

The following is an unofficial English translation of the Notice of the 48th Ordinary General Meeting of Shareholders of RICOH LEASING COMPANY, LTD. (hereinafter referred to as the “Company”). The Company provides this translation for your reference and convenience only without any warranty as to its accuracy or otherwise. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

To Our Shareholders:

Securities Code: 8566

Date of delivery: June 7, 2024

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measures: May 31, 2024

4-1, Kioi-cho, Chiyoda-ku, Tokyo


RICOH LEASING COMPANY, LTD.

Representative Director & President and Executive Office


T o k u h a r u N a k a m u r a


NOTICE OF THE 48th ORDINARY GENERAL MEETING OF SHAREHOLDERS

We hereby announce the 48th Ordinary General Meeting of Shareholders of RICOH LEASING COMPANY, LTD. (the “Company”), which will be held as described below. In convening the General Meeting of Shareholders, measures are taken to provide information that constitutes the content of reference documents, etc. for the general meeting of shareholders in electronic format (matters subject to the electronic provision measures). Please visit the Company’s website below for the information.

 The Company’s website <https://www.r-lease.co.jp/en/ir/stock/meeting/>

The matters subject to the electronic provision measures are posted on the website of Tokyo Stock Exchange Inc. (TSE) below, in addition to the Company’s website.

 TSE website <https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show>
(Listed Company Search)
(Please visit the TSE website above, enter/search “リコーリース (in Japanese)” under “Issue name (company name)” or its securities code “8566” under “Code,” and choose “Basic information,” “Documents for public inspection / PR information” and “Notice of General Shareholders Meeting / Informational Materials for a General Shareholders Meeting.”)



If you are unable to attend the meeting in person, you may exercise your voting rights by postal mail (in writing) or via the Internet. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by no later than 5:30 p.m. on Friday, June 21, 2024 (Japan Standard Time). Institutional investors are permitted to exercise their voting rights by electromagnetic means through the platform for the electronic exercise of voting rights operated by ICJ, Inc.

Date and
Time



Monday, June 24, 2024 at 10:00 a.m.
(Japan Standard Time)
(Reception desk opens at 9:00 a.m.)

Venue



Orizuru Rei, The Main Bldg. Arcade Floor, Hotel New Otani Tokyo,
4-1, Kioi-cho, Chiyoda-ku, Tokyo

Purposes



Items to be reported:

1. Business Report and Consolidated Financial Statements for the 48th term (from April 1, 2023 to March 31, 2024), as well as results of the audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Committee
2. Non-Consolidated Financial Statements for the 48th term (from April 1, 2023 to March 31, 2024)

Items to be resolved:

Proposal 1: Appropriation of Surplus

Proposal 2: Election of Ten (10) Directors (Excluding Directors who are Audit & Supervisory Committee Members)

Proposal 3: Election of Three (3) Directors who are Audit & Supervisory Committee Members

Proposal 4: Election of One (1) Substitute Director who is an Audit & Supervisory Committee Member

Items decided for
the convocation of
meeting

※If you do not indicate your support for or against each proposal in writing, you will be deemed to support the proposal.

※In the event that you vote twice, by postal mail (in writing) and via the Internet, we will consider only the vote via the Internet to be valid.

※If you vote via the Internet multiple times, we will consider the final vote to be valid.

- Of the matters subject to the electronic provision measures, the Notes to the Consolidated Financial Statements and Notes to the Non-Consolidated Financial Statements are published on the Company's website shown above and the website of the Tokyo Stock Exchange, Inc. (TSE Listed Company Search service), according to law and the Articles of Incorporation of the Company, and therefore are not printed in this Notice for shareholders who have made a written request. Therefore, the Consolidated Financial Statements and the Non-Consolidated Financial Statements included in this document are parts of the Consolidated Financial Statements and Non-Consolidated Financial Statements audited in the drafting of the accounting audit report and the audit report by the Accounting Auditor and the Audit & Supervisory Committee.
- Should the matters subject to the electronic provision measures require revision, the notification of the revision and the original and revised versions will be posted on the Company's website shown above and the website of the Tokyo Stock Exchange, Inc. (TSE Listed Company Search service).

Proposal 1 Appropriation of Surplus

The Company is conscious of the progressive nature of its dividends and the industry-leading level of its returns, and aims to increase shareholder returns by ensuring sustainable growth and strengthening its appropriate capital structure and financial position.

Specific guidelines for shareholder returns are a dividend payout ratio of at least 40% in the final year of the current medium-term management plan (year ending 31 March 2026) and 50% in the year ending 31 March 2030.

In addition, the Company has set aside ¥66,000,000 this year for the “reserves for an abundant future,” introduced in FY2022 with the aim of realizing its management philosophy and its medium- to long-term vision of being a “Circulation-Creating Company.” The Company will continue to contribute to the creation of a prosperous future by supporting activities aimed at addressing social issues such as global environmental protection, social and economic development, fostering the next generation, improving culture and supporting disaster recovery.

Based on this policy, the Company proposes year-end dividends for the 48th term and other appropriation of surplus as described below.

1. Matters related to year-end dividends

① Type of dividend property

Cash

② Allotment of dividend property to shareholders and total amount of dividends

¥75 per common share of the Company (total amount of dividends: ¥2,311,843,050)

As a result, annual dividends, including the interim dividends, have increased by ¥5 over the previous fiscal year to ¥150.

③ Effective date of distribution of dividends of surplus

June 25, 2024

2. Matters related to other appropriation of surplus

① Item related to appropriation of surplus and amount of increase thereof

General reserve: ¥8,000,000,000

Reserves for an abundant future: ¥66,000,000

② Item of surplus to be decreased and amount of decrease thereof

Retained earnings brought forward: ¥8,066,000,000

Proposal 2: Election of Ten (10) Directors (Excluding Directors who are Audit & Supervisory Committee Members)

The terms of office of all ten (10) Directors (excluding Directors who are Audit & Supervisory Committee Members) will expire at the conclusion of this Ordinary General Meeting of Shareholders.

Accordingly, the Company proposes the election of ten (10) Directors.

The nomination of candidates for Director has been considered by the Nominating and Compensation Committee, which consists entirely of Independent Outside Directors.

Moreover, the Audit and Supervisory Committee has reviewed the deliberations of the Nomination and Remuneration Committee on the appointment of candidates for the Company's Board of Directors in the Proposal and is of the opinion that the process for appointing candidates for the Board of Directors has been carried out properly.

The candidates for Director are as follows:

No.	Name	Age		Attendance at the Board of Directors meetings	Concurrent positions at listed companies	Term of office	Representative Director	Nominating and Compensation Committee Member	Gender
1	Tokuharu Nakamura	58	[Reelection]	100%	—	5 years	●		Male
2	Hirozumi Sano	61	[Reelection]	100%	—	5 years			Male
3	Shinichi Kuroki	62	[Reelection]	100%	—	3 years			Male
4	Masako Arakawa	53	[Reelection] [Outside] [Independent]	100%	—	5 years		●	Female
5	Mari Ebisui	63	[Reelection] [Outside] [Independent]	100%	1 company	4 years		●	Female
6	Atsumi Harasawa	56	[Reelection] [Outside] [Independent]	100%	2 company	4 years		●	Female
7	Takashi Ichinose	67	[Reelection] [Outside] [Independent]	100%	—	2 years		●	Male
8	Nobuhisa Zama	60	[Reelection] [Outside]	100%	1 company	2 years			Male
9	Takahiro Iriya	58	[Reelection] [Outside]	100%	1 company	1 year			Male
10	Hikomitsu Noji	65	[New election] [Outside] [Independent]	—	1 company	—		●	Male

Note 1: The ages of the candidates are as of the conclusion of this Ordinary General Meeting of Shareholders.

Note 2: The “●” denotes planned appointment.

No.

1

Tokuharu Nakamura

[Reelection]



Date of birth August 3, 1965

Number of the Company's shares owned 10,233

of which, the number of (shares to be delivered under the share compensation system) (9,713)

Attendance at Board of Directors meetings of 14/14 (100%)

Term of office 5 years

To Our Shareholders

The company was able to achieve its planned operating profit plan in FY2023, despite the challenging business environment.

Despite the external environment in FY2024, including the lifting of negative interest rates and high prices, we intend to continue to grow the Group in accordance with our management philosophy:

“We are a bridge to a prosperous future with our unique finance and services.”

From “reserves for an abundant future” endorsed by shareholders, the Company was also able to make donations to the areas affected by the earthquake and to other organizations. We will continue to share our vision for the future with our shareholders and contribute to the development of the Company's business.

■ Reasons for nomination as candidate for Director and expected roles

Mr. Tokuharu Nakamura has extensive sales, operational and management experience in the Group, together with experience as the President and Chief Executive Officer of the Company. He is nominated as a candidate for the Board of Directors because he is expected to continue to contribute to strengthening the supervisory function of the Board of Directors and increasing the Company's sustainable growth and corporate value by making use of his extensive experience and knowledge of management and other relevant factors.

Areas of expertise expected by the Ricoh Leasing Group

ESG and sustainability / corporate management / sales and marketing / finance and investment / human resources

■ Career summary, position and responsibilities in the Company

Jan. 1994	Joined the Company	Apr. 2014	Manager of Kansai Branch Office, Sales Division
Nov. 2004	General Manager of Corporate Planning Office	Apr. 2017	General Manager of Corporate Strategy Division
Dec. 2005	Director, TECHNO RENT CO., LTD. Executive Officer, TECHNO RENT CO., LTD.	Apr. 2018	Managing Executive Officer
Apr. 2008	Deputy General Manager of Corporate Strategy Office of the Company	Apr. 2019	General Manager of Business Management Division
Apr. 2009	Corporate Associate Vice President & Deputy General Manager of Corporate Planning Division	Jun. 2019	Director
Oct. 2011	General Manager of Business Management Department, Operation Division	Apr. 2020	Representative Director (present) President and Executive Officer (present)
Apr. 2013	Executive Officer	Jun. 2021	Chairperson of the Board of Directors (present)

[Significant concurrent positions outside the Company] None.

No.

2

Hirozumi Sano

[Reelection]



Date of birth May 14, 1963

Number of the Company's shares owned 5,746

of which, the number of (shares to be delivered under the share compensation system) (4,816)

Attendance at Board of Directors meetings 14/14 (100%)

Term of office 5 years

To Our Shareholders

To realize its management philosophy, the Group has steadily developed three business growth strategies in eight business areas in FY2023 and has focused on strengthening organizational capacity to support growth. As a result, new businesses with a lasting presence are evolving and entering a stage where new cycles are being created. In 2024, the second year of the Medium-Term Management Plan, we will continue to comply with the Human Rights Policy and Code of Conduct, promote capital cost management and human capital management, enhance the IT environment to support high-quality and highly efficient operations, strengthen governance, accelerate our contribution to the realization of a sustainable society and realize corporate value creation that meets the expectations of all our stakeholders.

Reasons for nomination as candidate for Director and expected roles

Mr. Hirozumi Sano has extensive experience and a high degree of insight, having held key positions in the sales department and responsibility for operational processes that support the business model at the company. He is also responsible for the overall management of head office as Senior Executive Officer. We have decided to nominate him as a candidate for the Board of Directors because we expect that his wealth of experience and knowledge will continue to contribute to the sustainable growth of the Group and the enhancement of its corporate value.

Areas of expertise expected by the Ricoh Leasing Group
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ESG and sustainability / finance and accounting / sales and marketing / finance and investment / human resources
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Career summary, position and responsibilities in the Company

Mar. 1987	Joined the Company	Apr. 2019	General Manager of Sales Management Division
Apr. 2003	General Manager of Corporate Planning Office		General Manager of Corporate Strategy Division, Sales Management Division
	General Manager of Sales Support Department, Sales Division		General Manager of Area Sales Division, Sales Management Division
Nov. 2004	Deputy General Manager of Kansai Business Division	Jun. 2019	Director (present)
Oct. 2006	General Manager of Chugoku-Shikoku Sales Department, Branch Business Division	Apr. 2020	In charge of Sales
Oct. 2010	Manager of Kansai Branch Office, Sales Division	Jun. 2021	In charge of head office (present)
Apr. 2014	Executive Officer	Dec. 2022	Representative Director, President of Welfare Suzuran Co., Ltd. (present)
	General Manager of Business Management Department, Operation Division	Apr. 2023	Senior Executive Officer (present)
Apr. 2015	Deputy General Manager of Operation Division		
Apr. 2016	General Manager of Operation Division		
Apr. 2018	Managing Executive Officer		
	General Manager of FFPR Promotion Division		
	General Manager of CS-Hub Planning Division		

[Significant concurrent positions outside the Company]

Representative Director, President of Welfare Suzuran Co., Ltd.

No.

3

Shinichi Kuroki

[Reelection]



Date of birth August 22, 1961

Number of the Company's shares owned 4,269

of which, the number of (shares to be delivered under the share compensation system) (3,804)

Attendance at Board of Directors meetings of 14/14 (100%)

Term of office 3 years

To Our Shareholders

The corporate structure that has been built in the company throughout the period of the previous medium-term management plan, which is focused on understanding and realizing the management philosophy while maintaining a focus on profitability, has taken root in the new three-year medium-term management plan that started in April 2023, and continues to have an effect. Meanwhile, the business environment surrounding the Group has changed from the initial outlook, for instance with rising costs. In this context, we intend to focus on establishing the “ability to see things through” in the Group, while promoting the transformation of the existing organization, strategy and culture, taking on the challenge of new business models, diversifying with the addition of businesses and services, promoting interdivisional cooperation including Group companies, and expanding our business base with increased efficiency.

■ Reasons for nomination as candidate for Director and expected roles

Mr. Shinichi Kuroki has held important positions in the finance and services sector for solving social issues in the Company and has a wealth of experience and a high level of insight. As managing director, he is also responsible for overall sales and driving new business strategies for medium- and long-term growth and the creation of corporate value. We have decided to nominate him as a candidate for the Board of Directors because we expect him to continue to contribute to the enhancement of the Group's corporate value by making use of his wealth of experience and knowledge.

Areas of expertise expected by the Ricoh Leasing Group
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ESG and sustainability / sales and marketing / finance and investment / human resources

■ Career summary, position and responsibilities in the Company

Nov. 2001	Joined the Company	Oct. 2019	Managing Executive Officer
Apr. 2009	General Manager of Finance Department, Financial Services Division	Apr. 2020	General Manager of Corporate Strategy Division
Apr. 2016	Corporate Associate Vice President Deputy General Manager of Financial Services Division	Jun. 2021	In charge of Sales (present) Director (present)
Apr. 2018	Executive Officer General Manager of Social Innovation Division	Apr. 2023	Senior Executive Officer (present) General Manager of Sales Management Division
Apr. 2019	General Manager of Social Innovation Division 1		

[Significant concurrent positions outside the Company] None.

No.

4

Masako Arakawa

[Reelection]
[Outside]
[Independent]

Date of birth January 1, 1971

Number of the Company's shares owned

Attendance at Board of Directors meetings 14/14 (100%)

Term of office 5 years

To Our Shareholders

The Group's goal of "our unique finance and services" is growing steadily, in harmony with ESG and with a focus on earning power. The company is building its business portfolio and strategy based on synergies between existing and new businesses, evolution and mutation, as well as cross-sectoral collaboration. In discussions with the current management team and employees, I have found that they are very responsive to the points and questions raised. I will fulfil my role as an external director to ensure that the Group's finance and services are a bridge to a prosperous future.

Reasons for nomination as candidate for Outside Director and expected roles

As a finance and real estate expert, Ms. Masako Arakawa has extensive experience and a strong track record in domestic and international investment and financing, business development, etc., as well as a wealth of insight into corporate governance, etc. As an outside director, she has appropriately supervised the execution of business operations through active opinions and suggestions based on her experience and insight, and as a member of the Nomination and Remuneration Committee, she has contributed to the fair and transparent consideration and decision-making on the nomination of the Company's directors, succession planning and the remuneration of the Company's directors. Based on these achievements, she is nominated as a candidate for outside director because she is expected to continue to contribute to the strengthening of the supervisory function of the Board of Directors and the realization of fair and transparent management through her useful opinions and guidance on the Company's management.

Areas of expertise expected by the Ricoh Leasing Group
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ESG and sustainability / finance and investment / human resources

Activities on the Board of Directors, etc.

She fully fulfils the roles and responsibilities expected of an external director, including supervising management based on her expertise in finance and real estate and her experience as an external director of other companies, as well as making useful comments and providing advice on overall management. She is also a member of the voluntary Nomination and Remuneration Committee, where she plays an important role in appointing executives, determining the appropriateness of their remuneration and determining the transparency of the decision-making process.

Career summary, position and responsibilities in the Company

Apr. 1993	Joined Long-term Credit Bank Research Institute, Inc. (currently Value Management Institute, Inc.)	Jan. 2013	President & CEO, Machi Asset Management, Inc.
Feb. 2000	Registered as Licensed Real Estate Appraiser	Sep. 2016	Outside Director, WISDOM ACADEMY Inc.
Mar. 2006	Vice President, Commercial Real Estate, Tokyo Branch, Deutsche Bank AG	May 2017	Outside Director, GFOOT CO., LTD.
Jul. 2010	Executive Director, New Business Development Office, CB Richard Ellis K.K. (currently CBRE K.K.)	Feb. 2018	Director, Institute of Corporate Governance, Japan (present)
Oct. 2012	President & CEO, AMC Advisors, Co., Ltd. (present)	Jun. 2019	Outside Director of the Company (present)
		Jan. 2024	Outside Director, Orion Breweries, Ltd. (present)

[Significant concurrent positions outside the Company]
President & CEO, AMC Advisors, Co., Ltd.

No.

5

Mari Ebisui

[Reelection]
[Outside]
[Independent]

Date of birth October 8, 1960

Number of the Company's shares owned _____

Attendance at Board of Directors meetings 14/14 (100%)

Term of office 4 years

To Our Shareholders

The Group aims to address social issues from the creation of a “prosperous future” in the new medium-term plan and beyond, by promoting the development of autonomous human resources who can create a “mutation” that is grounded in business based on support for the management philosophy. At the same time, the Group is unique in fostering an open corporate culture through D&I, health management and work style initiatives. The Group links its business plan to the Sustainability Medium-Term Plan, ensuring a PDCA environment and striving to create the value that stakeholders expect. Through the objective comparative and analytical power of accounting and the governance and cultural capital that drives management, I aim to support the rapid achievement of the goals of officers and employees through my participation in the Board of Directors and the Nomination and Remuneration Committee.

Reasons for nomination as candidate for Outside Director and expected roles

Ms. Mari Ebisui has extensive experience and a high level of insight into accounting from a global perspective, which she developed as a U.S. CPA, and as a certified fraud examiner, she also has knowledge of corporate internal controls and business ethics. As an external director, she has appropriately supervised the execution of business operations through active opinions and suggestions based on her experience and insight, and as a member of the Nomination and Remuneration Committee, she has contributed to the fair and transparent consideration and decision-making on the nomination of the Company's directors, succession planning and the remuneration of the Company's directors. Based on these achievements, she is nominated as a candidate for outside director because she is expected to continue to contribute to the strengthening of the supervisory function of the Board of Directors and the realization of fair and transparent management through her useful opinions and guidance on the Company's management.

Areas of expertise expected by the Ricoh Leasing Group	ESG and sustainability / finance and accounting / risk management / human resources
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Activities on the Board of Directors, etc.

She fully fulfils the roles and responsibilities expected of an external director, including supervising management based on her extensive experience and insight as a U.S. certified public accountant and a certified fraud examiner, and providing useful comments and advice on overall management. She is also a member of the voluntary Nomination and Remuneration Committee, where she plays an important role in appointing executives, determining the appropriateness of their remuneration and determining the transparency of the decision-making process.

Career summary, position and responsibilities in the Company

Apr. 1985	Joined Ajinomoto General Foods, Inc. (currently Ajinomoto AGF, Inc.)	Jun. 2016	Director of the board, Japan Society of U.S. CPAs
Nov. 1997	Passed an Examination of Certified Public Accountant in the United States (USCPA)	Jun. 2020	Outside Director of the Company (present)
Mar. 1998	Joined KPMG Peat Marwick Tokyo (currently KPMG Tax Corporation)	Apr. 2021	Advisory Board Member, Japan Corporate Governance Research Institute (present)
Jul. 2001	Representative Director, Ebisui Accounting & Consulting LLC (present)	May 2022	Outside Audit & Supervisory Board Member, AEON DELIGHT CO., LTD. (present)
Nov. 2006	Licensed as a USCPA in Illinois State	Sep. 2022	Supervisor, The Japan Academy of Family Business (present)
Apr. 2008	Licensed as a USCPA in Washington State Certified as a Certified Fraud Examiner (CFE)	Mar. 2024	Supervisor, Association for Corporate Support of the Arts (present)

[Significant concurrent positions outside the Company]
Representative Director, Ebisui Accounting & Consulting LLC
Outside Audit & Supervisory Board Member, AEON DELIGHT CO., LTD.



Date of birth August 28, 1967

Number of the Company's shares owned

Attendance at Board of Directors meetings 14/14 (100%)

Term of office 4 years

To Our Shareholders

In addition to vendor leasing, which has formed the basis of our operations for many years, the Group is actively involved in new businesses to address emerging social issues, and aims to contribute to creating a prosperous future by functioning as a "Circulation-Creating Company," which is our medium- to long-term vision. As an external director and legal expert, I will check that the Code of Conduct is properly observed by the Group in the process of managing and executing these businesses, and I will do my best to contribute to the realization of our management philosophy and the enhancement of our corporate value by ensuring and strengthening compliance.

Reasons for nomination as candidate for Outside Director and expected roles

Ms. Atsumi Harasawa has professional experience and knowledge developed as a lawyer and as an external director of a listed company. As an external director, she has appropriately supervised the execution of business operations through active opinions and suggestions based on her experience and insight, and as a member of the Nomination and Remuneration Committee, she has contributed to the fair and transparent consideration and decision-making on the nomination of the Company's directors, succession planning and the remuneration of the Company's directors. Based on these achievements, she is nominated as a candidate for outside director because she is expected to continue to contribute to the strengthening of the supervisory function of the Board of Directors and the realization of fair and transparent management through her useful opinions and guidance on the Company's management. She has no direct experience of being involved in corporate management other than as an external director, but for the aforementioned reasons, she is deemed capable of performing the duties of an external director.

Areas of expertise expected by the Ricoh Leasing Group

ESG and sustainability / law / risk management / human resources

Activities on the Board of Directors, etc.

Based on her professional expertise as a lawyer and experience as an external officer of other companies, she fully fulfils the roles and responsibilities expected of an external director, including supervising management and providing useful comments and advice on overall management. She is also a member of the voluntary Nomination and Remuneration Committee, where she plays an important role in appointing executives, determining the appropriateness of their remuneration and determining the transparency of the decision-making process.

Career summary, position and responsibilities in the Company

Apr. 1992	Joined Japan Airlines Co., Ltd.	Jun. 2019	Outside Audit & Supervisory Board Member, Kawasaki Kisen Kaisha, Ltd. (present)
Dec. 2009	Registered at Tokyo Bar Association Joined Sonderhoff & Einsel Law and Patent Office	Jun. 2020	Outside Director of the Company (present)
Jun. 2014	Joined Digital Arts Inc.	Director, Japan Triathlon Union	
Apr. 2015	Joined Yamasaki & Partners	Sep. 2020	Outside Audit & Supervisory Board Member, GiXo Ltd. (present)
Nov. 2016	Partner, Igarashi - Watanabe - Esaka Law Office (present)	Jun. 2023	Director, Japan Aeronautical Engineers' Association (present)
Aug. 2017	Bids Supervising Committee Member, Tokyo Metropolitan Government (present)	Jul. 2023	Oversight Committee Member, Metropolitan Expressway Co., Ltd (present)
Apr. 2018	Outside Audit & Supervisory Board Member, Lawson Bank Preparatory Company, Inc. (currently Lawson Bank, Inc.) (present)		Member of the Contracts and Procurement, Committee WCH Tokyo 25 LOC (present)

[Significant concurrent positions outside the Company]

Partner, Igarashi - Watanabe - Esaka Law Office
Outside Audit & Supervisory Board Member, Kawasaki Kisen Kaisha, Ltd.
Outside Audit & Supervisory Board Member, GiXo Ltd.

No.

7

Takashi Ichinose

[Reelection]
[Outside]
[Independent]

Date of birth February 23, 1957

Number of the Company's shares owned

Attendance at Board of Directors meetings 14/14 (100%)

Term of office 2 years

To Our Shareholders

I believe that the root of the Group's strength lies in the fact that each and every sincere and honest employee plays a leading role in creating their own "mutation" and boldly takes on the challenge of realizing our medium- to long-term vision of "Circulation-Creating Company," which is a major driving force for increasing corporate value, sustainable returns to stakeholders and a virtuous cycle of growth. I will use the knowledge, experience and technical expertise I have gained in corporate management in the electronics industry to supervise management as an independent external director, while actively providing advice and support for business execution and supporting the challenges of growth.

Reasons for nomination as candidate for Outside Director and expected roles

Mr. Takashi Ichinose's extensive experience as a manager of a major electronics manufacturer affiliate and other companies provides him with extensive knowledge and high-level insight into corporate management. As an outside director, he has properly supervised the execution of business operations through active opinions and proposals based on his experience and insight, and as a member of the Nomination and Remuneration Committee, he has contributed to fair and transparent consideration and decision-making on the nomination of the Company's directors, succession planning and the remuneration of the Company's directors. Based on these achievements, he is nominated as a candidate for external director because he is expected to continue to contribute to the strengthening of the supervisory function of the Board of Directors and the realization of fair and transparent management through his useful opinions and guidance on the Company's management.

Areas of expertise expected by the Ricoh Leasing Group
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ESG and sustainability / corporate management / IT and technology / human resources

Activities on the Board of Directors, etc.

He fully fulfils the roles and responsibilities expected of an external director, including management supervision based on his broad experience and high-level insight as a manager of a major electronics manufacturer affiliate and other companies, as well as useful comments and advice on overall management. He is also a member of the voluntary Nomination and Remuneration Committee, which plays an important role in appointing executives, determining the appropriateness of their remuneration and the transparency of the decision-making process.

Career summary, position and responsibilities in the Company

Apr. 1981	Joined Sony Corporation (present Sony Group Corporation)	Sep. 2012	Representative Director and President, Dexerials Corporation
Apr. 2006	Managing Director, Sony Chemicals Corporation (currently Dexerials Corporation)	Oct. 2021	Chairman, CEO, Lincstech Co., Ltd. (present)
Jan. 2008	Director, Executive Vice President, Sony Chemical & Information Device Corporation (currently Dexerials Corporation)	Jun. 2022	Outside Director of the Company (present)
Aug. 2008	Representative Director and President, Sony Chemical & Information Device Corporation (currently Dexerials Corporation)		

[Significant concurrent positions outside the Company]

Representative Director and Chairman, Lincstech Co., Ltd.

No.

8

Nobuhisa Zama

[Reelection]
[Outside]

Date of birth April 1, 1964

Number of the Company's shares owned

Attendance at Board of Directors meetings 14/14 (100%)

Term of office 2 years

To Our Shareholders

This is an era of rapid evolution. Today, opportunities and risks are everywhere. We need to be imaginative and creative in where we set our sights and how we make the most of them. I will enhance the transparency of governance while supervising management from an objective standpoint, while also utilizing my diverse business experience and knowledge from global financial institutions. I will also sincerely support the Group's challenge to continuously transform its business towards becoming a "Circulation-Creating Company" and contribute to the enhancement of corporate value, so that risk management is strengthened and sound risk-taking is promoted simultaneously and proactively.

Reasons for nomination as candidate for Outside Director and expected roles

Mr. Nobuhisa Zama has extensive experience and a strong track record as a member of the management team of a major banking group, as well as extensive knowledge and high-level insight into the financial industry based on this experience. As an external director, he supervises business execution appropriately through his active opinions and suggestions based on this experience and insight. Given these achievements, he is nominated as a candidate for outside director because he is expected to continue to contribute to the strengthening of the supervisory function of the Board of Directors and the realization of fair and transparent management through his useful opinions and guidance on the Company's management.

Areas of expertise expected by the Ricoh Leasing Group

ESG and sustainability / finance and investment / risk management

Activities on the Board of Directors, etc.

Based on his extensive experience as a member of the management team of a major banking group and his broad knowledge and high-level insight into the financial industry, he effectively fulfils the roles and responsibilities expected of an external director, including supervising management and providing useful comments and advice on overall management.

Career summary, position and responsibilities in the Company

Apr. 1987	Joined The Fuji Bank Limited (present Mizuho Bank, Ltd.)	Apr. 2020	Joined Mizuho Leasing Co., Ltd. as Managing Executive Officer (Area of responsibility: Credit Risk Management Department)
Apr. 2015	Executive Officer of Mizuho Bank, Ltd.	Apr. 2021	CCO/Managing Executive Officer of Mizuho Leasing Co., Ltd. (Areas of responsibility: Legal & Compliance Department, Credit Risk Management Department)
Apr. 2017	Managing Executive Officer of Mizuho Bank, Ltd.	Apr. 2022	CCO/CRO/Managing Executive Officer of Mizuho Leasing Co., Ltd. (Areas of responsibility: Legal & Compliance Department, Risk Management Department, Credit Risk Management Department)
Apr. 2018	Managing Executive Officer of Mizuho Bank, Ltd.	Jun. 2022	Outside Director of the Company (present)
Apr. 2019	Managing Executive Officer of Mizuho Trust & Banking Co., Ltd.	Apr. 2023	Managing Executive Officer, Chief of Group - Credit Risk Management, Mizuho Leasing Co., Ltd. (present)
	Apr. 2019		Managing Executive Officer, Mizuho Bank, Ltd. (Area of responsibility: Specially Assigned Matters / Credit of Retail & Business Banking Division / Credit of Corporate & Institutional Division / Credit of Global Corporate Division)
	Apr. 2019		Managing Executive Officer, Mizuho Trust & Banking Co., Ltd. (Area of responsibility: Specially Assigned Matters / Credit of Retail & Business Banking Division / Credit of Corporate & Institutional Division)

[Significant concurrent positions outside the Company]

Managing Executive Officer, Head of Credit Management Group, Mizuho Leasing Co., Ltd.

No.

9

Takahiro Irisa

[Reelection]
[Outside]

Date of birth December 6, 1965

Number of the Company's shares owned

Attendance at Board of Directors meetings 12/12 (100%)

Term of office 1 years

To Our Shareholders

To realize the Group's medium- to long-term vision of being a "Circulation-Creating Company," the Group is required to simultaneously strengthen existing businesses and create new businesses on the ground. As an external director, I will contribute to the permanent growth of the Group and the implementation of its strategy by providing advice on how new businesses should operate based on my understanding of global trends in the SDGs, and by using my knowledge of customer value creation and social contribution through digital technology, which is being strengthened and developed at Ricoh Company, Ltd.

Reasons for nomination as candidate for Outside Director and expected roles

Mr. Takahiro Irisa has experience and knowledge in the IT and technology business fields and business strategy at a major office and precision equipment manufacturer. As an external director, he supervises business execution appropriately through his active opinions and suggestions based on this experience and insight. Based on these achievements, he is nominated as a candidate for outside director because he is expected to continue to contribute to the strengthening of the supervisory function of the Board of Directors and the realization of fair and transparent management through his useful opinions and guidance on the Company's management.

The relationship between the candidate and a specified related business operator

Ricoh Company, Ltd. and Ricoh Japan Corporation are specified related business operators for the Company. The position and responsibilities of Mr. Takahiro Irisa at these companies at present and in the past ten (10) years are noted in his career summary.

Areas of expertise expected by the Ricoh Leasing Group

ESG and sustainability / sales and marketing / IT and technology

Activities on the Board of Directors, etc.

Based on his experience and knowledge of the IT and technology business fields and management strategy at a major office and precision equipment manufacturer, he effectively fulfils the roles and responsibilities expected of an external director by providing management supervision and useful comments and advice on overall management.

Career summary, position and responsibilities in the Company

Apr. 1989	Joined Ricoh Company, Ltd.	Apr. 2018	General Manager of Corporate Strategy Group, Corporate Strategy and Planning Center, Corporate Planning Division, Ricoh Company, Ltd.
Jun. 2003	General Manager of Thermal Sales Department, Thermal Media Company, Ricoh Company, Ltd.	Apr. 2019	General Manager of Corporate Strategy and Planning Center, Corporate Planning Division, Ricoh Company, Ltd.
Mar. 2007	General Manager, Ricoh Industrie France S. A. S.	Apr. 2020	Corporate Associate Vice President, Ricoh Company, Ltd.
Apr. 2011	General Manager of Strategy Planning Department, Thermal Media Company, Ricoh Company, Ltd.	Apr. 2021	Corporate Officer, Ricoh Company, Ltd. President of Ricoh Futures Business Unit, Ricoh Company, Ltd.
Oct. 2012	General Manager of Strategy Planning Department, Chemical Technology & Products Division, Ricoh Company, Ltd.	Apr. 2023	Senior Corporate Officer, Ricoh Company, Ltd. (present) President of Ricoh Digital Services Business Unit, Ricoh Company, Ltd. (present)
Oct. 2013	General Manager of Business Management Office, Industrial Media Solutions Department, Ricoh Company, Ltd.	Jun. 2023	Outside Director of the Company (present)
Oct. 2015	General Manager of Global Business Center, IMS Department, Ricoh Company, Ltd.	Nov. 2023	Director and Chairman Executive Officer, Ricoh Japan Corporation (present)
Apr. 2017	General Manager of Corporate Strategy Group, Corporate Strategy and Planning Center, Corporate Division, Ricoh Company, Ltd.		

[Significant concurrent positions outside the Company]

Senior Corporate Officer, President of Ricoh Digital Services Business Unit, Ricoh Company, Director and Chairman Executive Officer, Ricoh Japan Corporation

No.

10

Hikomitsu Noji

[New election]
[Outside]
[Independent]

Date of birth October 30, 1958

Number of the Company's shares owned 300

Attendance at Board of Directors meetings — / — (—%)

Term of office — years

To Our Shareholders

Conflicts have broken out across the world, natural disasters have occurred and the word “uncertainty” is very familiar today. It is precisely in times like these that diversity is needed. If everyone can realize this diversity – knowing, understanding and trusting each other – conflicts will stop and we will be able to help each other in times of disaster. Through their livelihoods, the task of companies is to train people to implement diversity as a matter of course, to contribute to the realization of a sustainable, recycling-oriented society and to further increase corporate value. I am convinced that the Group's medium-term management plan, which started in 2023, will accelerate this creation. I will support the company from an objective outside perspective and as a representative of the shareholders, and will work hard to realize its goals.

Reasons for nomination as candidate for Outside Director and expected roles

Mr. Hikomitsu Noji has extensive knowledge and a high degree of insight into technology and corporate management as a result of his extensive experience as a manufacturing site manager and executive at a major vehicle parts manufacturer company. Based on this, he is nominated as a candidate for outside director because he is expected to contribute to strengthening the supervisory function of the Board of Directors and realizing fair and highly transparent management through his useful opinions and guidance on the Company's management.

Areas of expertise expected by the Ricoh Leasing Group

ESG and sustainability / corporate management / IT and technology / human resources

Career summary, position and responsibilities in the Company

Apr. 1982	Joined The Yokohama Rubber Co., Ltd.	Mar. 2018	Vice President Executive Officer, The Yokohama Rubber Co., Ltd.
Jul. 2002	Deputy head, Shinshiro Plant, The Yokohama Rubber Co., Ltd.		Chairman and Representative Director, ATC Tires Private Ltd.
Jun. 2004	Head of Mishima Plant, The Yokohama Rubber Co., Ltd.	Mar. 2019	Chief engineer, The Yokohama Rubber Co., Ltd.
Jan. 2007	President and CEO, Yokohama Tire Philippines, Inc.		Chairman and Director, Yokohama Tire Manufacturing Mississippi, LLC
Jun. 2008	Executive Officer and General Manager, Tire Production Division, The Yokohama Rubber Co., Ltd.	Apr. 2024	Advisor, The Yokohama Rubber Co., Ltd. (present)
	Yokohama Rubber Philippine INC., President and Representative Director	Jun. 2024	Outside Director, HOCHIKI CORPORATION (scheduled to assume office on June 26, 2024)
Jun. 2009	Director and Corporate Officer and General Manager of Tire Global Production Division, The Yokohama Rubber Co., Ltd.		Outside Director, KASAI KOGYO CO., LTD. (scheduled to assume office on June 27, 2024)
Jun. 2010	Director and Managing Corporate Officer		
Apr. 2011	Director and Senior Managing Corporate Officer, The Yokohama Rubber Co., Ltd.		
Jun. 2011	President and Representative Member of the Board, The Yokohama Rubber Co., Ltd.		
Mar. 2017	Director and Executive vice-chairman, The Yokohama Rubber Co., Ltd. Chairman and Representative Director, Alliance Tire Group		

[Significant concurrent positions outside the Company]

Advisor, The Yokohama Rubber Co., Ltd.

Outside Director, HOCHIKI CORPORATION (scheduled to assume office on June 26, 2024)

Outside Director, KASAI KOGYO CO., LTD. (scheduled to assume office on June 27, 2024)

Matters Concerning Candidates for Director

Special interest

There is no special interest between any of the candidates and the Company.

Directors and Officers liability insurance policy

The Company has concluded a Directors and Officers liability insurance policy, as provided for in Article 430-3, paragraph 1 of the Companies Act, with an insurance company. Officers of the Company and its subsidiaries are insured under the policy, and the Company pays the insurance premiums. If a candidate assumes office as Director, he or she will be insured under the insurance policy. The policy covers losses that may arise from the insured's assumption of liability in the course of the performance of their duties, or from claims pertaining to the pursuit of such liability. However, there are certain reasons for coverage exclusion, such as claims for damages arising from the performance of an illegal act by an insured with full knowledge of its illegality.

On August 1, 2024, during each candidate's term of office, the Company will renew the insurance policy with the same terms and conditions.

Limited liability agreement

The Company stipulates in its Articles of Incorporation that it is able to establish an agreement with Directors (excluding Executive Directors, etc.) to limit the liability for damages specified in Article 423, paragraph 1 of the Companies Act. The maximum amount of liability for damages under this liability limitation agreement is the minimum liability amount as provided in laws and regulations. If the candidates for Directors, Ms. Masako Arakawa, Ms. Mari Ebisui, Ms. Atsumi Harasawa, Mr. Takashi Ichinose, Mr. Nobuhisa Zama and Mr. Takahiro Irisa are appointed, the Company will continue the liability limitation agreement with each of them.

If Mr. Hikomitsu Noji is appointed, the Company will conclude a similar agreement with him to limit his liabilities.

Candidates for Outside Director

Ms. Masako Arakawa, Ms. Mari Ebisui, Ms. Atsumi Harasawa, Mr. Takashi Ichinose, Mr. Nobuhisa Zama, Mr. Takahiro Irisa and Mr. Hikomitsu Noji are candidates for Outside Directors.

Independence

The Company has registered Ms. Masako Arakawa, Ms. Mari Ebisui, Ms. Atsumi Harasawa and Mr. Takashi Ichinose as independent officers pursuant to the provisions of Tokyo Stock Exchange, Inc. If they are elected, the Company will continue to appoint them as independent officers.

The Company plans to register Mr. Hikomitsu Noji as an independent officer pursuant to the provisions of Tokyo Stock Exchange, Inc.

Other matters concerning candidates for Director

- The stated attendance of the Board of Directors meetings for Mr. Takahiro Irisa considers only the meetings held after they assumed office (on June 26, 2023).
- The figures for the number of the Company's shares owned by candidates shown above indicate the current status as of March 31, 2024.

Proposal 3: Election of Three (3) Directors who are Audit & Supervisory Committee Members

The terms of office of all three (3) Directors who are Audit & Supervisory Committee Members will expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the Company proposes the election of three (3) Directors who are Audit & Supervisory Committee Members.

We have obtained the consent of the Audit & Supervisory Committee to this proposal.

The nomination of candidates for Director has been reported to the Nominating and Compensation Committee consisting entirely of Independent Outside Directors.

Candidates for Directors who are Audit & Supervisory Committee Members are listed below.

No.	Name	Age		Attendance at the Board of Directors meetings	Attendance at the Audit and Supervisory Committee	Concurrent positions at listed companies	Term of office	Gender
1	Tokio Kawashima	65	[Reelection] [Outside] [Independent]	100%	100%	1	4 years	Male
2	Hiromi Nakazawa	59	[Reelection] [Outside] [Independent]	100%	100%	1	2 years	Female
3	Toru Miyama	60	[Reelection] [Outside] [Independent]	100%	100%	2	2 years	Male

Note: The ages of the candidates are as of the conclusion of this Ordinary General Meeting of Shareholders.

No.

1

Tokio Kawashima

[Reelection]
[Outside]
[Independent]

Date of birth January 22, 1959

Number of the Company's shares owned

Attendance at Board of Directors meetings 14/14 (100%)

Attendance at Audit & Supervisory Committee meetings 23/23 (100%)

Term of office 4 years

To Our Shareholders

The Group is evolving from a “financial company that also engages in business” to a “business company that also engages in finance” and is taking on the challenge of creating new business opportunities while steadily evolving its corporate governance and utilizing M&A (mergers, acquisitions and alliances). In the context of these business developments, the constant evolution and advancement of ERM-like risk management is becoming increasingly important. I will fully utilize my knowledge of corporate governance and risk management to support the continuous evolution and advancement of our integrated risk management, thereby contributing to sustainability management and ultimately to the enhancement of our corporate value.

Reasons for nomination as candidate for Outside Director who is Audit & Supervisory Committee Member and expected roles

Mr. Tokio Kawashima has extensive knowledge in finance and accounting, having worked for many years at a major financial institution, and has a wealth of experience and a high degree of insight, including serving as a full-time auditor of a listed company. Based on this, he is nominated as a candidate for outside director as a member of the Audit Committee because he is expected to continue to contribute to strengthening the supervisory function of the Board of Directors and realizing fair and highly transparent management through his useful opinions and guidance on the Company's management.

Areas of expertise expected by the Ricoh Leasing Group

ESG and sustainability / finance and investment / risk management

Activities on the Board of Directors, etc.

He fulfills the full range of roles and responsibilities expected of an external director, including highly effective supervision of the Company's management based on his knowledge of finance and accounting from his many years of service at major financial institutions and his experience as a full-time auditor at a listed company. He also makes necessary statements at meetings of the Audit and Supervisory Committee as appropriate.

Career summary, position and responsibilities in the Company

Apr. 1982	Joined The Mitsubishi Bank, Ltd. (now MUFG Bank, Ltd.).	Apr. 2011	Joined OMRON Corporation
Sep. 2008	Regional Head for Germany, MUFG Bank, Ltd.	Jun. 2011	Corporate Auditor, OMRON Corporation
	General Manager of Duesseldorf Branch, MUFG Bank, Ltd.	Jun. 2019	Outside Director (Audit and Supervisory Committee Member), Kyoritsu Maintenance Co., Ltd. (present)
	President, BTMU Lease (Deutschland) GmbH (now MUFG Europe Lease (Deutschland) GmbH i.L)	Jun. 2020	Outside Auditor, DT Holdings, Inc. (present)
			Outside Director (Audit & Supervisory Committee Member) of the Company (present)

[Significant concurrent positions outside the Company]

Outside Director (Audit and Supervisory Committee Member), Kyoritsu Maintenance Co., Ltd.

No.

2

Hiromi Nakazawa

[Reelection]
[Outside]
[Independent]

Date of birth September 10, 1964

Number of the Company's shares owned

Attendance at Board of Directors meetings 14/14 (100%)

Attendance at Audit & Supervisory Committee meetings 23/23 (100%)

Term of office 2 years

To Our Shareholders

With my motto “Improve the quality of management through the power of accounting,” I have been involved in corporate practices such as accounting audits and internal audits, and have also been involved in certain aspects of corporate management on the executive side. I feel that the Group is currently in a transitional period, symbolized by the word “mutation,” where it is going beyond traditional leasing & finance to create new businesses and corporate cultures. At the same time, more and more emphasis is being placed on addressing issues surrounding sustainability, and the ability to appropriately capture intangible strengths beyond financial information and to engage in dialogue with investors and others is now also being tested. I will be mindful of the evolution of risk management across the Group so that the executive side can be robustly proactive, and I will make further efforts to enhance corporate value.

Reasons for nomination as candidate for Outside Director who is Audit & Supervisory Committee Member and expected roles

Ms. Hiromi Nakazawa has expert knowledge of finance and accounting as a certified public accountant, as well as a wealth of experience and high-level insight as an officer of a listed company. Based on these, she is nominated as a candidate for outside director as a member of the Audit Committee because she is expected to continue to contribute to strengthening the supervisory function of the Board of Directors and realizing fair and highly transparent management through her useful opinions and guidance on the Company's management.

Areas of expertise expected by the Ricoh Leasing Group
--

ESG and sustainability / finance and accounting / finance and investment / risk management
--

Activities on the Board of Directors, etc.

She fulfills the full range of roles and responsibilities expected of an external director, including highly effective supervision of the Company's management based on her expert knowledge of finance and accounting as a certified public accountant and her extensive experience as an officer of a listed company. She also makes necessary statements at meetings of the Audit and Supervisory Committee as appropriate.

Career summary, position and responsibilities in the Company

Apr. 1988	Joined Mitsui Bank, Ltd. (now Sumitomo Mitsui Banking Corporation)	Jun. 2017	Full-time Auditor, C' BON COSMETICS Co., Ltd. (will retire on June 29, 2022)
Oct. 1995	Joined Taiyo Audit Corporation (now Grant Thornton Taiyo LLC)	Jun. 2020	Director (Outside), Nippon Piston Ring Co., Ltd.
Jan. 1998	Joined Showa Ota & Co. (now Ernst & Young Shinnihon LLC).	Jun. 2022	Outside Director (Audit & Supervisory Committee Member) of the Company (present)
Apr. 1999	Registered as Certified Public Accountant	Dec. 2022	Audit and Supervisory Board member, Welfare Suzuran Co., Ltd. (present)
Sep. 2012	Joined Nidec Corporation	Jun. 2023	Outside Director (Audit and Supervisory Committee Member), IMAGICA GROUP Inc. (present)
Jun. 2013	Full-time Auditor, C' BON COSMETICS Co., Ltd.	Apr. 2024	Audit and Supervisory Board member, Enplus Inc. (present)
Jun. 2015	Executive Officer, C' BON COSMETICS Co., Ltd.		

[Significant concurrent positions outside the Company]

Audit and Supervisory Board member, Welfare Suzuran Co., Ltd.
Outside Director (Audit and Supervisory Committee Member), IMAGICA GROUP Inc.
Audit and Supervisory Board member, Enplus Inc.

No.

3

Toru Miyama

[Reelection]
[Outside]
[Independent]

Date of birth February 26, 1964

Number of the Company's shares owned

Attendance at Board of Directors meetings 14/14 (100%)

Attendance at Audit & Supervisory Committee meetings 23/23 (100%)

Term of office 2 years

To Our Shareholders

The Group is adding new businesses and expanding its range of services with the aim of addressing social issues through its businesses. In order to accelerate this business development, governance needs to be even stronger, including transparency in decision-making and effective supervision of business execution. We also need to continue with initiatives around sustainability, such as the environment, human capital management and DX. As an external director who is a member of the Audit Committee, I intend to enhance my internal and external knowledge and continue to monitor efforts to improve corporate value, taking into account the perspectives of shareholders and other stakeholders who are the foundation of our business activities.

■ Reasons for nomination as candidate for Outside Director who is Audit & Supervisory Committee Member and expected roles

Mr. Toru Miyama has experience and a high level of knowledge, particularly in corporate legal affairs, gained as a lawyer, as well as experience and insight as an external director of a listed company. Based on this, he is nominated as a candidate for outside director because he is expected to continue to contribute to the strengthening of the supervisory function of the Board of Directors and the realization of fair and highly transparent management through his useful opinions and guidance on the Company's management. He has no direct experience of being involved in corporate management other than as an external director, but for the aforementioned reasons, we consider that he will be able to carry out the duties of an external director who is a member of the Audit Committee appropriately.

Areas of expertise expected by the Ricoh Leasing Group
--

ESG and sustainability / law / risk management

■ Activities on the Board of Directors, etc.

Based on his professional knowledge as a lawyer and experience as an external director of other companies, he fulfills the roles and responsibilities expected of an external director, such as supervision, with regard to the management of the Company in a highly effective manner. He also makes necessary statements at meetings of the Audit and Supervisory Board member as appropriate.

■ Career summary, position and responsibilities in the Company

Apr. 1998	Registered as an attorney-at-law Joined Kawawa Law Firm	Jun. 2019	Audit & Supervisory Board Member (Outside), KOSE Corporation (present)
Oct. 2006	Established Miyama Law Office, Director (present)	Aug. 2020	Outside Auditor, Ozu Corporation (present)
		Jun. 2022	Outside Director (Audit & Supervisory Committee Member) of the Company (present)

[Significant concurrent positions outside the Company]

Attorney

Audit & Supervisory Board Member (Outside), KOSE Corporation

Outside Auditor, Ozu Corporation

Matters concerning candidates for Directors who are Audit and Supervisory Committee Members

Special interest

There is no special interest between any of the candidates and the Company.

Directors and Officers liability insurance policy

The Company has concluded a Directors and Officers liability insurance policy as provided for in Article 430-3, paragraph 1 of the Companies Act with an insurance company. Officers of the Company and its subsidiaries are insured under the policy, and the Company pays the insurance premiums. If a candidate assumes office as Director, he or she will be insured under the insurance policy. The policy covers losses that may arise from the insured's assumption of liability in the course of the performance of their duties, or from claims pertaining to the pursuit of such liability. However, there are certain reasons for coverage exclusion, such as claims for damages arising from the performance of an illegal act by an insured with full knowledge of its illegality.

On August 1, 2024, during each candidate's term of office, the Company will renew the insurance policy with the same terms and conditions.

Limited liability agreement

The Company stipulates in its Articles of Incorporation that it is able to establish an agreement with Directors (excluding Executive Directors, etc.) to limit the liability for damages specified in Article 423, paragraph 1 of the Companies Act. The maximum amount of liability for damages under this liability limitation agreement is the minimum liability amount as provided in laws and regulations. If the candidates for Directors, Mr. Tokio Kawashima, Ms. Hiromi Nakazawa and Mr. Toru Miyama are appointed, the Company will continue the liability limitation agreement with each of them.

Candidates for Outside Director

Mr. Tokio Kawashima, Ms. Hiromi Nakazawa and Mr. Toru Miyama are candidates for Outside Directors.

Independence

The Company has registered Mr. Tokio Kawashima, Ms. Hiromi Nakazawa and Mr. Toru Miyama as independent officers pursuant to the provisions of Tokyo Stock Exchange, Inc.

Reference

Areas of expertise expected of Directors (Management structure after approval)

In the event that Proposal 2 and 3 are approved in its original form, the structure and areas of expertise expected of Directors will be as follows. Given that we have appointed Directors who share our medium- to long-term vision of becoming a “Circulation-Creating Company” and have a basic literacy in ESG and sustainability, we have high expectations for all Directors in the area of ESG and sustainability.

Tokuharu
NakamuraHirozumi
SanoShinichi
KurokiMasako
ArakawaMari
EbisuiAtsumi
Harasawa

Attribute	Representative Director	Director	Director	Outside Director	Outside Director	Outside Director
Term of office	5 years	5 years	3 years	5 years	4 years	4 years
Committee	—	—	—	Nomination and Remuneration Committee Member	Nomination and Remuneration Committee Member	Nomination and Remuneration Committee Member
ESG and sustainability	●	●	●	●	●	●
Corporate management	●	—	—	—	—	—
Finance and accounting	—	●	—	—	●	—
Sales and marketing	●	●	●	—	—	—
Finance and investment	●	●	●	●	—	—
Law	—	—	—	—	—	●
Risk management	—	—	—	—	●	●
IT and technology	—	—	—	—	—	—
Human resources	●	●	●	●	●	●

Note: The above table doesn't represent all of the knowledge and experience of each director.

Skills (fields of specialty) expected from directors	Overview
ESG and sustainability	An individual with whom Ricoh Leasing's medium- to long-term vision resonates and who can be counted on to give the appropriate advice from the perspective of ESG and sustainability (the fundamental literacy sought in Ricoh Leasing directors)
Corporate management	An individual who has been a representative director or president of a large company, either listed and unlisted, possesses considerable experience in corporate management and who can be counted on to give appropriate advice from that perspective
Finance and accounting	An individual who has been in any position such as a CFO, finance or accounting department head, certified public accountant, licensed tax accountant, and who can be counted on to give appropriate advice in the field of finance and accounting
Sales and marketing	An individual with a background such as considerable experience in the fields of sales and marketing and who can be counted on to give appropriate advice from that perspective
Finance and investment	An individual who comes from financial services or fund management (e.g., bank, securities, etc.) or who has a background such as considerable experience in fields such as leasing, finance, real estate, and M&A and who can be counted on to give appropriate advice from that perspective
Law	An individual who has been involved in legal affairs in corporate activities such as contract and corporate legal affairs (including having prepared and researched corresponding laws) or with considerable experience in those areas and who can be counted on to give appropriate advice from that perspective
Risk management	An individual with considerable experience in risk management within a company, who has qualifications and/or experience in areas such as internal control and compliance so and who can be counted on to give appropriate advice from that perspective
IT and technology	An individual with a background such as considerable experience in the field of IT or technological fields and who can be counted on to give appropriate advice from that perspective
Human resources	An individual that can be counted on to give the appropriate advice on human resources, human resource development, diversity, succession planning for directors, and officer remuneration by virtue of their experience and their insights



Takashi Ichinose	Nobuhisa Zama	Takahiro Irisa	Takahiro Irisa	Tokio Kawashima	Hiromi Nakazawa	Toru Miyama
Outside Director	Outside Director	Outside Director	Outside Director	Audit and Supervisory Committee Member Director (Outside)	Audit and Supervisory Committee Member Director (Outside)	Audit and Supervisory Committee Member Director (Outside)
2 years	2 years	1 year	—	4 years	2 years	2 years
Nomination and Remuneration Committee Member	—	—	Nomination and Remuneration Committee Member	Audit and Supervisory Committee Member	Audit and Supervisory Committee Member	Audit and Supervisory Committee Member
●	●	●	●	●	●	●
●	—	—	●	—	—	—
—	—	—	—	—	●	—
—	—	●	—	—	—	—
—	●	—	—	●	●	—
—	—	—	—	—	—	●
—	●	—	—	●	●	●
●	—	●	●	—	—	—
●	—	—	●	—	—	—

Proposal 4:

Election of One (1) Substitute Director who is an Audit & Supervisory Committee Member

The Company proposes that one (1) substitute Director who is an Audit and Supervisory Committee Member be elected in advance to prepare for a case where the number of Directors who are Audit and Supervisory Committee Members falls below the number stipulated by laws and regulations.

We have obtained the consent of the Audit and Supervisory Committee to this proposal.

The nomination of candidates for Director has been reported to the Nomination and Remuneration Committee consisting entirely of Independent Outside Directors.

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

Koichiro Ikeda

[Outside]
[Independent]



Date of birth	June 25, 1970
Number of the Company's shares owned	—
Attendance at Board of Directors meetings	—/— (—%)
Attendance at Audit & Supervisory Committee meetings	—/— (—%)
Term of office	—

■ Reasons for nomination as candidate for substitute Outside Director who is an Audit & Supervisory Committee Member and expected roles

Mr. Koichiro Ikeda has experience and professional knowledge as a lawyer. The Company believes that he will contribute to strengthening the supervisory function of the Board of Directors and enhancement of corporate value through valuable advice, etc. based on the above, and proposes that he be elected as substitute Outside Director. While he has no experience in working directly in corporate management, for the reasons given above, we believe that he can adequately fulfill his responsibilities as an Outside Director.

■ Career summary, position and responsibilities in the Company

Oct. 2002 Registered as attorney at law

Jul. 2015 Established Ikeda Law Office

[Significant concurrent positions outside the Company] Attorney

■ Independence

He fulfills the requirements for Independent Directors as stipulated by the Tokyo Stock Exchange, Inc. as well as the Company's Independence Standards for Outside Directors. In the event that his election is approved and he assumes the office of Director who is an Audit & Supervisory Committee Member, the Company plans to register him as an Independent Director with the aforementioned exchange.

■ Special interest

There is no special interest between Mr. Koichiro Ikeda and the Company.

■ Directors and Officers liability insurance policy

The Company has concluded a Directors and Officers liability insurance policy as provided for in Article 430-3, paragraph 1 of the Companies Act with an insurance company. Officers of the Company and its subsidiaries are insured under the policy, and the Company pays the insurance premiums. In the event that the election of Koichiro Ikeda is approved and he assumes office as a Director who is an Audit & Supervisory Committee Member, he will be insured under the insurance policy, which covers losses that may arise from the insured's assumption of liability in the course of the performance of his duties, or from claims pertaining to the pursuit of such liability. However, there are certain reasons for coverage exclusion, such as claims for damages arising from the performance of an illegal act by an insured with full knowledge of its illegality. On August 1, 2024, during each candidate's term of office, the Company will renew the insurance policy with the same terms and conditions.

■ Limited liability agreement

In the event that the election of Koichiro Ikeda is approved and he assumes office as a Director who is an Audit & Supervisory Committee Member, the Company plans to conclude an agreement with him limiting his liability for damages under Article 423, paragraph 1 of the Companies Act. This agreement will set the limit of such liability as the minimum total liability stipulated by laws and regulations.

■ Other matters concerning the candidate

Mr. Koichiro Ikeda is a candidate for substitute Outside Director who is an Audit & Supervisory Committee Member.

1 Business Progress and Result

1. Consolidated Performance

① Revenue and Income

In the current consolidated fiscal year, the Japanese economy saw rapid changes in the business environment given rising prices associated with the weak yen and other factors, and the lifting of the negative interest rate policy by the Bank of Japan. Meanwhile, socioeconomic activities have been normalizing due to the shift of the new coronavirus infection to category 5. In terms of corporate capital investment, we recognize that the situation does not allow for optimism given increasing labor and other costs and disruptions in global supply chains caused by the emergence and aggravation of geopolitical risks, despite the growing need for labor-saving measures by companies as the labor shortage becomes more serious.

In the leasing industry, lease transaction volume for FY2023 increased 7.6% year-on-year to 4,570.9 billion yen. (From the statistics of the Leasing Business Association of Japan)

Under these circumstances, our group's performance in the current consolidated fiscal year showed an increase in net sales and gross profit, but a decrease in operating income, ordinary income, and net income attributable to owners of the parent.

	FY2022	FY2023	Change	
	Billion yen	Billion yen	Value change billion yen	Change from previous year
Net sales	298.8	308.3	9.4	3.2%
Operating profit	21.2	21.0	(0.2)	(1.0%)
Profit attributable to owners of the parent	14.8	11.2	(3.5)	(24.2%)
Total contract execution and business investment	380.9	404.7	23.8	6.2%
Operating Assets	1,019.5	1,046.2	26.6	2.6%

※ In FY2023, the Company finalized the provisional accounting treatment for business combinations, and each figure for FY2022 reflects the details of the finalization of the provisional accounting treatment.

The following is a summary by reportable segment for the period under review.

In FY2023, the Company finalized the provisional accounting treatment for the business combination, and each figure for FY2022 reflects the details of the finalization of the provisional accounting treatment.

Lease and Finance Business

Sales

293.5
billion yen

Change from previous year
2.5%

Segment profit

20.9
billion yen

Change from previous year
0.5%

■ Main Businesses

Finance and operating leases of office and information-related equipment, medical equipment, industrial machine tools, and measuring instruments, installment (including sale of equipment upon expiration or early termination of lease transactions), corporate loans, industry-specific loans, condominium loans and other loans, etc.

In the Leases and Finance Business, executed contract volume decreased due to a reactionary decline from the previous year's large-lot deals related to capital investment, despite an increase in real estate-related loans and installment sales of solar power generation equipment. New contract acquisition yields continued to improve under the policy of emphasizing profitability. As a result, although net sales increased, segment income decreased due to a reactionary decline from the previous year's special demand for COVID-related rentals.

Contract execution amount (by product)

	FY2022	FY2023	
		Change from previous year	Billion yen
Finance leases	208.8	203.1	(2.7%)
Operating leases	19.7	17.9	(9.2%)
Total of leases	228.6	221.0	(3.3%)
Installment	52.7	53.7	1.9%
Total of leases and installment	281.3	274.8	(2.3%)
Loans	82.1	86.0	4.7%
Total of Leases & Finance Business	363.5	360.8	(0.7%)

Operating Assets

	End of FY2022	End of FY2023	
		Increase or Decrease	Billion yen
Finance leases	580.4	574.8	(5.5)
Operating leases	33.1	34.5	1.3
Total of leases	613.6	609.4	(4.1)
Installment	157.5	150.7	(6.8)
Total of leases and installment	771.2	760.2	(10.9)
Loans	253.7	260.1	6.4
Total of Leases & Finance Business	1,024.9	1,020.3	(4.5)

* The figures are partially different from the figures in "Operating Assets by Segment" on a separate page because the balances do not deduct securitized lease receivables.

Service Business

Sales

8.7
billion yen

Change from previous year
22.0%

Segment profit

1.3
billion yen

Change from previous year
2.3%

■ Main Businesses

Agency services such as invoicing and accounts receivable collection, medical and nursing care fee factoring services, relocation management services, nursing home/retirement home management, credit guarantee

In the Services Business, in the money collection agency service, the number of cases handled for existing customers increased, and new contracts also operated smoothly. In the medical and long-term care remuneration factoring service, demand for the service returned with the termination of public support, etc., and transaction volume increased steadily. In addition, consolidated results reflect the performance of Welfare Suzuran Co., Ltd. As a result, both net sales and segment income increased.

Investment Business

Sales

6.0
Change from previous year
billion yen 15.5%

Segment profit

1.1
Change from previous year
billion yen 5.0%

■ Main Businesses

Solar power generation, home leasing and real estate related

In the Investment Business, in the photovoltaic power generation business, investment progressed steadily due to the actualization of several power plant projects. In the real estate sector, the amount of investment increased while diversifying investment methods such as trust beneficiary rights and equity investments. As a result, both net sales and segment income increased.

Investment amount	Billion yen		
	FY2022	FY2023	Change from previous year
Solar power generation	2.0	11.5	469.2%
Home leasing and real estate related	15.3	32.3	110.4%
Investment business Total Investment amount	17.4	43.9	152.1%

Operating assets	Billion yen		
	End of 2022FY	End of FY2023	Increase or Decrease
Solar power generation	19.8	28.0	8.1
Home leasing and real estate related	45.4	66.5	21.1
Investment business Total operating assets	65.3	94.5	29.2

Sales and Segment Income by Segment

Million yen

	Sales			Segment Income		
	FY2022	FY2023	Increase or Decrease	FY2022	FY2023	Increase or Decrease
Lease & Finance Business	286,483	293,539	7,056	21,048	20,939	(109)
Services Business	7,201	8,785	1,584	1,314	1,344	29
Investment Business	5,204	6,009	804	1,068	1,121	53
Total	298,889	308,335	9,445	23,432	23,405	(26)

Contract execution volume and business investment by segment

Million yen

	FY2022	FY2023	Increase or Decrease
Finance leases	208,860	203,132	(5,727)
Operating leases	19,767	17,947	(1,820)
Total in leases	228,628	221,079	(7,548)
Installment	52,765	53,749	984
Loans	82,143	86,015	3,871
Total of Leases & Finance Business	363,537	360,844	(2,692)
Total of Services Business	—	—	—
Total of Investment Business	17,415	43,910	26,495
Total	380,952	404,755	23,802

Operating Assets by segment

Million yen

	FY2022	FY2023	Increase or Decrease
Finance Leases	509,737	506,140	(3,596)
Operating Leases	33,199	34,556	1,357
Total in Leases	542,936	540,697	(2,239)
Installment Sales	157,578	150,770	(6,807)
Loans	253,706	260,176	6,470
Total of Leases & Finance Business	954,222	951,645	(2,576)
Total of Services Business	—	—	—
Total of Investment Business	65,365	94,592	29,226
Total	1,019,587	1,046,237	26,650

※ Figures for Installment business are presented as installment receivables less unrealized profit on installment sales.

② Status of Capital Investment, etc.

The total amount of capital investment, etc. made during the period was 56.6 billion yen, the main items of which are as follows.

I. Purchase of leased assets, etc. in the Leases & Finance Business	18.0
	billion yen
II. Purchase of leased assets in the Investment Business, etc.	26.5
	billion yen
III. Capital investment in company assets (Strengthening of each business and assets related to solar power generation, etc.)	12.1
	billion yen

③ Status of Financing

The balance of interest-bearing debt (including payables under securitized lease receivables) for the period under review increased by 10.0 billion yen from the end of the previous period to 911.5 billion yen.

During the period under review, long-term debt including current portion increased 20.5 billion yen, the current portion of payables decreased 14.5 billion yen, and commercial paper decreased 11.0 billion yen. Corporate bonds including the current portion increased by 15.0 billion yen.

In order to secure the necessary funds and efficiently procure working capital, the Company has executed overdraft and loan commitment agreements totaling 138.5 billion yen.

2. Changes in Assets and Operating Results

① Consolidated Management Indicators

Category		FY2020	FY2021	FY2022	FY2023
Net sales	million yen	326,266	303,853	298,889	308,335
Operating profit	million yen	17,471	19,280	21,228	21,010
Ordinary profit	million yen	17,510	19,522	21,573	21,544
Profit attributable to owner of parent	million yen	12,019	13,481	14,872	11,278
Net income per share	yen	389.93	437.34	482.48	365.89
Total assets	million yen	1,160,706	1,177,723	1,236,921	1,247,276
Net assets	million yen	191,333	201,480	211,701	221,936
Net assets per share	yen	6,207.07	6,536.27	6,867.91	7,199.98

1. Consolidated net income per share is calculated based on the average number of shares outstanding during the period, excluding treasury stock. Consolidated net assets per share is calculated based on the number of shares outstanding at the end of the fiscal year after deducting noncontrolling interests from consolidated net assets and the number of shares of treasury stock.
2. In FY2023, the Company finalized the provisional accounting treatment for business combinations, and each figure for FY2022 reflects the details of the finalization of the provisional accounting treatment.

② Non-Consolidated Management Indicators

Category		FY2020	FY2021	FY2022	FY2023
Net sales	million yen	311,666	286,374	280,453	288,417
Operating profit	million yen	16,778	17,897	19,810	20,354
Ordinary profit	million yen	16,806	18,135	20,153	20,880
Net income	million yen	11,538	12,587	13,966	10,969
Net income per share	yen	374.32	408.34	453.10	355.88
Total assets	million yen	1,154,670	1,170,274	1,228,800	1,239,455
Net assets	million yen	188,585	197,781	207,144	217,019
Net assets per share	yen	6,117.96	6,416.29	6,720.07	7,040.46

- ※ Net income per share is calculated based on the average number of shares outstanding during the period, excluding treasury stock, and net assets per share is calculated based on the number of shares outstanding at the end of the period, excluding treasury stock.

3. Management Policy for the Future

① Basic Management Policies of the Company

The Group has established the following management philosophy and basic stance, and aims to create a sustainable recycling society based on sustainability management.

<Management Philosophy>

We are a bridge to a prosperous future with our unique finance and services.

<Basic Stance>

1. We will contribute to the development of a sustainable global society with our integrity and reliable business activities.
2. We will connect our customer to the future and society with services beyond expectations.
3. We will create an enjoyable and active working environment while respecting each other.
4. We will answer stakeholders' expectations by enhancing corporate value.

② Business Environment and Issues to be Addressed

Currently, the business environment surrounding our Group is changing rapidly due to rising prices associated with the depreciation of the yen and other factors, the lifting of the negative interest rate policy by the Bank of Japan, and other factors. Meanwhile, socioeconomic activities are normalizing, as the new type of coronavirus infection has moved to category 5. In addition, we recognize that the business environment is facing a variety of uncertainties, such as rising labor and other costs, and disruptions in global supply chains due to the emergence and aggravation of geopolitical risks.

In this business environment, the Group sees new business opportunities in the shift in customer needs from owning to using goods, the growing outsourcing needs associated with corporate reforms of work styles, etc., and the expanding introduction of renewable energy toward becoming carbon neutral by 2050.

③ Mid-term Management Plan

Our Group has started a three-year medium-term management plan from April 2023. We will strive to achieve our medium- to long-term vision, namely to become a "Circulation-Creating Company," which was set forth in the previous medium-term management plan, and to realize a "prosperous future" as stated in our Management Philosophy.

(1) Our vision

We aim to realize a "prosperous future" as stated in our Management Philosophy, by setting the axis of our strategic planning as a cross between our contribution to corporate growth opportunities through the utilization of transaction data based on vendor leasing, which is our Group's DNA, and our efforts to address the four materialities we have identified to solve social issues through our business.

(2) Management Strategies

We will further strengthen our existing Leases & Finance, Service, and Investment businesses.

In addition, we aim to create new businesses that will last for a long time by expanding investment and diversifying services and introducing new models to existing businesses.

(3) Business Growth Strategy

<Challenges to new business models>

We will target the following two fields in our initiatives to introduce new business models.

◆As a Service field

By providing services rather than focusing on goods as in the conventional lease and installment business, we will expand our business to meet the changing needs from ownership to utilization.

◆BPO field

We will develop services that contribute to growth opportunities for companies by providing services that help solve business issues such as workforce shortages.

<Diversification through business & service additions>

We have positioned the following three areas as opportunities to diversify our business by adding services.

◆The environmental field

Toward carbon neutrality in 2050, we will finance the introduction of renewable energy, contribute through our own power generation business, and develop and provide services for renewable energy power generation companies and services that contribute to the 3Rs (Reduce, Reuse, Recycle).

◆Real estate fields

We will develop and provide financing and business development and services to meet and contribute to the diversifying needs of the housing environment.

◆Nursing-care field

In an aging society with a declining birthrate, new demands are emerging. Through leasing, installment sales, financing, medical and nursing care fee factoring, as well as the nursing care business, we will develop and provide services that are beneficial to both medical and nursing care providers and their users.

<Further expansion with efficiency>

By further refining our Group's expertise in efficiently processing small-lot, high-volume operations, which has been our strength, and by improving efficiency and achieving further growth, we will contribute to lowering the hurdles for corporate and other customers in capital investment in the office, medical/healthcare, and equipment investment fields.

(4) Organizational Capacity Enhancement Strategies

<Promoting challenges that lead to business growth and revitalizing the organization>

We will build systems with the aim of fostering human resources who take on challenges, fostering a culture of challenge, and creating an organization in which a diverse range of human resources can play an active role.

<Establishment of flexible systems and business structure to meet social changes>

We will aim to automate and improve efficiency by switching business systems. At the same time, we will strengthen cyber security and IT governance.

<Strengthen governance including affiliated companies>

We will aim to expand our business by strengthening cooperation, including governance, among group companies. We will also continue to evolve our sustainability management through communication with external parties.

(5) Action to Implement Management that is Conscious of Cost of Capital and Stock Price

The Group believes that in order to achieve sustainable growth and increase corporate value over the medium to long term, it is important to manage its businesses with an awareness of return on capital based on an understanding of its own cost of capital. Based on this belief, we will transform our business portfolio and optimize the allocation of management resources while working to improve profitability by continuing and emphasizing cost-of-capital management and by expanding non-asset businesses.

In addition, as our basic shareholder return policy, we aim to increase shareholder returns through sustainable growth and strengthening of our capital structure and financial strength in an appropriate manner, with an awareness of the progressive nature of dividends and the industry-leading level of returns.

In the final year of the current medium-term management plan period (fiscal year ending March 31, 2026), we will aim for a dividend payout ratio of 40% or more, and 50% in the fiscal year ending March 31, 2030.

(6) Progress on financial and non-financial targets

The progress towards the financial and non-financial targets in the mid-term management plan (April 2023 - March 2026) is as follows:

i. Financial targets

	FY2023	FY2024	FY2025
	Results	Forecast	Mid-term target
Operating profit	21.0billion yen	21.1billion yen	23.5billion yen
Net income	11.2billion yen	14.7billion yen	16.0billion yen
ROA (Return on Assets)	0.91%	1.14%	1.1% or more
ROE (Return on Equity)	5.2%	6.5%	7% or more
Payout ratio	41.0%	34.6%	40% or more

※ The above forecasts for FY2024 are based on information currently available and certain assumptions that are judged to be reasonable, and are not intended to be a promise by the Company that they will be achieved. Please note that actual results may differ significantly due to various factors.

ii. Non-financial targets

Material issue	Item	FY2023 Results	FY2025 Targets	Reference: FY2022 results
Contribute to a clean global environment	To the environmental field cumulative investment amount	313.8 billion yen	400.0 billion yen (Through FY2025)	272.0 billion yen ※
Enhance quality of Life	Number of collection agency operation services	17,861 services	20,000 services	16,682 services
Develop a virtuous cycle for a sustainable economy	Executed contract volume in three priority fields (agriculture, Vehicles and Construction machinery)	30.3 billion yen	45.0 billion yen	32.0 billion yen
Create a happy company and society	Engagement score (Annual average)	71 points	75 points	72 points
	Percentage of Female Managers	21.8%	25%	23.0%
	Cost of education per person	40,016円	55,000円	39,730円

※ Retroactive adjustment from 270.3 billion yen to 272.0 billion yen after a careful review of environment-related loans.

Reference Sustainability management

Sustainability promotion system

The Group has established a Sustainability Committee to continuously promote sustainability management with the aim of realizing a sustainable society together with the sustainable growth of the Group.

The Company's Sustainability Committee is an advisory body to the President and comprises managing executive officers and above, general managers of sustainability-related divisions, presidents of Group companies and others. The committee discusses and examines basic sustainability management policies and plans, as well as management policies and business activities from a sustainability perspective.

Matters discussed and considered by the company's Sustainability Committee are discussed and decided by the Management Committee, after which the decisions are shared with the Board of Directors, which gives its advice as a consensus.

Materiality

In response to the growing importance of sustainability, including ESG (Environmental, Social and Governance) and the Sustainable Development Goals (SDGs), the Group has identified four materialities in order to further promote contributions to social issues through its business and accelerate sustainability management.

Our approach to materiality

In one of our materialities, "Creating a Clean Global Environment," we aim to achieve a sustainable society by pursuing initiatives rooted in the global environment on two themes: climate change mitigation and adaptation and resource recycling. With the declaration of carbon neutrality by 2050 in Japan, addressing climate change and creating a decarbonized society is an important national challenge. The Group aims to achieve its own net zero GHG (greenhouse gas) emissions through comprehensive energy conservation, and contributes to the realization of a decarbonized society by pursuing initiatives through its business, such as the spread of renewable energy and the expansion of environmentally friendly products. The Group also understands and assesses the impact of climate change on its business in terms of both risks and opportunities, and strives to respond appropriately and disclose information.

Initiatives to reduce the environmental impact of our business activities

The increase in greenhouse gases, mainly carbon dioxide (CO₂), is causing a range of impacts and damage to the natural environment and human life in many parts of the world, and is referred to as the "climate crisis" rather than "climate change" due to its severity. Since the Paris Agreement agreed in 2015 to mitigate climate change, the entire international community has been required to take measures, and companies are also expected to work on reducing greenhouse gas emissions in their business activities. Consequently, the Group has set medium- and long-term CO₂ reduction targets and has been working on them since 2017. In September 2023, in order to accelerate its decarbonization efforts, the Group decided to bring forward its own Scope 1,2 net zero targets from 2050 to 2030. As one measure to reduce greenhouse gas emissions, we are converting the electricity used in our own offices to renewable energy by purchasing FIT non-fossil certificates with tracking from our solar power plants. Beyond its own activities, the Group will consider developing services related to the purchase of non-fossil certificates to promote renewable energy.

We will continue to contribute to solving social issues by identifying risks and opportunities in the Group to achieve our new long-term goals and realizing one of our materialities, "Creating a Clean Global Environment."

4. Status of Major Group Companies (As of March 31, 2024)

① Status of Parent Company

Not applicable.

② Status of Subsidiaries

Name	Common stock	Voting share ratio	Main business
TECHNORENT Co., Ltd.	499 million yen	100.0%	Rental, contracted technical services such as measurement, calibration, equipment inspection, etc.
Tokyo Business Rent Co., Ltd.	10 million yen	100.0%	Guarantee services
Enplus Inc.	100 million yen	98.3%	Relocation management business, serviced apartment planning, management and introduction business, etc.
Welfare Suzuran Co., Ltd.	5 million yen	100.0%	Nursing home and nursing home management

※ SA-LL and SA-L, which were consolidated subsidiaries of the Company, were excluded from the list of significant subsidiaries because they were dissolved through an absorption-type merger effective August 1, 2023, with the Company's consolidated subsidiary Welfare Suzuran Co., Ltd.

5. Main Business (As of March 31, 2024)

The Group's businesses, products and services are as follows:

① Leases & Finance Business (Disclosed Segments)

Finance leases, operating leases, and installment sales of office and information-related equipment, medical equipment, industrial machine tools, measuring equipment, etc. (including sales of properties upon expiration or mid-term termination of lease transactions), corporate loans, industry-specific loans, condominium loans, etc.

② Service Business (Disclosed Segments)

Agency services including invoicing and accounts receivable collection, medical and nursing care fee factoring services, relocation management services, nursing home/retirement home operations, receivables guarantees, etc.

③ Investment Business (Disclosed Segments)

Solar power generation, home leasing and real estate related

6. Main Offices (As of March 31, 2024)

① Our Main Locations

Headquarters Office (Minato-ku, Tokyo), Kioicho Office (Chiyoda-ku, Tokyo), Toyosu Office (Koto-ku, Tokyo), Hokkaido Branch Office (Sapporo City, Hokkaido), Tohoku Branch Office (Sendai City, Miyagi), Kanto Branch Office (Saitama City, Saitama), Chubu Branch Office (Nagoya City, Aichi), Kansai Branch Office (Osaka City, Osaka), Chugoku Branch Office (Hiroshima City, Hiroshima), Kyushu Branch Office (Fukuoka City, Fukuoka)

② Subsidiary Companies

TECHNORENT Co., Ltd. (Minato-ku, Tokyo)

Tokyo Business Rent Co., Ltd. (Koto-ku, Tokyo)

Enplus Inc. (Chuo-ku, Tokyo)

Welfare Suzuran Co., Ltd. (Nagoya City, Aichi)

7. Status of Employees (As of March 31, 2024)

① Status of Employees of Our group

Number of Employees	Change from previous fiscal year-end
1,641 [86]	53 [2]

- The Group does not have a management organization structure for each business segment, and the same employees are engaged in multiple businesses.
- The number of employees is actual working employees and the average annual number of temporary employees shown in brackets [] is not included.

② Status of Employees of The Company

Number of Employees	Change from previous fiscal year-end	Average age	Average length of service	Average annual salary
1,105 [54]	51 [-5]	41.3 (Male:43.7, Female:38.8)	13.5 years (Male:14.8 years, Female:12.1 years)	7,628 thousand yen

- The number of employees is actual working employees and the average annual number of temporary employees shown in brackets [] is not included.
- Average annual salary includes bonuses and substandard wages.
- The composition of employees by gender and age is as follows.

Number of Employees	Male	Female	Total
20s	73	108	181
30s	152	163	315
40s	141	188	329
50s and older	207	73	280
Total	573	532	1,105

③ Indicators for Diversity

The Company and consolidated subsidiaries	Percentage of women in management positions	Percentage of male employees taking childcare leave	Wage gap between men and women		
			All employees	Actual working employees	Temporary employees
Ricoh Leasing Company, Ltd.	21.8%	100.0%	64.4%	62.9%	94.2%
TECHNORENT Co., Ltd.	12.5%	—	—	—	—
Welfare Suzuran Co., Ltd.	0.0%	—	68.8%	88.5%	69.6%

- The “Percentage of women in management positions” and “Wage gap between men and women” are calculated based on the provisions of the “Act on the Promotion of Women’s Active Engagement in Professional Life.”
- The rate of male employees taking childcare leave is calculated based on the percentage of employees taking childcare leave, etc. as stipulated in Article 71-4, Item 1 of the “Ordinance for Enforcement of the Act on Childcare Leave, Caregiver Leave, and Other Measures for the Welfare of Workers Caring for Children or Other Family Members” in accordance with the provisions of the “Act on Childcare Leave, Caregiver Leave, and Other Measures for the Welfare of Workers Caring for Children or Other Family Members.”
- Contract employees include permanent contract employees and fixed-term contract employees.
- Seconded workers are counted as workers from the source company, and the ratio of female workers in management positions, the ratio of male workers taking childcare leave, and the ratio of female workers taking childcare leave are calculated.

Employee engagement survey

The company is working on HR measures based on the concept of “Happiness at work” to ensure that employees are rewarded in their work and achieve individual happiness beyond that, and conducts engagement surveys as a measure of the degree to which this is achieved. The engagement survey is open to all employees and consists of a total of 32 questions covering the items we use as indicators, and is conducted quarterly via the web. Results are compiled and quantified in real time and can be viewed on the intranet for the entire company and your own organization.

Measuring and visualizing the extent to which “Happiness at work” is achieved through the aforementioned system highlights the strengths and weaknesses of each organization, enabling each to continuously rotate the PDCA cycle with a sense of ownership and address areas for improvement.

In addition, our HR department analyzes our company’s characteristics and challenges from the results of company-wide engagement surveys, and works on creating measures and an environment conducive to the promotion of challenges that lead to business growth and organizational vitality.

Promoting the success of diverse human resources, including women

The Company actively encourages the success of its female employees, who account for about half of its workforce, as it sees them as the driving force behind the development of its business. The Company also believes that creating an environment where women can continue to work and play an active role in the company will lead to an environment where all employees can continue to work and play an active role in the company.

One of the indicators, the ratio of female managers, is set at 30% (target for FY2025: 25%) as a medium- to long-term goal to contribute to the success of diverse human resources and improve organizational capacity. The ratio of female managers in FY2023 was 21.8%. The Company also endorses the target set by the Federation of Economic Organizations (Keidanren) to have at least 30% women on its Board of Directors by 2030. At the General Meeting of Shareholders in June 2022, the percentage of female executives in the Company reached 30.8%, achieving the target well before 2030.

In FY2023, the Company took measures to support the working styles of its diverse employees, and in the area of support for balancing work and childcare, continued the “Hapitore (Happy Training)” program, in which employees with restricted working hours due to childcare, nursing care or other reasons can experience the working styles of the Company’s employees.

In addition, 100% of our male employees took parental leave in 2023. The Company believes that fostering a working environment in which men can take long-term childcare leave will also promote the success of women, and in 2015 introduced the “Childcare Men Challenge Leave System” with the aim of encouraging male employees who have had children to actively participate in childcare. From FY2022, the basic policy for the “Childcare Challenge Leave” is to take at least 10 consecutive working days, and the number of days taken has steadily increased, with an increasing number of employees taking more than one month of leave.

In addition, to ensure that the reemployment system is a rewarding, enjoyable and lively place for senior employees who have reached the retirement age of 60, and that they can make use of their experience and skills, the Company has revised some of the roles in the system and redesigned it to make senior employees more motivated and active than ever.

The Company is actively involved in recruiting people with disabilities and has expanded the range of jobs, training and support measures to suit the aptitudes and personalities of its employees. The Company holds in-house sales events at branches nationwide for vegetables harvested at the Heart-warming Farm, which was opened in 2019 and is very popular with employees. In addition, employees visit the Heart-warming Farm” to experience farming, and other internal exchanges are also very active.

The entire Company is committed to deepening understanding of the environment and position of its employees, promoting awareness of the way they work and creating a comfortable working environment for each and every one of them. In recognition of these efforts, the Company was awarded 11th place in the company ranking in the Forbes JAPAN WOMEN AWARD 2023, and has been recognized for five consecutive years since 2018. (Note that the award was not held in 2020.)



Internal exchanges at the “Heart-warming Farm”

Promotion of human capital development

In FY2023, the Company developed various training programs under its human resources development program, RL Academy. The RL Miraijuku, which aims to develop the next generation of management personnel, is held once a month and is led by our president, Mr. Tokuharu Nakamura, and provides an opportunity to convey the president's thoughts and ideas and to develop a management perspective and viewpoint. The Company held this training course seven times in FY2023, with external lecturers from a wide range of fields, including President Nakamura, NPO representatives and people with corporate management experience, to expand the knowledge required for the next generation of leaders.

In FY2023, the Company also incorporated a new cross-industry exchange program and DX education program within the academy. In our cross-industry exchange program, we implemented cross-border learning with people from outside the company to learn from each other, and in our DX education program, we developed and implemented content for all employees to acquire basic knowledge through e-learning.

The Company will continue to promote human resource development by responding to changes in the environment and the needs of society and further enhancing the "RL Academy."

The training for female employees, which has been ongoing since fiscal year 2017, was conducted in fiscal year 2023 for mid-level female employees who have built up their careers mainly in the field. We continue to implement the Women's Leader Training, which provides women with the opportunity to develop basic knowledge of corporate management and to continue learning on their own.

The company has also been providing career training (self-compassion training; being the person you want to be) with an awareness of life events since 2021. The aim of the training is to develop the mindset and skills to proactively shape one's career through the experience of looking back on one's career and recognizing oneself.

To further foster the awareness of the importance of independent learning, we provide an environment where employees can learn through videos and applications such as GLOBIS Unlimited Learning/e-MBA and Study Supplement as programs to promote self-improvement. In addition, as part of our efforts to support each employee's career independence, our career counselling room is open one day a month for qualified career counsellors to offer career advice to those who wish to receive it.

As a result of these efforts, the company's education expenditure per employee (on a non-consolidated basis) in FY2023 was 40,016yen.

Promotion of health management

The company has announced a "Health Declaration" and promotes health management so that the health of its employees is directly linked to its management and the happiness that lies ahead.

Our Health Committee, which is organized on the employer and worker sides, shares health information from industrial health staff and exchanges opinions with workplace representatives to improve health literacy and maintain a safe work-friendly environment. The company maintains a 100% health check-up and secondary health check-up follow-up rate, and is working to improve its own health indicator items by stratifying and visualizing health risks from health check-up results, identifying health issues and proactively supporting the reduction of high-risk groups. At the company, occupational physicians attend management meetings on a regular basis to report on performance against health indicator items, health issues and provide advice on how to promote health management.

In recognition of these efforts, the company has been recognized as an excellent health management company (large corporations category) for eight consecutive years.

—Health Declaration—

- 1 Each and every employee is a treasure to Ricoh Leasing.
- 2 The health of each and every employee is the foundation of his or her own well-being and of Ricoh Leasing's development.
- 3 At Ricoh Leasing, each employee takes the initiative in maintaining and improving his or her health, while the company strives to create a safe, healthy and comfortable workplace (environment).



8. Main Lenders (As of March 31, 2024)

Lenders	Outstanding amount of borrowings
MUFG Bank, Ltd.	81,500 million yen
Mizuho Bank, Ltd.	55,000 million yen
Sumitomo Mitsui Trust Bank, Limited	55,000 million yen
The Norinchukin Bank	55,000 million yen
Development Bank of Japan Inc.	50,000 million yen
Shinkin Central Bank	50,000 million yen

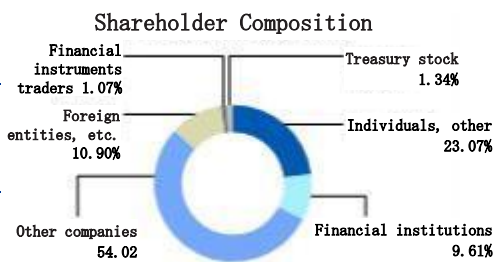
※ The table above does not include amounts borrowed through syndicated loans.

9. Other Significant Matters Regarding the Current Conditions of the Group

No important matter to be stated.

2 Share of The Company (As of March 31, 2024)

1. Total Number of Authorized Shares	120,000,000 shares
2. Total Number of Issued Shares	31,243,223 shares
3. Number of Shareholders	63,091



4. Major Shareholders

Shareholders	Number of shares held (Thousands of shares)	Shareholding ratio
RICOH COMPANY, LTD.	10,380	36.67%
Mizuho Leasing Company, Limited	6,160	19.98%
The Master Trust Bank of Japan, Ltd. (Trust account)	2,034	6.60%
Custody Bank of Japan, Ltd. (Trust account)	788	2.56%
STATE STREET BANK AND TRUST COMPANY 505001	328	1.07%
THE BANK OF NEW YORK, TREATY JASDEC ACCOUNT	280	0.91%
BNYMSANV RE BNYMIL RE LF MORANT WRIGHT NIPPON YIELD FUND	275	0.89%
STATE STREET BANK AND TRUST COMPANY 505223	251	0.82%
BNYMSANV RE BNYMIL RE LF MORANT WRIGHT JAPAN FUND	220	0.71%
Ricoh Leasing Employee Shareholding Association	178	0.58%

- The Company owns 418,649 shares of treasury stock but has been omitted from the major shareholders listed above.
- The treasury stock is excluded from the calculation of shareholding ratio.

5. Stock provided to The Company's Officers as remuneration for duties performed during the fiscal year

During the fiscal year under review, shares were delivered under a stock compensation plan utilizing a trust as follows.

	Number of shares	Number of grant recipients
Directors (except for Audit and Supervisory Committee member, and Outside Director)	1,521	3

- There are no applicable matters regarding Directors who are Audit and Supervisory Committee members or Outside Directors.
- Share-based remuneration using the trust is shown in the section "Total FY2023 Director".

3 Matters Concerning Stock Acquisition Rights of the Company

Not applicable.

4 Status of Corporate Officers

1. Status of Directors

① Status of Directors (As of March 31, 2024)

Position	Name	Responsibility and Important Concurrent Occupations or Positions
Representative Director	Tokuharu Nakamura	President and Chief Executive Officer Chairperson of the Board of Directors
Director	Hirozumi Sano	Senior Executive Officer In charge of head office Representative Director and President, Welfare Suzuran Co., Ltd.
Director	Shinichi Kuroki	Senior Executive Officer In charge of Sales General Manager of Sales and Marketing Division
Outside Director	Masaya Futamiya	Chairperson, Nomination and Remuneration Committee Senior Advisor, SOMPO Holdings, Inc. Representative Director, Japan Network for Public Interest Activities Outside Director (Audit & Supervisory Committee Member), JX Advanced Metals Corporation
Outside Director	Masako Arakawa	Nomination and Remuneration Committee member President & CEO, AMC Advisors, Co., Ltd. Outside Director, GFOOT CO., LTD.
Outside Director	Mari Ebisui	Nomination and Remuneration Committee member Representative Director, Ebisui Accounting & Consulting LLC Outside Audit & Supervisory Board Member, AEON DELIGHT CO., LTD.
Outside Director	Atsumi Harasawa	Nomination and Remuneration Committee member Partner, Igarashi - Watanabe - Esaka Law Office Outside Audit & Supervisory Board Member, Kawasaki Kisen Kaisha, Ltd. Outside Audit & Supervisory Board Member, GiXo Ltd.
Outside Director	Takashi Ichinose	Nomination and Remuneration Committee member Representative Director and Chairman, Lincstech Co., Ltd.
Outside Director	Nobuhisa Zama	Managing Executive Officer, Head of Credit Management Group, Mizuho Leasing Co., Ltd.
Outside Director	Takahiro Irisa	Senior Corporate Officer, President of Ricoh Digital Services Business Unit, Ricoh Company, Ltd. Director and, Chairman and Chief Executive Officer, Ricoh Japan Corporation
Outside Director (Audit and Supervisory Committee Member)	Tokio Kawashima	Outside Director (Audit and Supervisory Committee Member), Kyoritsu Maintenance Co., Ltd.
Outside Director (Full time Audit and Supervisory Committee Member)	Hiromi Nakazawa	Audit and Supervisory Board member, Welfare Suzuran Co., Ltd. Outside Director, Audit & Supervisory Committee Member, IMAGICA GROUP Inc.
Outside Director (Audit and Supervisory Committee Member)	Toru Miyama	Attorney Audit & Supervisory Board Member (Outside), KOSE Corporation Outside Auditor, Ozu Corporation

1. Directors Mr. Tokio Kawashima and Ms. Hiromi Nakazawa, who are members of Audit & Supervisory Committee, have considerable financial and accounting expertise, as described below.
- Mr. Tokio Kawashima has many years of experience working at a major financial institution, has considerable knowledge of finance and accounting, and has extensive experience and a high degree of insight, including serving as a full-time auditor of a listed company.
 - Ms. Hiromi Nakazawa has expertise in finance and accounting as a certified public accountant, and has extensive experience and a high degree of insight, including serving as an officer of a listed company.

2. At the conclusion of the 47th Ordinary General Meeting of Shareholders held on June 26, 2023, Mr. Keiichiro Uesugi retired from the position of Director due to expiration of his term of office.
3. At the 47th Ordinary General Meeting of Shareholders held on June 26, 2023, Mr. Takahiro Irisa was newly elected and assumed the position of Director.
4. Ms. Hiromi Nakazawa is selected as a full-time Audit and Supervisory Committee Member in order to enhance the effectiveness of audits and strengthen the auditing and supervisory functions through enhanced information gathering and adequate cooperation with the internal audit department and other departments.
5. The Company has designated Directors Mr. Masaya Futamiya, Ms. Masako Arakawa, Ms. Mari Ebisui, Ms. Atsumi Harasawa, Mr. Takashi Ichinose, Mr. Tokio Kawashima, Ms. Hiromi Nakazawa and Mr. Toru Miyama as independent directors in accordance with the rules of the Tokyo Stock Exchange, Inc. and has notified the Tokyo Stock Exchange to that effect.

② Overview of Liability Limitation Contracts with Directors

The Company entered into a limitation of liability contract as stipulated in Article 423, Paragraph 1 of the Companies Act, with Mr. Masaya Futamiya, Ms. Masako Arakawa, Ms. Mari Ebisui, Ms. Atsumi Harasawa, Mr. Takashi Ichinose, Mr. Nobuhisa Zama, Mr. Takahiro Irisa, Mr. Tokio Kawashima, Ms. Hiromi Nakazawa and Mr. Toru Miyama. Under this contract, liabilities for compensation are the lowest amount of liability stipulated by law.

③ Overview of Directors and Officers Liability Insurance Contract Content

The Company has concluded a directors' and officers' liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act, which insures the directors and officers of the Company and its subsidiaries. The full amount of the insurance premiums is paid by The Company. The officers of the Company shall be insured under such insurance policy and shall be covered for damages that may arise from the insured officers being held liable for the performance of their duties or being subject to a claim for such liability. However, there are certain exemptions, such as the fact that damages arising from acts committed with knowledge of a violation of laws and regulations are not covered.

2. Total Amount of Remuneration Paid to Directors

① Total FY2023 Director Remuneration

Category	Total (million yen)	Breakdown (million yen)			Number of recipients
		Fixed remuneration	Performance-based remuneration		
		Monetary remuneration		Non-monetary remuneration	
		Base remuneration	Performance- linked bonuses	Trust-type stock remuneration	
Directors (excluding Audit and Supervisory Committee Member)	185	123	56	4	11
(Including outside directors)	52	52	—	—	8
Directors (Audit and Supervisory Committee Member)	34	34	—	—	3
(Including outside directors)	34	34	—	—	3
Total	219	158	56	4	14
(Including outside directors)	87	87	—	—	11

1. The above includes one director who is not a member of Audit & Supervisory Committee (including one outside director) who retired at the conclusion of the 47th Ordinary General Meeting of Shareholders held on June 26, 2023.
2. The amount of remuneration for directors does not include the employee's portion of salary of directors who are also employees.
3. The above trust-type stock compensation amount is the amount recorded as expenses as stock-based remuneration to directors (excluding directors who are the Audit & Supervisory Committee and outside directors) for the relevant fiscal year.

② Matters Concerning Resolution of the General Meeting of Shareholders on Remuneration of Directors

The maximum amount of remuneration for Directors (excluding Directors who are members of Audit and Supervisory Committee) was resolved at the 44th General Meeting of Shareholders held on June 24, 2020 to be 280 million yen per year (including 60 million yen per year for Outside Directors, and excluding salaries for employees). As of the close of the General Meeting of Shareholders, there were 11 directors (including 7 outside directors).

In addition, a resolution was passed at the same General Meeting of Shareholders regarding the introduction of a stock remuneration plan for directors (excluding directors who are members of the Audit and Supervisory Committee and outside directors), which is separate from the maximum amount of remuneration for directors. The maximum amount of money to be contributed to the Trust as the acquisition amount of the Company's shares necessary to deliver to Directors during the initial Trust period (August 15, 2019 to August 31, 2024) is 300 million yen. As of the conclusion of this General Meeting of Shareholders, there are four Directors subject to the Trust. At the 47th Ordinary General Meeting of Shareholders held on June 26, 2023, a resolution was passed to partially amend the stock compensation plan (to grant shares at the time of service and to attach restrictions on the transfer of such shares). At the time of the resolution, there were three directors subject to the

plan.

The maximum amount of remuneration for Directors who are members of the Audit and Supervisory Committee was resolved at the 44th Ordinary General Meeting of Shareholders held on June 24, 2020 to be no more than 60 million yen per year. As of the close of the meeting, there are three Directors (including two Outside Directors) who are members of Audit and Supervisory Committee.

③ Particulars regarding the decision making policy for the remuneration of individual directors

The Company's Board of Directors held on May 2, 2024 approved a policy for determining the details of compensation for individual directors. The Board of Directors consults the Nomination and Remuneration Committee on the details of the resolution to be adopted in advance and receives the Committee's report.

The Board of Directors has also confirmed that the method of determining the details of remuneration for individual directors for the current fiscal year and the details of remuneration determined are consistent with the decision policy approved by the Board of Directors and that the report from the Nomination and Remuneration Committee has been respected. Consequently, the Board of Directors has determined that such remuneration is in line with the said decision policy.

The policy for determining the details of remuneration for each individual director is as follows.

Particulars regarding the decision making policy
for the remuneration of individual directors

1. Basic policy

The Company positions executive compensation as an effective incentive for achieving sustainable performance improvement over the medium to long term in order to increase the corporate value (shareholder value) of the Company and the Group. From the perspective of strengthening corporate governance, compensation shall be determined in accordance with the following policy.

- (1) Establish a remuneration system that is commensurate with the roles and responsibilities expected of directors.
- (2) The remuneration should enhance company performance and corporate value (shareholder value) and share interests with shareholders.
- (3) Ensure a remuneration level that allows for the promotion (recruitment) and retention of excellent human resources.
- (4) To ensure objectivity, transparency, and appropriateness of the remuneration decision-making process in order to fulfill accountability to shareholders and other stakeholders.

Specifically, remuneration for directors shall consist of base remuneration as fixed remuneration, performance-linked bonuses and stock-based remuneration. From the perspective of their role in providing appropriate supervision and independence, only base remuneration shall be paid to directors who are members of the Audit and Supervisory Committee and outside directors.

2. Policy regarding the determination of the amount of base remuneration (monetary remuneration) by individual (including policy regarding the determination of the timing or conditions of granting compensation).

The basic remuneration of the Company's directors is a monthly fixed remuneration (fixed amount by position). Basic remuneration shall be determined by the Board of Directors of the Company based on a position-based basic remuneration table prepared in accordance with the report of the Nomination and Remuneration Committee, taking into consideration the importance of the roles and responsibilities of Directors, the level of remuneration in comparison with other companies in the same industry and groups of companies of similar size, the Company's performance and employee salaries. The base remuneration for each individual shall be determined based on the table of base remuneration by position.

3. Policy for determining the details and calculation method of the amount or number of performance-linked and non-monetary remuneration (including policy for determining the timing or conditions of granting compensation)

Performance-linked bonuses, which fall under the category of performance-linked remuneration, etc., shall be cash remuneration based on the concept of reflecting the results of efforts to improve business performance for each fiscal year, and shall be paid at a certain time each year.

The amount of each director's individual performance-linked bonus shall be determined based on the following calculation formula determined by the Board of Directors of the Company and delegated to the Representative Director, President and Chief Executive Officer to determine the amount of such bonus based on the status of each

director's execution of duties.

< Performance-linked bonus calculation formula >

Performance-linked bonus calculation formula = amount of consolidated operating income for the relevant fiscal year x achievement rate of consolidated operating income for the relevant fiscal year x ROA index x * Happiness value x multiplier by position x evaluation based on business execution status (1.25 to 0.7) * Employee engagement survey score

The reason for delegating this authority is that the President and Chief Executive Officer is best suited to evaluate the execution of each director's responsibilities while overseeing the Company's overall business performance. To ensure that such authority is properly exercised by the Representative Director, President and Chief Executive Officer, the Representative Director, President and Chief Executive Officer shall consult with the Nomination and Remuneration Committee regarding the evaluation of each director, and the evaluation shall be determined in accordance with the report of the Nomination and Remuneration Committee. However, the Nomination and Remuneration Committee shall determine the evaluation based on the status of business execution by the President and Chief Executive Officer after interviewing the President and Chief Executive Officer regarding goal setting and evaluation by the Nomination and Remuneration Committee.

Share-based remuneration, which falls under the category of non-monetary remuneration, is more clearly linked to directors' remuneration and is intended to raise awareness among directors of the need to contribute to improving performance and increasing corporate value over the medium to long term by sharing with shareholders the benefits and risks associated with share price fluctuations. This is a stock-based remuneration scheme whereby the Trust, set up through a monetary contribution by the Company, acquires the Company's shares and a number of the Company's shares equivalent to the number of points granted to each Director are delivered to each Director through the Trust. The points to be granted to each director shall be awarded in accordance with the Share Delivery Regulations established by the Board of Directors of the Company and in accordance with the achievement of his/her position and performance targets (e.g. consolidated operating profit) on the point grant date stipulated in the Share Delivery Regulations during the trust period.

From July 2023, the timing of when directors receive delivery of the Company's shares will be changed from when they previously retired to when they are in office, and a restriction will be placed on the transfer of such shares until they retire, thereby further improving the incentive effect.

4. Policy on determining the ratio of the amount of monetary remuneration, performance-linked remuneration or non-monetary remuneration to the amount of remuneration paid to individual directors.

The proportion of remuneration by type of director shall be structured so that the weight of share-based remuneration, which is a medium- to long-term incentive, increases in proportion to representation rights, based on remuneration levels benchmarked against companies of a similar size and in related industries and business categories to the Company. As set out in the table below, the approximate ratio for each type of remuneration is: basic remuneration: performance-linked remuneration + non-monetary remuneration = 1:1. (Approximate ratio of each type of remuneration when

100% of performance targets are achieved)

5. Other policies on determining the nature of remuneration by individual

A Nomination and Remuneration Committee has been established with the aim of ensuring objectivity, transparency and appropriateness in the determination of directors' remuneration. The Committee is positioned as an advisory body within the Board of Directors and consists solely of independent external directors. The committee deliberates on whether the remuneration system and level of remuneration for directors is in line with the policy and reports its findings to the Board of Directors, which then takes the results into account.

In the event of special factors unforeseen in advance (e.g. natural disasters, sharp fluctuations in exchange rates, scandals, organizational restructuring, etc.), the Nomination and Remuneration Committee may deliberate on an ad hoc basis as necessary and make discretionary decisions in the Board's resolutions when determining the remuneration of directors.

④ Matters relating to performance-linked remuneration

The performance indicators for performance-linked remuneration are operating profit and the percentage of operating profit achieved, the results of which are as follows

Indicator	Actual results for FY2023	Difference from previous year	Reasons for selecting the indicator
Consolidated operating income	21,010 million yen	(217) million yen	This indicator is included in the financial targets of the medium-term management plan because it is an indicator of the expansion of earning power and the degree of achievement through the execution of business growth strategies.
Consolidated Operating Income Achievement Rate	102.0%	(4.1%)	
ROA	0.91%	(0.32%)	This indicator is used because it indicates improvement in earning power through management practices that are conscious of net income and return on capital.
Employee Happiness Value	71 points	± 0 point	This is because this indicator shows the degree of realization of the human resource management vision "Happiness at work" through the practice of human capital management.

The performance-based bonus for FY2023 was calculated based on the above results, and the total amount of the bonus was reduced from the previous fiscal year. The target consolidated operating income for FY2023 is 20,600 million yen.

⑤ Details of non-monetary remuneration

Non-monetary remuneration consists of shares in the Company and the terms and conditions of allotment are as described in section ③ Particulars regarding the decision-making policy for the remuneration of individual directors. The actual delivery of shares during the financial year is stated in "5. Stock provided to The Company's Officers as remuneration for duties performed during the fiscal year."

⑥ Matters relating to the delegation of authority to determine the remuneration of individual directors.

The Board of Directors delegates Tokuharu Nakamura, President and Chief Executive Officer, to determine the amount of each director's individual performance-linked bonus, based on the status of each director's execution of his or her duties. The details of the delegated authority, the reasons for the delegation of such authority and the measures taken to ensure that such authority is properly exercised, if any, are set out in section ③ Particulars regarding the decision making policy for the remuneration of individual directors.

3. Matters relating to Outside Directors

① Status of concurrent positions with other legal entities and relationship with such other legal entities. (As at 31 March 2024)

Name	Status of concurrent positions	Relationship between the Company and the other legal entities concerned
Masaya Futamiya	Senior Advisor, SOMPO Holdings, Inc.	There are no specific relationships to be noted.
	Representative Director, Japan Network for Public Interest Activities	There are no specific relationships to be noted.
	Outside Director (Audit and Supervisory Committee Member), JX Advanced Metals Corporation	There are no specific relationships to be noted.
Masako Arakawa	President & CEO, AMC Advisors, Co., Ltd.	There are no specific relationships to be noted.
	Outside Director, GFOOT CO., LTD	There are no specific relationships to be noted.
Mari Ebisui	Representative Director, Ebisui Accounting & Consulting LLC	There are no specific relationships to be noted.
	Outside Audit & Supervisory Board Member, AEON DELIGHT CO., LTD.	There are no specific relationships to be noted.
Atsumi Harasawa	Partner, Igarashi - Watanabe - Esaka Law Office	There are no specific relationships to be noted.
	Outside Audit & Supervisory Board Member, Kawasaki Kisen Kaisha, Ltd.	There are no specific relationships to be noted.
	Outside Audit & Supervisory Board Member, GiXo Ltd.	There are no specific relationships to be noted.
Takashi Ichinose	Representative Director and Chairman, Lincstech Co., Ltd.	There are no specific relationships to be noted.
Nobuhisa Zama	Managing Executive Officer, Head of Credit Management Group, Mizuho Leasing Co., Ltd.	The Company is an equity method affiliate of Mizuho Leasing Co., Ltd.
Takahiro Irisa	Senior Corporate Officer, President of Ricoh Digital Services Business Unit, Ricoh Company, Ltd.	Ricoh Company, Ltd. is a specified related party of the Company, and the Company is an equity method affiliate of Ricoh Company, Ltd..
	Director and, Chairman and Chief Executive Officer, Ricoh Japan Corporation	Ricoh Japan Corporation is a specified related party of the Company.
Tokio Kawashima	Outside Director (Audit and Supervisory Committee Member), Kyoritsu Maintenance Co., Ltd.	There are no specific relationships to be noted.
Hiromi Nakazawa	Audit and Supervisory Board member, Welfare Suzuran Co., Ltd.	Welfare Suzuran Co., Ltd. is a subsidiary of the Company.
	Outside Director, Audit & Supervisory Committee Member, IMAGICA GROUP Inc.	There are no specific relationships to be noted.
Toru Miyama	Attorney	There are no specific relationships to be noted.
	Audit & Supervisory Board Member (Outside), KOSE Corporation	There are no specific relationships to be noted.
	Outside Auditor, Ozu Corporation	There are no specific relationships to be noted.

② Main Activities

Position	Name	Attendance at board and other meetings	Outline of Primary Activities and Duties Performed With Respect to the Expected Roles
Director	Masaya Futamiya	[Board of Directors] 14 of 14 meetings (100%) [Nomination and Remuneration Committee] 14 of 14 meetings (100%)	He fully fulfills the roles and responsibilities expected of an outside director, including supervising management based on his extensive experience and knowledge as a manager of a major insurance company and providing useful comments and advice on overall management. He also chairs the Nomination and Remuneration Committee, which plays an important role in appointing executives, determining the appropriateness of their remuneration and the transparency of the decision-making process.
	Masako Arakawa	[Board of Directors] 14 of 14 meetings (100%) [Nomination and Remuneration Committee] 14 of 14 meetings (100%)	She fully fulfills the roles and responsibilities expected of an outside director, including supervising management based on her expertise in finance and real estate and her experience as an outside director of other companies, as well as making useful comments and providing advice on overall management. She is also a member of the Nomination and Remuneration Committee, where she plays an important role in appointing executives, determining the appropriateness of their remuneration and determining the transparency of the decision-making process.
	Mari Ebisui	[Board of Directors] 14 of 14 meetings (100%) [Nomination and Remuneration Committee] 14 of 14 meetings (100%)	She fully fulfills the roles and responsibilities expected of an outside director, including supervising management based on her extensive experience and insight as a U.S. certified public accountant and a certified fraud examiner, and providing useful comments and advice on overall management. She is also a member of the Nomination and Remuneration Committee, where she plays an important role in appointing executives, determining the appropriateness of their remuneration and determining the transparency of the decision-making process.

Atsumi Harasawa	[Board of Directors] 14 of 14 meetings (100%) [Nomination and Remuneration Committee] 14 of 14 meetings (100%)	She fully fulfills the roles and responsibilities expected of an outside director, such as supervising management and providing useful comments and advice on overall management, based on her professional knowledge as an attorney and experience as an outside director of other companies. She is also a member of the voluntary Nomination and Remuneration Committee, where she plays an important role in appointing executives, determining the appropriateness of their remuneration and determining the transparency of the decision-making process.
Takashi Ichinose	[Board of Directors] 14 of 14 meetings (100%) [Nomination and Remuneration Committee] 14 of 14 meetings (100%)	He fully fulfills the roles and responsibilities expected of an outside director, including management supervision based on his broad experience and high-level insight as a manager of a major electronics manufacturer affiliate and other companies, as well as useful comments and advice on overall management. He is also a member of the Nomination and Remuneration Committee, where he plays an important role in appointing executives, determining the appropriateness of their remuneration and the transparency of the decision-making process.
Nobuhisa Zama	[Board of Directors] 14 of 14 meetings (100%)	He fully fulfills the roles and responsibilities expected of an outside director, such as supervising management and providing useful comments and advice on overall management based on his extensive experience as a member of the management team of a major banking group and his broad knowledge and high-level insight into the financial industry.
Takahiro Irisa	[Board of Directors] 12 of 12 meetings (100%)	He fully fulfills the roles and responsibilities expected of an outside director, including supervising management based on his experience and knowledge of the IT and technology business fields and management strategy at a major office and precision equipment manufacturer, and providing useful comments and advice on overall management.

Position	Name	Attendance at board and other meetings	Outline of Primary Activities and Duties Performed With Respect to the Expected Roles
Director (Audit and Supervisory Committee member)	Tokio Kawashima	[Board of Directors] 14 of 14 meetings (100%) [Audit and Supervisory Committee] 23 of 23 meetings (100%)	He fulfills the full range of roles and responsibilities expected of an outside director, including highly effective supervision of the Company's management based on his knowledge of finance and accounting from his many years of service at major financial institutions and his experience as a full-time auditor at a listed company. He also makes necessary statements at meetings of the Audit and Supervisory Committee as appropriate.
	Hiromi Nakazawa	[Board of Directors] 14 of 14 meetings (100%) [Audit and Supervisory Committee] 23 of 23 meetings (100%)	She fulfills the full range of roles and responsibilities expected of an outside director, including highly effective supervision of the Company's management based on her expert knowledge of finance and accounting as a certified public accountant and her extensive experience as an officer of a listed company. She also makes necessary statements at meetings of the Audit and Supervisory Committee as appropriate.
	Toru Miyama	[Board of Directors] 14 of 14 meetings (100%) [Audit and Supervisory Committee] 23 of 23 meetings (100%)	He fulfills the full range of roles and responsibilities expected of an outside director, including effective supervision of the Company's management, based on his professional knowledge as an attorney and his experience as an external director of other companies. He also makes necessary statements at meetings of the Audit and Supervisory Committee as appropriate.

※ As Mr Takahiro Iriya was newly appointed at the company's 47th Annual General Meeting of Shareholders on 26 June 2023, the number of meetings of the Board of Directors above differs from that of other outside directors.

Reference Overview of Our Corporate governance structure

The Company has adopted a Company with Audit and Supervisory Committee system in order to strengthen its auditing and supervisory functions and to further enhance its corporate governance system by building a swift and flexible management structure, thereby further increasing corporate value.

The Company has introduced an executive officer system, which separates the management decision-making function from the business execution function and strengthens the business execution system in pursuit of greater management efficiency. It is our policy to constantly review the system in response to changes in the social environment and legal system, and to further strengthen and improve our corporate governance.

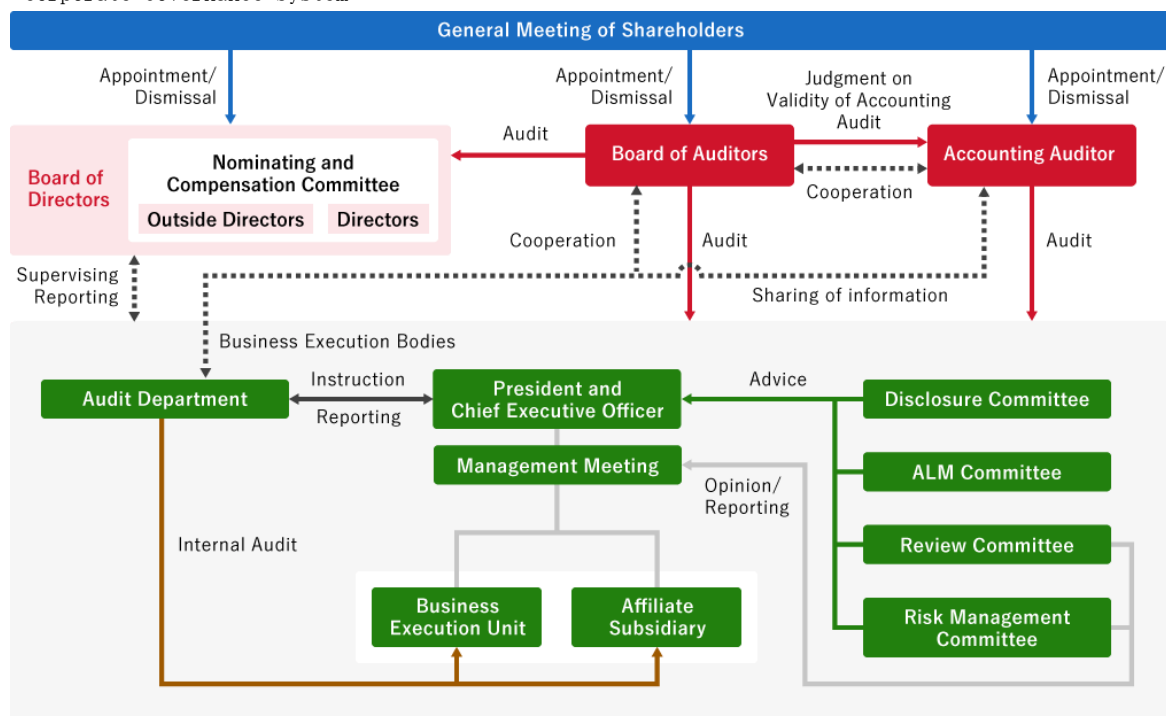
Board members (as of 31 March, 2024)



12
4
10
2
8
1
9
3
11
5
13
7

- | | | |
|--|--|--|
| <p>Representative Director
President and Chief
Executive Officer</p> | <p>Director
Senior Executive Officer</p> | <p>Director
Senior Executive Officer</p> |
| <p>1 Tokuharu Nakamura
Outside Director</p> | <p>2 Hirozumi Sano
Outside Director</p> | <p>3 Shinichi Kuroki
Outside Director</p> |
| <p>4 Masaya Futamiya
Outside Director
(Audit and Supervisory
Committee member)</p> | <p>5 Masako Arakawa
Outside Director</p> | <p>6 Mari Ebisui
Outside Director</p> |
| <p>7 Hiromi Nakazawa
Outside Director</p> | <p>8 Takashi Ichinose
Outside Director</p> | <p>9 Atsumi Harasawa
Outside Director
(Audit and Supervisory
Committee member)</p> |
| <p>10 Nobuhisa Zama
Outside Director
(Audit and Supervisory
Committee member)</p> | <p>11 Takahiro Irisa</p> | <p>12 Tokio Kawashima</p> |
| <p>13 Toru Miyama</p> | | |

Corporate Governance System



Record of initiatives for enhancement and reform of governance

FY2015	<ul style="list-style-type: none"> Initiated submission of Corporate Governance Report Established Nominating and Compensation Committee Percentage of outside directors 22.2% & Percentage of female directors 11.1%
FY2016	<ul style="list-style-type: none"> Began Board of Directors' effectiveness assessment Percentage of outside directors 40.0% & Percentage of female directors 10.0%
FY2017	<ul style="list-style-type: none"> Revised director remuneration system (performance-linked pay increased to 50% of total remuneration)
FY2018	<ul style="list-style-type: none"> Percentage of outside directors 45.4% & Percentage of female directors 9.1%
FY2019	<ul style="list-style-type: none"> Shortened directors' term of office (from 2 years to 1 year) Introduced stock-based remuneration system Percentage of outside directors 50.0% & Percentage of female directors 16.7%
FY2020	<ul style="list-style-type: none"> Transitioned to company with an audit and supervisory committee Percentage of outside directors 64.2% & Percentage of female directors 23.1% Entire Nominating and Compensation Committee composed of independent outside directors
FY2021	<ul style="list-style-type: none"> Disclosed policy for determining details of individual director remuneration Percentage of outside directors 69.2% & Percentage of female directors 23.1% Disclosed compliance status regarding all 83 principles of Japan's Corporate Governance Code
FY2022	<ul style="list-style-type: none"> Percentage of outside directors 76.9% & Percentage of female directors 30.8% Entire Audit & Supervisory Committee composed of independent outside directors Self-evaluation of non-executive directors initiated Commencement of the Nomination and Remuneration Committee's assessment of the President's business performance Commencement of independent directors-only opinion exchange meetings
FY2023	<ul style="list-style-type: none"> Revised share-based remuneration scheme Start of interviews with all directors based on board effectiveness assessment response results

Board of Directors

The Board of Directors of the Company consists of 13 directors (including 3 directors who are members of the Audit and Supervisory Committee). Of the 13 directors, 10 are outside directors (including three Audit and Supervisory Committee members), who deliberate and make decisions on matters stipulated by law and the Articles of Association, as well as important management matters.

The Company has adopted a Company with Audit and Supervisory Committee, which, in accordance with the Articles of Association, delegates a significant portion of important business decisions to the management team, enabling rapid and flexible decision-making. The Board of Directors of the company deliberates and decides on management plans and other matters, while supervising the execution of the duties of individual directors and executive officers.

In addition, interviews were conducted to understand the details of the results of each director's response in order to further assess the effectiveness of the Board of Directors in 2023. The interviews enabled us to understand nuances and backgrounds that could not be grasped from written responses alone, which was beneficial for more appropriate recognition of issues.

Audit and Supervisory Committee member

The Audit and Supervisory Committee of the Company exercises its voting rights at meetings of the Board of Directors and its right to express its opinion on personnel matters and remuneration of directors (excluding directors who are members of the Audit and Supervisory Committee) at general meetings of shareholders. It also audits and supervises the decision-making process of the Board of Directors and the status of business execution by the directors by attending important meetings of the Board of Directors and the Management Committee building, inspecting important documents and investigating the status of business and assets. The Audit and Supervisory Committee consists of three members, all of whom are highly independent outside directors. In addition, there is one full-time Audit and Supervisory Committee member to facilitate audits by the Audit and Supervisory Committee.

The representative director and the full-time Audit and Supervisory Committee member closely exchange views on the management of the company in accordance with their respective fiduciary responsibilities to the shareholders. In addition to statutory matters, directors and employees are required to report the following matters to the directors who are members of the Audit Committee.

- When they discover a material fact in breach of laws, regulations or the Articles of Incorporation, a fraudulent act or a fact that may cause significant damage to the Company or its subsidiaries, matters relating to such fact.
 - The results of internal audits and investigations of subsidiaries.
 - The status of whistle-blowing by officers and employees of the Company and its subsidiaries through the whistle-blowing system.
 - Other matters that the Audit Committee members have requested to be reported.
-

Nomination and Remuneration Committee

In order to ensure objectivity, transparency and appropriateness in the nomination of candidates for the Board of Directors and the selection and dismissal of senior management, the formulation and operation of succession plans for the Chief Executive Officer and the determination of director remuneration, the Company has established a Nomination and Remuneration Committee consisting entirely of five independent external directors (excluding directors who are members of the Audit Committee) as an advisory capacity to the Board of Directors.

In FY2023, the evaluation by the Nomination and Remuneration Committee, introduced in the previous year, based on the performance of the President and Chief Executive Officer in the execution of his duties, was reviewed based on the results of the first year of introduction and improved to enable a more appropriate evaluation. Apart from the Board of Directors meetings, meetings are held with the Audit and Supervisory Committee to exchange views, so that both committees have a common understanding on the Company's issues and provide highly effective supervision of the management and directors.

Evaluation of the effectiveness of the Board of Directors

In order to continuously improve and enhance the effectiveness of the Board of Directors, the Company evaluates the effectiveness of the Board of Directors by conducting a questionnaire survey of all directors (including Audit and Supervisory Committee members) regarding deliberations on the responsibilities of the Board of Directors and the status of its operation.

	Results of the effectiveness assessment in the year.	Main actions based on the results of the effectiveness assessment
FY2020	The survey was conducted in February 2021 under a new environment, with a change of representatives, four of the 14 directors being newly appointed, and the transition to a company with an audit committee and the first year of the medium-term management plan. As a result of the evaluation, while there were items that were highly rated, such as the atmosphere of free speech at the Company's Board of Directors meetings, we recognized that there are issues that need to be addressed on an ongoing basis.	<ul style="list-style-type: none"> • Regular emails with information on peers and the industry • Conduction of a session focused on discussion of medium-term management plans • Plan to hold a camp for medium-term management planning and provide opportunities for interaction with the executive side
FY2021	The results of the 2021 evaluation also confirmed that the Company's Board of Directors is functioning effectively. At the same time, there was a shared recognition that the allocation of deliberation time, discussion of the medium-term management plan, communication with the Audit Committee and sharing of awareness of issues between the external directors and the executive side should be further deepened.	<ul style="list-style-type: none"> • Develop an annual plan for the Board of Directors, considering increased effectiveness and importance • Discussions between outside directors and the executive side of the company to develop a medium-term management plan • Setting up opportunities for information exchange among independent non-executive directors
FY2022	It was confirmed that the Company's Board of Directors is functioning effectively, as evidenced by an improved evaluation of discussions on the medium-term management plan, which had been an issue in the past. On the other hand, issues such as the need to further deepen discussions on internal control and risk management systems, and the need to further support newly appointed external directors and strengthen follow-up were identified.	<ul style="list-style-type: none"> • Discussion of the Company's risks during information exchange opportunities between independent non-executive directors • Started considering the establishment of a risk management system with Group management in mind • Set up post-appointment follow-up interviews with new directors • Sharing of internal documents such as glossaries and internal regulations

Director appointment policy

Policy and Procedure on making decisions on the nomination of candidates for the Board of Directors and the selection and dismissal of senior management

The Company's Board of Directors has established the following policies and procedures in making decisions on the nomination of candidates for the Board of Directors and the selection and dismissal of senior management.

- a. The Company shall appoint individuals who are capable of appropriately and rigorously fulfilling the roles and responsibilities to be fulfilled as directors.
- b. When appointing directors, the Company shall nominate individuals who have (1) excellent character, (2) diverse and extensive experience, and (3) areas of expertise. In particular, for outside directors, in addition to the above, the Company shall add the requirement of "personnel who have an axis of judgment from the viewpoints of shareholders, society, etc.," establish criteria for judging independence, and appoint personnel who satisfy the criteria.
- c. With respect to the appointment of candidates for Directors who are not members of the Audit and Supervisory Committee, the Nomination and Remuneration Committee shall deliberate on the candidates and the Board of Directors shall decide on the candidates.
- d. With respect to the election of candidates for Directors who are members of the Audit Committee, the Board of Directors shall decide on the proposed candidates after obtaining the consent of the Audit and Supervisory Committee.
- e. The senior management team shall nominate individuals who have the ability to execute operations based on strong leadership and excellent personalities to realize the management and business strategies of the Company and its group companies.
- f. The appointment of senior management shall be decided by a resolution of the Board of Directors after deliberation by the Nomination and Remuneration Committee.
- g. Dismissal of senior management executives shall be decided by the Board of Directors after deliberation by the Nomination and Compensation Committee, based on the following dismissal criteria
 - i. When it is judged that the executive is not qualified to fulfill the roles and responsibilities to be fulfilled.
 - ii. When an illegal or dishonest act is committed in the performance of his/her duties
 - iii. When an employee has said or done something defamatory to the reputation of the Company
 - iv. When it is deemed difficult for the employee to perform his/her duties normally due to health reasons, etc.
 - v. When it is judged difficult to execute duties as an officer due to other reasons attributable to the individual

Standards for Independent Directors

The Company considers an Outside Director or a candidate for Outside Director to be independent if none of the following items applies

- Currently, or within the past 10 years, a business executor of the Company or an affiliated company
- Is or has been a principal business partner of the Company (accounting for 2% or more of each other's consolidated net sales) or an executive of such a business partner for the past three years. Consultants, accounting experts, or legal experts who have received a large amount of money or other assets (10 million yen or more per year) from the Company in addition to their remuneration as directors or corporate auditors (if the person receiving such assets is a corporation, partnership, or other organization, a person belonging to such organization) at present and during the past three years.
- A person who is currently a major shareholder of the Company (a person who directly or indirectly holds 10% or more of the voting rights of the Company), or a person who executes the business of such a shareholder.
- A person who receives a large donation (10 million yen or more per year) from the Company, or a person who executes the business of such a person.
- A certified public accountant who belongs to an auditing firm that is the accounting auditor of the Company's group

Succession plan

The company runs a development program for potential future candidates for the position of chief executive officer, etc. The program conveys the thoughts and ideas of the President and Chief Executive Officer and cultivates a management perspective and viewpoint, and invites senior management, including external directors, and external experts as lecturers to broaden the knowledge required of next-generation leaders. The Nomination and Remuneration Committee also evaluates personnel through reports on the executive officers' operations at Board of Directors meetings.

Based on the evaluation, in determining the next chief executive officer, directors and executive officers, the Nomination and Remuneration Committee deliberates on the candidates recommended by the Personnel Committee, which consists of internal directors, and reports the final candidates to the Board of Directors.

Cross-Shareholdings

(1) Our Policy on cross-shareholdings

Our basic policy is to hold shares of target companies as necessary in order to improve corporate value over the medium to long term through business alliances and by maintaining and strengthening stable business relationships with business partners.

With regard to the shares held, the Company regularly verifies the status of transactions and the significance of the holdings, and reports the results to the Board of Directors. In addition, the Company reduces the number of shares it holds when the significance of such holdings has diminished.

(2) Our Criteria for Exercise of Voting Rights

When exercising voting rights with respect to shares held, we will determine whether to approve or disapprove of a proposal by comprehensively considering whether the proposal conforms to our holding policy and whether it will lead to an improvement in the medium- to long-term value of the company in question.

		FY2017	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023
Number of stocks held	Listed companies	6	5	4	3	4	4	4
	Unlisted companies	2	2	3	5	5	5	7
	Total	8	7	7	8	9	9	11
Total amount on balance sheet (million yen)	Listed companies	3,224	2,572	2,055	1,356	8,750	7,361	4,173
	Unlisted companies	129	630	8,104	10,814	2,768	2,939	3,370
	Total	3,353	3,202	10,160	12,170	11,519	10,301	7,543
Total percentage of consolidated net assets		2.0%	1.8%	5.6%	6.4%	5.7%	4.9%	3.4%
Consolidated net worth (million yen)		165,890	174,449	181,675	191,333	201,480	211,701	221,936

Note: The above figures are rounded down to the nearest million.

Policy on dialogue with shareholders and investors

The Company recognizes that it is important to engage in constructive dialogue with shareholders, investors and other stakeholders to ensure that their opinions are taken seriously and reflected in management in order to contribute to sustainable growth and medium- to long-term corporate value. In order to gain an understanding of the Company's management strategy and plans, the representative director himself provides explanations at biannual results briefings, while the IR Public Relations Office of the Corporate Planning Department actively responds to enquiries and interviews from shareholders, investors and others. For information on the status of those dialogues, see the most recent our Corporate Governance Report.

5 Status of Independent Auditor

1. Name of Independent Auditor Deloitte Touche Tohmatsu LLC

2. Remuneration of the Independent Auditor during the Current Term

	Deloitte Touche Tohmatsu LLC
Remuneration to be paid to the Independent Auditor for audit work	54 million yen
Total amount of remuneration to be paid by The Company and the Group	75 million yen

(Note 1) The audit contract between the Company and the Independent auditor does not clearly distinguish between the amounts of remuneration for audits under the Companies Act and for audits under the Financial Instruments and Exchange Act, and it is not practically possible to do so, so the total of these amounts is included in the amount of remuneration for the current financial year.

(Note 2) The Company and its subsidiaries pay remuneration to the accounting auditor for advisory and other services other than those stipulated in Article 2, Paragraph 1 of the Certified Public Accountants Act.

(Note 3) In accordance with the Practical Guidelines on Cooperation with Independent Auditors published by the Japan Corporate Auditors Association, the Audit and Supervisory Committee has obtained the necessary materials and heard reports from the relevant departments and the Independent auditors to confirm the content of the Independent auditors' audit plan, the status of plans and results for previous years, audit items and office hours by job classification. After examining the appropriateness of the estimates of audit remuneration, the Company consents to the remuneration of the Independent auditor in accordance with Article 399, paragraph 1 and Article 399, paragraph 3 of the Companies Act.

3. Policy for the Determination of the Dismissal or Non-Reappointment of Independent Auditor

In the event the Audit and Supervisory Committee recognizes that an Independent Auditor falls under any of situations stipulated in each clause of Article 340, Paragraph 1 of the Companies Act, the Audit and Supervisory Committee dismisses the Independent auditor with the unanimous consent of all members of the Audit and Supervisory Committee. In this case, the Audit and Supervisory Committee shall report the said dismissal and the reason for the dismissal at the first General Meeting of Shareholders convened following the dismissal of said Independent Auditor.

In addition to the above, if it is deemed difficult for the Independent auditors to perform their duties properly, or if it is deemed appropriate to change the Independent auditors in order to increase the reliability and appropriateness of the audit, the Audit and Supervisory Committee decides on the content of the proposal for the dismissal or non-reappointment of the Independent auditors to be submitted to the General Meeting of Shareholders.

6 Systems Necessary to Ensure the Properness of Operations of the Company (Internal Control)

The following is a summary of the contents and operational status of the system to ensure the appropriateness of the Company's operations, which was resolved by the Board of Directors as the "Basic Policy for Internal Control System."

Basic Policy for Internal Control System

With the management philosophy of “We are a bridge to a prosperous future with our unique finance and services.” The Company aims to realize a prosperous future and contribute to the sound and stable development of a sustainable society and economy together with its stakeholders.

While taking on the challenge of reforming our business structure, we will develop and operate an internal control system and strive for its continuous improvement to ensure that the execution of our duties is conducted legally, appropriately, and efficiently.

- (1) System for ensuring that the execution of duties by Directors and employees complies with laws and regulations and the Articles of Incorporation
 - ① The Board of Directors of the Company shall make decisions on matters stipulated by laws and regulations and the Articles of Incorporation, as well as other important management matters, and establish an appropriate business execution system.
 - ② Directors and employees shall make compliance with laws, regulations, social norms and corporate ethics the most important policy in the execution of their duties under the management philosophy of the Group.
Respect international human rights norms in accordance with the Ricoh Leasing Group Human Rights Policy. In order to comply with the Ricoh Leasing Group Code of Conduct and to ensure that this code is thoroughly implemented throughout the company, a department shall be designated to promote compliance, and education and awareness shall be provided. As a compliance-related whistle-blowing system, multiple internal and external consultation offices shall be established and made known to employees.
 - ③ The basic stance of the Group is to have no relationship whatsoever with antisocial activities or forces. In order to prevent damage caused by antisocial forces and take appropriate measures, we will develop and strengthen an organized response system through the development of internal rules and internal management systems, as well as reporting, information gathering, and cooperation with the police and other external organizations.
 - ④ The Company shall strive to improve its internal control systems and business processes to “comply with laws, social norms, and internal rules,” “improve the effectiveness and efficiency of operations,” “maintain high reliability of financial reporting,” and “safeguard assets,” including compliance with the Financial Instruments and Exchange Act and other laws and regulations.
 - ⑤ The disclosure of corporate information shall be ensured to be accurate, timely, and comprehensive through the establishment of categories of disclosed information, disclosure procedures, and persons in charge of disclosure in accordance with the Disclosure Rules, and through confirmation and evaluation by the Disclosure Committee.
 - ⑥ Establish an internal audit department to audit the status of business execution from the perspective of compliance with laws and regulations as well as rationality and efficiency, and strive for improvement after review and evaluation.

<Current Implementation Status>

- To enhance management transparency and strengthen the supervisory function of the Board of Directors, outside directors were invited to discuss and decide important decision-making matters for the Group at the Board of Directors meetings and Nomination and Remuneration Committee meetings.
In FY2023, the Board of Directors met 14 times and the Nominating and Remuneration Committee met 14 times.
- Regarding the Ricoh Leasing Group Code of Conduct, a handbook was distributed to all employees, and e-learning programs were used to educate employees and have them sign an oath of compliance.
- The Hotline, an internal reporting system, is publicized on internal bulletin boards, etc., and responses to reports and consultations are appropriately investigated and countermeasures are taken, taking into consideration the privacy and other rights of the persons concerned.
The Company has established internal as well as external contact points for whistleblowers, and has a system that allows whistleblowers to choose which to use, and prohibits any disadvantageous treatment of whistleblowers or consultants on the grounds that they have reported a matter.
- The Company is developing a system for the elimination of antisocial forces and the blocking of relationships with them, and is working to prevent transactions with such forces.

- As a countermeasure against money laundering and terrorist financing, the Company has established a risk assessment and a system of three lines of defense in accordance with FSA guidelines.
- In disclosing information, the Disclosure Committee confirms and evaluates compliance with laws and regulations in accordance with the Company's Disclosure Rules.
- The Company conducts internal control audits and operational audits on an ongoing basis in accordance with the annual audit plan, reports the results to directors and others, and implements remedial measures.

(2) Systems for retaining and managing information pertaining to the Directors' execution of their duties

The Company shall designate a department responsible for the management of records, approval documents, etc. related to decisions made by directors in the execution of their duties, and shall prepare, store, and manage such records in accordance with laws, regulations, and internal rules. The documents shall also be kept available for inspection as necessary.

<Current Implementation Status>

- In accordance with laws and regulations and the Board of Directors Regulations, minutes of the Board of Directors meetings are prepared and retained for a specified period of time. Approval forms are managed in a database, and access privileges are set as necessary. The Company maintains an environment in which directors have access to the information they need.

(3) Rules and other systems pertaining to the management of risk of loss

- ① The Company shall prevent the occurrence of the risk of loss by designating a district in charge of handling each risk in accordance with the Risk Management Regulations.
- ② The Company will establish the main response area for each risk based on the Incident Response Standard, and minimize damage (loss) in the unlikely event that a risk of loss should occur.
- ③ The Company shall establish a "Risk Management Committee" chaired by the President and Chief Executive Officer to oversee risk management for all Group companies. In addition, the Company shall establish the "Risk Management Promotion Conference" as an organization to promote and develop risk management.
- ④ The Company shall establish the following committees as advisory bodies to the President and Chief Executive Officer to manage risks in business operations.
 - Credit risk for high value transactions is managed by the Review Committee.
 - Market risks such as interest rate fluctuations are managed by the ALM Committee.
 - The Investment Committee manages the risks of the investee companies.
 - Climate change and human rights risks are managed by the Sustainability Committee.
 - The Disclosure Committee manages the disclosure of risk information.

<Current Implementation Status>

- The Company holds regular meetings of the Risk Management Committee in accordance with the Risk Management Regulations.

We defined eight corporate management risks (eight items) for FY2023 to be managed on a company-wide basis, conducted a risk assessment, and reported the results to the Board of Directors.

The Risk Management Committee has reviewed its structure in order to strengthen the supervision of risk management for all Group companies. Regarding the Business Continuity Plan (BCP), the Group jointly conducted a disaster drill for the entire Pacific Coast region and for each region.

- As a countermeasure against increasingly sophisticated and diverse cyber-attacks, The Company has established an in-house Computer Security Incident Response Team (CSIRT) to detect incidents and mitigate and localize the damage and impact. As a precautionary measure against cyberattacks, The Company has conducted four targeted attack e-mail response drills for all employees.
- The President and Chief Executive Officer's Advisory Committee analyzes and examines each corresponding risk and assists management execution to promptly respond to changes in the internal and external environment, including the economic environment.

- (4) Systems for ensuring the efficient execution of the Directors' duties
- ① In order to achieve the management objectives based on the management philosophy, the Board of Directors shall deliberate and determine the business plan, and the Representative Director, Executive Directors and the head of each organization shall disseminate and deploy the determined business plan throughout the company. The Board of Directors shall receive monthly reports on business performance, and shall establish a system to confirm and give instructions based on changes in the external environment and the progress of plans, etc., to ensure the efficient and effective execution of its duties.
 - ② In accordance with the Articles of Incorporation and the Board of Directors Regulations, the Company delegates important business execution decisions to Representative Directors and Executive Directors for prompt and flexible decision-making, and the Board of Directors supervises business execution. In addition, a management committee shall be established to enable the representative directors and executive directors to make decisions in an optimal and timely manner.
 - ③ The Company has introduced an executive officer system and has established regulations concerning the division of duties and authority, and delegates authority for business execution to executive officers and other responsible persons in order to improve management efficiency.

<Current Implementation Status>

- With the mid- to long-term vision of "Circulation-Creating Company," the Company has launched a new mid-term management plan for fiscal 2023 to create new cycles by strengthening existing businesses and creating new businesses that will continue to grow.
- At its March 2023 Board of Directors meeting, the Company decided on its business plan for fiscal year 2023. The Board of Directors received monthly reports on business performance for review and direction, and decided on a revised business plan in October.
- The Company is a company with an Audit and Supervisory Committee, and by delegating some of the important business execution decisions from the Board of Directors to the Representative Directors and Executive Directors, the Company strives to improve the efficiency of the execution of the duties of the Directors.
- The Company's Management Meeting met 59 times to discuss and decide important matters related to business execution.
- The Company appropriately manages the "Rules on Division of Duties," "Rules on Administrative Authority," and "Rules on Authority Concerning Execution of Important Business Operations" by making changes and modifications as necessary.

- (5) Systems for ensuring the properness of operations by the corporate group comprising the Company and its subsidiaries
- The Board of Directors of the Company shall supervise the management of the entire Group and make decisions on important matters.
- In order to ensure the effectiveness of such management, the Company shall establish the Affiliated Companies Management Regulations and establish the Lead Management Division as a function to oversee and manage the Group.
- ① Systems for reporting to the Company on matters pertaining to the execution of duties by directors of subsidiaries

The Company shall receive reports on matters pertaining to the execution of duties by directors of subsidiaries in accordance with the Affiliate Company Management Regulations.
 - ② Regulations and other systems for managing risk of loss of subsidiaries

In accordance with the Risk Management Regulations and Incident Response Standards, the Company shall strive to prevent the occurrence of risk of loss for the entire Group, including subsidiaries, and minimize damage (loss) in the event that risk of loss occurs.
 - ③ Systems to ensure the efficient execution of duties by directors of subsidiaries
 - The Company shall formulate a business plan for the Group, including its subsidiaries, and conduct efficient and effective business operations throughout the Group.

- The Company shall facilitate the efficient execution of duties by directors of subsidiaries by developing systems related to the organization and decision-making at subsidiaries, such as rules on authority with respect to duties similar to those of the Company. Through a system whereby subsidiaries discuss and report important matters to the Company, the Company shall maintain consistency in Group strategies and ensure the efficient execution of Group-wide business operations.

- ④ Systems to ensure that the execution of duties by directors and employees of subsidiaries complies with laws and regulations and the Articles of Incorporation
- The Company shall disseminate the Ricoh Leasing Group Code of Conduct to the officers and employees of its subsidiaries, ensure they are familiar with it, and educate and enlighten them on compliance with laws and regulations. In addition, the Company shall establish a consultation service as a compliance-related whistle-blowing system and make it known to the executives and employees of the subsidiaries.
 - The Company shall encourage its subsidiaries to develop systems in accordance with the Group's basic stance against antisocial activities and forces.
 - The internal audit department of the Company shall periodically audit the execution of operations of subsidiaries from the viewpoint of compliance with laws and regulations.

<Current Implementation Status>

- The Company's subsidiaries have established rules on authority with respect to duties to ensure the efficient execution of duties, and discuss and report to the Company on matters stipulated in the Company's affiliated company-related rules and on other important matters.
- The Company and its subsidiaries conduct training related to business continuity planning (BCP), and have established and are operating an information security management system (ISMS).
- The Company formulates business plans for the entire group, including subsidiaries, and through confirming and reviewing the progress of business performance and business direction at management meetings, etc., the Company ensures the efficient and effective business execution by the Group as a whole.
- Our department in charge of compliance continuously conducts compliance training for officers and employees of our subsidiaries. Against antisocial forces, the Company promotes the development of a system that enables its subsidiaries to prevent transactions and to work in cooperation with the Company.
- The Company informs subsidiary officers and employees of the Hotline, an internal reporting system, via internal bulletin boards, and responds to reports and consultations by appropriately investigating and taking measures jointly with subsidiaries, taking into consideration the privacy and other rights of the persons concerned. The Company has established internal as well as external contact points for whistleblowers, and has a system that allows whistleblowers to make a choice, and prohibits any disadvantageous treatment of whistleblowers or consultants on the grounds of whistleblowing.
- Our internal audit department, in cooperation with the auditors of our subsidiaries, conducts regular audits of subsidiaries and reports the results to directors and others.
- In operating subsidiaries, we proceed after adjusting the appropriate scope according to the nature and scale of each company's business.

(6) Systems to ensure the effective execution of duties by the Audit and Supervisory Committee

- ① Matters concerning the independence from other directors (excluding members of the Audit and Supervisory Committee) of employees who are assigned to assist the Audit Committee in its duties, and matters concerning the assurance of the effectiveness of instructions given to such employees
- A The Company shall establish an Audit and Supervisory Committee Office to assist the Audit and Supervisory Committee in its duties and assign employees with a certain degree of independence from the executive side.

- B When assisting the Audit and Supervisory Committee in its duties, such employees are not subject to the direction or orders of the Directors (excluding Audit and Supervisory Committee members). In addition, the Directors (excluding members of the Audit and Supervisory Committee) shall hear the opinions of the Audit and Supervisory Committee and make decisions on the personnel evaluation and transfer of such employees in advance.
- C In order to ensure the effectiveness of the Audit and Supervisory Committee's instructions to such employees, the Directors shall, at the request of the Audit and Supervisory Committee, endeavor to develop a system for the Audit and Supervisory Committee Office and such employees.
- ② Matters related to reporting to the Audit and Supervisory Committee
Directors (excluding members of the Audit and Supervisory Committee) and employees of the Company shall report the following matters to the Audit and Supervisory Committee in addition to the matters required by law. The Company prohibits any officer or employee who reports to the Audit and Supervisory Committee from being treated disadvantageously by reason of such report.
- A Matters related to the discovery of material facts in violation of laws and regulations or the Articles of Incorporation, misconduct, or facts that may cause significant damage to the Company or its subsidiaries
- B Results of internal audits and subsidiary investigations
- C Status of Whistleblowing by Directors and Employees of the Company and Subsidiaries under the Whistleblower System
The Company has designated a full-time Audit and Supervisory Committee member as one of the contact points for reporting under the internal reporting system.
- D Other matters on which the Audit and Supervisory Committee requested reports
- ③ Other systems to ensure the effective execution of duties by the Audit and Supervisory Committee
In order to ensure that the Audit and Supervisory Committee performs its duties effectively, the Company's directors (excluding Audit and Supervisory Committee members) shall establish the following system, and the Company's employees shall cooperate with it.
- A Attendance of Audit and Supervisory Committee members at meetings of the Board of Directors, as well as management meetings and other important meetings
- B Audit and Supervisory Committee members hearing from officers and employees of the Company and its subsidiaries regarding the performance of their duties.
- C Access by Audit and Supervisory Committee members to important approval documents, etc.
- D Expenses incurred by Audit and Supervisory Committee members in the performance of their duties shall be borne by the Company.
- <Current Implementation Status>
- Employees assigned to assist the Audit and Supervisory Committee in the execution of its duties do so under the direction and orders of the Audit Committee. With respect to such employees, the Company ensures their independence from directors and the effectiveness of their instructions.
 - The Company's directors and employees report to the Audit and Supervisory Committee members on the Company and its subsidiaries without delay. There were no instances, including whistleblowing, where any officer or employee of the Group who made a report to the Audit and Supervisory Committee was treated unfavorably because of such a report.
 - The Audit and Supervisory Committee works together with the internal audit department and through joint visits, grasps and confirms the execution of duties by officers and employees and the status of internal audits. The use of online conferencing for Audit and Supervisory Committee meetings and nationwide visits also enhances effectiveness and efficiency.
 - The results of internal audits are reported to the Audit and Supervisory Committee on a case-by-case basis.
 - In addition to the Board of Directors meetings, the Audit and Supervisory Committee members attended important meetings such as the Management Meeting and the Company-wide Executive Committee.
The Company responds from time to time to requests from Audit and Supervisory Committee members to interview officers and employees or to inspect important approval documents and other documents.
 - The Company promptly implemented procedures for the disposal of expenses incurred as a result of the performance of the Audit and Supervisory Committee members' duties.

Consolidated Financial Statements (million yen)

Account item	FY2023 (As of March 31, 2023)	FY2022 (As of March 31, 2022)	Account item	FY2023 (As of March 31, 2023)	FY2022 (As of March 31, 2022)
Assets			Liabilities		
Current assets	1,051,425	1,077,120	Current liabilities	299,805	293,724
Cash and deposits	4,956	14,119	Notes and accounts payable - trade	21,567	19,995
Notes and accounts receivable - trade	233	242	Current portion of bonds payable	50,000	30,000
Installment receivables	175,125	181,611	Current portion of long-term borrowings	114,200	103,000
Lease payments receivable	24,335	27,369	Current portion of long-term payables under securitization of lease receivables	11,434	14,577
Lease receivables and investments in leases	506,140	509,737	Commercial papers	25,000	36,000
Accounts receivable - operating loans	260,176	253,706	Underwriting debt payment	2,686	20,142
Accounts receivable - other loans to customers	10,806	31,198	Lease liabilities	22	3
Other operating assets	12,259	12,528	Income taxes payable	2,411	4,308
Accounts receivable - lease	9,655	13,406	Advances received - lease	4,465	4,429
Other current assets	54,845	45,537	Deferred profit on installment sales	24,354	24,033
Allowance for doubtful accounts	(7,112)	(12,338)	Provision for bonuses	1,429	1,364
Non-current assets	195,850	159,800	Provision for bonuses for directors (and other officers)	56	65
Property, plant and equipment	129,890	106,094	Other current liabilities	42,176	35,805
Assets for lease	89,456	69,141	Non-current liabilities	725,534	731,495
Own-used assets			Bonds payable	80,000	85,000
Machinery and equipment	29,236	20,871	Long-term borrowings	621,300	612,000
Construction in progress	9,724	15,149	Long-term payables under securitization of lease receivables	9,583	21,017
Other	1,473	932	Lease liabilities	135	84
Intangible assets	9,598	7,057	Retirement benefit liability	614	764
Assets for lease	34	42	Guarantee received	12,149	11,109
Other intangible assets	9,564	7,014	Asset retirement obligations	1,455	1,132
Investments and other assets	56,361	46,649	Other noncurrent liabilities	296	386
Investment securities	35,129	31,234	Total liabilities	1,025,339	1,025,219
Distressed receivables	5,939	602	Net assets		
Deferred tax assets	4,649	5,466	Shareholders' equity	217,978	211,416
Other	16,170	9,936	Share capital	7,896	7,896
Allowance for doubtful accounts	(5,527)	(592)	Capital surplus	10,215	10,159
Total assets	1,247,276	1,236,921	Retained earnings	201,540	195,040
			Treasury shares	(1,674)	(1,680)
			Accumulated other comprehensive income	3,957	285
			Valuation difference on available-for-sale securities	3,470	(253)
			Deferred gains or losses on hedges	538	640
			Remeasurements of defined benefit plans	(50)	(102)
			Total net assets	221,936	211,701
			Total liabilities and net assets	1,247,276	1,236,921

Consolidated Statement of Income (million yen)

Account item	FY2023	FY2022
Net sales	308,335	298,889
Cost of sales	262,768	255,617
Gross profit	45,567	43,272
Selling, general and administrative expenses	24,557	22,044
Operating profit	21,010	21,228
Non-operating income	879	474
Interest income	68	95
Dividend income	294	212
Gain on investments in investment partnerships	485	133
Other	31	33
Non-operating expenses	345	129
Interest expenses	78	49
Commission expenses	10	25
Bond issuance costs	160	—
Social Contribution	78	37
Other	18	17
Ordinary profit	21,544	21,573
Extraordinary losses	5,189	—
Loss on valuation of investment securities	5,189	—
Profit before income taxes	16,354	21,573
Income taxes - current	5,866	7,420
Income taxes - deferred	(790)	(719)
Profit	11,278	14,872
Profit attributable to non-controlling interests	—	—
Profit attributable to owners of parent	11,278	14,872

Consolidated Statement of Changes in Equity (million yen)

Fiscal year ended March 31, 2024

	Shareholders' equity				
	Share capital	Capital surplus	Retained earnings	Treasury shares	Total shareholders' equity
Balance at beginning of period	7,896	10,159	195,047	(1,680)	211,423
Effect of finalization of provisional accounting treatment			(6)		(6)
Balance at the beginning of the period reflecting the finalization of provisional accounting treatment	7,896	10,159	195,040	(1,680)	211,416
Changes during period					
Dividends of surplus			(4,777)		(4,777)
Profit attributable to owners of parent			11,278		11,278
Purchase of treasury shares				(1)	(1)
Disposal of treasury shares				7	7
Restricted stock remuneration		55			55
Net changes in items other than shareholders' equity					
Total changes during period	—	55	6,500	6	6,562
Balance at end of period	7,896	10,215	201,540	(1,674)	217,978

	Accumulated other comprehensive income				Total net assets
	Valuation difference on available-for-sale securities	Deferred gains or losses on hedges	Remeasurements of defined benefit plans	Total accumulated other comprehensive income	
Balance at beginning of period	(253)	640	(102)	285	211,708
Effect of finalization of provisional accounting treatment					(6)
Balance at the beginning of the period reflecting the finalization of provisional accounting treatment	(253)	640	(102)	285	211,701
Changes during period					
Dividends of surplus					(4,777)
Profit attributable to owners of parent					11,278
Purchase of treasury shares					(1)
Disposal of treasury shares					7
Restricted stock remuneration					55
Net changes in items other than shareholders' equity	3,723	(102)	51	3,672	3,672
Total changes during period	3,723	(102)	51	3,672	10,234
Balance at end of period	3,470	538	(50)	3,957	221,936

(Reference)
 Consolidated Statement of Cash Flows (Summary) (million yen)

Category	FY2023	FY2022
Cash flows from operating activities	(753)	(16,897)
Cash flows from investing activities	(13,393)	(17,297)
Cash flows from financing activities	4,984	43,487
Net increase (decrease) in cash and cash equivalents	(9,163)	9,292
Cash and cash equivalents at beginning of period	14,119	4,827
Cash and cash equivalents at end of period	4,956	14,119

Non-consolidated Balance Sheet (million yen)

Account item	FY2023	FY2022	Account item	FY2023	FY2022
Assets			Liabilities		
Current assets	1,060,663	1,084,975	Current liabilities	297,382	290,845
Cash and deposits	4,512	13,653	Notes	168	363
Installment receivables	175,125	181,611	Accounts payable	20,004	17,875
Lease receivable payments receivable	24,335	27,369	Current portion of bonds payable	50,000	30,000
Lease receivables	51,760	55,497	Current portion of long-term borrowings	114,200	103,000
Investments in leases	452,888	452,662	Current portion of long-term payables under securitization of lease receivables	11,434	14,577
Accounts receivable – operating loans	275,592	266,169	Commercial papers	25,000	36,000
Accounts receivable – other loans to customers	10,806	31,198	Underwriting debt payment	2,686	20,142
Other operating assets	12,259	12,528	Lease obligations	22	3
Accounts receivable – lease	7,974	11,935	Accounts payable–other	4,378	3,515
Prepaid expenses	1,216	1,248	Income taxes payable	2,329	4,008
Other current assets	51,291	43,414	Accrued expenses	1,361	697
Allowance for doubtful accounts	(7,101)	(12,314)	Advances received – lease	4,194	4,201
Non-current assets	178,792	143,824	Deposits received	35,905	31,141
Property, plant and equipment	113,089	90,756	Unearned revenue	19	21
Assets for lease	72,928	53,912	Deferred profit on installment sales	24,354	24,033
Own-used assets			Provision for bonuses	1,266	1,199
Buildings	778	424	Provision for bonuses for directors (and other officers)	56	65
Structures	2	–	Non-current liabilities	725,054	730,810
Machinery and equipment	29,229	20,863	Bonds payable	80,000	85,000
Vehicles	22	27	Long-term borrowings	621,300	612,000
Furniture and fixtures	399	375	Long-term payables under securitization of lease receivables	9,583	21,017
Land	3	3	Lease liabilities	135	84
Construction in progress	9,724	15,149	Retirement benefit liability	250	306
Intangible assets	6,923	4,027	Guarantee received	12,149	11,109
Assets for lease	34	42	Asset retirement obligations	1,445	1,119
Other intangible assets			Other noncurrent liabilities	191	174
Software	6,889	3,984	Total liabilities	1,022,436	1,021,655
Other	0	0	Net assets		
Investments and other assets	58,779	49,041	Shareholders' equity	213,010	206,756
Investment securities	26,414	25,969	Share capital	7,896	7,896
Stocks of subsidiaries and affiliates	11,884	8,434	Capital surplus	10,215	10,159
Distressed receivables	5,939	602	Legal surplus capital	10,159	10,159
Long-term prepaid expenses	9,705	6,484	Other surplus capital	55	–
Deferred tax assets	4,046	4,865	Retained earnings	196,572	190,380
Other	6,317	3,275	Legal earnings retained	284	284
Allowance for doubtful accounts	(5,527)	(592)	Other earnings retained	196,288	190,096
Total assets	1,239,455	1,228,800	General reserve	176,045	168,045
			Reserve for Abundant Future	21	59
			Retained earnings brought forward	20,221	21,991
			Treasury shares	(1,674)	(1,680)
			Valuation and translation adjustments	4,008	387
			Valuation difference on available-for-sale securities	3,470	(253)
			Deferred gains or losses on hedges	538	640
			Total net assets	217,019	207,144
			Total liabilities and net assets	1,239,455	1,228,800

Non-consolidated Statement of Income (million yen)

Account item	FY2023	FY2022
Net sales	288,417	280,453
Cost of sales	247,471	241,133
Gross profit	40,945	39,319
Selling, general and administrative expenses	20,591	19,508
Operating profit	20,354	19,810
Non-operating income	868	467
Interest income	67	95
Dividend income	294	212
Gain on investments in investment partnership	485	133
Other	20	26
Non-operating expenses	342	124
Interest expenses	78	47
Commission expenses	10	25
Bond issuance costs	160	—
Social Contribution	78	37
Other	14	14
Ordinary profit	20,880	20,153
Extraordinary losses	5,189	—
Loss on valuation of investment securities	5,189	—
Profit before income taxes	15,690	20,153
Income taxes - current	5,498	6,906
Income taxes - deferred	(778)	(719)
Net income	10,969	13,966

Non-consolidated Statement of Changes in Equity (million yen)

Fiscal year ended March 31, 2024

	Shareholders' equity								
	Common Stock	Capital surplus			Legal retained earnings	Retained earnings			Total retained earnings
		Legal capital surplus	Other capital surplus	Total capital surplus		General reserve	Reserve for Abundant Future	Retained earnings brought forward	
Balance at beginning of current period	7,896	10,159	—	10,159	284	168,045	59	21,991	190,380
Changes in the year									
Provision of general reserve						8,000		(8,000)	—
Provision of reserve for Abundant Future							40	(40)	—
Reversal of reserve for Abundant Future							(78)	78	—
Dividends of surplus								(4,777)	(4,777)
Net income								10,969	10,969
Purchase of treasury shares									
Disposal of treasury shares									
Restricted stock remuneration			55	55					
Net changes of items other than shareholders' equity									
Total changes of items during period	—	—	55	55	—	8,000	(38)	(1,769)	6,192
Balance, end of year	7,896	10,159	55	10,215	284	176,045	21	20,221	196,572

	Shareholders' equity		Valuation and Translation adjustment			Total net asset
	Treasury Stock	Total shareholders' equity	Unrealized gains or losses on securities and others	Deferred gain or loss on hedges	Total valuation and Translation adjustment	
Balance at beginning of current period	(1,680)	206,756	(253)	640	387	207,144
Changes in the year						
Provision of general reserve		—				—
Provision of reserve for Abundant Future		—				—
Reversal of reserve for Abundant Future		—				—
Dividends of surplus		(4,777)				(4,777)
Net income		10,969				10,969
Purchase of treasury shares	(1)	(1)				(1)
Disposal of treasury shares	7	7				7
Restricted stock remuneration		55				55
Net changes of items other than shareholders' equity			3,723	(102)	3,620	3,620
Total changes of items during period	6	6,253	3,723	(102)	3,620	9,874
Balance, end of year	(1,674)	213,010	3,470	538	4,008	217,019

INDEPENDENT AUDITOR'S REPORT

May 22, 2024

To the Board of Directors of
RICOH LEASING COMPANY, LTD.

Deloitte Touche Tohmatsu LLC

Tokyo office

Designated Engagement Partner,
Certified Public Accountant: Masato Shoji

Designated Engagement Partner,
Certified Public Accountant: Hiroaki Aoki

Designated Engagement Partner,
Certified Public Accountant: Norihiro Watanabe

Opinion

Pursuant to the fourth paragraph of Article 444 of the Companies Act, we have audited the consolidated financial statements of RICOH LEASING COMPANY, LTD. and its consolidated subsidiaries (the "Group"), namely, the consolidated statement of financial position as of March 31, 2023, and the consolidated statement of income and consolidated statement of changes in equity for the fiscal year from April 1, 2023 to March 31, 2024, and the related notes. In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position and results of operations of The Group for the period, for which the consolidated financial statements were prepared, in accordance with accounting principles generally accepted in Japan.

Basis for Opinions

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the provisions of the Code of Professional Ethics in Japan, and we have fulfilled our other ethical responsibilities as auditors. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

Management is responsible for the other information. The Audit and Supervisory Committee is responsible for overseeing the Officers and Directors' execution of duties relating to the design and operating effectiveness of the controls over the other information. The other information comprises the information included in the Business Report and the accompanying supplementary schedules.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of Management and the Audit and Supervisory Committee for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements pursuant to accounting principles generally accepted in Japan, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern pursuant to accounting principles generally accepted in Japan.

The Audit and Supervisory Committee is responsible for overseeing the Officers and Directors' execution of duties relating to the design and operating effectiveness of the controls over the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks. The procedures selected depend on the auditor's judgment. In addition, we obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- Obtain, when performing risk assessment procedures, an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate whether the overall presentation and disclosures of the consolidated financial statements are pursuant to accounting standards generally accepted in Japan, as well as the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit and Supervisory Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit and Supervisory Committee with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with it all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Interest Required to Be Disclosed by the Certified Public Accountants Act of Japan

Our firm and its designated engagement partners do not have any interest in the Group which is required to be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

Notes to the Readers of Independent Auditor's Report

This is an English translation of the independent auditor's report as required by the Companies Act of Japan for the conveniences of the reader.

Notes to the Reader of Independent Auditor's Report:

The Independent Auditor's Report herein is the English translation of the Independent Auditor's Report as required by the Companies Act for the convenience of the reader.

INDEPENDENT AUDITOR'S REPORT

May 22, 2024

To the Board of Directors of RICOH
LEASING COMPANY, LTD.

Deloitte Touche Tohmatsu LLC
Tokyo office

Designated Engagement Partner,
Certified Public Accountant: Masato Shoji

Designated Engagement Partner,
Certified Public Accountant: Hiroaki Aoki

Designated Engagement Partner, N o r i h i r o
Certified Public Accountant: W a t a n a b e

Opinion

Pursuant to the first item, second paragraph of Article 436 of the Companies Act, we have audited the nonconsolidated financial statements of RICOH LEASING COMPANY, LTD. (the "Company"), namely, the nonconsolidated balance sheet as of March 31, 2024, and the nonconsolidated statement of income and nonconsolidated statement of changes in equity for the 48th fiscal year from April 1, 2023 to March 31, 2024, and the related notes and the accompanying supplementary schedules.

In our opinion, the accompanying nonconsolidated financial statements present fairly, in all material respects, the financial position of the Company as of March 31, 2024, and its financial performance for the year then ended in accordance with accounting principles generally accepted in Japan.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Nonconsolidated Financial Statements section of our report. We are independent of the Company in accordance with the provisions of the Code of Professional Ethics in Japan, and we have fulfilled our other ethical responsibilities as auditors. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

Management is responsible for the other information. The Audit and Supervisory Committee is responsible for overseeing the Officers and Directors' execution of duties relating to the design and operating effectiveness of the controls over the other information. The other information comprises the information included in the Business Report and the accompanying supplementary schedules.

Our opinion on the nonconsolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the nonconsolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the nonconsolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of Management and the Audit Committee for the Nonconsolidated Financial Statements

Management is responsible for the preparation and fair presentation of the nonconsolidated financial statements in accordance with accounting principles generally accepted in Japan, and for such internal control as management determines is necessary to enable the preparation of nonconsolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the nonconsolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern in accordance with accounting principles generally accepted in Japan. The Audit and Supervisory Committee is responsible for overseeing the Officers and Directors' execution of duties relating to the design and operating effectiveness of the controls over the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Nonconsolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the nonconsolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these nonconsolidated financial statements.

As part of an audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the nonconsolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks. The procedures selected depend on the auditor's judgment. In addition, we obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- Obtain, when performing risk assessment procedures, an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the nonconsolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate whether the overall presentation and disclosures of the nonconsolidated financial statements are in accordance with accounting principles generally accepted in Japan, as well as the overall presentation, structure and content of the nonconsolidated financial statements, including the disclosures, and whether the nonconsolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the Audit and Supervisory Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit and Supervisory Committee with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with it all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Interest Required to Be Disclosed by the Certified Public Accountants Act of Japan

This is an English translation of the independent auditor's report as required by the Companies Act of Japan for the conveniences of the reader.

Notes to the Readers of Independent Auditor's Report

This is an English translation of the independent auditor's report as required by the Companies Act of Japan for the conveniences of the reader.

Notes to the Reader of Independent Auditor's Report:

The Independent Auditor's Report herein is the English translation of the Independent Auditor's Report as required by the Companies Act for the convenience of the reader.

Audit and Supervisory Committee Report

Audit Report

The Audit and Supervisory Committee has audited the execution of duties by Directors and Executive Officers for the 48th fiscal year from April 1, 2023 to March 31, 2024. We report the methods and results of the audit as follows

1. Methods and Content of Audits

The Audit and Supervisory Committee periodically received reports on the content of resolutions of the Board of Directors regarding matters set forth in Article 399-13, Paragraph (1), Item (i), Parts (b) and (e) of the Companies Act, and reports on the status of the internal control system established and operated under such resolution, and monitored and verified the internal control system. In addition to that, the Audit and Supervisory Committee conducted audits with the methods described below.

- (1) The Audit Committee received reports from the internal audit division, etc. of the Company; attended important meetings; received reports, from Directors and Executive Officers, etc. on matters relating to the execution of their duties, and sought further explanation as necessary; inspected important approval documents, etc.; and investigated the status of operations and assets at the headquarters and principal places of business in accordance with the auditing policies and the division of duties, etc. designated by the Audit Committee. With respect to the subsidiary companies, the Audit Committee took steps to facilitate communication and the exchange of information with Directors and Company Statutory Auditors, etc. of the subsidiary companies, received reports from the subsidiary companies on the status of their operations, as necessary.
- (2) While observing and verifying whether the external accounting auditor was maintaining its independence and was conducting audits in an appropriate manner, the Audit and Supervisory Committee received reports from the external accounting auditor on the execution of its duties and, when necessary, requested further explanation. The Audit and Supervisory Committee also received notification from the external accounting auditor that it was taking steps to prepare the "system for ensuring proper execution of duties" (as enumerated in Article 131 of the Rules of Company Accounting) in compliance with the "Quality Control Standards for Audit" (adopted by the Business Accounting Council on October 28, 2005), etc. requesting further explanation when necessary.

Based on the foregoing methods, the Audit and Supervisory Committee examined the Business Report and the Annexed Detailed Statement, and the Consolidated Financial Statements (consolidated statement of financial position, consolidated statement of income, consolidated statement of changes in equity, and notes to consolidated financial statements), as well as the Financial Statements (nonconsolidated balance sheet, nonconsolidated statement of income, nonconsolidated statement of changes in equity, and notes to nonconsolidated financial statements) and the Annexed Detailed Statement, for the fiscal year under review.

2. Results of the Audit

- (1) Results of the audit of the Business Report, etc.
 - ① The Business Report and the Annexed Detailed Statement accurately present the state of the Company, in compliance with the provisions of applicable laws, regulations, and the Articles of Incorporation.
 - ② Neither improper actions in the execution of duties by Directors and Executive Officers, nor any material facts in violation of the provisions of applicable laws, regulations, or the Articles of Incorporation, were found.
 - ③ The resolutions adopted by the Board of Directors regarding internal control systems were appropriate. Description of the Business Report and all actions taken by Directors and Executive Officers regarding the execution of duties related to such internal control systems were appropriate.
- (2) Results of the audit of the Consolidated Financial Statements
In our opinion, the audit methods used and the results reported by Deloitte Touche Tohmatsu LLC, the external accounting auditor, are appropriate and reasonable.
- (3) Results of the audit of the Financial Statements and the Annexed Detailed Statement
In our opinion, the audit methods used and the results reported by Deloitte Touche Tohmatsu LLC, the external accounting auditor, are appropriate and reasonable.

May 24, 2024

Audit and Supervisory Committee
RICOH LEASING COMPANY, LTD.

Audit and Supervisory Committee member (full-time)	Hiromi Nakazawa
Audit and Supervisory Committee member	Tokio Kawashima
Audit and Supervisory Committee member	Toru Miyama

Note: Audit and Supervisory Committee members Hiromi Nakazawa, Tokio Kawashima and Toru Miyama are Outside Directors, as prescribed in Article 2, Item (xv) and Article 331, Paragraph (6) of the Companies Act.

The above represents a translation, for reference purposes only, of the original report issued in the Japanese language.