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(Securities Code: 8439)

June 4, 2024

(Electronic provisional measures commence on May 24, 2024)

**To Shareholders with Voting Rights:**

Koichi Baba  
President & CEO,  
Representative Director  
Tokyo Century Corporation  
3 Kanda-neribeicho, Chiyoda-ku,  
Tokyo, Japan

**NOTICE OF THE 55TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

You are hereby informed that the 55th Annual General Meeting of Shareholders (the “Meeting”) of Tokyo Century Corporation (the “Company”) will be held for the purposes as described below.

When convening this general meeting of shareholders, the Company has taken measures for providing information in electronic format (the “electronic provision measures”) and has posted matters subject to the electronic provision measures on the following Company’s website.

The Company website  
<https://www.tokyocentury.co.jp/en/ir/stock/meeting.html>



In addition to the website shown above, the Company also has posted this information on the following website.

The TSE website (Listed Company Search)  
<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>



Please access the above website, enter “Tokyo Century Corporation” in the issue name (company name) or our stock exchange code “8439” in the “Code” field, and click “Search” to find search results. Then, click on “Basic information” and “Documents for public inspection/PR information.” in this order to find “[Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting]” in the “Filed information available for public inspection” section.

**Instead of attending the Meeting, you can exercise your voting rights in writing (by mail) or via the Internet. Please review the Guide to Exercising Voting Rights on pages 3 and 4 and exercise your voting rights by 5:15 p.m. on Friday, June 21, 2024. In addition, the Company will broadcast the Meeting live via the Internet so that you can watch the proceedings of the Meeting live. For details, please refer to the Information on the Livestreaming of the General Meeting of Shareholders on page 5.**

- 1. Date and Time:** Monday, June 24, 2024 at 10:00 a.m. Japan time  
(Reception starts at 9:00 a.m.)
- 2. Place:** AKIBA HALL, FUJISOFT Bldg. 5F  
3 Kanda-neribeicho, Chiyoda-ku, Tokyo, Japan  
\* Please refer to the “Map and Directions” attached at the end.
- 3. Meeting Agenda:**
- Matters to be reported:**
1. Business Report, Consolidated Financial Statements for the 55th Fiscal Year (from April 1, 2023 to March 31, 2024) and results of audits by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements
  2. Non-consolidated Financial Statements for the 55th Fiscal Year (from April 1, 2023 to March 31, 2024)
- Matters to be resolved:**
- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Partial Amendment to the Articles of Incorporation
- Proposal No. 3:** Election of Thirteen (13) Directors
- Proposal No. 4:** Election of One (1) Corporate Auditor
- Proposal No. 5:** Election of One (1) Substitute Corporate Auditor
- Proposal No. 6:** Introduction of Performance-Linked Stock Compensation Plan for Directors
- 4. Arrangements in convening the Meeting:**
- (1) You can exercise your voting rights by proxy upon submission of a letter of proxy which certifies the permission of the proxy who shall be a shareholder qualified to exercise voting rights.
  - (2) If neither approval nor disapproval of a proposal is indicated, it shall be deemed a vote of approval for Company proposals.
  - (3) If you wish to split your voting on any of the proposals, please notify the Company of your intention to split a vote and its reasons at least three days prior to the date of the Meeting.

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- ◎In accordance with laws and regulations as well as the Articles of Incorporation of the Company, the following matters are not presented in the documents mailed to shareholders who made a request for delivery of documents. Accordingly, the documents mailed to shareholders constitute only part of the documents audited by the independent auditor and the Corporate Auditors in the preparation of the Audit Report. For the following information, please see the websites on page 1.
- “Matters concerning stock acquisition rights, etc. of the Company,” “Matters concerning the accounting auditor,” “System for ensuring appropriateness of operations,” in the Business Report
  - Consolidated Statements of Changes in Equity and Notes to Consolidated Financial Statements
  - Non-consolidated Statements of Changes in Equity and Notes to Non-consolidated Financial Statements
- ◎If any amendments are made to matters subject to the electronic provision measures, such amendments will be posted on the respective websites where the matters are posted.

## Guide to Exercising Voting Rights

We recognize that the shareholders' voting rights to be exercised in the Meeting is an important right for our shareholders.

Please review the matters subject to electronic provision measures of the Reference Documents for the Meeting, and we respectfully request that you exercise your voting rights.

The following three methods are available for exercising your voting rights.

### Attending the Meeting in person

Please submit the enclosed Voting Rights Exercise Form at the reception desk of the venue.

Date and time of the meeting: Monday, June 24, 2024 **at 10:00 a.m.**

(Reception starts at 9:00 a.m.)

### Exercising voting rights in writing (by mail)

Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it by mail without putting a stamp on it.

Deadline for exercising voting rights: **5:15 p.m.**, Friday, June 21, 2024 (**time of receipt**)

### Exercising voting rights via the Internet

Please enter your vote for or against the proposals following the guide on the next page.

Deadline for exercising voting rights: **5:15 p.m.**, Friday, June 21, 2024 (**completion of input**)

## Guide to filling out the Voting Rights Exercise Form

Please circle the response corresponding to your vote for each proposal.

Proposals 1, 2, 4, 5 and 6

- Circle “贊” to vote for the proposal
- Circle “否” to vote against the proposal

Proposal 3

- Circle “贊” to vote for the proposal
- Circle “否” to vote against the proposal
- If you disapprove part of candidates, circle “贊” and write the number(s) of the candidate(s) whom you are against
- If you exercise your voting rights both through writing (by mail) and through the Internet, etc., the vote through the Internet, etc. shall be valid. If you exercise your voting rights through the Internet, etc. more than once, the last vote shall be deemed to be effective.
- The password will be locked and disabled when inputted incorrectly a certain number of times. When the password is locked, please follow the instructions on the screen.

## Guide to exercising voting rights via the Internet

### <Exercise of voting rights by scanning QR code: “Smart Exercise”>

You can login to the voting website without entering your voting rights exercise code and password on the Voting Rights Exercise Form.

#### 1. Please scan the QR code on the Voting Rights Exercise Form

\* QR Code” is a registered trademark of Denso Wave Incorporated.

#### 2. Thereafter please follow the instructions on the screen and enter your votes

**Exercising voting rights by the “Smart Exercise” is available only once.**

If you need to change your votes after exercising your voting rights, please access the voting website designed for PC users and login by entering your “voting rights exercise code” and “password” printed in the right side (back side) of the enclosed “Voting Rights Exercise Form.” Then, please exercise your voting rights again.

\* If you rescan the QR code, you can access the voting website designed for PC users.

### <Exercise of voting rights by entering voting rights exercise code and password>

Voting website: <https://soukai.mizuho-tb.co.jp/>

#### 1. Please access the voting website

#### 2. Please enter the “voting rights exercise code” on the Voting Rights Exercise Form and click “Continue”

Enter the “voting rights exercise code” and click “Continue.”

#### 3. Register new “password”

Enter new “password” and click “Register.”

#### 4. Thereafter please follow the instructions on the screen and enter your votes

**If you have any questions concerning how to use your PC when exercising your voting rights via the Internet, please contact the following number.**

<b>Contact information:</b>
Stock Transfer Agency Department, Mizuho Trust & Banking Co., Ltd.
0120-768-524
Service hours: 9:00 – 21:00 (except for New Year holidays)

Institutional Investors can use the electronic voting platform for institutional investors run by ICJ, Inc.

## Information on the Livestreaming of the General Meeting of Shareholders

The Company will livestream the Meeting via the Internet so that you can watch the proceedings.

1. Livestream date and time  
Monday, June 24, 2024 from 10:00 a.m.
2. How to view the livestream (method for logging in to the livestream system)
  - (1) When viewing on a smartphone or tablet  
Use either a camera app or barcode reader app to scan the QR code\* shown in the enclosed “Notice of Livestreaming of the 55th Annual General Meeting of Shareholders of Tokyo Century Corporation” to open and view the web browser.
  - (2) When viewing on a computer or when you cannot log in with a QR code\*  
Access the URL shown in the enclosed “Notice of Livestreaming of the 55th Annual General Meeting of Shareholders of Tokyo Century Corporation,” enter your ID and password, and click on the Log-in button to view the web browser.  
\* “QR code” is a registered trademark of DENSO WAVE INCORPORATED.
3. Important notes regarding viewing
  - (1) Shareholders who view the livestream can watch the proceedings of the General Meeting of Shareholders but cannot exercise voting rights, ask questions, or propose a motion. Please exercise your voting rights in advance by 5:15 p.m. on Friday, June 21, 2024.
  - (2) In consideration of the privacy of shareholders attending the Meeting, the video will be shot from the back of the venue showing only the area near the seats of Directors. However, please note that shareholders attending the Meeting may also appear in the video due to the circumstances of the venue.
  - (3) Please note that malfunctions may occur during the livestream, such as visual or audio distortions or the inability to view the livestream, depending on your computer, smartphone, tablet, and other communication environments.
  - (4) Communication charges and other costs for viewing the livestream shall be borne by the shareholder.
  - (5) Videoing the livestream, recording images or audio, saving or posting the livestream on SNS, etc. and other similar acts are strictly prohibited.
  - (6) In the unlikely event that we are unable to provide a livestream, please visit our website: (<https://www.tokyocentury.co.jp>).
4. Contact information  
If you have any questions, please contact **the Stock Transfer Agency Department, Mizuho Trust & Banking Co., Ltd.**  
Toll-free number: **0120-288-324**  
(Weekdays 9:00–17:00)

# Reference Documents for the General Meeting of Shareholders

## Proposal No. 1: Appropriation of Surplus

The Company, under its basic policy, aims to return profits to its shareholders on a long-term and stable basis while enhancing internal reserves. Under the ongoing Medium-Term Management Plan 2027, we maintain stable returns to shareholders, while balancing with growth investment and financial base, and our policy on dividends is to distribute progressive amounts in an aim to increase dividends with profit growth, targeting a consolidated payout ratio of approximately 35%.

For the period-end dividend, we propose to pay the following dividends considering the results for the fiscal year under review, future business operations and other factors.

### 1. Matters pertaining to the period-end dividend

#### (1) Dividend assets classification

The dividend will be paid in cash

#### (2) Matters pertaining to the allocation of dividend assets and total amount thereof

¥27 per share of the Company's common stock

Total amount            ¥13,220,661,780

The Company conducted a 4-for-1 stock split of its common shares effective January 1, 2024. An interim dividend of ¥100, which was paid with September 30, 2023 as the record date, is equivalent to ¥25, after being converted into the post-split amount. Accordingly, with the period-end dividend added, annual dividend for the fiscal year under review shall be ¥52 per share.

#### (3) Effective date for payment of dividend of surplus

June 25, 2024

## **Proposal No. 2: Partial Amendment to the Articles of Incorporation**

### 1. Reason for the proposal

Tokyo Century Group has evolved its business portfolio based on the management philosophy that “Tokyo Century Group will work alongside customers in pursuit of their growth as a highly specialized and unique financial services company and will contribute to the creation of an environmentally sound, sustainable economy and society” and evolved from a traditional lease-centered company into a “financial services company.”

In the five-year “Medium-Term Management Plan 2027,” which started from the business year ended March 31, 2024, the Company has created a theme in which the Company endeavors to “transform itself and bring about change,” based on the recognition of issues. The Company has set a TC Transformation (TCX) as its basic policy and plans to realize sustainable growth through implementing reforms in four elements: “portfolio (PX);” “human resources and organization (HRX);” “green (GX);” and “digital (DX).” The Company has selected these four elements as areas that must be addressed from now to maintain growth and competitiveness over the next 10 years, and will address these areas with a considerable sense of urgency.

In addition to promoting these TCX elements, the Company will aim to improve its corporate value by promoting both axes of “strengthening earning power” and “promoting environmental, social, and governance (ESG) initiatives” as part of its sustainable management promotion cycle. The Company has set the following four points necessary in order to fully commit to profit growth and increase in ROA as a means for “strengthening earning power” and promote transformation toward a highly profitable and stable portfolio: “increase the value of existing businesses,” “asset turnover of business investments,” “replace/exit unprofitable assets,” and “create new business domains.”

Further, “promotion of ESG initiatives” is also one of the important measures, and the Company will strive to contribute to carbon neutrality and the creation of a sustainable economy and society, expand human capital investment and contribute to social infrastructure development for the resolution of social issues, and strengthen the effectiveness of governance. The Company aims to establish a virtuous cycle of creating social and environmental value through the promotion of ESG initiatives and increasing its corporate value by enhancing future earning power.

Against this backdrop, the Company believes that “Bond-Type Class Shares” with the following features would be a useful option to secure a wide range of financing options for the Company to execute optimal and flexible financial strategies and capital policies, while maintaining financial soundness and liquidity in order to make investments and implement various measures which support business growth.

- The Bond-Type Class Shares will not cause any dilution of voting rights because the holders of the Bond-Type Class Shares do not have the rights to vote at general shareholders meetings or to convert the Bond-Type Class Shares into common shares. (The Bond-Type Class Shares are by their nature ill-suited as a takeover protection measure owing to the lack of the voting rights at general shareholders meetings and the lack of the rights to convert them into common shares, and are not anticipated to be used in that manner.)
- As “non-participating” class shares, no dividend is paid beyond the preferred dividend to be determined at the time of issuance, and only holders of common shares of the Company have the right to participate in dividends other than such preferred dividend.
- The Amendment to Articles of Incorporation does not change the number of shares authorized to be issued (the total number of shares of common shares and Bond-Type Class Shares authorized to be issued).
- Although the Company’s equity capital will increase when the Bond-Type Class Shares are issued, the impact on the ROE, EPS, and the like pertaining to the common shares will be limited.
- Because the Bond-Type Class Shares are non-participating shares and the capital cost is equivalent to the annual dividend ratio to be determined at the time of issuance, the capital cost is expected to be lower than that of a public offering of common shares. (\*Note)

\*Note If the issuance is realized within the assumed range of an annual dividend ratio of 2 to 4% as stated in the shelf registration statement for the Series 1 Bond-Type Class Shares submitted on May 14, 2024. The purpose of this proposal is to request the approval for the amendment to the Articles of Incorporation to newly establish the provisions regarding the Company’s Bond-Type Class Shares and to make the necessary adjustments in connection therewith in order to enable the issuance of such Bond-Type Class Shares. Currently, the issuance of the Bond-Type Class Shares has not been determined.

In addition, in order to flexibly respond to gradually increasing demand for funds in the future, the Company also requests approval for the amendment to the Articles of Incorporation to enable the Company to successively issue up to five series of the Bond-Type Class Shares. The specific timing of issuance and conditions of the Series 2 Bond-Type Class Shares and subsequent series of Bond-Type Class Shares, if any, will be determined based on comprehensive consideration of future capital needs and market trends, but at this time, the product nature and offering size of the future series are anticipated to be substantially the same as those of the Series 1 Bond-Type Class Shares.

## 2. Details of amendment

The details of the amendment are as follows.

The Amendment to Articles of Incorporation shall become effective at the conclusion of this General Shareholders Meeting.

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendment
Article 1 through Article 4 (Omitted)	Article 1 through Article 4 (No change)
Article 5 (Number of shares authorized to be issued) The number of Company shares authorized to be issued shall be 1,600,000,000 shares.	Article 5 (Number of shares authorized to be issued) The number of Company shares authorized to be issued shall be 1,600,000,000 shares, <u>and the number of shares in each class authorized to be issued shall be as follows:</u> <u>Common shares:</u> <u>1,600,000,000 shares</u> <u>Series 1 Bond-Type Class Shares:</u> <u>20,000,000 shares</u> <u>Series 2 Bond-Type Class Shares:</u> <u>20,000,000 shares</u> <u>Series 3 Bond-Type Class Shares:</u> <u>20,000,000 shares</u> <u>Series 4 Bond-Type Class Shares:</u> <u>20,000,000 shares</u> <u>Series 5 Bond-Type Class Shares:</u> <u>20,000,000 shares</u>
Article 6 (Omitted)	Article 6 (No Change)
Article 7 (Share unit) The number of the Company’s shares per share unit shall be 100 shares.	Article 7 (Share unit) The number of the Company’s shares per share unit shall be 100 shares <u>for each of the common shares and the Series 1 Bond-Type Class Shares through Series 5 Bond-Type Class Shares (collectively, the “Bond-Type Class Shares”; shares of any one class of the Series 1 Bond-Type Class Shares through Series 5 Bond-Type Class Shares, the “Shares of Each Series of Bond-Type Class”).</u>
Article 8 and Article 9 (Omitted)	Article 8 and Article 9 (No Change)



Current Articles of Incorporation	Proposed Amendment
(Newly established)	<p><u>Article 10 (Absence of seller put options when the Company acquires the Bond-Type Class Shares)</u></p> <p><u>If the Company decides to acquire all or part of the Bond-Type Class Shares held by any holder of Bond-Type Class Shares (the “Bond-Type Class Shareholder”) under an agreement with such Bond-Type Class Shareholder pursuant to a resolution of the general shareholders meeting, and further decides to notify such Bond-Type Class Shareholder of matters prescribed in any item of Article 157(1) of the Companies Act, the provisions of Article 160(2) and (3) of such act shall not apply.</u></p>
Article 10 and Article 11 (Omitted)	Article 11 and Article 12 (No change)
(Newly established)	<p style="text-align: center;"><u>Chapter 3,</u> <u>Bond-Type Class Shares</u></p> <p><u>Article 13 (Preferred dividend to Bond-Type Class Shares)</u></p> <p><u>1. When the Company makes a dividend of surplus with March 31 as the record date pursuant to Article 57, the Company shall pay a dividend in money in the following amount per Share of Each Series of Bond-Type Class (the “Preferred Dividend to Bond-Type Class Shares”) to the Bond-Type Class Shareholders or registered pledgees of Bond-Type Class Shares (collectively with Bond-Type Class Shareholders, “Bond-Type Class Shareholders, Etc.”) recorded or registered in the last shareholder registry as of the record date of that dividend, in preference to the holders of common shares (the “Common Shareholders”) and registered pledgees of common shares (collectively with Common Shareholders, “Common Shareholders, Etc.”); provided that if Interim Preferred Dividend to Bond-Type Class Shares provided under the following Article has been paid during the business year in which the record date of that dividend falls, the total amount of those Interim Preferred Dividend to Bond-Type Class Shares shall be deducted from the Preferred Dividend to Bond-Type Class Shares:</u></p> <p><u>The product of the equivalent of the Issue Price (defined below) per Bond-Type Class Share multiplied by the annual dividend ratio determined by resolution of the board of directors before the issuance of those Bond-Type Class Shares (not exceeding 10 percent; the “Annual Dividend Ratio”) (if any fractional remainder arises, the fractional remainder shall be as determined by resolution of the board of directors before the issuance of those Bond-Type Class Shares)</u></p> <p><u>“Issue Price” means the amount per share to be paid to the Company in connection with the offering of those Bond-Type Class Shares (or, if the Bond-Type Class Shares are offered through purchase and sale by underwriters, the amount per share to be paid by the investors as consideration for the Bond-Type Class Shares), as determined prior to the issuance of those Bond-Type Class Shares.</u></p>

Current Articles of Incorporation	Proposed Amendment
	<p data-bbox="799 219 1428 857">2. <u>If the amount of dividends of surplus paid in money to each Bond-Type Class Shareholders, Etc. per Share of Each Series of Bond-Type Class in a given business year in which the record date falls is less than the amount of the Preferred Dividend to Bond-Type Class Shares payable to those Bond-Type Class Shares for that business year (that business year, a “Shortfall Year”), that shortfall amount shall be accumulated in subsequent business years by a simple interest calculation calculated based on the Annual Dividend Ratio by the method determined by resolution of the board of directors before the issuance of those Bond-Type Class Shares (such accumulated shortfall shall be hereinafter defined as the “Accumulated Dividends Payable to Bond-Type Class Shares”). The Company shall pay dividends of surplus in money to the Bond-Type Class Shareholders, Etc. until such payment reaches the amount of Accumulated Dividends Payable to Bond-Type Class Shares per Bond-Type Class Share, in preference to any dividends of surplus provided under the preceding paragraph or the following Article.</u></p> <p data-bbox="799 857 1428 987">3. <u>No dividends of surplus shall be paid to Bond-Type Class Shareholders, Etc. in excess of the total of the Preferred Dividend to Bond-Type Class Shares and the Accumulated Dividends Payable to Bond-Type Class Shares.</u></p> <p data-bbox="799 1016 1428 1081"><u>Article 14 (Interim Preferred Dividend to Bond-Type Class Shares)</u></p> <p data-bbox="799 1081 1428 1659"><u>When the Company makes a dividend of surplus with a date other than March 31 as the record date (the “Interim Dividend Record Date”) pursuant to Article 58 or Article 453 of the Companies Act, the Company shall pay a dividend in money in the amount per Share of Each Series of Bond-Type Class determined by the calculation method determined by resolution of the board of directors before the issuance of those Bond-Type Class Shares (the “Interim Preferred Dividend to Bond-Type Class Shares”) to the Bond-Type Class Shareholders, Etc. recorded or registered in the last shareholder registry as of the Interim Dividend Record Date of that dividend, in preference to the Common Shareholders, Etc.; provided that the total amount of Interim Preferred Dividend to Bond-Type Class Shares for which the Interim Dividend Record Date falls in a given business year shall not exceed the amount of the Preferred Dividend to Bond-Type Class Shares for which the record date falls in the same business year.</u></p> <p data-bbox="799 1688 1428 1722"><u>Article 15 (Distribution of residual assets)</u></p> <p data-bbox="799 1722 1428 1881">1. <u>When the Company makes a distribution of residual assets, the Company shall pay money in the following amount per Share of Each Series of Bond-Type Class to the Bond-Type Class Shareholders, Etc., in preference to the Common Shareholders, Etc.:</u></p>

Current Articles of Incorporation	Proposed Amendment
	<p><u>The amount calculated by the method determined by resolution of the board of directors before the issuance of those Bond-Type Class Shares as the sum of the equivalent of the Issue Price per Bond-Type Class Share plus the amount of the Accumulated Dividends Payable to Bond-Type Class Shares pertaining to those Bond-Type Class Shares and the equivalent of the Preferred Dividend to Bond-Type Class Shares pertaining to the period from the first day of the business year in which the date of the distribution of residual assets falls to the date of the distribution of residual assets.</u></p> <p><u>2. No distribution of residual assets shall be made to Bond-Type Class Shareholders, Etc. other than the distribution provided under the preceding paragraph.</u></p> <p><u>Article 16 (Voting rights)</u>  <u>The Bond-Type Class Shareholders shall not be entitled to exercise their voting rights at the general shareholders meeting with respect to any matter.</u></p> <p><u>Article 17 (Acquisition by the Company in exchange for money)</u>  <u>If an event provided for by resolution of the board of directors before the issuance of Shares of Each Series of Bond-Type Class arises with respect to the Bond-Type Class Shares, the Company may acquire all or part of those Bond-Type Class Shares upon the occurrence of a date separately determined by resolution of the board of directors. In such case, the Company shall deliver to the Bond-Type Class Shareholders money in the amount per Bond-Type Class Share calculated by the method determined by resolution of the board of directors before the issuance of those Bond-Type Class Shares as the sum of the equivalent of the Issue Price per Bond-Type Class Share plus the amount of the Accumulated Dividends Payable to Bond-Type Class Shares pertaining to those Bond-Type Class Shares and the equivalent of the Preferred Dividend to Bond-Type Class Shares pertaining to the period from the first day of the business year in which the date of the acquisition falls to the date of the acquisition, in exchange for the acquisition of those Bond-Type Class Shares. If the Company acquires part of the Bond-Type Class Shares, the Company shall determine the scope of Bond-Type Class Shares to be acquired from Bond-Type Class Shareholders by a reasonable method determined by the board of directors.</u></p> <p><u>Article 18 (Share consolidation; share split)</u>  <u>1. The Company shall not conduct any share consolidation or share split with respect to the Bond-Type Class Shares, unless otherwise provided under the laws or ordinances.</u>  <u>2. The Company shall not make any gratis allotment of shares or stock acquisition rights to the Bond-Type Class Shareholders.</u>  <u>3. The Company shall not grant to Bond-Type Class Shareholders any right to receive allotment of shares offered for subscription or stock acquisition rights offered for subscription.</u></p>

Current Articles of Incorporation	Proposed Amendment
<p style="text-align: center;">Chapter 3. General Shareholders Meeting</p> <p>Article 12 through Article 18 (Omitted)</p> <p>(Newly established)</p>	<p>4. <u>If the Company conducts a share transfer (limited to a sole-share transfer conducted by the Company), the Company shall deliver to Common Shareholders, Etc. shares issued by the wholly owning parent company incorporated in the share transfer that are of the same class as the common shares of the Company in exchange for the common shares, and deliver to Bond-Type Class Shareholders, Etc. shares issued by the wholly owning parent company incorporated in the share transfer that are of the same class as the Bond-Type Class Shares in exchange for the Bond-Type Class Shares, in the same ownership ratio respectively.</u></p> <p>5. <u>The adjustment of the Preferred Dividend to Bond-Type Class Shares and Accumulated Dividends Payable to Bond-Type Class Shares in the case provided under the preceding paragraph shall be conducted by the method determined by resolution of the board of directors before the issuance of the Shares of Each Series of Bond-Type Class.</u></p> <p><u>Article 19 (Order of priority)</u> <u>Payments of Preferred Dividends to Shares of Each Series of Bond-Type Class and Interim Preferred Dividends to Shares of Each Series of Bond-Type Class, and distribution of residual assets to Shares of Each Series of Bond-Type Class are ranked pari passu.</u></p> <p style="text-align: center;">Chapter 4. General Shareholders Meeting</p> <p>Article 20 through Article 26 (No change)</p> <p><u>Article 27 (General class shareholders meeting)</u></p> <p>1. <u>The resolution at the general class shareholders meeting shall be made by the majority of the voting rights of the shareholders entitled to exercise their voting rights and present except as otherwise provided under the laws, ordinances or these Articles of Incorporation.</u></p> <p>2. <u>The resolution provided under Article 324(2) of the Companies Act shall be made by no less than two thirds of the voting rights of the shareholders entitled to exercise their voting rights and present at the meeting where the shareholders holding no less than one third of the voting rights of the shareholders entitled to exercise their voting rights are present.</u></p> <p>3. <u>The provisions of Article 22, Article 23, Article 25 and Article 26 apply mutatis mutandis to general class shareholders meeting.</u></p> <p>4. <u>The provisions of Article 21 apply mutatis mutandis with respect to any general class shareholders meeting held within three months after March 31 of each year.</u></p> <p>5. <u>No resolution of a general class shareholders meeting comprising Bond-Type Class Shareholders of each series is required for the Company to conduct any of the acts provided under the items of Article 322(1) of the Companies Act, except as otherwise provided under the laws or ordinances.</u></p>

Current Articles of Incorporation	Proposed Amendment
<p style="text-align: center;">Chapter 4. Directors and the Board of Directors</p> <p>Article 19 through Article 30 (Omitted)</p> <p style="text-align: center;">Chapter 5. Statutory Auditors and the Board of Statutory Auditors</p> <p>Article 31 through Article 42 (Omitted)</p> <p style="text-align: center;">Chapter 6. Accounting Auditor</p> <p>Article 43 through Article 46 (Omitted)</p> <p style="text-align: center;">Chapter 7. Accounting</p> <p>Article 47 through Article 50 (Omitted)</p>	<p><u>6. If the Company performs any of the following acts and there is any likelihood of causing damage to the Bond-Type Class Shareholders, that act shall not take effect without a resolution of the general class shareholders meeting comprising Bond-Type Class Shareholders, in addition to a resolution of the general shareholders meeting or the board of directors, unless there are no Bond-Type Class Shareholders who would be able to vote at that general class shareholders meeting:</u></p> <p><u>(1) a merger in which the Company will be the disappearing company or a share exchange or share transfer in which the Company will be the wholly owned subsidiary company (except for a sole-share transfer conducted by the Company); or</u></p> <p><u>(2) an approval by the board of directors of a demand for a cash-out by a Special Controlling Shareholder against the other shareholders of the Company.</u></p> <p style="text-align: center;">Chapter 5. Directors and the Board of Directors</p> <p>Article 28 through Article 39 (No change)</p> <p style="text-align: center;">Chapter 6. Statutory Auditors and the Board of Statutory Auditors</p> <p>Article 40 through Article 51 (No change)</p> <p style="text-align: center;">Chapter 7. Accounting Auditor</p> <p>Article 52 through Article 55 (No change)</p> <p style="text-align: center;">Chapter 8. Accounting</p> <p>Article 56 through Article 59 (No change)</p>

(Reference)

If this proposal is approved at this General Shareholders Meeting, provisions regarding the Bond-Type Class Shares will be newly established in the Company's Articles of Incorporation at the conclusion of such General Shareholders Meeting; however, the Company has not currently determined the issuance of the Bond-Type Class Shares. Any issuance of the Bond-Type Class Shares under the amended Articles of Incorporation will be determined after this General Shareholders Meeting by a resolution of the Board of Directors, in light of the Company's capital policies while taking into consideration the market environment and other factors (such resolution, the "Issuance Resolution"). With respect to the issuance of the Series 1 Bond-Type Class Shares, the Company has filed a shelf registration statement as of May 14, 2024. The details of the Series 1 Bond-Type Class Shares stated in the shelf registration statement are as published in the "Outline (Details of the Series 1 Bond-Type Class Shares)" on the "Notice of Annual General Meeting of Shareholders (Summary)" webpage (URL: <https://www.tokyocentury.co.jp/en/ir/stock/meeting.html>) of the Company's website, and the maximum amount of the Series 1 Bond-Type Class Shares to be issued specified in the shelf registration statement is 100 billion yen. If the Company determines to proceed with the issuance of the Series 1 Bond-Type Class Shares, the details of the Series 1 Bond-Type Class Shares (excluding the annual dividend ratio) and the subscription requirements (including the issue price) will be determined by the Issuance Resolution, and the annual dividend ratio will be determined by the Company after the Issuance Resolution by the similar method as the book building method as prescribed in Article 25 of the Rules Concerning Underwriting, Etc. of Securities provided by the Japan Securities Dealers Association upon receipt of a valuation report on the fair value of the shares, while comprehensively taking into account the factors such as demand under the provisional conditions pertaining to the annual dividend ratio, after proposing the provisional conditions, and the market prices of bonds with subordination clauses issued by companies that have credit ratings similar to those of the Company. The Company has prepared a Q&A document for your reference regarding the Bond-Type Class Shares. Please refer to the "Q&A regarding the Bond-Type Class Shares" published on the "Notice of Annual General Meeting of Shareholders (Summary)" webpage (URL: <https://www.tokyocentury.co.jp/en/ir/stock/meeting.html>) of the Company's website.

### Proposal No. 3: Election of Thirteen (13) Directors

The terms of office of all Directors will expire at the conclusion of this Meeting.

Accordingly, the election of thirteen (13) Directors is proposed.

The candidates are as follows.

No.	Name	Current positions and responsibilities at the Company	Attendance at meetings held in FY2023		
			Board of Directors	Nomination Committee	Compensation Committee
1	<u>Reappointment</u> Masataka Yukiya <u>Male</u>	Chairman & Co-CEO, Representative Director	13/13 (100%)	4/4	5/5
2	<u>Reappointment</u> Koichi Baba <u>Male</u>	President & CEO, Representative Director	13/13 (100%)	4/4	5/5
3	<u>Reappointment</u> <u>External Director</u> Akio Nakamura <u>Independent Director</u> <u>Male</u>	Director	13/13 (100%)	4/4	5/5
4	<u>Reappointment</u> <u>External Director</u> Toshio Asano <u>Independent Director</u> <u>Male</u>	Director	13/13 (100%)	4/4	5/5
5	<u>Reappointment</u> <u>External Director</u> Miho Tanaka <u>Independent Director</u> <u>Female</u>	Director	13/13 (100%)	4/4	5/5
6	<u>Reappointment</u> <u>External Director</u> Tsuyoshi Numagami <u>Independent Director</u> <u>Male</u>	Director	13/13 (100%)	4/4	5/5
7	<u>New Appointment</u> <u>External Director</u> Hiroshi Ogasawara <u>Independent Director</u> <u>Male</u>		—		
8	<u>New Appointment</u> <u>External Director</u> Koji Fujiwara <u>Male</u>		—		
9	<u>Reappointment</u> Akihiko Okada <u>Male</u>	Deputy President, Director and Executive Officer; President, Audit Unit	13/13 (100%)		
10	<u>Reappointment</u> Hiroshi Sato <u>Male</u>	Deputy President, Director and Executive Officer; President, Environmental Infrastructure Business Development Unit; President, Environmental Infrastructure Business Unit	13/13 (100%)		
11	<u>Reappointment</u> Mahoko Hara <u>Female</u>	Director and Senior Managing Executive Officer; President, Specialty Finance Business Development Unit; President, Specialty Finance Business Unit III, General Manager of Specialty Finance Strategic Investments Division	13/13 (100%)		
12	<u>Reappointment</u> Tatsuya Hirasaki <u>Male</u>	Director and Senior Managing Executive Officer; President, Corporate Planning Unit; President, Accounting Unit	13/13 (100%)		
13	<u>Reappointment</u> Shunichi Asada <u>Male</u>	Director	13/13 (100%)		


Skills Matrix of Director candidates


The Company aims to appoint a diverse team of directors in order to strengthen the frameworks for ensuring effective management, oversight and advisory functions for the Board of Directors. Items of the skills matrix will be reviewed as necessary based on the management strategy and plans. The composition of the Board of Directors subject to the approval of the Proposal as originally proposed is as follows:


Areas of expertise and expected contributions						Nomination Committee (◎Chairperson)	Compensation Committee*
Corporate Management	Global Operations	Finance, Risk Management	Legal Affairs, Accounting, Taxation	Sustainability	IT, Digital Transformation		
●		●		●	●	●	●
●	●	●		●	●	●	●
●		●	●			●	●
●	●			●		◎	●
		●	●	●		●	●
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●	●	●		●			
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●	●	●					

\*External Director, Mr. Masao Yoshida who serves as a chairperson of the Compensation Committee will retire from his office at the Meeting. A new chairperson will be appointed at a meeting of the Compensation Committee to be held after the Meeting.




No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	 Masataka Yukiya (May 8, 1956) <u>Reappointment</u> Male	April 1979    Joined ITOCHU Corporation April 2004    General Manager of Finance, Realty, Insurance & Logistics Services Management Planning Division and Chief Information Officer of Finance Realty, Insurance & Logistics Services Company of ITOCHU Corporation April 2006    Chief Operating Officer of Finance Division, Finance, Realty, Insurance & Logistics Services Company of ITOCHU Corporation April 2008    Executive Officer, Chief Operating Officer of Finance and Insurance Division, Finance, Realty, Insurance & Logistics Services Company of ITOCHU Corporation June 2011    Director and Managing Executive Officer, Deputy President, Corporate Business Unit I and Finance Business Unit of the Company April 2012    Director and Managing Executive Officer, President, Corporate Business Unit III of the Company April 2015    Director and Senior Managing Executive Officer, President, Corporate Business Unit III of the Company April 2019    Director and Senior Managing Executive Officer, Responsible for Equipment Leasing of the Company June 2019    Deputy President, Director and Executive Officer, Responsible for Equipment Leasing of the Company April 2020    Deputy President, Representative Director and Executive Officer, Responsible for Equipment Leasing of the Company June 2022    Chairman & Co-CEO, Representative Director of the Company (to present)	36,600
<b>Reasons for the selection of candidate for Director</b> Mr. Masataka Yukiya has provided appropriate management and oversight as Director of the Company since June 2011, applying his abundant experience and wide range of knowledge gained in corporate management at a general trading company and operational execution in fields including sales and finance. The Company nominates Mr. Yukiya as a Director candidate as he will be able to continue contributing to the Company's sustainable growth and improvement of medium- to long-term corporate value.			


No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
2	 <p data-bbox="209 696 389 824">Koichi Baba (May 14, 1961) Reappointment Male</p>	<p data-bbox="437 271 1287 1216">           April 1985    Joined The Dai-Ichi Kangyo Bank, Limited            April 2010    General Manager of Shinjuku Corporate Banking                              Department, Mizuho Corporate Bank, Ltd.            April 2012    General Manager of Taipei Branch of Mizuho Corporate                              Bank, Ltd.            July 2013     General Manager of Taipei Branch of Mizuho Bank, Ltd.            April 2014    Executive Officer, General Manager of Taipei Branch of                              Mizuho Bank, Ltd.            April 2014    Executive Officer, General Manager of Corporate Banking                              Unit (Large Corporations) of Mizuho Bank, Ltd.            June 2014    Executive Officer, General Manager of Corporate Planning                              Division and Deputy President, Administrative System Unit                              of the Company            April 2015    Executive Officer, President, IT Unit and General Manager                              of Corporate Planning Division of the Company            April 2016    Managing Executive Officer, President, Corporate Planning                              Unit and Accounting Unit, General Manager of Corporate                              Planning Division of the Company            April 2017    Managing Executive Officer, President, Corporate Planning                              Unit and Accounting Unit of the Company            April 2018    Senior Managing Executive Officer, President, Corporate                              Planning Unit and Accounting Unit of the Company            June 2018    Director and Senior Managing Executive Officer, President,                              Corporate Planning Unit and Accounting Unit of the                              Company            April 2020    Director and Senior Managing Executive Officer, President,                              Corporate Planning Unit of the Company            April 2022    President &amp; CEO, Representative Director of the Company                              (to present)         </p>	30,100
<p data-bbox="188 1223 1294 1447"> <b>Reasons for the selection of candidate for Director</b>            Mr. Koichi Baba has provided appropriate management and oversight as Director of the Company since June 2018, applying his abundant experience and wide range of knowledge gained in operational execution in fields including international business and sales at financial institutions as well as corporate planning at the Company. The Company nominates Mr. Baba as a Director candidate as he will be able to continue contributing to the Company's sustainable growth and improvement of medium- to long-term corporate value.         </p>			


No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3	 <p data-bbox="177 763 422 974">Akio Nakamura (July 21, 1955) Reappointment Male External Director Independent Director</p>	<p data-bbox="427 271 1300 1198">           April 1978    Joined Ministry of Finance            July 2005    Director-General, Fukuoka Regional Taxation Bureau of National Tax Agency            July 2006    Deputy Director-General, Financial Bureau of Ministry of Finance            July 2007    Senior Deputy Director-General, Financial Bureau of Ministry of Finance            July 2009    Director-General, Osaka Regional Taxation Bureau of National Tax Agency            July 2010    Director-General, Financial Bureau of Ministry of Finance (retired in August 2011)            October 2011 Chairman of Sompo Japan Research Institute Inc. (retired in June 2016)            March 2013    Registered as attorney, joined Tanabe &amp; Partners (to present)            June 2015    Director of the Company (retired in June 2017)            June 2016    Audit &amp; Supervisory Board Member of NTT DATA Corporation (retired in June 2018)            June 2018    Director of the Company (to present)            April 2019    President and CEO, Japan Securities Depository Center, Incorporated            June 2019    Director, President &amp; CEO, Japan Securities Depository Center, Incorporated (to present)            (Significant concurrent positions)            Special Partner of Tanabe &amp; Partners            Director, President and CEO, Japan Securities Depository Center, Incorporated            President and CEO, JASDEC DVP Clearing Corporation            Outside Director (Audit &amp; Supervisory Committee Member), Ipet Insurance Co., Ltd.         </p>	13,000
<p data-bbox="177 1205 1300 1512">Reasons for the selection of candidate for External Director and outline of expected roles Mr. Akio Nakamura has provided accurate advice on the overall management of the Company from an objective perspective as an External Director of the Company, as well as carried out management and monitoring from an independent perspective, applying his abundant experience and wide range of knowledge gained in fields such as finance and taxation, from June 2015 to June 2017, and again from June 2018. In addition, he provided valuable suggestions as a member of the Compensation Committee and the Nomination Committee. The Company nominates Mr. Nakamura as an External Director candidate as we expect he will continue contributing to the Company's sustainable growth and improvement of medium- to long-term corporate value after his election.</p> <p data-bbox="177 1518 1300 1960">Special notes concerning candidates for External Director            - Mr. Akio Nakamura served for 2 years as an External Director of the Company from June 2015 to June 2017, and again for 6 years since June 2018. The total term of office of Mr. Akio Nakamura as an External Director of the Company will be 8 years at the conclusion of this Meeting.            - Mr. Akio Nakamura is a candidate for which the Tokyo Stock Exchange requires to be appointed as an independent officer.            - Although the Company has business relationships with Japan Securities Depository Center, Incorporated, at which Mr. Akio Nakamura serves as Director, President and CEO, and Tanabe &amp; Partners, at which he serves as a Special Partner, the amount of transaction accounted for less than 1% of the sales of these companies and the consolidated revenue of the Company, and the amount of transaction with Tanabe &amp; Partners is ¥1 million during the most recent fiscal year. JASDEC DVP Clearing Corporation, at which Mr. Nakamura serves as President and CEO, and Ipet Insurance Co., Ltd., at which Mr. Nakamura serves as an Outside Director, do not have business relationships with the Company.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
	 <p>Toshio Asano (December 4, 1952) Reappointment Male External Director Independent Director</p>	<p>April 1975    Joined Asahi Chemical Industry Co., Ltd. (currently Asahi Kasei Corporation)</p> <p>October 2003    Executive Officer, Asahi Kasei Pharma Corporation</p> <p>April 2010    President, Presidential Executive Officer, Asahi Kasei Pharma Corporation</p> <p>April 2011    President, Presidential Executive Officer, Asahi Kasei Pharma Corporation; Executive Officer, Asahi Kasei Corporation</p> <p>April 2014    Presidential Executive Officer, Asahi Kasei Corporation</p> <p>June 2014    President &amp; Representative Director, Presidential Executive Officer, Asahi Kasei Corporation</p> <p>April 2016    Director, Standing Counsellor, Asahi Kasei Corporation</p> <p>June 2016    Standing Counsellor, Asahi Kasei Corporation</p> <p>June 2019    Director of the Company (to present)</p> <p>June 2022    Counsellor, Asahi Kasei Corporation (to present)</p> <p>(Significant concurrent positions)</p> <p>Outside Director of MEDIPAL HOLDINGS CORPORATION</p> <p>External Director of Daicel Corporation</p> <p>Counsellor of Asahi Kasei Corporation</p> <p>Chairman, Japanese Foundation for Cancer Research</p>	
4		<p>Reasons for the selection of candidate for External Director and outline of expected roles</p> <p>Mr. Toshio Asano has led a major diversified chemicals company, and has abundant experience and broad knowledge of corporate management. He has applied his insight in the management of the Company and carried out management and monitoring from an independent perspective as an External Director of the Company since June 2019. In addition, he provided valuable suggestions as the chairperson of the Nomination Committee and a member of the Compensation Committee. The Company nominates Mr. Asano as an External Director candidate as we expect he will continue contributing to the Company's sustainable growth and improvement of medium- to long-term corporate value after his election.</p> <p>Special notes concerning candidates for External Director</p> <ul style="list-style-type: none"> <li>- The term of office of Mr. Toshio Asano as an External Director of the Company will be 5 years at the conclusion of this Meeting.</li> <li>- Mr. Toshio Asano is a candidate for which the Tokyo Stock Exchange requires to be appointed as an independent officer.</li> <li>- Although the Company has a business relationship with Asahi Kasei Corporation, at which Mr. Toshio Asano was engaged in management, and Japanese Foundation for Cancer Research, at which he serves as Chairman, the amount of transaction accounted for less than 1% of the sale of Asahi Kasei Corporation and Japanese Foundation for Cancer Research and the Company's consolidated revenues during the most recent fiscal year. In addition, ¥2 million donation has been made to Japanese Foundation for Cancer Research. MEDIPAL HOLDINGS CORPORATION, at which Mr. Asano serves as Outside Director, and Daicel Corporation, at which Mr. Asano serves as External Director, do not have business relationships with the Company.</li> </ul>	8,400


No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
	 <p data-bbox="177 577 422 786"> Miho Tanaka  (December 1, 1974)  Reappointment  Female  External Director  Independent Director </p>	<p data-bbox="427 271 1295 369">October 2004 Registered as attorney-at-law Joined Asahi Koma Law Offices (currently Nishimura &amp; Asahi/Foreign Law Joint Enterprise)</p> <p data-bbox="427 376 1295 414">February 2007 Joined TMI Associates</p> <p data-bbox="427 421 1295 470">July 2015 Partner of Shiba Management Legal Office (currently Shiba &amp; Tanaka Law Offices) (to present)</p> <p data-bbox="427 477 1295 526">June 2021 Director of the Company (to present) (Significant concurrent positions)</p> <p data-bbox="427 533 1295 571">Partner of Shiba &amp; Tanaka Law Offices</p> <p data-bbox="427 577 1295 616">Outside Corporate Auditor of Solasto Corporation</p> <p data-bbox="427 622 1295 660">Supervisory Director of Marimo Regional Revitalization REIT, Inc.</p> <p data-bbox="427 667 1295 705">Supervisory Director of JINUSHI Private REIT Investment Corporation</p>	
5		<p data-bbox="427 792 1295 831">Reasons for the selection of candidate for External Director and outline of expected roles</p> <p data-bbox="427 837 1295 1086">Although Ms. Miho Tanaka has never been directly involved in corporate management, she has abundant experience and knowledge in corporate affairs and M&amp;A as an attorney-at-law, and has served as an External Director of the Company since June 2021, using her deep insight and abundant experience in the Company's management and providing management oversight from an independent perspective. In addition, she provided valuable suggestions as a member of the Compensation Committee and the Nomination Committee. The Company nominates Ms. Tanaka as an External Director candidate as we expect she will continue contributing to the Company's sustainable growth and improvement of medium- to long-term corporate value after her election.</p> <p data-bbox="427 1093 1295 1131">Special notes concerning candidates for External Director</p> <ul data-bbox="427 1137 1295 1467" style="list-style-type: none"> <li>- The term of office of Ms. Miho Tanaka as an External Director of the Company will be 3 years at the conclusion of this Meeting.</li> <li>- Ms. Miho Tanaka is a candidate for which the Tokyo Stock Exchange requires to be appointed as an independent officer.</li> <li>- Although the Company has a business relationship with Solasto Corporation, at which Ms. Miho Tanaka serves as Outside Corporate Auditor, the amount of transaction accounted for less than 1% of the sale of Solasto Corporation and the Company's consolidated revenues during the most recent fiscal year. The Company has no business relationship with Shiba &amp; Tanaka Law Offices, at which Ms. Tanaka serves as Partner, or Marimo Regional Revitalization REIT, Inc. and JINUSHI Private REIT Investment Corporation, at which she serves as Supervisory Director.</li> <li>- The name of Ms. Miho Tanaka on the family register is Miho Takahashi.</li> </ul>	700


No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
6	 <p>Tsuyoshi Numagami (March 27, 1960) <u>Reappointment</u> <u>Male</u> <u>External Director</u> <u>Independent Director</u></p>	<p>April 2000 Professor, Graduate School of Commerce and Management, Hitotsubashi University</p> <p>January 2011 Dean of Graduate School, Graduate School of Commerce and Management, Hitotsubashi University</p> <p>December 2014 Director, Vice President, Hitotsubashi University</p> <p>April 2018 Professor, Graduate School of Business Administration, Hitotsubashi University</p> <p>June 2022 Director of the Company (to present)</p> <p>April 2023 Professor Emeritus, Hitotsubashi University (to present)</p> <p>Professor, Institute for Business and Finance, Waseda Business School (to present)</p> <p>(Significant concurrent positions) Outside Audit &amp; Supervisory Board Member, JFE Holdings, Inc. Outside Director, EBARA CORPORATION Professor Emeritus, Hitotsubashi University Professor, Institute for Business and Finance, Waseda Business School</p> <p>Reasons for the selection of candidate for External Director and outline of expected roles Although Mr. Tsuyoshi Numagami has never been directly involved in corporate management, he has deep academic knowledge as a corporate management researcher, particularly in corporate strategy and organization. He has applied his deep insight and knowledge in the Company's management and to provide management oversight from an independent perspective as an External Director of the Company since June 2022. In addition, he provided valuable suggestions as a member of the Compensation Committee and the Nomination Committee. The Company nominates Mr. Numagami as an External Director candidate as we expect he will continue contributing to the Company's sustainable growth and improvement of medium- to long-term corporate value after his election.</p> <p>Special notes concerning candidates for External Director</p> <ul style="list-style-type: none"> <li>- The term of office of Mr. Tsuyoshi Numagami as an External Director of the Company will be 2 years at the conclusion of this Meeting.</li> <li>- Mr. Tsuyoshi Numagami is a candidate for which the Tokyo Stock Exchange requires to be appointed as an independent officer.</li> <li>- JFE Holdings, Inc., at which Mr. Tsuyoshi Numagami serves as Outside Audit &amp; Supervisory Board Member, and EBARA CORPORATION, at which Mr. Numagami serves as Outside Director, and Waseda University, at which Mr. Numagami serves as Professor of the Institute, have business relationships with the Company, but the amount of transaction accounted for less than 1% of the sale of JFE Holdings, Inc. EBARA CORPORATION, and Waseda University and the Company's consolidated revenues during the most recent fiscal year. There is no business relationship between the Company and Hitotsubashi University at which Mr. Numagami serves as Professor Emeritus.</li> </ul>	4,600


No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
7	 <p>Hiroshi Ogasawara (September 19, 1955) <u>New Appointment</u> <u>Male</u> <u>External Director</u> <u>Independent Director</u></p>	<p>March 1979    Joined YASKAWA Electric Manufacturing Co., Ltd. (currently YASKAWA Electric Corporation)</p> <p>June 2006    Director; Deputy General Manager, Motion Control Div. of YASKAWA Electric Corporation</p> <p>March 2007    Director; General Manager, Drives Div. of YASKAWA Electric Corporation</p> <p>March 2011    Director; General Manager, Motion Control Div. of YASKAWA Electric Corporation</p> <p>June 2012    Managing Executive Officer; General Manager, Motion Control Div. of YASKAWA Electric Corporation</p> <p>June 2013    Director; Managing Executive Officer; General Manager, Motion Control Div. of YASKAWA Electric Corporation</p> <p>March 2014    Director; Managing Executive Officer; General Manager, Corporate Technology Div. of YASKAWA Electric Corporation</p> <p>March 2015    Representative Director; Senior Managing Executive Officer; General Manager, Corporate Technology Div. of YASKAWA Electric Corporation</p> <p>March 2016    Representative Director, President; General Manager, Corporate Technology Div. of YASKAWA Electric Corporation</p> <p>March 2017    Representative Director, President; Manager, Diversity Management Div. of YASKAWA Electric Corporation</p> <p>March 2018    Representative Director, President; Manager, ICT Strategy Div. of YASKAWA Electric Corporation</p> <p>March 2022    Representative Director, Chairman of the Board; President of YASKAWA Electric Corporation</p> <p>March 2023    Representative Director, Chairman of the Board of YASKAWA Electric Corporation (to present)</p> <p>(Significant concurrent positions) Representative Director, Chairman of the Board of YASKAWA Electric Corporation Outside Director of Kyushu Railway Company</p>	-
<p>Reasons for the selection of candidate for External Director and outline of expected roles Mr. Hiroshi Ogasawara has led a major electric equipment manufacturing company for many years, and has abundant experience and broad knowledge of corporate management, and is able to use his knowledge in the Company's management and to provide management oversight from an independent perspective. The Company nominates Mr. Ogasawara as an External Director candidate as we expect he will contribute to the Company's sustainable growth and improvement of medium- to long-term corporate value after his election.</p> <p>Special notes concerning candidates for External Director</p> <ul style="list-style-type: none"> <li>- Mr. Hiroshi Ogasawara is a candidate for which the Tokyo Stock Exchange requires to be appointed as an independent officer.</li> <li>- Although the Company has a business relationship with YASKAWA Electric Corporation, at which Mr. Hiroshi Ogasawara is engaged in operational execution as Representative Director, Chairman of the Board, the amount of transaction accounted for less than 1% of the sale of YASKAWA Electric Corporation and the Company's consolidated revenues during the most recent fiscal year. There is no business relationship between the Company and Kyushu Railway Company, at which Mr. Ogasawara serves as Outside Director.</li> </ul>			


No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
8	 <p data-bbox="177 591 421 815"> Koji Fujiwara  (June 29, 1961)  New Appointment  Male  External Director </p>	<p data-bbox="426 271 1299 300">April 1985    Joined The Dai-Ichi Kangyo Bank, Limited</p> <p data-bbox="426 306 1299 367">April 2012    Managing Director, General Manager of Investor Relations Division of Mizuho Financial Group, Inc.</p> <p data-bbox="426 374 1299 434">April 2014    Chief Managing Director of Mizuho Financial Group, Inc.; Managing Director of Mizuho Bank, Ltd.</p> <p data-bbox="426 441 1299 524">June 2014    Director and Managing Executive Officer of Mizuho Financial Group, Inc.; Managing Director of Mizuho Bank, Ltd.</p> <p data-bbox="426 530 1299 591">April 2017    President &amp; CEO (Representative Director) of Mizuho Bank, Ltd.</p> <p data-bbox="426 598 1299 627">April 2022    Advisor of Mizuho Bank, Ltd. (retired in June 2022)</p> <p data-bbox="426 633 1299 663">July 2022    Advisor of the Company (retired in May 2024)</p> <p data-bbox="426 669 1299 698">July 2022    Senior Advisor of Mizuho Financial Group, Inc.</p> <p data-bbox="426 705 1299 766">July 2023    Special Advisor of Mizuho Financial Group, Inc. (to present)</p> <p data-bbox="426 772 1299 815">(Significant concurrent positions) Special Advisor of Mizuho Financial Group, Inc.</p>	-
<p data-bbox="177 822 1299 1010">Reasons for the selection of candidate for External Director and outline of expected roles Mr. Koji Fujiwara has led financial institutions for many years, and has abundant experience and broad knowledge of corporate management, and is able to use his knowledge in the Company's management and to provide management oversight. The Company nominates Mr. Fujiwara as an External Director candidate as we expect he will contribute to the Company's sustainable growth and improvement of medium- to long-term corporate value after his election.</p> <p data-bbox="177 1016 1299 1046">Special notes concerning candidates for External Director</p> <ul data-bbox="177 1052 1299 1482" style="list-style-type: none"> <li>- Mr. Koji Fujiwara has received compensation as Advisor from the Company.</li> <li>- Mr. Koji Fujiwara served as an executive officer of Mizuho Bank, Ltd., a specified associated service provider of the Company.</li> <li>- Mizuho Bank, Ltd., at which Mr. Koji Fujiwara served as Representative Director, received orders for business improvement in September 2021 under the Banking Act by the Financial Services Agency pertaining to verification and review, etc. of plans for a system renewal and update. Additionally, in November 2021, Mizuho Bank, Ltd. received orders for business improvement under the Banking Act by the Financial Services Agency pertaining to system failures, and orders for corrective actions under the provisions of the Foreign Exchange and Foreign Trade Act by the Ministry of Finance pertaining to the fulfillment of confirmation obligation of banks, etc. under the Foreign Exchange and Foreign Trade Act. After occurrence of these subsequent matters, he took the initiative to identify the real causes, to define issues, to formulate plans for recurrence prevention and business improvement, and to practice thereof, through his term of Representative Director of Mizuho Bank, Ltd.</li> </ul>			



No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
9	 <p data-bbox="177 703 421 842">Akihiko Okada (February 28, 1960) Reappointment Male</p>	<p data-bbox="432 271 560 300">April 1983</p> <p data-bbox="432 306 560 336">April 2009</p> <p data-bbox="432 367 560 396">April 2014</p> <p data-bbox="432 427 560 456">April 2016</p> <p data-bbox="432 488 560 517">April 2017</p> <p data-bbox="432 591 549 620">July 2018</p> <p data-bbox="432 674 560 703">April 2019</p> <p data-bbox="432 734 549 763">June 2019</p> <p data-bbox="432 795 560 824">April 2020</p> <p data-bbox="432 855 549 884">April 2021</p> <p data-bbox="432 916 549 945">April 2022</p> <p data-bbox="624 271 1283 1010">           Joined ITOCHU Corporation            General Manager, Metals &amp; Mineral/Energy Planning &amp; Coordinating Department of ITOCHU Corporation            Executive Officer, Chief Operating Officer, Metals &amp; Mineral Resources Division of ITOCHU Corporation            Executive Officer, Chief Operating Officer, Steel, Non-Ferrous &amp; Solar Division of ITOCHU Corporation            Managing Executive Officer, Chief Operating Officer, Steel, Non-Ferrous &amp; Solar Division of ITOCHU Corporation            Deputy President and Executive Officer in charge of Operation Headquarters and Business Headquarters of the Company            Deputy President and Executive Officer, Responsible for Operation Headquarters of the Company            Deputy President, Director and Executive Officer, Responsible for Operation Headquarters of the Company            Deputy President, Director and Executive Officer, Assistant to President of the Company            Deputy President, Director and Executive Officer, Responsible for Audit Unit of the Company            Deputy President, Director and Executive Officer; President, Audit Unit of the Company (to present)         </p>	19,700
<p data-bbox="177 1016 756 1046">Reasons for the selection of candidate for Director</p> <p data-bbox="177 1050 1294 1232">Mr. Akihiko Okada has provided appropriate management and oversight as Director of the Company since June 2019, applying his abundant experience and wide range of knowledge gained in corporate management at a general trading company and operational execution in fields including international business and sales. The Company nominates Mr. Okada as a Director candidate as he will be able to continue contributing to the Company's sustainable growth and improvement of corporate value.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
10	 <p>Hiroshi Sato (May 1, 1960) Reappointment Male</p>	<p>April 1984    Joined ITOCHU Corporation</p> <p>April 2009    General Manager, Marine Department, ITOCHU Corporation</p> <p>April 2015    Executive Officer, General Manager, Plant Project, Marine &amp; Aerospace Division, ITOCHU Corporation</p> <p>April 2018    Managing Executive Officer, General Manager, Plant Project, Marine &amp; Aerospace Division, ITOCHU Corporation</p> <p>April 2019    Managing Executive Officer, Chief Executive for Europe, ITOCHU Corporation</p> <p>June 2021    Senior Managing Executive Officer in charge of Equipment Leasing Business Development Unit and Specialty Finance Business Unit 1 of the Company</p> <p>June 2022    Deputy President, Director and Executive Officer, Responsible for Equipment Leasing; Deputy President, Specialty Finance Business Unit I of the Company</p> <p>April 2023    Deputy President, Director and Executive Officer, Responsible for Equipment Leasing; President, Environmental Infrastructure Business Development Unit; President, Environmental Infrastructure Business Unit of the Company</p> <p>April 2024    Deputy President, Director and Executive Officer; President, Environmental Infrastructure Business Development Unit; President, Environmental Infrastructure Business Unit of the Company (to present)</p> <p>(Significant concurrent position) Director, ITOCHU TC CONSTRUCTION MACHINERY CO., LTD.</p>	5,700
<p>Reasons for the selection of candidate for Director</p> <p>Mr. Hiroshi Sato has provided appropriate management and oversight as Director of the Company since June 2022, applying his abundant experience and wide-ranging insight gained from his involvement in corporate management and the execution of overseas and sales operations in a general trading company. The Company nominates Mr. Sato as a Director candidate as he will continue contributing to the Company's sustainable growth and improvement of corporate value.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
11	 <p data-bbox="177 819 405 954">Mahoko Hara (January 23, 1965) Reappointment Female</p>	<p data-bbox="432 271 1289 1234">           April 1987    Joined Dai-Ichi Kangyo Bank, Limited            November 2007    General Manager, Market Product Development                                     Department, Shinsei Bank, Limited            March 2011    Senior Manager, Finance Business Unit of the Company            April 2013    Executive Officer; General Manager, Finance Business                                     Development Office            April 2015    Executive Officer; Deputy President, Finance Business                                     Unit of the Company            April 2016    Managing Executive Officer; Deputy President, Specialty                                     Finance Business Unit I; Deputy President, Global                                     Business Unit of the Company            April 2018    Managing Executive Officer; President, Specialty Finance                                     Business Development Unit; Deputy President, Specialty                                     Finance Business Unit I; Deputy President, International                                     Business Unit II of the Company            April 2020    Senior Managing Executive Officer; Deputy President,                                     Specialty Finance Business Development Unit; Deputy                                     President, Specialty Finance Business Unit I of the                                     Company            June 2022    Director and Senior Managing Executive Officer in charge                                     of Specialty Finance Business Development Unit; Deputy                                     President, Specialty Finance Business Unit I of the                                     Company            April 2024    Director and Senior Managing Executive Officer;                                     President, Specialty Finance Business Development Unit;                                     President, Specialty Finance Business Unit III, General                                     Manager of Specialty Finance Strategic Investments                                     Division of the Company (to present)            (Significant concurrent position)            Director and Executive Chairperson, Aviation Capital Group LLC         </p>	11,200
<p data-bbox="177 1240 1297 1435"> <b>Reasons for the selection of candidate for Director</b>            Ms. Mahoko Hara has provided appropriate management and oversight as Director of the Company since June 2022, applying her abundant experience in planning and product development at financial institutions, as well as in the execution of overseas and sales operations at the Company. The Company nominates Ms. Hara as a Director candidate as she will continue contributing to the Company's sustainable growth and improvement of medium- to long-term corporate value.         </p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
12	 <p>Tatsuya Hirasaki (March 22, 1968) <u>Reappointment</u> Male</p>	<p>April 1990    Joined Tokyo Leasing Co., Ltd.  October 2008    General Manager of Accounting Division of Tokyo Leasing Co., Ltd.  April 2009    General Manager of Accounting Division II of the Company  October 2013    General Manager of Accounting Division of the Company  April 2017    Executive Officer, General Manager of Corporate Planning Division and General Manager of Accounting Division of the Company  April 2020    Managing Executive Officer; President, Accounting Unit; Deputy President, Corporate Planning Unit and General Manager of Corporate Planning Division of the Company  June 2021    Director and Managing Executive Officer; President, Accounting Unit; Deputy President, Corporate Planning Unit and General Manager of Corporate Planning Division of the Company  April 2022    Director and Managing Executive Officer; President, Corporate Planning Unit; President, Accounting Unit of the Company  April 2024    Director and Senior Managing Executive Officer; President, Corporate Planning Unit; President, Accounting Unit of the Company (to present)</p> <p>(Significant concurrent position)  Outside Director, BOT Lease Co., Ltd.  Corporate Auditor of Shunan Power Corporation</p>	15,700
<p>Reasons for the selection of candidate for Director  Mr. Tatsuya Hirasaki has abundant experience and wide range of knowledge gained in operational execution in fields including accounting and corporate planning at the Company, and he has provided appropriate management and oversight as Director since June 2021. The Company nominates Mr. Hirasaki as a Director candidate as he will continue contributing to the Company's sustainable growth and improvement of medium- to long-term corporate value.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
13	 Shunichi Asada (March 22, 1949) Reappointment Male	April 1972 June 2000 April 2002 April 2004 June 2005 June 2007 April 2008 April 2009 April 2020 June 2022 Joined The Dai-Ichi Kangyo Bank, Limited Executive Officer, General Manager of Market Planning Office of The Dai-Ichi Kangyo Bank, Limited Managing Executive Officer, Officer in charge of Sales of Mizuho Corporate Bank, Ltd. Managing Director of Mizuho Bank, Ltd. Deputy President, Head of Internal Audit Group of Mizuho Financial Group, Inc. Deputy President, Representative Director of Tokyo Leasing Co., Ltd. President & CEO, Representative Director of Tokyo Leasing Co., Ltd. President & CEO, Representative Director of the Company Chairman, Representative Director of the Company Director of the Company (to present)	122,980
Reasons for the selection of candidate for Director Mr. Shunichi Asada has provided appropriate management and oversight as Director of Tokyo Leasing Co., Ltd. since June 2007 and of the Company since April 2009, applying his abundant experience and wide range of knowledge gained in corporate management at financial institutions and operational execution in fields including sales, markets, and international business. The Company nominates Mr. Asada as a Director candidate as he will continue contributing to the Company's sustainable growth and improvement of medium- to long-term corporate value.			

- Notes: 1. No material conflict of interest exists between the Company and any of the above candidates for Directors.
2. Messrs. Akio Nakamura, Toshio Asano, Ms. Miho Tanaka, Messrs. Tsuyoshi Numagami, Hiroshi Ogasawara, and Koji Fujiwara are candidates for External Director.
3. Matters concerning the candidates for External Director
- 1) The Company has concluded an agreement on limitation of liability with Messrs. Akio Nakamura, Toshio Asano, Ms. Miho Tanaka and Mr. Tsuyoshi Numagami to limit their liability for damages in case of failure to perform their duties to the extent specified by laws and regulations and will enter into the same agreement upon the approval of their reelection.
  - 2) Upon the approval of the election of Mr. Hiroshi Ogasawara and Mr. Koji Fujiwara, the Company will enter into an agreement on limitation of liability with them to limit their liabilities for damages in case of failure to perform their duties to the extent specified by laws and regulations.
4. The Company has concluded a directors and officers liability insurance contract with an insurance company for all of its Directors as insured persons to cover damages and litigation expenses in the event that a claim for damages is made against the insured due to an act committed by Directors who are included as insured in their capacity as such. However, there are grounds for exemptions. For example, losses or damage an insured person has caused intentionally or with gross negligence will not be covered. If each candidate is appointed as Director, he/she will be included as the insured under this insurance contract.


#### **Policies and Procedures for Nominating and Appointing Candidates for Directors**

Regarding the nomination and appointment of candidates for Directors, taking into consideration the fiduciary responsibility to stakeholders, the Company nominates the persons who are qualified for contributing to the Company's sustainable growth and improvement of medium- to long-term corporate value, based on expertise, wide range of knowledge, and abundant experience gained in corporate management and operational execution. The nomination and appointment of candidates for Directors are decided by the Board of Directors with reference to opinions of the Nomination Committee. The Nomination Committee, which is an advisory body of the Board of Directors, is chaired by an independent External Director, and the majority of its members are independent External Directors.

**Proposal No. 4: Election of One (1) Corporate Auditor**

The term of office of Corporate Auditor Mr. Futoshi Okada will expire at the conclusion of this Meeting. Accordingly, the election of one (1) Corporate Auditor is proposed. The Board of Corporate Auditors has previously given its approval.

The candidate is as follows:


Name (Date of birth)	Career summary, positions and significant concurrent positions	Number of shares of the Company held
 <p>Maiko Chihara (May 3, 1974)</p> <p>New Appointment</p> <p>Female</p> <p>External Corporate Auditor</p> <p>Independent Corporate Auditor</p>	<p>October 2002 Registered as attorney-at-law Joined Nagashima Ohno &amp; Tsunematsu</p> <p>November 2011 Joined Kataoka &amp; Kobayashi (currently Kataoka &amp; Kobayashi Legal Professional Corporation)</p> <p>January 2014 Partner of Kataoka &amp; Kobayashi Legal Professional Corporation (to present)</p> <p>(Significant concurrent positions)</p> <p>Partner of Kataoka &amp; Kobayashi Legal Professional Corporation</p> <p>Supervisory Officer of Tokio Marine Private Reit Inc.</p> <p>Outside Director (Audit &amp; Supervisory Committee Member) of Visional, Inc.</p> <p>Outside Director (Audit &amp; Supervisory Committee Member) of Mitsui DM Sugar Holdings Co., Ltd.</p>	<p>—</p>
<p>Reasons for the selection of candidate for External Corporate Auditor</p> <p>Ms. Maiko Chihara has sophisticated expertise and abundant experience as an attorney-at-law, particularly in corporate legal affairs including financial legal affairs. Ms. Chihara has never been involved in corporate management in any way other than serving as an external director or auditor. However, the Company proposes the election of Ms. Chihara as an External Corporate Auditor candidate, as we judged that she will be able to be responsible for the appropriate management and monitoring of the lawfulness and appropriateness of the Company’s corporate activities from a neutral and objective perspective.</p> <p>Special notes concerning candidates for External Corporate Auditor</p> <ul style="list-style-type: none"> <li>- Ms. Maiko Chihara is a candidate for which the Tokyo Stock Exchange requires to be appointed as an independent officer.</li> <li>- Although the Company has a business relationship with Kataoka &amp; Kobayashi Legal Professional Corporation, at which Ms. Maiko Chihara serves as Partner, the amount of transaction accounted for less than 1% of the sale of Kataoka &amp; Kobayashi Legal Professional Corporation and the Company’s consolidated revenues during the most recent fiscal year.</li> <li>- The name of Ms. Maiko Chihara on the family register is Maiko Morisaki.</li> </ul>		

- Notes:
1. No material conflict of interest exists between the Company and Ms. Maiko Chihara.
  2. Ms. Maiko Chihara is a candidate for External Corporate Auditor.
  3. Upon the approval of Ms. Maiko Chihara’s election, the Company will enter into an agreement on limitation of liability with her to limit her liabilities for damages in case of failure to perform her duties to the extent specified by laws and regulations.
  4. The Company has concluded a directors and officers liability insurance contract with an insurance company for all of its Corporate Auditors as insured persons to cover damages and litigation expenses in the event that a claim for damages is made against the insured due to an act committed by Corporate Auditors who are included as insured in their capacity as such. However, there are grounds for exemptions. For example, losses or damage an insured person has caused intentionally or with gross negligence will not be covered. If Ms. Maiko Chihara is appointed as External Corporate Auditor, she will be included as the insured under this insurance contract.

**Proposal No. 5: Election of One (1) Substitute Corporate Auditor**

In order to prepare for the possibility that the number of Corporate Auditors falls below the minimum number specified by laws and regulations, the election of one (1) Substitute Corporate Auditor is proposed. The Board of Corporate Auditors has previously given its approval.

The candidate is as follows:

Name (Date of birth)	Career summary, positions and significant concurrent positions	Number of shares of the Company held
 <p>Toshihiko Iwanaga (August 12, 1965) Male External Corporate Auditor Independent Corporate Auditor</p>	<p>April 1990      Joined Sony Corporation October 2006    Registered as attorney-at-law                       Joined Uchida &amp; Samejima Law Firm September 2009 Iwanaga Law Office (to present) (Significant concurrent positions) Representative of Iwanaga Law Office</p>	-
<p>Reasons for the selection of candidate for Substitute External Corporate Auditor Mr. Toshihiko Iwanaga has sophisticated expertise and experience as an attorney-at-law, and the Company proposes the election of Mr. Iwanaga as a Substitute External Corporate Auditor so he can use them in the Company’s auditing procedures. Although Mr. Iwanaga does not have any experience in corporate management, the Company believes that he will be able to appropriately carry out his duties as an External Corporate Auditor for the above reasons. Special notes concerning candidates for External Substitute Corporate Auditor - Mr. Toshihiko Iwanaga is a candidate for Substitute External Corporate Auditor and upon appointment he will be reported to the Tokyo Stock Exchange as an independent officer. - Iwanaga Law Office, at which Mr. Toshihiko Iwanaga serves as representative, does not have a business relationship with the Company.</p>		

- Notes:
1. No material conflict of interest exists between the Company and Mr. Toshihiko Iwanaga.
  2. Mr. Toshihiko Iwanaga is a candidate for Substitute External Corporate Auditor.
  3. Upon the appointment of Mr. Toshihiko Iwanaga, the Company will enter into an agreement on limitation of liability with him to limit his liabilities for damages in case of failure to perform his duties to the extent specified by laws and regulations.
  4. The Company has concluded a directors and officers liability insurance contract with an insurance company for all of its Corporate Auditors as insured persons to cover damages and litigation expenses in the event that a claim for damages is made against the insured due to an act committed by Corporate Auditors who are included as insured in their capacity as such. However, there are grounds for exemptions. For example, losses or damage an insured person has caused intentionally or with gross negligence will not be covered. If Mr. Toshihiko Iwanaga is appointed as External Corporate Auditor, he will be included as the insured under this insurance contract.

**Policies and Procedures for Nominating and Appointing Candidates for Corporate Auditors**

Regarding the nomination and appointment of candidates for Corporate Auditors, the Company nominates the persons who will be able to be responsible for the appropriate management and monitoring of the lawfulness and appropriateness of the corporate activities including operational execution by Directors and Executive Officers of the Company, based on abundant experience and wide range of knowledge gained through serving as a manager or in management at financial institutions. At least one of the Corporate Auditors has sufficient knowledge of finance and accounting. The nomination and appointment of candidates for Corporate Auditors are decided by the Board of Directors after deliberation by the Board of Corporate Auditors.

**Independence Standards for External Directors and External Corporate Auditors**

The Company's basic policy is to elect External Directors and External Corporate Auditors who are able to be responsible for management and monitoring of the Company in an objective way based on expertise and a wide range of knowledge and abundant experience in corporate management, in accordance with Independence Standards for Independent Officers ("Guidelines Concerning Listed Company Compliance, etc." of the Tokyo Stock Exchange) stipulated by the Tokyo Stock Exchange. By doing so, the Company ensures the independence of External Directors and External Corporate Auditors.



## **Proposal No. 6: Introduction of Performance-Linked Stock Compensation Plan for Directors**

### 1. Reasons for the proposal and appropriateness of the proposal

The Proposal requests the approval for the introduction of BBT-RS (Board Benefit Trust-Restricted Stock), a new performance-linked stock compensation plan (hereinafter, the “Plan”), for the Company’s Directors (excluding External Directors; the same applies hereinafter in the Proposal unless otherwise noted), and Executive Officers (hereinafter, “Directors, etc.”).

The Proposal is intended to further define the linkage between compensation of Directors, etc. and the Company’s business performance and stock value, and to raise awareness of the contribution of Directors, etc. to improving the medium- to long-term business performance and increasing the Company’s corporate value by sharing even the risk of decline, as well as the benefit of rise in the Company’s stock price, with our shareholders. The Proposal also meets the Policy Regarding the Determination of Details of Individual Compensation, etc. for Directors of the Company (described below), which are to be resolved at the Board of Directors’ meeting after the conclusion of the Annual General Meeting of Shareholders, subject to approval of the Proposal as originally proposed, and therefore we consider the Proposal as appropriate. In addition, the Company received reports submitted from the Compensation Committee that conclude the introduction of the Plan is appropriate by taking account of the intention of the Plan, and the effect of granting incentives toward medium- to long-term improvement in business performance.

The Proposal is to request the approval for the specific calculation methods of the amounts and the details of compensation, etc., in order to offer compensation based on the Plan to the Company’s Directors, separately from the amount of compensation that was approved at the 47th Annual General Meeting of Shareholders, held on June 24, 2016 (upper limit of ¥1 billion per annum including ¥100 million for External Directors per annum at the limit). Shareholders are kindly requested to entrust the Board of Directors with the details of the Plan within the frameworks described in 2. below.

At the 52nd Annual General Meeting of Shareholders, held on June 28, 2021, the Company received approval for the amount of compensation, etc. associated with stock acquisition rights allotted to Directors as stock options as stock-based compensation at a limit of ¥400 million per annum, and the number of stock acquisition rights issued at a limit of 1,800 per annum as inner limits of the amount of Directors’ compensation mentioned above, as well as the specific details of the said stock acquisition rights, which have been applied to the present. However, the above-mentioned compensation with stock options shall be abolished, and additional stock acquisition rights shall not be issued to Directors, after the last allotment of stock acquisition rights in fiscal year 2024, subject to the approval of the Proposal at the General Meeting of Shareholders. However, the stock acquisition rights previously granted to Directors remain effective forward.

If Proposal No.3 is approved as originally proposed, the number of Directors eligible for the Plan is seven.

### 2. Specific calculation methods of the amounts and details of compensation, etc. associated with the Plan

#### (1) Outline of the Plan

The Plan is a performance-linked stock compensation plan, under which money contributed by the Company is used as a source of funds for acquisition of the Company shares via a trust (hereinafter, the “Trust,” which refers to a trust established under the Plan), and the Company shares and money equivalent to the converted amount of its stock price at fair value (hereinafter, the “Company Shares, etc.”) are granted to Directors, etc. via the Trust, pursuant to the Regulations Governing Stock Benefits for Officers provided by the Company. The timing when Directors, etc. receive the Company shares shall be, in principle, a certain time of every year, and the timing when Directors, etc. receive money equivalent to the converted amount of its stock price at fair value shall be, in principle, a time designated by the Company, after the retirement of Directors, etc. If Directors, etc. receive the Company shares during their term of office, Directors, etc. shall enter into the

transfer restriction agreements with the Company, prior to the delivery of the Company shares, as described in 3. below. This restricts the disposal of the Company shares delivered to Directors, etc. during their office, by transfer or other methods, until a certain time designated by the Company, after the retirement of such Directors, etc.

(2) Eligibles for the Plan

Directors (External Directors and Corporate Auditors are ineligible for the Plan) and Executive Officers

(3) Trust period

From August 2024 (scheduled) to the discontinuance of the Trust (The expiry date of the Trust period is not decided, and the Trust continues as long as the Plan continues. The Plan is discontinued in the event of delisting of the Company, abolition of the Regulations Governing Stock Benefits for Officers, or other factors).

(4) Amount of trust money

Subject to the approval of the Proposal, the Company introduces the Plan for the three-fiscal-year period from the fiscal year ending March 31, 2025 to the fiscal year ending March 31, 2027 (hereinafter, the “Initial Applicable Period” for the said three-fiscal-year period, and “Covered Period” for each three-fiscal-year period beginning after the Initial Applicable Period), and subsequent each Covered Period, contributes the following amount of money to the Trust as a source of funds for the Trust to acquire the Company shares in order to deliver the Company Shares, etc. to Directors, etc.

First, the Company establishes the Trust by contributing money equivalent to the estimated amount of funds deemed necessary for the Initial Applicable Period at the time of the establishment of the Trust (scheduled in August 2024). The upper limit of the number of points to be granted to Directors, etc. under the Plan is 616,900 points per fiscal year as described in (6) below. Accordingly, at the time of establishment of the Trust, the Company will contribute funds to the Trust an estimated amount deemed necessary to acquire the Company shares with the limit of 1,850,700 shares, taking account the closing price of the Company’s common stock on regular transaction in the Tokyo Stock Exchange as of the date immediately before the establishment. For reference, if a closing stock price of ¥1,534 as of May 20, 2024 is applied, the above-mentioned necessary funds are approximately ¥2,839 million.

After the Initial Applicable Period, the Company, in principle, reasonably estimates the necessary number of shares to be delivered to Directors, etc. under the Plan, per Covered Period, and contributes additional funds to the Trust in amounts deemed necessary for the Trust to acquire the shares in advance until the discontinuance of the Plan. However, on contributing such additional funds, if the trust assets have residual shares of the Company (excluding the number of Company shares that corresponds to the points granted but have not been delivered to Directors, etc. for the most recent Covered Period), and money (hereinafter, “Residual Shares, etc.”), the Residual Shares, etc. shall be appropriated for a source of funds for delivery under the Plan for subsequent Covered Periods. Additional amounts to be contributed shall be calculated by taking account of Residual Shares, etc. When the Company determines additional contributions, we will disclose in a timely and appropriate manner.

(Note) The actual amount to be contributed to the Trust by the Company consists of estimated necessary costs including trust fees, besides the above-mentioned funds for share acquisition in total.

(5) Acquisition method and the number of the Company shares to be acquired by the Trust

The acquisition of the Company shares by the Trust shall be conducted via exchange markets, or by means of undertaking disposal of the Company's treasury shares, using funds contributed through the procedures described in (4) above as a source of funds, and new shares are not issued.

The upper limit of the number of points to be granted to Directors, etc. is 616,900 points per fiscal year, as described in (6) below, and therefore, the upper limit of the number of the Company shares to be acquired by the Trust for each Covered Period is 1,850,700 shares. We will disclose the details of the acquisition of the Company shares by the Trust in a timely and appropriate manner.

(6) The maximum number of the Company Shares, etc. to be delivered to Directors, etc.

For each fiscal year, Directors, etc. receive points of which the number is decided based on positions, achievement levels of business performance, and other factors, pursuant to the Regulations Governing Stock Benefits for Officers. The total number of points to be granted to Directors, etc. per fiscal year is capped at 616,900 points (including 281,300 points for Directors). The limit has been decided by comprehensive consideration of payment levels of existing officer compensation, the trends and outlook in the number of Directors, etc., and other elements, and we have judged the limit appropriate.

Points to be granted to Directors, etc. are converted into one share of the Company's common stock per point, upon delivery of the Company Shares, etc. described in (7) below (however, in the event of stock split, gratis allocation of shares, reverse stock split, or other process, after approval of the Proposal, reasonable adjustments are made on the maximum number of points, the number of granted points, and the conversion rate, according to the changed proportion of shares.)

The number of voting rights associated with the number of shares that corresponds to the maximum number of points to be granted to Directors, etc. per fiscal year is 6,169, which account for 0.13% of 4,894,913 voting rights associated with total number of shares issued (as of March 31, 2024).

The base number of points of Directors, etc. upon delivery of the Company Shares, etc. described in (7) below is, in principle, the number of points granted to the Directors, etc. until the time when beneficiary rights are finalized as described in (7) below (hereinafter, the "Final Number of Points" for the points defined according to the above-mentioned rule).

(7) Delivery of the Company Shares, etc. and specific calculation methods of compensation, etc.

Directors, etc. who meet beneficiary requirements, in principle, annually receive the Company shares based on the Final Number of Points defined according to the description in (6) above from the Trust at a certain time of year by following the set procedures for the settlement of beneficiaries. However, in the event that Directors, etc. meet the requirements provided by the Regulations Governing Stock Benefits for Officers, a certain proportion is, in principle, delivered in money equivalent to the Company shares at fair value at a certain time designated by the Company after their retirement, instead of the Company share. The Trust may sell the Company shares for the monetary delivery.

If Directors, etc. receive the Company shares during their term of office, Directors, etc. shall enter into the transfer restriction agreements with the Company, prior to the delivery of the Company shares, as described in 3. below. This restricts the disposal of the Company shares delivered to Directors, etc. during their office, by transfer or other methods until a certain time designated by the Company, after the retirement of such Directors, etc.

Even Directors, etc. who received points shall not be able to acquire all or part of rights for delivery in cases including dismissal resolved by a General Meeting of Shareholders, etc., retirement due to some illegal acts during their office, and misconduct resulting in damage to the Company during their office.

The amount of compensation, etc. received by Directors, etc. is based on an amount obtained by multiplying a total number of points to be granted to Directors, etc. as of the time of granting, by the book value per share of the Company stock that belongs to the Trust (however, in the event of stock split, gratis allocation of shares, reverse stock split, or other process, reasonable adjustments are made on the Company shares, according to the changed proportion of shares). In addition, if reasonableness is acknowledged in case that monetary delivery is exceptionally conducted pursuant to the Regulations Governing Stock Benefits for Officers, such monetary amounts shall be added to the amount of compensation, etc.

(8) Voting rights exercise

The voting rights associated with the Company shares in the Trust account shall not be uniformly exercised, under the directions of the trust administrator. These measures are intended to ensure neutrality to management of the Company, in terms of voting rights exercise associated with the Company shares in the Trust account.

(9) Handling of dividends

Dividends associated with the Company shares in the Trust account are received by the Trust, and appropriated for acquisition fees of the Company shares, and trust fees to trustees engaged in the Trust. In the event of discontinuance of the Trust, residual dividends, etc. in the Trust are to be prorated for delivery to Directors, etc. in office at that time, based on points held by each of them, pursuant to the Regulations Governing Stock Benefits for Officers.

(10) Handling at the time of discontinuance of the Trust

The Trust is discontinued in the event of causes such as delisting of the Company, or abolition of the Regulations Governing Stock Benefits for Officers, or other factors.

Among residual assets in the Trust at the time of discontinuance of the Trust, all of the Company shares are planned to be acquired by the Company free of charge, and canceled by the resolution of the Board of Directors. Among residual assets in the Trust at the time of discontinuance of the Trust, money is to be provided to the Company with a remaining amount excluding money to be delivered to Directors, etc. as described in (9) above.

3. Outline of transfer restriction agreements associated with the Company shares to be granted to Directors, etc.

If Directors, etc. receive the Company shares during their office, Directors, etc. shall enter into the transfer restriction agreements including the details outlined below (hereinafter, the "Transfer Restriction Agreements") prior to the delivery of the Company shares (Directors, etc. receive the Company shares, subject to entering into the Transfer Restriction Agreements). However, for retired Directors, etc. at the point of share delivery, the Company shares may be delivered without the Transfer Restriction Agreements entered into.

1) Details of transfer restrictions

Directors, etc. are not authorized for transfer, grant of a security interest in, or otherwise disposal of the delivered Company shares during the period from the date on which the Company shares are delivered, to a date designated by the Company after the retirement from any positions including Directors, etc. of the Company.

2) Free acquisition by the Company

In the event that some illegal acts are conducted, or requirements are not met for the lifting of transfer restrictions described in 3) below, the Company acquires all or part of the shares under such circumstances free of charge.

3) Lifting of transfer restrictions

Transfer restrictions shall be lifted, in case of retirement from any positions including Directors, etc. of the Company by legitimate reasons, or by death, at a date designated by the Company after such retirement of Directors, etc.

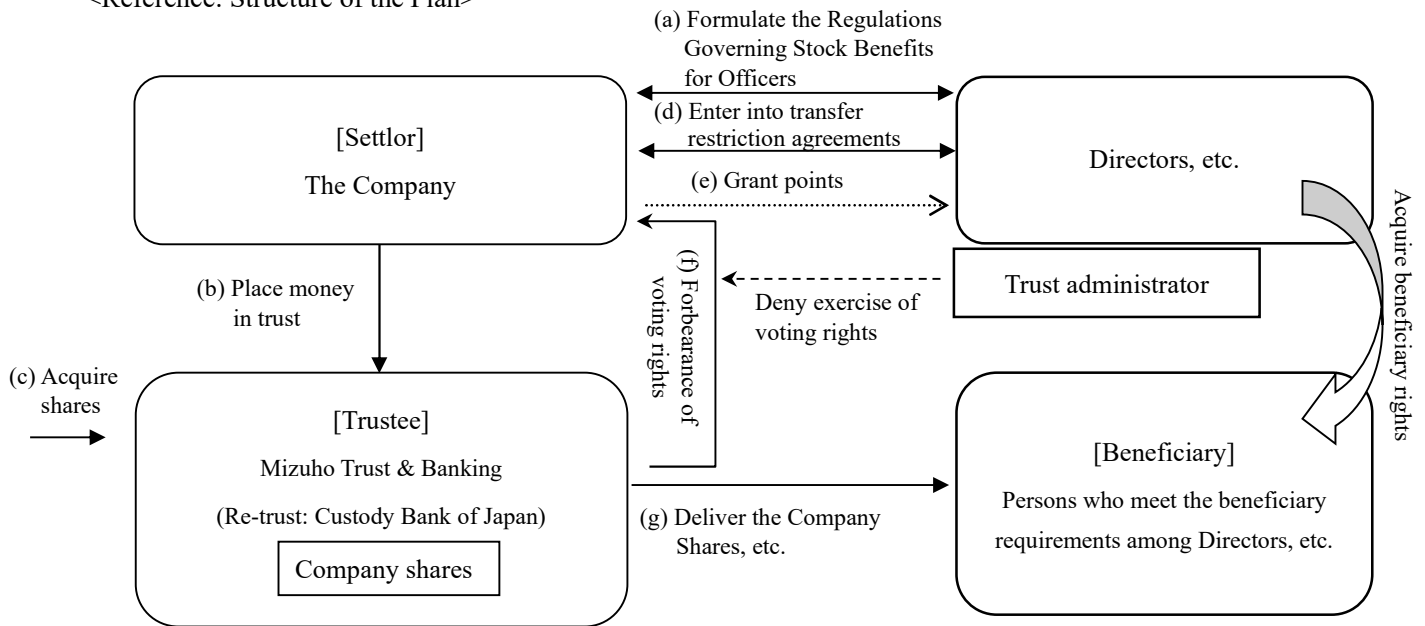
4) Handling in the event of reorganization, etc.

In the event that a merger agreement whereby the Company becomes the non-surviving company, or other matters concerning reorganization, etc. are approved by a General Meeting of Shareholders of the Company during the transfer restriction period, transfer restrictions shall be lifted by the resolution of the Company's Board of Directors, immediately before the business day preceding the effective date of such reorganization, etc.

In addition, the Company shares subject to the transfer restrictions under the Transfer Restriction Agreements are planned to be managed in dedicated accounts opened by eligible Directors, etc., in a securities company designated by the Company during the transfer restriction period in order to prevent transfer, grant of a security interest in, or otherwise disposal of such shares.

Besides the above, the Transfer Restriction Agreements contain procedures to indicate intention and give notice regarding the Transfer Restriction Agreements, and the way of revising the Transfer Restriction Agreements, and other matters provided by the Board of Directors.

<Reference: Structure of the Plan>



- (a) The Company formulates the “Regulations Governing Stock Benefits for Officers” within the framework approved for the Proposal.
- (b) The Company places money in trust within the scope approved for the Proposal.
- (c) The Trust acquires the Company shares via exchange markets, or by means of undertaking disposal of the Company’s treasury shares, using the money placed in trust in (b) as a source of funds.
- (d) Directors, etc. enter into the transfer restriction agreements including restrictions on disposal of the Company shares by transfer or other methods, a certain free acquisition by the Company, and other terms, with the Company, for the delivered Company shares during their office, until a certain time designated by the Company, after the retirement of Directors, etc.
- (e) The Company grants points to Directors, etc. pursuant to the “Regulations Governing Stock Benefits for Officers.”
- (f) The Trust follows the directions of the trust administrator independent of the Company, and voting rights associated with the Company shares in the Trust account shall not be exercised.
- (g) The Company shares that correspond to points granted to persons who meet the beneficiary requirements provided by the “Regulations Governing Stock Benefits for Officers s” among Directors, etc. (hereinafter, “Beneficiaries”) are annually delivered to Beneficiaries by the Trust at a certain time of year. In case that Directors, etc. meet the requirements provided by the “Regulations Governing Stock Benefits for Officers,” a certain proportion of points is delivered in money equivalent to the fair value of the Company shares at a certain time designated by the Company after their retirement.

**<Reference: Policy Regarding the Determination of Details of Individual Compensation, etc. for Directors>**

**a. Basic Policy**

Compensation of Directors of the Company shall be determined under a framework linked to sound incentives toward the Company's sustainable growth and the medium- to long-term development of its businesses. The officer compensation system shall aim to align the interests of officers with those of shareholders, raise officers' awareness of enhancing shareholder value, attract outstanding talent and enable the Company to acquire and develop human resources who can drive the improvement of the Company's corporate value.

Specifically, compensation of Directors responsible for business execution shall comprise basic compensation and performance-linked compensation. The basic compensation shall be fixed compensation paid in money as a basic salary based on each Director's position and other factors. The performance-linked compensation shall comprise officer bonuses paid in money linked to the Company's business performance and other factors and non-monetary compensation which is stock compensation.

Compensation of External Directors, who are in a position independent from business execution, shall consist entirely of basic compensation based on their roles.

**b. Policy for Determining the Amounts of Basic Compensation (Monetary Compensation) of Individual Directors (Including the Policy on Determination of Payment Timings and Conditions of Compensation, etc.)**

The basic compensation shall be fixed monthly monetary compensation, the amount of which shall be determined in comprehensive consideration of the duties, roles, responsibilities, and other factors of each Director.

**c. Policy on Details of Performance-linked Compensation (Monetary Compensation), etc. and Calculation Method of Amounts or Numbers Thereof (Including the Policy on Determination of Payment Timings and Conditions of Compensation, etc.)**

Of the performance-linked compensation, officer bonuses paid in money shall be linked to the Company's short-term business performance and determined in comprehensive consideration of individual achievements and other factors as monetary compensation for Directors responsible for business execution based on the Company's business performance in a single fiscal year, and shall be paid at a certain time every year after conclusion of each fiscal year.

**d. Policy on Details of Performance-linked Compensation (Non-monetary Compensation), etc. and Calculation Method of Amounts or Numbers Thereof (Including the Policy on Determination of Payment Timings and Conditions of Compensation, etc.)**

The number of shares to be granted in non-monetary stock compensation shall be determined based on medium- to long-term business performance, including initiatives that contribute to the enhancement of the Company's corporate value and its business performance over the medium- to long-term, in comprehensive consideration of individual achievements and other factors of Directors responsible for business execution. The shares shall be delivered basically at a certain time every year into an account based on a transfer restriction agreement concluded between the Company and each Director, which restricts disposal of such shares through transfer or otherwise until a certain time designated by the Company after the Director's retirement and allows for reduction of amounts in the event that some illegal acts are conducted. Part of the number of shares to be granted shall be given in cash equivalent to the converted amount of the Company's stock price at fair value, and such cash payment shall be made basically at a certain time designated by the Company after the retirement of Directors.

**e. Policy for Determining the Ratio of the Amounts of Basic Compensation, Performance-linked Monetary Compensation and Performance-linked Non-monetary Compensation in the Compensation of Individual Directors**

The ratio of the amounts of basic compensation, officer bonuses and stock compensation for Directors responsible for business execution shall be basically as described below, subject to variation proportionate to the levels of achievement of indicators for evaluation.

For Representative Directors,

basic compensation (1.0): officer bonuses (0 to 0.8): stock compensation (0 to 1.2)

For Directors,

basic compensation (1.0): officer bonuses (0 to 1.0): stock compensation (0 to 1.0)

(Evaluation indicators in performance-linked compensation based on the Medium-Term Management Plan 2027)

Compensation type	Evaluation indicator		Reason for selecting the indicator
Monetary compensation <Officer bonuses>	Financial	Net income attributable to owners of parent	Indicator of source of funds for investment for growth and shareholder returns
Non-monetary compensation <Stock compensation>	Financial	Consolidated ROA, Consolidated ROE	Indicator to evaluate return on assets and capital efficiency
	Non-financial	Achievement in TCX (TC Transformation) <Promotion of ESG initiatives/ value creation process>	Indicator to evaluate transformation toward a corporate group that continues to create value, etc.
	Market valuation	Rate of growth of the Company's stock price	Indicator of sharing medium- to long-term improvement of corporate value with shareholders

**f. Matters Concerning Determination of Details of Individual Director Compensation, etc.**

The authority to determine the specific details of the amount of compensation for individual Directors, specifically the amounts of basic compensation and performance-linked compensation for individual Directors, shall be delegated to President & CEO, Representative Director, based on resolutions by the Board of Directors. To ensure that the President & CEO, Representative Director appropriately exercises this authority, the Board of Directors shall present a draft proposal to the Compensation Committee consisting primarily of independent External Directors and receive its recommendation. The President & CEO, Representative Director under the above delegation shall determine the amounts by referring to such recommendation, advice from outside experts and third-party survey data on compensation levels.