based on the deliberations of the Nomination & Remuneration Committee.


The candidates for Directors who are Audit and Supervisory Committee Members are as follows:


Male: M Female: F

Candidate No.	Name	Current positions and responsibilities in the Company
1	Yuji Fukasawa M	Director (Full-time Audit and Supervisory Committee Member)
2	Yuki Sakurai Outside Independent M	Director (Audit and Supervisory Committee Member)
3	Gan Matsui Outside Independent M	Director (Audit and Supervisory Committee Member)
4	Yuka Ogasawara New appointment Outside Independent F	


Candidate No.	Name	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	
1	 <p data-bbox="429 445 592 504">Yuji Fukasawa July 23, 1957</p> <p data-bbox="485 533 536 555">Male</p> <p data-bbox="347 584 675 665">Number of the Company's shares owned: Common Shares 6,790</p> <p data-bbox="331 694 691 797">Tenure as Director (including tenure as Audit &amp; Supervisory Board Member): 5 years</p> <p data-bbox="331 831 691 911">Attendance at the Board of Directors' meetings: 16/16 (100%)</p> <p data-bbox="347 945 675 1025">Attendance at the Audit &amp; Supervisory Committee meetings: 24/24 (100%)</p>	Apr. 1980	Joined the current Mizuho Bank, Ltd.
		Apr. 2005	General Manager of Hiroshima Corporate Banking Division of Mizuho Corporate Bank, Ltd.
		Apr. 2007	Executive Officer and General Manager of Corporate Banking Unit
		Apr. 2007	Advisor of the Company
		Jun. 2007	Managing Executive Officer
		Jun. 2007	In charge of Customer Business Promotion Group, Sales Division
		Jun. 2010	In charge of Corporate Compliance Group and General Affairs Group
		May 2014	In charge of Member Merchants Administration Group
		Jun. 2016	In charge of Member Merchants Administration Group and General Affairs Group
		Apr. 2017	In charge of Risk Management Group
		Jun. 2019	Full-time Audit & Supervisory Board Member
		Jun. 2022	Director (Full-time Audit and Supervisory Committee Member) (current position)
[Reasons for nomination as candidate for Director who is an Audit and Supervisory Committee Member]			
<p data-bbox="320 1068 1396 1205">Yuji Fukasawa assumed the office of Managing Executive Officer of the Company in 2007, and has since administered various divisions such as credit card and financing, compliance, affiliate store management, and risk management. In addition, he has appropriately fulfilled his roles and responsibilities as an Audit &amp; Supervisory Board Member of the Company since 2019 and as a Director who is an Audit &amp; Supervisory Committee Member of the Company since 2022.</p> <p data-bbox="320 1209 1396 1344">He has various insights and extensive experience at a megabank and the Company. Accordingly, the Company expects that he will be able to contribute to the Company ensuring its sound management through conducting audit and giving useful advice in relation to lawfulness and appropriateness of the management in general. Therefore, the Company proposes his re-election as Director who is an Audit and Supervisory Committee Member.</p>			



Candidate No.	Name	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	
2	<p style="text-align: center;"> <span style="border: 1px solid black; padding: 2px;">Outside</span>  <span style="border: 1px solid black; padding: 2px;">Independent</span> </p>  <p style="text-align: center;"> <b>Yuki Sakurai</b>  September 11, 1952   Male </p> <p style="text-align: center;"> Number of the Company's shares owned:  Common Shares 0 </p> <p style="text-align: center;"> Tenure as Director (including tenure as Audit &amp; Supervisory Board Member):  8 years </p> <p style="text-align: center;"> Attendance at the Board of Directors' meetings:  15/16 (94%) </p> <p style="text-align: center;"> Attendance at the Audit &amp; Supervisory Committee meetings:  23/24 (96%) </p>	Apr. 1976	Joined Fukoku Mutual Life Insurance Company
		Apr. 2003	General Manager of Investment Planning Department
		Jul. 2007	Director
		Apr. 2009	Director and Executive Officer
		Jun. 2009	President and Chief Executive Officer of Fukoku Capital Management, Inc.
		Apr. 2014	Managing Executive Officer of Fukoku Mutual Life Insurance Company
		Jun. 2014	Outside Director of Fukokushinrai Life Insurance Co., Ltd. (scheduled to retire in June 2024)
		Jul. 2014	Director and Managing Executive Officer of Fukoku Mutual Life Insurance Company
		Jun. 2016	Audit & Supervisory Board Member of the Company
		Apr. 2019	Director and Senior Managing Executive Officer of Fukoku Mutual Life Insurance Company
		Apr. 2022	Director, Deputy President and Executive Officer
		Jun. 2022	Director (Audit and Supervisory Committee Member) of the Company (current position)
		Apr. 2024	Director of Fukoku Mutual Life Insurance Company (scheduled to retire in July 2024)
		[Reasons for nomination as candidate for Outside Director who is an Audit and Supervisory Committee Member and overview of the role expected]	
<p>Yuki Sakurai has served as a person responsible for business execution of the financial planning department and Director of Fukoku Mutual Life Insurance Company and, in addition, was engaged in company management as President of a group company of Fukoku Mutual Life Insurance Company.</p> <p>In addition, he has appropriately fulfilled his roles and responsibilities as an Audit &amp; Supervisory Board Member of the Company since 2016 and as a Director who is an Audit &amp; Supervisory Committee Member of the Company since 2022.</p> <p>He has various insights and extensive corporate management experience in a major life insurance company. Accordingly, the Company expects that he will be able to contribute to the Company ensuring its sound management through conducting audit and giving useful advice in relation to lawfulness and appropriateness of the management in general. Therefore, the Company proposes his re-election as Director who is an Audit and Supervisory Committee Member.</p>			
[Matters concerning the independence]			
<p>Mr. Sakurai meets the independence criteria determined by the Company. The Company has notified the Tokyo Stock Exchange of Mr. Sakurai as its independent officer pursuant to the regulations of the Tokyo Stock Exchange. Upon approval of his election at this meeting, the Company will notify the Tokyo Stock Exchange of him as independent officer again.</p>			

Candidate No.	Name	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	
3	<div style="text-align: center;"> <div data-bbox="448 584 571 651" style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">Outside Independent</div>  <p data-bbox="416 871 603 927"><b>Gan Matsui</b> December 13, 1953</p> <p data-bbox="485 954 536 981">Male</p> <p data-bbox="347 1010 675 1093">Number of the Company's shares owned: Common Shares 5,290</p> <p data-bbox="336 1122 687 1227">Tenure as Director (including tenure as Audit &amp; Supervisory Board Member): 7 years</p> <p data-bbox="331 1256 692 1339">Attendance at the Board of Directors' meetings: 16/16 (100%)</p> <p data-bbox="347 1368 676 1451">Attendance at the Audit &amp; Supervisory Committee meetings: 24/24 (100%)</p> </div>	Apr. 1980	Appointed as a Public Prosecutor
		Jul. 2003	Director, Criminal Affairs Department, Yokohama District Public Prosecutors Office
		Jan. 2005	Director-General, Special Trial, Tokyo District Public Prosecutors Office
		Apr. 2006	Director, Criminal Affairs Department of Tokyo District Public Prosecutors Office
		Oct. 2007	Chief Prosecutor, Otsu District Public Prosecutors Office
		Jul. 2009	Deputy Chief Prosecutor, Nagoya High District Public Prosecutors Office
		Oct. 2010	Deputy Chief Prosecutor, Osaka High District Public Prosecutors Office
		Jun. 2012	Director, Criminal Affairs Department, Supreme Public Prosecutors Office
		Jan. 2014	Chief Prosecutor, Yokohama District Public Prosecutors Office
		Jan. 2015	Superintending Prosecutor, Fukuoka High District Public Prosecutors Office
		Nov. 2016	Registered as an attorney at law of Japan Federation of Bar Associations (a member of Tokyo Bar Association)
		Nov. 2016	Yaesu Sogo Law Office (current position)
		Jun. 2017	Audit & Supervisory Board Member of the Company
		Jun. 2018	External Audit & Supervisory Board Member of NAGASE & CO., LTD. (current position)
		Jun. 2018	Outside Audit & Supervisory Board Member of Totetsu Kogyo Co., Ltd. (current position)
		Jun. 2018	Outside Director, Audit & Supervisory Committee Member of GLOBERIDE, Inc. (current position)
		Mar. 2020	Outside Director of Dentsu Group Inc.
		Mar. 2022	Outside Director, Audit and Supervisory Committee Member of Dentsu Group Inc.
		Jun. 2022	Director (Audit and Supervisory Committee Member) of the Company (current position)
		Mar. 2023	Outside Director of Dentsu Group Inc. (current position)
[Significant concurrent positions outside the Company]			
Attorney at law of Yaesu Sogo Law Office External Audit & Supervisory Board Member of NAGASE & CO., LTD. Outside Audit & Supervisory Board Member of Totetsu Kogyo Co., Ltd. Outside Director (Audit & Supervisory Committee Member) of GLOBERIDE, Inc. Outside Director of Dentsu Group Inc.			
[Reasons for nomination as candidate for Outside Director who is an Audit and Supervisory Committee Member and overview of the role expected]			

Candidate No.	Name	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company
		Gan Matsui has held various important positions as a public prosecutor in the Prosecutors Office such as Superintending Prosecutor at the High District Public Prosecutors Office, and after retiring from the prosecutors office he has played an important role as an attorney at law. In addition, he has appropriately fulfilled his roles and responsibilities as an Audit & Supervisory Board Member of the Company since 2017 and as a Director who is an Audit & Supervisory Committee Member of the Company since 2022. He has extensive experience, and in-depth insight in legal circles. Accordingly, the Company expects that he will be able to contribute to the Company ensuring its sound management through conducting audit and giving useful advice in relation to lawfulness and appropriateness of the management in general. Therefore, the Company proposes his re-election as Director who is an Audit and Supervisory Committee Member.
		[Matters concerning the independence]
		Mr. Matsui meets the independence criteria determined by the Company. The Company has notified the Tokyo Stock Exchange of Mr. Matsui as its independent officer pursuant to the regulations of the Tokyo Stock Exchange. Upon approval of his election at this meeting, the Company will notify the Tokyo Stock Exchange of him as independent officer again.

Candidate No.	Name	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	
4	<div style="text-align: center;"> <div style="border: 1px solid black; padding: 2px; display: inline-block;">New appointment</div>  <div style="border: 1px solid black; padding: 2px; display: inline-block;">Outside</div>  <div style="border: 1px solid black; padding: 2px; display: inline-block;">Independent</div>     <b>Yuka Ogasawara</b>  November 10, 1975   Female   Number of the Company's shares owned:  Common Shares 0 </div>	Apr. 1999	Joined the current Japan Bank for International Cooperation
		Sept. 2005	Bain & Company Inc.
		Dec. 2009	Senior Chief Research Officer of Japan International Cooperation Agency
		Apr. 2019	Impact Officer of the current Social Innovation and Investment Foundation
		May 2022	Outside Auditor of Renovater Co., Ltd. (current position)
		Jun. 2022	Outside Director of Nissin Foods Holdings Co., Ltd. (current position)
		Apr. 2023	Director of Fujimura Research & Consulting (current position)
			[Significant concurrent positions outside the Company]
			Outside Director of Nissin Foods Holdings Co., Ltd. Director of Fujimura Research & Consulting
			[Reasons for nomination as candidate for Outside Director who is an Audit and Supervisory Committee Member and overview of the role expected]
	<p>Yuka Ogasawara has extensive experience in international finance, private sector public interest activities, overseas assistance, and social impact investment across three different sectors (government, private sector, and public interest), namely government-affiliated financial institutions, foreign consulting firms, independent administrative institutions, and general foundations.</p> <p>She has a wealth of experience and diverse knowledge in the fields of management and consulting. Accordingly, the Company expects that she will be able to contribute to the Company ensuring its sound management through conducting audit and giving useful advice in relation to lawfulness and appropriateness of the management in general. Therefore, the Company proposes her election as new Director who is an Audit and Supervisory Committee Member.</p> <p>Furthermore, upon approval of her election at the ordinary general meeting of shareholders of RYODEN Corporation (scheduled to be held on June 25, 2024), she will be appointed as an outside director of said company.</p>		
	[Matters concerning the independence]		
	Ms. Ogasawara meets the independence criteria determined by the Company. Upon approval of her election at this meeting, the Company will notify the Tokyo Stock Exchange of her as its independent officer pursuant to the regulations of the Tokyo Stock Exchange.		

- Notes:
1. No special interest exists between any of the above candidates and the Company.
  2. Pursuant to Article 427, paragraph (1) of the Companies Act, the Company has entered into an agreement with Mr. Sakurai and Mr. Matsui to limit their liability for damages under Article 423, paragraph (1) of the Companies Act to the minimum liability amount provided for by Article 425, paragraph (1) of the same Act. If both candidates are elected and assumes office as Director who is an Audit and Supervisory Committee Member, the Company will renew the said agreement with them.

If Yuka Ogasawara is elected and assumes office as Director who is an Audit and Supervisory Committee Member, the Company will enter into the same agreement with her.

3. If each candidate is elected and assumes office as Director who is an Audit and Supervisory Committee Member, the Company intends to enter into an indemnification agreement with each of them, which provides that the Company shall indemnify Directors for the expenses stipulated in Article 430-2, paragraph (1), item 1 of the Companies Act and the losses stipulated in Item 2 of the same paragraph to the extent provided by laws and regulations.

The said agreement stipulates as a condition that, if it is found that any Director who is an Audit and Supervisory Committee Member has performed his/her duties for the purpose of improperly benefiting himself/herself or a third party, or for the purpose of causing damage to the Company, among others, the Director will be required to return the expenses compensated for.

4. The Company has entered into a directors and officers liability insurance policy with an insurance company as provided for in Article 430-3, paragraph (1) of the Companies Act. The policy covers losses incurred from claims for damages arising from the performance of duties of the insured. (However, certain acts, to which a coverage exclusion in the insurance policy applies, are not covered.)

If each candidate is elected and assumes office as Directors who are Audit and Supervisory Committee Members, they will be included as insured persons in this policy.


The full amount of the insurance premiums is borne by the Company. In addition, the term of the insurance policy is one year, and the Company plans to renew the policy before the expiration of that term based on a resolution of the Board of Directors.

#### Proposal No. 4: Election of One Substitute Director Who Is an Audit and Supervisory Committee Member

The Company requests the election of one substitute Director who is an Audit and Supervisory Committee Member to prepare for a situation where the number of Directors who are Audit and Supervisory Committee Members falls below the statutory minimum number.

The Audit and Supervisory Committee has given its consent to this proposal based on the deliberations of the Nomination & Remuneration Committee.

The candidate for substitute Director who is an Audit and Supervisory Committee Member is as follows:

Name	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	
<div style="text-align: center;"> <p><span style="border: 1px solid black; padding: 2px;">Outside</span> <span style="border: 1px solid black; padding: 2px;">Independent</span></p>  <p><b>Shigeaki Honjo</b> February 13, 1955</p> <p>Male</p> <p>Number of the Company's shares owned: Common Shares 300</p> <p>Tenure as Director: 2 years</p> <p>Attendance at the Board of Directors' meetings: 16/16 (100%)</p> </div>	Apr. 1979	Joined Fujitsu Limited
	Oct. 1999	General Manager in charge of Internet Solution Promotion Office, Systems Headquarters
	Apr. 2000	General Manager of Consulting Department, Consulting Business Division, Systems Headquarters
	Apr. 2003	General Manager of Project Management Department, Consulting Business Headquarters (in charge of Industry) and Project Member of Project A-XML, Software Business Headquarters
	Jun. 2004	Deputy General Manager of Consulting Business Headquarters
	Jun. 2005	General Manager of Industry and Distribution Solutions Headquarters
	Jun. 2006	Executive Managing Director, Deputy Director of Industry and Distribution Solutions Group, in charge of Solutions and General Manager of Industry and Distribution Solutions Headquarters
	Jun. 2008	Advisor
	Jun. 2008	Managing Director of Fujitsu Business System Ltd.
	Jun. 2009	Managing Director of FUJITSU RESEARCH INSTITUTE
	Jun. 2010	Director, and Senior Managing Executive Officer
	Jun. 2012	President and Representative Director
	Apr. 2018	Full-time Advisor
Mar. 2019	Retired from Full-time Advisor	
Jun. 2022	Director of the Company (current position)	
[Reasons for nomination as candidate for substitute Outside Director who is an Audit and Supervisory Committee Member and overview of the role expected]		
<p>Shigeaki Honjo has been engaged in the consulting business related to system development at Fujitsu Limited, and since then has been involved in corporate management as president of a group company.</p> <p>He has managerial judgment abilities based on his extensive experience as a person responsible for business execution of a major system development vendor. Accordingly, the Company expects that he will be able to contribute to the Company ensuring its sound management through conducting audit and giving useful advice in relation to lawfulness and appropriateness of the management in general. Therefore, the Company proposes his re-election as Substitute Director who is an Audit and Supervisory Committee Member.</p>		
[Matters concerning the independence]		
Mr. Honjo meets the independence criteria determined by the Company. If he assumes office as Director who is an Audit and Supervisory Committee Member, the Company will notify the Tokyo Stock Exchange of him as independent officer again.		

- Notes:
1. No special interest exists between the above candidate and the Company.
  2. Mr. Honjo is the candidate for substitute Outside Director who is an Audit and Supervisory Committee Member. Furthermore, if Proposal No. 2 "Election of Nine Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)" is approved and adopted as originally proposed, Mr. Honjo will be appointed as a Director (excluding Director who is an Audit and Supervisory Committee Member). Should the number of Directors who are Audit and Supervisory Committee Members fall below the number required by laws and regulations, he will resign from the position of Director (excluding Director who is an Audit and Supervisory Committee Member) and assume the position of a Director who is an Audit and Supervisory Committee Member.

3. If Mr. Honjo assumes office as Director who is an Audit and Supervisory Committee Member, the Company will, pursuant to Article 427, paragraph (1) of the Companies Act, enter into or renew an agreement with him that limits his liability under Article 423, paragraph (1) of the Act to the minimum liability amount provided for in Article 425, paragraph (1) of the Act.
4. If Mr. Honjo assumes office as Director who is an Audit and Supervisory Committee Member, the Company intends to enter into an indemnification agreement with him, which provides that the Company shall indemnify Directors for the expenses stipulated in Article 430-2, paragraph (1), item 1 of the Companies Act and the losses stipulated in Item 2 of the same paragraph to the extent provided by laws and regulations.  
The said agreement stipulates as a condition that, if it is found that any Director has performed his/her duties for the purpose of improperly benefiting himself/herself or a third party, or for the purpose of causing damage to the Company, among others, the Director will be required to return the expenses compensated for.
5. The Company has entered into a directors and officers liability insurance policy with an insurance company as provided for in Article 430-3, paragraph (1) of the Companies Act. The policy covers losses incurred from claims for damages arising from the performance of duties of the insured. (However, certain acts, to which a coverage exclusion in the insurance policy applies, are not covered.)  
If Mr. Honjo assumes office as Director who is an Audit and Supervisory Committee Member, he will be included as an insured person in this policy.  
The full amount of the insurance premiums is borne by the Company. In addition, the term of the insurance policy is one year, and the Company plans to renew the policy before the expiration of that term based on a resolution of the Board of Directors.

## (Reference)

Policies of the Board of Directors in nominating candidates for Directors (excluding Directors Who are Audit and Supervisory Committee Members) and Audit and Supervisory Committee Members:

1. The Company's basic policy is that the Company's Board of Directors shall be composed of Directors who have the knowledge, experience and qualifications to contribute to the fulfillment of the functions of the Board of Directors, taking into consideration the nature of our business, size and management environment, and that the Board of Directors as a whole shall maintain a balance of knowledge, experience and abilities, diversity and appropriate size.
2. In nominating candidates for Directors (excluding Directors Who are Audit and Supervisory Committee Members), the Company requires candidates for internal Directors to have a high degree of expertise related to the Company's businesses, and superior managerial judgment and execution abilities. And candidates for Outside Directors shall be required to have extensive corporate management experiences; specialized expertise in areas including retail finance, economy, management, legal affairs, finance and accounting; or deep knowledge into the circumstances surrounding corporate management
3. Candidates for Directors who are Audit and Supervisory Committee Members shall be required to have knowledge and experience in business, finance and accounting, governance, risk management, legal affairs, compliance, etc., which are necessary to audit the execution of business operations from a fair and objective standpoint.
4. The skill sets of the Board of Directors will be described in a skills matrix and efforts will be made to nominate unbiased individuals as candidates for Directors.
5. For nomination of candidates for Directors (excluding Directors who are Audit and Supervisory Committee Members), based on the above 2, the Nomination & Remuneration Committee, the majority of whose members are Independent Outside Directors, shall deliberate on the selection, and after deliberation by the Audit and Supervisory Committee, the President and Director shall make a proposal to the Board of Directors and the Board of Directors shall decide on the candidates.
6. For nomination of candidates for Directors who are Audit and Supervisory Committee Members, based on the above 3, the Nomination & Remuneration Committee, the majority of whose members are Independent Outside Directors, shall deliberate on the selection, and after obtaining consent from the Audit and Supervisory Committee, the President and Director shall make a proposal to the Board of Directors and the Board of Directors shall decide on the candidates.

### Independence Criteria for Outside Directors

The Company requires that, in judging that an Outside Director is independent, the Outside Director shall not fall under any of the following.

1. A person who is, or who has been in the last ten years, an executive director, an executive officer (shikkoyaku or shikkoyakuin), an employee, including a manager, of the Company, the Company's parent, sister company or subsidiary (hereinafter referred to as "Executive Person") or a director of the Company's parent company who is not an Executive Person.
2. A person who is, or who has been in the last three years, an Executive Person of a business partner of the Company or the Company's subsidiary (hereinafter referred to as the "Group"), of which annual amount of transaction in any of the last three fiscal years exceeds 2% of the Company's consolidated revenue (\*) or the said partner's consolidated revenue.  
(\* ) Consolidated revenue: Consolidated operating revenues in the case of the Company
3. An Executive Person of a financial institution with which the Group has the outstanding balance of borrowings exceeding 2% of the consolidated total assets or consolidated balance of funds raised of the Company or 2% of the consolidated total assets of the said financial institution as of the end of the preceding financial year.
4. A shareholder holding 10% of shares or more in voting rights under his/her/its own name or in other's name as of the end of the preceding financial year (if the said shareholder is an organization such as corporation and association, an Executive Person, a member who executes the business, a director or other person equivalent thereto of such shareholder).
5. A professional, such as consultant, accountant, tax accountant, attorney at law, judicial scrivener, or patent attorney who receives money or other property from the Group other than remuneration as an officer, in cases where, if that professional is an individual, the annual average of said property received over the last three fiscal years is or exceeds ¥10 million, or if that professional is an organization such as

corporation and association, the annual average of said property received over the last three fiscal years is or exceeds the higher of ¥10 million or 2% of the consolidated net sales of that organization.

6. A person who receives donations, etc. from the Group in cases where the annual average of said donations, etc. received over the last three fiscal years exceed the higher of ¥10 million or 30% of the total expenses of that person (if the said person is an organization such as corporation and association, a person who belongs to such organization).
7. Any other person who the Company considers is likely to constantly have substantial conflict of interest with general shareholders of the Company due to any reasons other than those specified in items above.
8. A close relative (spouse or relative within the second degree of kinship) of a person who falls under either (i) or (ii) below (excluding employees who are insignificant).
  - (i) A person who falls under any of items 1 through 7 above
  - (ii) The Group's Executive Person or director who is not an Executive Person



**(Reference)**  
**Corporate Governance**

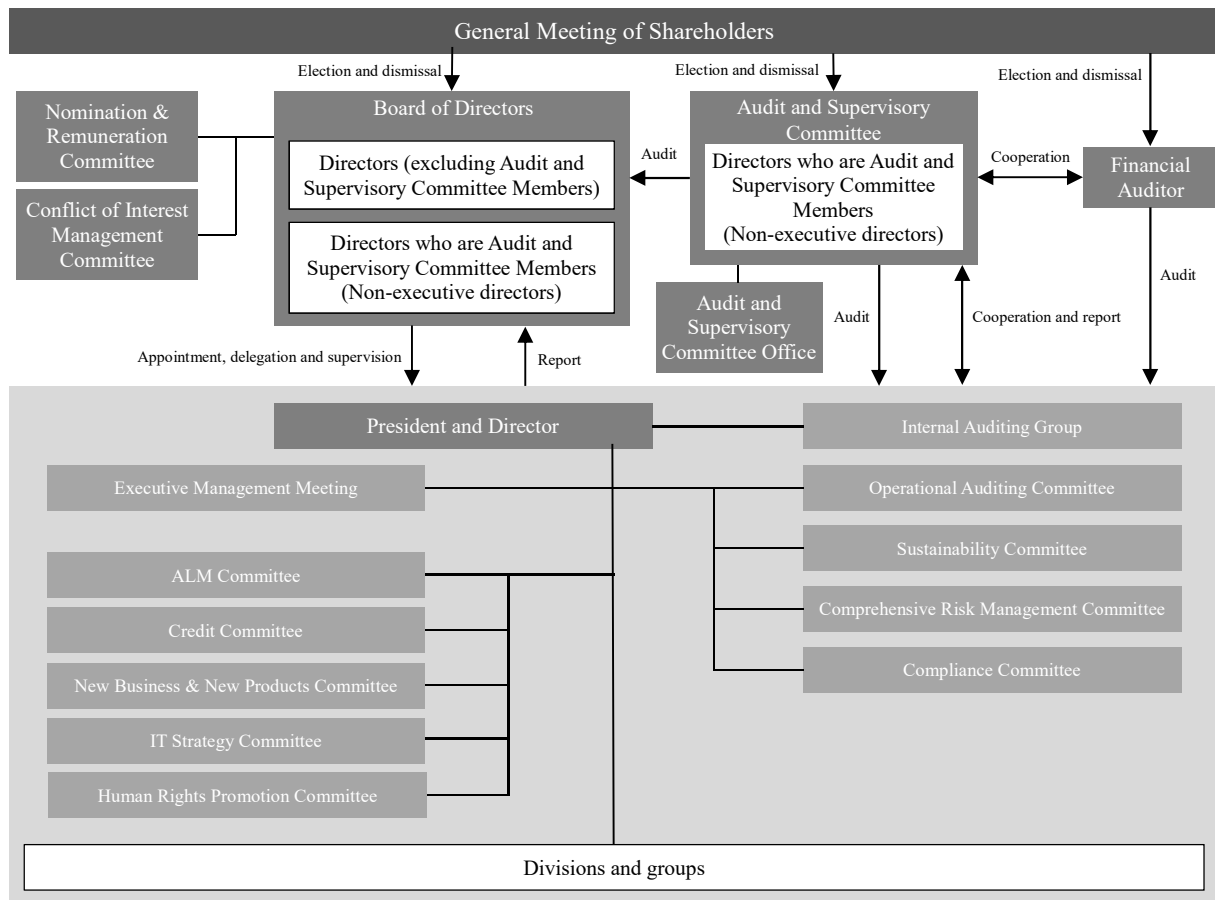
**Basic Concept on Corporate Governance**

Our vision for the future is to be “an innovative and progressive company that continues to contribute to solving various social issues through financial services that meet the needs of our customers by always being close to them” and “a company with a strong financial base and sustainable and stable profitability whose meaning of existence is recognized by stakeholders more than ever before.” To this end, we believe in the importance of ensuring management transparency and fairness to stakeholders, as well as swift and decisive decision making. We are undertaking initiatives to enhance our corporate governance, taking our management environment into account.

**Basic Policy regarding Corporate Governance**

1. The Company shall respect shareholders’ rights and take appropriate actions to create an environment in which shareholders can exercise their rights appropriately and to ensure equal treatment of shareholders.
2. The Company recognizes the importance of its social responsibility and is committed to cooperating appropriately with stakeholders other than shareholders.
3. The Company shall appropriately disclose financial and non-financial information as required by laws and regulations and proactively provide information beyond what is required by laws and regulations.
4. The Company’s Board of Directors will appropriately fulfill its roles and responsibilities toward the goal of achieving sustainable growth and enhancing corporate value over the medium and long term based on its fiduciary responsibility and accountability to shareholders.
5. The Company discloses information related to its business strategies, financial condition, business performance, etc. in a timely and appropriate manner, and also enhances investor relations activities to earn the trust and recognition of shareholders, investors, etc.

An outline of the executive organization regarding management decision-making, execution and supervision is shown below.



**(Reference)**

Composition of the Board of Directors after Proposals No. 2 and 3 are approved

Male: M Female: F

	Sex	Years in Office	Independent Outside	Foundations						Strategy		Nomination & Remuneration Committee	Conflict of Interest Management Committee
				Corporate management	Sustainability	Business insight	Finance/Accounting	Governance/Risk management/Legal affairs/Compliance	R&D/Academic knowledge	Digital/Security	International business		
<b>Director Inside</b>													
Masaaki Kono	M	8 years		◎	◎	◎	◎	◎					
Tetsuo Iimori	M	4 years		◎	◎	◎	◎	◎				◎	◎
Makoto Umemiya	M	0 year		◎	○		◎			◎	◎		
Ichiro Watanabe	M	2 years			○					◎	◎		
Makoto Nakanishi	M	0 year			○	◎		◎					
Chiharu Higuchi	M	7 years			○	◎					◎		
Tetsuro Mizuno	M	2 years			○	◎	◎	◎					
<b>Director Outside</b>													
Kazumi Nishino	F	5 years	◎		○				◎			◎	
Shigeaki Honjo	M	2 years	◎		○				◎	◎			◎
<b>Directors (Audit and Supervisory Committee Members) Inside</b>													
Yuji Fukasawa	M	5 years*			○	◎	◎	◎					
<b>Director Outside</b>													
Yuki Sakurai	M	8 years*	◎	◎	○		◎	◎			◎		
Gan Matsui	M	7 years*	◎		○			◎	◎			◎	◎
Yuka Ogasawara	F	0 year	◎		○		◎				◎		

\*The total number of years in office as Auditor & Supervisory Board Member and Director (Audit and Supervisory Committee Member).

## **Proposal No. 5: Revision of the Stock Compensation Plan for Directors, etc. (Excluding Directors Who Are Audit and Supervisory Committee Members)**

### **1. Reasons for the Revision and Its Appropriateness**

The Company received approval for the introduction of the Performance-Based Stock Compensation Plan (Board Benefit Trust [BBT]; hereinafter referred to as the “Current BBT Plan”) for Directors (excluding Outside Directors) and Executive Officers of the Company at the 57th Annual General Meeting of Shareholders held on June 27, 2017. Subsequently, with the Company’s transition to a company with an audit and supervisory committee, the compensation framework for the Current BBT Plan was revised at the 62nd Annual General Meeting of Shareholders held on June 24, 2022, and has been in place until today (hereafter, the resolutions passed at the aforementioned Annual General Meeting of Shareholders shall be collectively referred to as the “Original Resolution”). This proposal requests approval for the revision of the Current BBT Plan to a Stock Compensation Plan (Board Benefit Trust-Restricted Stock [BBT-RS]; hereinafter referred to as the “Plan”), as described in 2.

The purpose of this proposal is to further clarify the linkage between the remuneration of Directors (excluding Non-Executive Directors, Outside Directors, and Directors who are Audit and Supervisory Committee Members) and Executive Officers and the corporate performance and stock value of the Company, thereby enhancing awareness of contributing to the medium- to long-term improvement of business performance and increase of corporate value. This proposal will also clarify the linkage between the remuneration of Non-Executive Directors and Outside Directors (excluding Directors who are Audit and Supervisory Committee Members; hereinafter unless otherwise stipulated, Directors (excluding Directors who are Audit and Supervisory Committee Members) are collectively referred to as “Directors”; moreover, Directors and Executive Officers are collectively referred to as “Directors, etc.”) and the stock value of the Company, thereby enhancing awareness of contributing to the medium- to long-term increase of corporate value. Since this proposal is consistent with the policy for determining the content of individual remuneration, etc. for each Director of the Company resolved at a meeting of the Board of Directors of the Company (see below), assuming that it is approved as originally proposed, the Company considers the content of this proposal to be appropriate. The content of this proposal has been deliberated by the Nomination & Remuneration Committee, which is mainly comprised of Independent Outside Directors.

With this proposal, the Company requests approval for the amount and specific details of remuneration, etc., for the payment of remuneration based on the Plan to Directors of the Company as a separate allowance to the total amount of remuneration of Directors (excluding Directors who are Audit and Supervisory Committee Members) approved under Proposal No. 7 at the 62nd Annual General Meeting of Shareholders held on June 24, 2022. The Company would like the Board of Directors to be entrusted to determine the details of the Plan within the scope in 2 below. If Proposal No. 2 is approved and adopted as originally proposed, the number of Directors eligible for the Plan will be nine (including two Outside Directors). The total number of Directors, etc. subject to the Plan will be 40.

### **2. The Amount of Remuneration, etc. under the Plan and Specific Details**

The existing Current BBT plan shall be partially revised as follows.

#### **(1) Outline of the Plan**

The Plan is a stock compensation plan under which the Company’s shares are acquired through a trust using funds contributed by the Company (hereinafter the trust that is established based on the Plan is referred to as the “Trust”), and the Directors, etc. are provided with the Company’s shares and the cash equivalent to the market value of the Company’s shares (hereinafter referred to as the “Company’s Shares, etc.”) through the Trust in accordance with the Regulations for Delivery of Shares to Officers stipulated by the Company.

The timing of delivery of the Company’s shares to the Directors, etc. shall, in principle, be at a certain time each year, and the timing of delivery of cash equivalent to the market value of the Company’s shares to the Directors, etc. shall, in principle, be at a specified time determined by the Company after their retirement. In the event that Directors, etc. receive the Company’s shares during their term in office, they shall, prior to receiving the Company’s shares, enter into a transfer restriction agreement with the Company, as described in 3 below.

Under this provision, the Company shall restrict the transfer or other disposition of the Company's shares received by Directors, etc. during their term in office until a specified time determined by the Company after retirement of the said Directors, etc.

Moreover, upon the revision of the Plan, the points already granted under the Current BBT Plan to the Directors, etc. in office at the conclusion of this General Meeting of Shareholders shall be transferred to the points under the Plan, subject to the approval of this proposal, and such Directors, etc. shall receive compensation in the form of the Company's shares based on the points after the transfer thereof at a predetermined time stipulated by the Company after the conclusion of this General Meeting of Shareholders. Pursuant to the above-mentioned transfer restriction agreement, the shares to be granted to such Directors, etc. shall also be restricted from being disposed of through transfer or other means.

(2) Persons Eligible to Benefit from the Plan

Directors and Executive Officers

Furthermore, Directors who are Audit and Supervisory Committee Members shall be separately addressed under Proposal No. 6, "Introduction of the Stock Compensation Plan for Directors who are Audit and Supervisory Committee Members."

(3) Trust Period

From September 2017 until the Trust is terminated. No date of termination of the Trust has been set, and the Trust will remain in place as long as the Plan is maintained.

The Plan shall be terminated for reasons including delisting of the Company's shares or abolition of the Regulations for Delivery of Shares to Officers.

(4) Amount of the Trust (Amount of the Remuneration, etc.)

Within the scope of the Original Resolution, the Company contributed ¥270 million to establish a trust based on the Current BBT Plan, and upon making additional cash contributions of ¥172 million in 2020 and ¥210 million in 2022, the Company acquired additional shares of treasury stock. The Company intends to make an additional cash contribution of ¥674 million in May 2024 to purchase additional treasury stock.

Subject to the approval of this proposal, the Company shall operate the Plan for three fiscal years from the year ending March 31, 2024 until the year ending March 31, 2026 (hereinafter, such three-fiscal-year period is referred to as the "BBT-RS Initial Target Period," and the BBT-RS Initial Target Period and each of three-fiscal-year periods following the BBT-RS Initial Target Period are referred to respectively as the "Target Period") as well as each subsequent Target Period. In order to deliver the Company's Shares, etc. to the Directors, etc., such shares shall be acquired by the Trust from the funds contributed by the Company pursuant to the Current BBT Plan; thereby, the Company's shares and cash remaining in the trust assets shall be used as the source of the compensation under the Plan following the revision of the Plan upon approval of this proposal.

Should a situation arise where the number of shares necessary to deliver to the Directors, etc. under the Plan during the BBT-RS Initial Target Period is expected to be insufficient, the Company shall make an additional contribution to the Trust of the funds deemed necessary for the Trust to acquire the necessary number of shares in advance, based on a reasonable estimate of such number of shares. The Company may make additional contributions to the Trust for the BBT-RS Initial Target Period up to a maximum of ¥872 million (including ¥310 million for Directors (excluding Outside Directors), ¥12 million for Outside Directors, and ¥550 million for Executive Officers).

Furthermore, even after the BBT-RS Initial Target Period has passed, during the period until the termination of the Plan, the Company shall, in principle, make additional contributions to the Trust up to a maximum of ¥872 million (including ¥310 million for Directors (excluding Outside Directors), ¥12 million for Outside Directors, and ¥550 million for Executive Officers) per Target Period in principle. However, if, at the time of such additional contributions, there remain the Company's shares (excluding the Company's shares corresponding to the points granted to the Directors, etc. in Target Periods up to the immediately preceding Target Period that have not yet been delivered to the Directors, etc.) and cash in the trust assets (hereinafter referred to as the

“Remaining Shares, etc.”), the sum of such additional contribution and the amount of the Remaining Shares, etc. (for the Company’s shares, in the book value as of the last day of the immediately preceding Target Period) shall not be more than ¥872 million (including ¥310 million for Directors (excluding Outside Directors), ¥12 million for Outside Directors and ¥550 million for Executive Officers).

Such maximum amount of trust contribution (the amount of remuneration, etc.) has been determined based on (6) below, comprehensively taking into consideration the projected number of points to be granted to Directors, etc. in the future, trends in the Company’s stock value, and other factors, and the Company considers the amount appropriate.

When the Company determines additional contributions, it will make an appropriate disclosure in a timely manner.

(5) Method of Acquisition of the Company’s Shares

The Trust shall acquire the Company’s shares by using the funds contributed in accordance with (4) above, in the stock exchange or by underwriting the disposition of the Company’s treasury stock. The details of the acquisition of the Company’s shares by the Trust shall be disclosed in a timely and appropriate manner.

(6) Maximum Number of the Company’s Shares, etc. to Be Delivered to the Directors, etc.

For each fiscal year, Directors (excluding Non-Executive Directors and Outside Directors) and Executive Officers shall be granted points equivalent to the stock compensation amount, calculated by multiplying the stock compensation base amount applicable to their respective position as set forth in advance under the Regulations for Delivery of Shares to Officers by the supply rate determined considering the achievement level, etc. (from 0% to 150%).

Moreover, Non-Executive Directors and Outside Directors are granted points determined in accordance with their position pursuant to the Regulations for Delivery of Shares to Officers for each fiscal year.

The total number of points to be granted to Directors, etc. per fiscal year shall be up to a maximum of 242,000 points (including 85,000 points for Directors (excluding Outside Directors), 7,000 points for Outside Directors, and 150,000 points for Executive Officers). This has been determined following comprehensive consideration of the current level of officers’ remuneration, the trend and expectation of the number of the Directors, etc., and the Company considers it to be appropriate.

Pursuant to the revision of the Plan, the points already granted under the Current BBT Plan to Directors, etc. in office at the conclusion of this General Meeting of Shareholders shall be transferred to the points under the Plan, subject to the approval of this proposal.

Each point granted to the Directors, etc. shall be converted into one share of the Company’s common share upon delivery of the Company’s Shares, etc. as explained in (7) below (provided, however, that, if, in regard to the Company’s shares, a share split, allotment of shares without contribution, or consolidation of shares, etc. takes place after the approval of this proposal, the upper limit of number of points and accumulated number of points granted or conversion rate shall be adjusted in a reasonable manner in proportion to the relevant ratio, etc. to the share split, allotment of share without contribution, or consolidation of shares, etc.).

The number of points of the Directors, etc. that becomes the basis for the delivery of the Company’s Shares, etc. pursuant to (7) below shall, in principle, be the number of points granted to the Directors, etc. by the time of the determination of the beneficial rights pursuant to (7) below (hereinafter referred to as the “Defined Number of Points”).

(7) Delivery of the Company’s Shares, etc.

Directors, etc. who meet the requirements for the beneficiary as stipulated in the Regulations for Delivery of Shares to Officers shall, in principle, receive from the Trust the number of the Company’s shares corresponding to the “Defined Number of Points,” which is to be determined in accordance with (6) above at a certain time each year by executing the stipulated procedures to determine the beneficiary status. However, if the requirements stipulated in the Regulations for Delivery of Shares to Officers are fulfilled, such Directors, etc. may receive, in respect of a certain

portion of the points, an amount of cash equivalent to the market price of the Company's shares in lieu of the delivery of the Company's shares, in principle, at a prescribed time determined by the Company after retirement. The Trust may sell the Company's shares in order to make the cash delivery.

In the event that Directors, etc. receive the Company's shares during their term in office, they shall, prior to receiving the Company's shares, enter into a transfer restriction agreement with the Company, as described in 3 below. Under this provision, the Company shall restrict the transfer or other disposition of the Company's shares received by Directors, etc. during their term in office until a specified time determined by the Company after retirement of the said Directors, etc.

Furthermore, even for a Director, etc. who has been granted points, if he/she commits a serious infringement, etc. of the Company's rules and regulations, etc. or a certain level of misconduct during his/her term of office, the Company's Board of Directors will be empowered to resolve to strip the Director of all or partial rights to receive delivery.

(8) Exercise of Voting Rights

Voting rights pertaining to the Company's shares held in the Trust account shall not be uniformly exercised in accordance with the instructions of the Trust Administrator. By doing so, it is intended to ensure neutrality towards the management of the Company with regard to the exercise of voting rights pertaining to the Company's shares held in the Trust account.

(9) Treatment of Dividends

Dividends on the Company's shares in the Trust account will be received by the Trust and used for the acquisition of the Company's shares and fees payable to the trustee of the Trust and so on. If the Trust is terminated, the dividends remaining in the Trust will be distributed to Directors, etc. then in office in proportion to the number of points held by each.

(10) Treatment upon the Termination of the Trust

The Trust will be terminated if a certain event occurs such as delisting of the Company's shares or abolition of the Regulations for Delivery of Shares to Officers.

Of the residual assets of the Trust at the time of the termination of the Trust, all the Company's shares will be acquired by the Company without any compensation and cancelled by a Board of Directors' resolution. Of the residual assets of the Trust at the time of the termination of the Trust, the balance of the cash excluding the portion to be distributed to Directors, etc. in accordance with (9) above will be delivered to the Company.

3. Outline of the Transfer Restriction Agreement Pertaining to the Company's Shares to be Granted to Directors, etc.

In the event that Directors, etc. receive the Company's shares during their term in office, they shall, prior to receiving delivery of the Company's shares, be required to execute a transfer restriction agreement (hereinafter referred to as "this Transfer Restriction Agreement") with the Company that includes, in outline, the following details (Directors, etc. shall receive delivery of the Company's shares subject to execution of this Transfer Restriction Agreement); provided, however, that in cases where a Director, etc. has already retired at the time of delivery of shares, shares of the Company may be delivered without executing this Transfer Restriction Agreement.

(i) Details of transfer restrictions

Directors, etc. may not transfer, grant a security interest in, or otherwise dispose of the Company's shares granted during the period from the date of receipt of the shares until the specified date determined by the Company after retirement from all positions as director or officer of the Company.

(ii) Acquisition by the Company without contribution

In the event of certain acts of misconduct, etc., or if the conditions for the termination of transfer restrictions stipulated in (iii) below are not met, the Company shall acquire the relevant shares without contribution.

(iii) Termination of transfer restrictions

In the event that a Director, etc. resigns his/her position as director or officer of the Company for justifiable reasons, or upon his/her death, the transfer restrictions shall be lifted on a specified date determined by the Company after the said resignation.

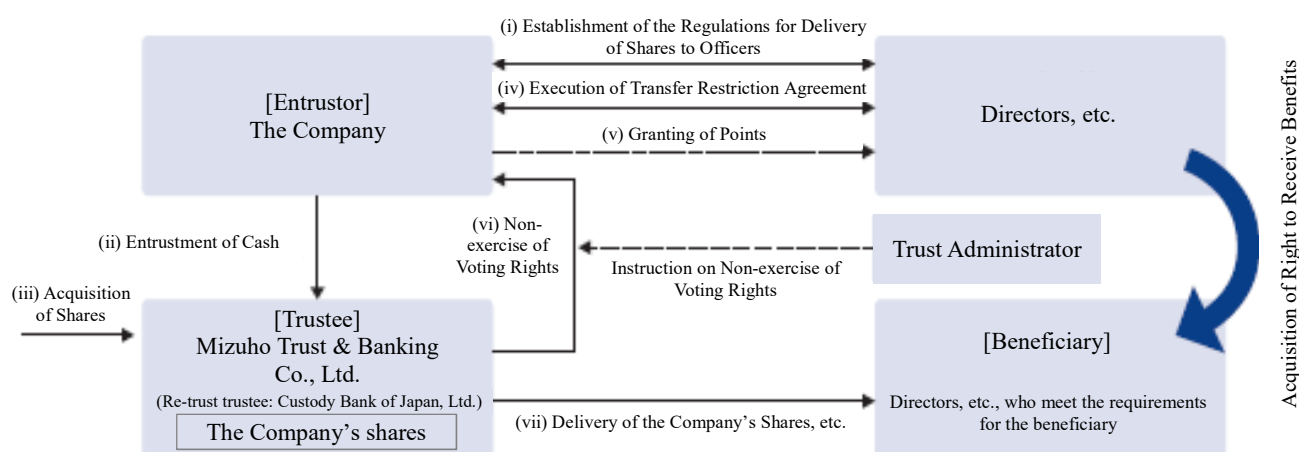
(iv) Handling of organizational restructuring, etc.

In the event that a merger where the Company becomes a disappearing company or other organizational restructuring is approved at a General Meeting of Shareholders, etc. of the Company during the transfer restriction period, the transfer restrictions shall be lifted by a resolution of the Board of Directors of the Company immediately prior to the business day preceding the effective date of the said organizational restructuring, etc.

The Company's shares subject to the transfer restrictions under this Transfer Restriction Agreement shall be managed under an exclusive account opened by the subject Directors, etc. with a securities company designated by the Company to prevent the transfer, grant of security interest in, or other disposition of the shares during the transfer restriction period.

Moreover, notwithstanding the foregoing, the method of declaration of intent and notification in this Transfer Restriction Agreement, the method of revision of this Transfer Restriction Agreement, and other matters to be determined by the Board of Directors shall be included in this Transfer Restriction Agreement.

<Reference: Structure of the Plan>



- (i) The Company shall stipulate the “Regulations for Delivery of Shares to Officers” within the framework approved in this proposal.
- (ii) The Company shall entrust the money within the limit approved in this proposal.
- (iii) The Trust shall acquire the Company's shares through the stock exchange market or by underwriting the disposition of the Company's treasury stock, using as the funds the cash entrusted in the manner set forth in (ii).
- (iv) Directors, etc. shall be required to enter into a Transfer Restriction Agreement with the Company, stipulating certain terms and conditions, including a provision that shares of the Company to which they have received delivery during their term in office may be restricted from being disposed of through transfer or other means until a predetermined time specified by the Company after the retirement of the Directors, etc. and that such shares may be acquired by the Company without contribution.
- (v) The Company shall grant points to the Directors, etc. in accordance with the “Regulations for Delivery of Shares to Officers.”
- (vi) In accordance with the instructions from the trust administrator independent of the Company, the Trust shall not exercise the voting rights pertaining to the Company's shares in the Trust account.
- (vii) The Trust shall, at a certain time each year, provide the Company's shares to those Directors, etc. who meet the requirements for beneficiary stipulated in the “Regulations for Delivery of Shares to Officers” (hereinafter referred to as the “Beneficiaries”), in proportion to the points granted to the said Beneficiaries. However, if the Directors, etc. meet the requirements stipulated in the Regulations for Delivery of Shares to Officers, they may receive, in respect of a certain portion of the points, an amount of cash equivalent to the market price of the Company's shares at a prescribed time determined by the Company after retirement.

**(Reference)**

**Policy for Determining the Content of Individual Remuneration, etc. for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members; the same applies hereinafter)**

\*This content is the content approved by the Board of Directors subject to the approval of Proposal No. 5.

(1) Basic policy

Remuneration for Directors (excluding Non-Executive Directors and Outside Directors) consists of fixed remuneration based on their roles and responsibilities, and performance-based remuneration which fluctuates based on the Company's performance. Both serve as a sound incentive for medium- to long-term performance and improvement of corporate value. The performance-based remuneration is composed of cash and stock compensation. Remuneration for Non-Executive Directors and Outside Directors consists of fixed remuneration and non-performance-based stock compensation in consideration of their responsibilities.

(2) Policy on determining individual amounts of basic remuneration (monetary remuneration), including policy on determining the timing and conditions of providing remuneration

The basic remuneration of Directors is fixed based on their roles and responsibilities, and it is provided on a monthly basis during their tenure.

(3) Policy on the content, amount or calculation method of performance-based remuneration and non-monetary remuneration, including policy on determining the timing and conditions of providing remuneration

Performance-based remuneration for Directors consists of cash and stock compensation, while non-performance-based remuneration consists solely of stock compensation.

Stock compensation consists of a Stock Compensation Plan (Board Benefit Trust-Restricted Stock [BBT-RS]), under which the Company's shares are acquired through a trust using funds contributed by the Company, and the Company's shares and the cash equivalent to the market value of the Company's shares are paid out through the trust.

Performance-based remuneration is based on company-wide and individual performance. It is determined by multiplying the base amount determined for each position by a payment rate that varies between 0% and 150% depending on the evaluation of company-wide and individual performance. Non-performance-based remuneration is determined based on roles.

Consolidated ordinary profit, etc., is used as an indicator for company-wide performance, and the payment rate according to the indicator is determined based on factors such as comparisons with the plan and previous year. The relevant indicators are reviewed periodically based on the consultation and report of the Nomination & Remuneration Committee, which is mainly comprised of Independent Outside Directors, taking into account management targets, expectations and demands of stakeholders, the economic situation, the social environment, and other factors in a comprehensive manner.

The timing of delivery of cash remuneration as part of performance-based remuneration is the month immediately following the period from July each year to June the following year.

The timing of delivery of the Company's shares as stock compensation is, in principle, a certain time each year, and the timing of delivery of cash is, in principle, upon the retirement of the Director.

In the event that Directors receive the Company's shares during their term in office, a transfer restriction agreement will be concluded prior to delivering the Company's shares, restricting the transfer or other disposition of the Company's shares until a specified time determined by the Company upon retirement.

The Board of Directors may resolve to strip all or partial rights to receive stock compensation in the event of a serious infringement of the Company's relevant rules or regulations, or in the event of a certain level of misconduct during their term of office.



- (4) Policy on determining the ratio of monetary remuneration, performance-based remuneration, and non-monetary remuneration to the amount of individual remuneration, etc. for Directors

The ratio of fixed remuneration and performance-based remuneration is 7:3 to 6:4 depending on the expected role, and the ratio of cash remuneration and stock compensation within performance-based remuneration is between 1:1 to 2:1. The determination of the ratio is reviewed periodically based on the consultation and report of the Nomination & Remuneration Committee, which is mainly comprised of Independent Outside Directors, taking into account expectations and demands of stakeholders, the economic situation, the social environment, and other factors in a comprehensive manner.

- (5) Matters concerning the determination of the content of individual remuneration, etc. for Directors

The decision on individual remuneration, etc. is delegated to the President and Director based on a resolution of the Board of Directors, within the scope of the total amount of remuneration approved at the General Meeting of Shareholders. To ensure that such authority is properly exercised by the President and Director, the President and Director shall make decisions in accordance with a remuneration plan that has been developed in advance based on the consultation and report of the Nomination & Remuneration Committee.

## **Proposal No. 6 Introduction of the Stock Compensation Plan for Directors who are Audit and Supervisory Committee Members**

### **1. Reasons for the Proposal and Its Appropriateness**

This proposal requests approval for the introduction of a Stock Compensation Plan (Board Benefit Trust-Restricted Stock [BBT-RS]; hereinafter referred to as the “Plan”) to Directors who are Audit and Supervisory Committee Members of the Company (including Outside Directors; hereinafter referred to as “Audit and Supervisory Committee Members”).

The purpose of this proposal is to clarify the linkage between the remuneration of Audit and Supervisory Committee Members and Company stock value, thereby enhancing awareness of contributing to the medium- to long-term improvement of the Company’s corporate value through auditing or supervisory activities for which the contents of this proposal are considered appropriate. The Audit and Supervisory Committee has given its consent to this proposal based on the deliberations of the Nomination & Remuneration Committee, which is mainly comprised of Independent Outside Directors.

With this proposal, the Company requests approval for the amount and specific details of remuneration, etc. for the payment of remuneration based on the Plan to Audit and Supervisory Committee Members, as a separate allowance to the total amount of remuneration for Audit and Supervisory Committee Members approved at the 62nd Annual General Meeting of Shareholders held on June 24, 2022. The Company would like the Audit and Supervisory Committee Members to deliberate on the details of the Plan within the scope in 2 below.

If Proposal No. 3 is approved and adopted as originally proposed, the number of Audit and Supervisory Committee Members eligible for the Plan will be four.

Moreover, the Plan shall be administered in conjunction with the stock compensation plan for Directors, etc. who are not Audit and Supervisory Committee Members introduced in 2017.

### **2. The Amount of Remuneration, etc. under the Plan and Specific Details**

#### **(1) Outline of the Plan**

The Plan is a stock compensation plan under which the Company’s shares are acquired through a trust using funds contributed by the Company (hereinafter the trust that is established based on the Plan is referred to as the “Trust”), and the Audit and Supervisory Committee Members are provided with the Company’s shares and the cash equivalent to the market value of the Company’s shares (hereinafter referred to as the “Company’s Shares, etc.”) through the Trust in accordance with the Regulations for Delivery of Shares to Officers stipulated by the Company.

The timing of delivery of the Company’s shares to the Audit and Supervisory Committee Members shall, in principle, be at a certain time each year, and the timing of delivery of cash equivalent to the market value of the Company’s shares to the Audit and Supervisory Committee Members shall, in principle, be at a specified time determined by the Company upon their retirement. In the event that Audit and Supervisory Committee Members receive the Company’s shares during their term in office, they shall, prior to receiving the Company’s shares, enter into a transfer restriction agreement with the Company, as described in 3 below. Under this provision, the Company shall restrict the transfer or other disposition of the Company’s shares received by Audit and Supervisory Committee Members during their term in office until a specified time determined by the Company upon retirement of the said Audit and Supervisory Committee Members.

#### **(2) Persons Eligible to Benefit from the Plan**

Directors who are Audit and Supervisory Committee Members

#### **(3) Trust Period**

From September 2017 until the Trust is terminated. No date of termination of the Trust has been set, and the Trust will remain in place as long as the Plan is maintained. The Plan shall be terminated for reasons including delisting of the Company’s shares or abolition of the Regulations for Delivery of Shares to Officers.

(4) Amount of the Trust (Amount of the Remuneration, etc.)

The Company has established the Trust as a stock compensation plan for Directors, etc. who are not Audit and Supervisory Committee Members, thus the Plan for Audit and Supervisory Committee Members shall make use of the Trust.

Subject to the approval of this proposal, the Company shall introduce the Plan for three fiscal years from the year ending March 31, 2024 until the year ending March 31, 2026 (hereinafter, such three-fiscal-year period is referred to as the “BBT-RS Initial Target Period,” and the BBT-RS Initial Target Period and each of three-fiscal-year periods following the BBT-RS Initial Target Period are referred to respectively as the “Target Period”) as well as each subsequent Target Period. For the purpose of delivering the Company’s Shares, etc. to the Audit and Supervisory Committee Members, cash will be contributed to the Trust during the initial Target Period and each subsequent Target Period as a source of funds for the acquisition of the Company’s shares by the Trust.

The total amount of cash that the Company may additionally contribute to the Trust for the BBT-RS Initial Target Period shall be up to ¥30 million.

Furthermore, after the expiration of the BBT-RS Initial Target Period, the Company shall make additional contributions of up to ¥30 million in every Target Period in principle until the termination of the Plan. However, if, at the time of such additional contributions, there remain the Company’s shares (excluding the Company’s shares corresponding to the points granted to the Audit and Supervisory Committee Members in each Target Period immediately preceding Target Period that have not yet been delivered to the Audit and Supervisory Committee Members) and cash in the trust assets (hereinafter referred to as the “Remaining Shares, etc.”), the sum of such additional contribution and the amount of the Remaining Shares, etc. (for the Company’s shares, in the book value as of the last day of the immediately preceding Target Period) shall not be more than ¥30 million. Such maximum amount of trust contribution (the amount of remuneration, etc.) shall be determined based on (6) below, comprehensively taking into consideration the projected number of points to be granted to Audit and Supervisory Committee Members in the future, trends in the Company’s stock value, and other factors, and the Company considers the amount appropriate.

When the Company determines additional contributions, it will make an appropriate disclosure in a timely manner.

(5) Method of Acquisition of the Company’s Shares

The Trust shall acquire the Company’s shares by using the funds contributed in accordance with (4) above, in the stock exchange or by underwriting the disposition of the Company’s treasury stock. The details of the acquisition of the Company’s shares by the Trust shall be disclosed in a timely and appropriate manner.

(6) Maximum number of the Company’s Shares, etc. to be delivered to the Audit and Supervisory Committee Members

For each fiscal year, Audit and Supervisory Committee Members shall be granted points as determined in accordance with their position pursuant to the Regulations for Delivery of Shares to Officers. The total number of points per fiscal year to be granted to Audit and Supervisory Committee Members shall be up to a maximum of 10,000 points. This has been determined following comprehensive consideration of the current level of officers’ remuneration, the trend and expectation of the number of the Audit and Supervisory Committee Members, and the Company considers it to be appropriate.

Each point granted to the Audit and Supervisory Committee Members shall be converted into one share of the Company’s common share upon delivery of the Company’s Shares, etc. as explained in (7) below (provided, however, that, if, in regard to the Company’s shares, a share split, allotment of shares without contribution, or consolidation of shares, etc. takes place after the approval of this proposal, the upper limit of number of points and accumulated number of points granted or conversion rate shall be adjusted in a reasonable manner in proportion to the relevant ratio, etc. to the share split, allotment of share without contribution, or consolidation of shares, etc.).

The number of points of the Audit and Supervisory Committee Members that becomes the basis for the delivery of the Company's Shares, etc. pursuant to (7) below shall, in principle, be the number of points granted to the Audit and Supervisory Committee Members, by the time of the determination of the beneficial rights pursuant to (7) below (hereinafter referred to as the "Defined Number of Points").

(7) Delivery of the Company's Shares, etc.

Audit and Supervisory Committee Members who meet the requirements for the beneficiary as stipulated in the Regulations for Delivery of Shares to Officers shall, in principle, receive from the Trust the number of the Company's shares corresponding to the "Defined Number of Points," which is to be determined in accordance with (6) above at a certain time each year by executing the stipulated procedures to determine the beneficiary status. However, if the requirements stipulated in the Regulations for Delivery of Shares to Officers are fulfilled, such Audit and Supervisory Committee Members may receive, in respect of a certain portion of the points, an amount of cash equivalent to the market price of the Company's shares in lieu of the delivery of the Company's shares, in principle, at a prescribed time determined by the Company after retirement. The Trust may sell the Company's shares in order to make the cash delivery. Furthermore, in the event that Audit and Supervisory Committee Members receive the Company's shares during their term in office, they shall, prior to receiving the Company's shares, enter into a transfer restriction agreement with the Company, as described in 3 below. Under this provision, the Company shall restrict the transfer or other disposition of the Company's shares received by Audit and Supervisory Committee Members during their term in office until a specified time determined by the Company after retirement of the said Audit and Supervisory Committee Members.

Moreover, even for an Audit and Supervisory Committee Member who has been granted points, if he/she commits a serious infringement of the Company's rules or regulations, etc., or a certain level of misconduct during his/her term of office, the Company's Board of Directors will be empowered to resolve to strip the Member of all or partial rights to receive the delivery.

(8) Exercise of Voting Rights

Voting rights pertaining to the Company's shares held in the Trust account shall not be uniformly exercised in accordance with the instructions of the Trust Administrator. By doing so, it is intended to ensure the neutrality towards the management of the Company with regard to the exercise of voting rights pertaining to the Company's shares held in the Trust account.

(9) Treatment of Dividends

Dividends on the Company's shares in the Trust account will be received by the Trust and used for the acquisition of the Company's shares and fees payable to the trustee of the Trust and so on. If the Trust is terminated, the dividends remaining in the Trust will be distributed to Audit and Supervisory Committee Members then in office in proportion to the number of points held by each.

(10) Treatment upon the Termination of the Trust

The Trust will be terminated if a certain event occurs such as delisting of the Company's shares or abolition of the Regulations for Delivery of Shares to Officers.

Of the residual assets of the Trust at the time of the termination of the Trust, all the Company's shares will be acquired by the Company without any compensation and cancelled by a Board of Directors' resolution. Of the residual assets of the Trust at the time of the termination of the Trust, the balance of the cash, excluding the portion to be distributed to Audit and Supervisory Committee Members, in accordance with (9) above, will be delivered to the Company.

3. Outline of the Transfer Restriction Agreement Pertaining to the Company's Shares to be Granted to Audit and Supervisory Committee Members

In the event that Audit and Supervisory Committee Members receive delivery of the Company's shares during their term in office, they shall, prior to receiving delivery of the Company's shares, be required to execute a transfer restriction agreement (hereinafter referred to as "this Transfer Restriction Agreement") with the Company that includes, in outline, the following details (Audit and Supervisory Committee Members shall receive delivery of the Company's shares subject to execution of this

Transfer Restriction Agreement); provided, however, that in cases where an Audit and Supervisory Committee Member has already retired at the time of delivery of shares, shares of the Company may be delivered without executing this Transfer Restriction Agreement.

(i) Details of transfer restrictions

Audit and Supervisory Committee Members may not transfer, grant a security interest in, or otherwise dispose of the Company’s shares granted during the period from the date of receipt of the shares until the specified date determined by the Company after retirement from all positions as director or officer of the Company.

(ii) Acquisition by the Company without contribution

In the event of certain acts of misconduct, etc., or if the conditions for the termination of transfer restrictions stipulated in (iii) below are not met, the Company shall acquire the relevant shares without contribution.

(iii) Termination of transfer restrictions

In the event that an Audit and Supervisory Committee Member resigns all his/her positions as director or officer of the Company for justifiable reasons, or upon his/her death, the transfer restrictions shall be lifted on a specified date determined by the Company after the said resignation.

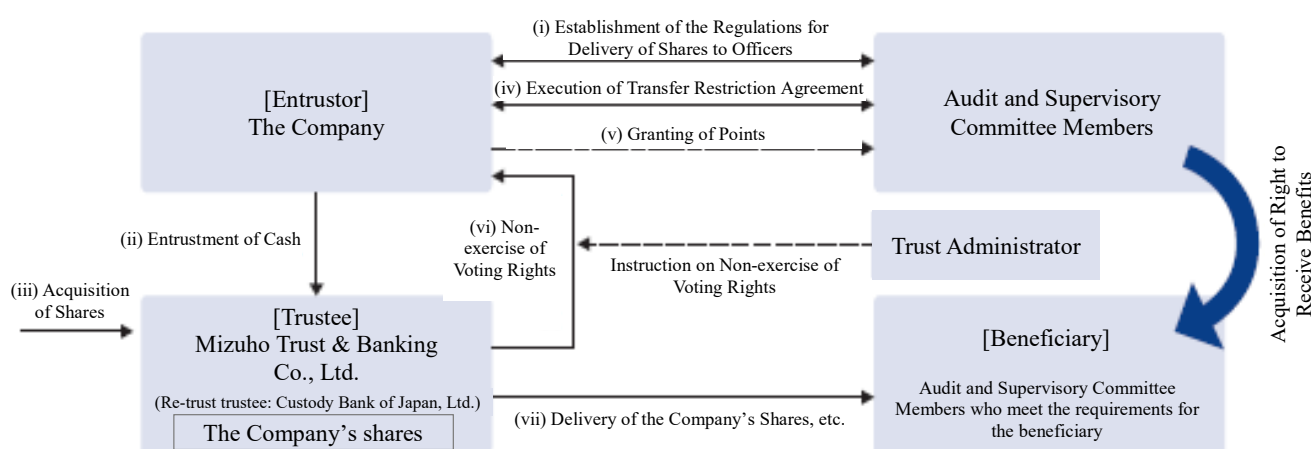
(iv) Handling of organizational restructuring, etc.

In the event that a merger where the Company becomes a disappearing company or other organizational restructuring is approved at a General Meeting of Shareholders, etc. of the Company during the transfer restriction period, the transfer restrictions shall be lifted by a resolution of the Board of Directors of the Company immediately prior to the business day preceding the effective date of the said organizational restructuring, etc.

The Company’s shares subject to the transfer restrictions under this Transfer Restriction Agreement shall be managed under an exclusive account opened by the subject Audit and Supervisory Committee Members with a securities company designated by the Company to prevent the transfer, grant of security interests in, or other dispositions of the shares during the transfer restriction period.

Moreover, notwithstanding the foregoing, the method of declaration of intent and notification in this Transfer Restriction Agreement, the method of revision of this Transfer Restriction Agreement, and other matters to be determined by the Board of Directors shall be included in this Transfer Restriction Agreement.

<Reference: Structure of the Plan>



- (i) The Company shall stipulate the “Regulations for Delivery of Shares to Officers” within the framework approved in this proposal.

- (ii) The Company shall entrust the cash within the limit approved in this proposal.
- (iii) The Trust shall acquire the Company's shares through the stock exchange market or by underwriting the disposition of the Company's treasury stock, using as the funds the cash entrusted in the manner set forth in (ii).
- (iv) Audit and Supervisory Committee Members shall be required to enter into a Transfer Restriction Agreement with the Company, stipulating certain terms and conditions, including a provision that shares of the Company to which they have received delivery during their term in office may be restricted from being disposed of through transfer or other means until a predetermined time specified by the Company after the retirement of the Audit and Supervisory Committee Members and that such shares may be acquired by the Company without contribution.
- (v) The Company shall grant points to the Audit and Supervisory Committee Members in accordance with the "Regulations for Delivery of Shares to Officers."
- (vi) In accordance with the instructions from the trust administrator independent of the Company, the Trust shall not exercise the voting rights pertaining to the Company's shares in the Trust account.
- (vii) The Trust shall, at a certain time each year, provide the Company's shares to those Audit and Supervisory Committee Members who meet the requirements for beneficiary stipulated in the "Regulations for Delivery of Shares to Officers" (hereinafter referred to as the "Beneficiaries"), in proportion to the points granted to the said Beneficiaries. However, if the Audit and Supervisory Committee Members meet the requirements stipulated in the Regulations for Delivery of Shares to Officers, they may receive, in respect of a certain portion of the points, an amount of cash equivalent to the market price of the Company's shares at a prescribed time determined by the Company after retirement.