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(Securities Code: 8585)

(Date issued) June 7, 2023

(Start date of measures for electronic provision) May 30, 2023

To our shareholders:

Orient Corporation

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

Notice of the 63rd Annual General Meeting of Shareholders

We are pleased to announce the 63rd Annual General Meeting of Shareholders of Orient Corporation (the “Company”), which will be held as indicated below.

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

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

(From the above website, select fiscal year ended March 31, 2023.)

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

Tokyo Stock Exchange website (Listed Company Search):

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

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

Please note that you can exercise your voting rights by electromagnetic means (via the internet, etc.) or by a printed form. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights using any of the following methods by the end of the business hour at 5:30 p.m. on Monday, June 26, 2023 (JST), the date immediately before the Meeting.

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

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

- Exercise of Voting Rights by a Printed Form

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

1. **Date and Time:** Tuesday, June 27, 2023, at 10:00 a.m. (JST)
(The reception is scheduled to open at 9:00 a.m.)
2. **Venue:** Large conference room, 3F, headquarters of the Company
2-1, Kojimachi 5-chome, Chiyoda-ku, Tokyo
3. **Purpose of the Meeting**

Matters to be reported

 1. The Business Report and the Consolidated Financial Statements for the 63rd fiscal year (from April 1, 2022 to March 31, 2023), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit and Supervisory Committee
 2. The Non-consolidated Financial Statements for the 63rd fiscal year (from April 1, 2022 to March 31, 2023)

Matters to be resolved

Proposal No. 1: Appropriation of Surplus

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

Proposal No. 3: Election of One Substitute Director Who Is an Audit and Supervisory Committee Member
4. **Matters prescribed for convocation**
 - (1) If you do not indicate your approval or disapproval in your voting form, the Company will assume that you have voted in favor of the proposal.
 - (2) In the event of duplicate votes by the voting form and by electromagnetic means, the vote submitted by electromagnetic means shall be treated as valid.
 - (3) In the event of more than one vote by electromagnetic means, the most recent vote shall be treated as valid.
 - (4) In case of attending the Meeting by proxy, please have the proxy present a letter of proxy along with the voting form at the reception. The proxy shall be limited to one other shareholder who has the voting right of the Company.
 - (5) Shareholders who will make a diverse exercise of voting rights are requested to notify Mizuho Trust & Banking Co., Ltd., which is the Company's shareholder registry administrator, of their intention and the reason to do so no later than June 21, 2023.
 - When you attend the Meeting, you are kindly requested to present the voting form sent out with this notice at the reception.
 - Among the items subject to measures for electronic provision, in accordance with the provisions of laws and regulations and Article 17 of the Articles of Incorporation of the Company, the following items are not provided in the paper-based documents delivered to shareholders who have made a request for delivery of such documents. Accordingly, the documents that are delivered to shareholders who have made a request for delivery of paper-based documents are part of the documents included in the scope of audits by the Audit and Supervisory Committee Members and the Financial Auditor when they create their respective audit reports.
 "Changes in Assets and Profit and Loss," "Principal Business Offices," "Status of Employees," "Principal Lenders," "Matters Concerning Stock Acquisition Rights, etc. of the Company," "Status of Accounting Auditors," "Systems to Ensure that the Execution of Duties by Directors Complies with Laws and Regulations and the Articles of Incorporation and Other Systems to Ensure the Properness of Business," and "Summary of Operation of the Systems to Ensure the Properness of Business" in the Business Report, and "Consolidated Statement of Changes in Net Assets," "Notes to Consolidated Financial Statements" in the Consolidated Financial Statements, and "Statement of Changes in Net Assets" and "Notes to Non-Consolidated Financial Statements" in the Non-Consolidated Financial Statements
 - If any changes have been made to items subject to measures for electronic provision, such changes and the details of the items before and after the changes will be noticed on the Company's website and the TSE's website on page 1 (in Japanese).

Reference Documents for the General Meeting of Shareholders

Proposal and Reference Items

Proposal No. 1: Appropriation of Surplus

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

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

- (1) Kind of dividend property
To be paid in cash.
- (2) Matters regarding the assignment of dividend property to shareholders and total amount of dividend property
Common share of the Company: ¥40 per share
Total: ¥6,874,831,920
- (3) Effective date of dividends of surplus
Wednesday, June 28, 2023


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

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


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


The candidates for Directors are as follows:


Candidate No.	Name	Current positions and responsibilities in the Company		
1	Masaaki Kono	Chairman and Director		
2	Tetsuo Iimori	President and Representative Director		
3	Yoshinori Yokoyama	Representative Director and Senior Managing Executive Officer Supervisor of Business Promotion Division and Supervisor of BtoB Solution Division		
4	Ichiro Watanabe	Representative Director and Senior Managing Executive Officer Supervisor of Digital Marketing Group and Supervisor of IT System Group		
5	Tetsuro Mizuno	Director and Senior Managing Executive Officer Head of Risk Management Group		
6	Chiharu Higuchi	Director and Managing Executive Officer Head of Operation Group		
7	Kazumi Nishino	<table border="1"><tr><td>Outside</td></tr><tr><td>Independent</td></tr></table> Director	Outside	Independent
Outside				
Independent				
8	Shigeaki Honjo	<table border="1"><tr><td>Outside</td></tr><tr><td>Independent</td></tr></table> Director	Outside	Independent
Outside				
Independent				

Candidate No.	Name	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company			
1	 <p data-bbox="421 703 600 763">Masaaki Kono February 24, 1957</p> <p data-bbox="347 817 673 954">Number of the Company's shares owned: Common Shares 6,320 (Number of the Potential Shares 16,616)</p> <p data-bbox="416 981 604 1041">Tenure as Director: 7 years</p> <p data-bbox="328 1066 691 1144">Attendance at the Board of Directors' meetings: 16/16 (100%)</p>	Apr. 1979	Joined the current Mizuho Bank, Ltd.		
		Mar. 2006	Executive Officer of Mizuho Corporate Bank, Ltd.		
		Apr. 2008	Managing Executive Officer		
		Apr. 2011	Managing Executive Officer of Mizuho Financial Group, Inc.		
		Jun. 2011	Managing Director and Managing Executive Officer		
		Apr. 2012	Managing Executive Officer of Mizuho Bank, Ltd.		
		Apr. 2012	Managing Executive Officer of Mizuho Corporate Bank, Ltd.		
		Apr. 2012	Managing Executive Officer of Mizuho Trust & Banking Co., Ltd.		
		Apr. 2013	Director of Mizuho Financial Group, Inc.		
		Apr. 2013	Deputy President (Representative Director) and Deputy President-Executive Officer of Mizuho Bank, Ltd.		
		Apr. 2013	Deputy President & Executive Officer of Mizuho Corporate Bank, Ltd.		
		Jul. 2013	Deputy President & Executive Officer of Mizuho Financial Group, Inc.		
		Apr. 2016	Advisor of the Company		
		Jun. 2016	President and Representative Director		
		Apr. 2020	Chairman and Representative Director		
		Jun. 2020	Outside Director (Audit & Supervisory Committee Member) of Kobe Steel, Ltd. (current position)		
		Jun. 2020	Chairman and Director of the Company (current position)		
[Significant concurrent positions outside the Company]		Outside Director (Audit & Supervisory Committee Member) of Kobe Steel, Ltd.			
[Reasons for nomination as candidate for Director]					
<p data-bbox="328 1373 1345 1451">Masaaki Kono assumed the office of President and Representative Director of the Company in 2016, and performed his duties for four years. He currently provides supervision on material decision-making in management and execution of business properly as Chairman and Director.</p> <p data-bbox="328 1456 1374 1588">He has superior managerial judgment and execution abilities based on his extensive experience and track record as a top executive of the Company. Accordingly, toward the goal of achieving sustainable growth and enhancing corporate value over the medium and long term, the Company expects that he can contribute to realization of proper decision-making and supervision of management by the Board of Directors. Therefore, the Company proposes his re-election as Director.</p>					


Candidate No.	Name	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	
2	<div data-bbox="395 387 627 651" data-label="Image"> </div> <p data-bbox="411 656 611 712">Tetsuo Iimori September 12, 1960</p> <p data-bbox="347 768 675 902">Number of the Company's shares owned: Common Shares 4,220 (Number of the Potential Shares 8,807)</p> <p data-bbox="416 936 606 992">Tenure as Director: 3 years</p> <p data-bbox="328 1014 691 1104">Attendance at the Board of Directors' meetings: 16/16 (100%)</p>	Apr. 1984	Joined the current Mizuho Bank, Ltd.
		Apr. 2009	General Manager of Corporate Planning of Mizuho Financial Group, Inc.
		Apr. 2011	Executive Officer
		Jun. 2011	Executive Officer of Mizuho Bank, Ltd.
		Jun. 2011	General Manager of Corporate Planning Department
		Apr. 2012	Executive Officer of Mizuho Corporate Bank, Ltd.
		Apr. 2012	General Manager of Corporate Planning Department
		Apr. 2013	Managing Executive Officer of Mizuho Financial Group, Inc.
		Apr. 2013	Head of Retail Banking Unit
		Apr. 2013	Managing Executive Officer of Mizuho Bank, Ltd.
		Apr. 2013	Managing Executive Officer of Mizuho Corporate Bank, Ltd.
		Apr. 2014	Head of Branch Banking Group and in charge of Business Collaboration Division (Securities & Trust Services) of Mizuho Bank, Ltd.
		Apr. 2016	Co-Head of Retail & Business Banking Division
		Apr. 2016	In charge of Specific Business of Retail & Business Banking Company of Mizuho Financial Group, Inc.
		Apr. 2017	President & CEO (Representative Director) of Mizuho Trust & Banking Co., Ltd.
Apr. 2020	President and Executive Officer of the Company		
Jun. 2020	President and Representative Director (current position)		
[Reasons for nomination as candidate for Director]			
<p>Tetsuo Iimori, since he assumed the office of President and Representative Director of the Company in 2020, has been properly providing supervision on material decision-making in management and execution of business as well as directing business execution overall.</p> <p>He has superior managerial judgment and execution abilities based on his extensive experience and track record as a top executive of the Company. Accordingly, toward the goal of achieving sustainable growth and enhancing corporate value over the medium and long term, the Company expects that he can contribute to realization of proper decision-making and supervision of management by the Board of Directors. Therefore, the Company proposes his re-election as Director.</p>			


Candidate No.	Name	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	
3	 <p data-bbox="392 551 630 607">Yoshinori Yokoyama December 14, 1964</p> <p data-bbox="347 663 675 797">Number of the Company's shares owned: Common Shares 3,990 (Number of the Potential Shares 6,543)</p> <p data-bbox="416 831 606 887">Tenure as Director: 3 years</p> <p data-bbox="328 909 692 994">Attendance at the Board of Directors' meetings: 16/16 (100%)</p>	Apr. 1988	Joined the Company
		Jun. 2016	Executive Officer
		Jun. 2018	Deputy in charge of Corporate Planning Group
		Apr. 2019	Managing Executive Officer
		Apr. 2019	Deputy in charge of Business Promotion Group
		Jun. 2020	Director and Managing Executive Officer
		Jun. 2020	In charge of Business Promotion Group, and; General Manager of Business Administration Department, Business Promotion Group
Apr. 2022	Head of Business Promotion Division, and; General Manager of Business Administration Department, Business Promotion Division, and; Head of BtoB Solution Division, and; General Manager of BtoB Solution Sales Department, BtoB Solution Division		
Jun. 2022	Representative Director and Senior Managing Executive Officer (current position)		
Apr. 2023	Supervisor of Business Promotion Division and Supervisor of BtoB Solution Division (current position)		
[Reasons for nomination as candidate for Director]			
<p data-bbox="328 1066 1388 1173">Yoshinori Yokoyama has been long engaged in such duties as branch management at the sales departments since he joined the Company, and at present he administers the installment credit business and settlement and guarantee businesses while providing proper supervision of material decision-making in management and execution of business as Representative Director and Senior Managing Executive Officer.</p> <p data-bbox="328 1173 1388 1308">He has superior managerial judgment and execution abilities based on his extensive experience and track record as a person responsible for business execution of the Company. Accordingly, toward the goal of achieving sustainable growth and enhancing corporate value over the medium and long term, the Company expects that he can contribute to realization of proper decision-making and supervision of management by the Board of Directors. Therefore, the Company proposes his re-election as Director.</p>			

Candidate No.	Name	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	
4	 <p data-bbox="406 660 614 721">Ichiro Watanabe November 23, 1959</p> <p data-bbox="347 772 673 855">Number of the Company's shares owned: Common Shares 500</p> <p data-bbox="414 884 606 945">Tenure as Director: 1 year</p> <p data-bbox="327 967 694 1050">Attendance at the Board of Directors' meetings: 12/12 (100%)</p>	Apr. 1983	Joined ITOCHU Corporation
		Apr. 2003	General Manager of Planning & Development Department of Media Business Division
		Apr. 2007	General Manager of Mobile & Wireless Department
		Apr. 2008	General Manager of Planning & Coordinating Department of Aerospace, Electronics & Multimedia Company
		Apr. 2009	General Manager of Planning & Administration Department of ICT, Aerospace & Electronics Company
		Apr. 2010	Chairman & President, Itochu Taiwan Corporation (Taiwan)
		Jan. 2013	Deputy CIO, and General Manager of IT Planning Division of ITOCHU Corporation
		Apr. 2017	Executive Councilor, Deputy CIO, and General Manager of IT Planning Division
		Apr. 2019	Executive Officer and General Manager of Corporate Support Division of CONEXIO Corporation
		Apr. 2020	Executive Officer and General Manager of Smart Service Division
		Jun. 2021	Managing Executive Officer and General Manager of Smart Service Division
		May 2022	Advisor of the Company
		Jun. 2022	Representative Director and Senior Managing Executive Officer (current position)
Jun. 2022	Supervisor of Digital Marketing Group and Supervisor of IT System Group (current position)		
[Reasons for nomination as candidate for Director]			
<p data-bbox="327 1240 1396 1301">Ichiro Watanabe assumed the office of Representative Director and Senior Managing Executive Officer of the Company in 2022 and supervises the digital division and the system division.</p> <p data-bbox="327 1301 1396 1435">He has superior managerial judgment and execution abilities based on his extensive experience and track record at a major general trading company and the Company. Accordingly, toward the goal of achieving sustainable growth and enhancing corporate value over the medium and long term, the Company expects that he can contribute to realization of proper decision-making and supervision of management by the Board of Directors. Therefore, the Company proposes his re-election as Director.</p>			

Candidate No.	Name	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	
5	 <p data-bbox="421 524 600 582">Tetsuro Mizuno January 24, 1960</p> <p data-bbox="347 636 673 775">Number of the Company's shares owned: Common Shares 16,990 (Number of the Potential Shares 11,346)</p> <p data-bbox="416 801 604 860">Tenure as Director: 1 year</p> <p data-bbox="328 887 691 967">Attendance at the Board of Directors' meetings: 12/12 (100%)</p>	Apr. 1982	Joined the current Mizuho Bank, Ltd.
		Jul. 2008	General Manager for Corporate Banking Division No. 14 of Mizuho Corporate Bank, Ltd.
		Apr. 2009	Deputy in charge of Customer Business Promotion Group, Operation Division of the Company
		Jan. 2010	Executive Officer
		Jun. 2010	In charge of Customer Business Promotion Group, Operation Division of the Company
		Jun. 2011	Managing Executive Officer
		Jun. 2011	In charge of Corporate Planning Group
		Jun. 2016	In charge of Corporate Planning Group, and in charge of Accounting Group
		Apr. 2017	In charge of Finance Group
		Jun. 2019	In charge of Finance Group, and in charge of Risk Management Group
		Jun. 2020	Senior Managing Executive Officer
		Jun. 2020	In charge of Risk Management Group
Apr. 2022	Head of Risk Management Group (current position)		
Jun. 2022	Director and Senior Managing Executive Officer (current position)		
[Reasons for nomination as candidate for Director]			
<p>Tetsuro Mizuno assumed the office of Executive Officer of the Company in 2010, and after being the executive responsible for the corporate planning division, accounting division, and finance division, at present he administers risk management division while providing proper supervision of material decision-making in management and execution of business as Director and Senior Managing Executive Officer.</p> <p>He has superior managerial judgment and execution abilities based on his extensive experience and track record as a person responsible for business execution of the Company. Accordingly, toward the goal of achieving sustainable growth and enhancing corporate value over the medium and long term, the Company expects that he can contribute to realization of proper decision-making and supervision of management by the Directors of the Company. Therefore, the Company proposes his re-election as Director.</p>			

Candidate No.	Name	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	
6	 <p data-bbox="416 701 604 757">Chiharu Higuchi February 22, 1962</p> <p data-bbox="347 813 673 949">Number of the Company's shares owned: Common Shares 1,440 (Number of the Potential Shares 6,812)</p> <p data-bbox="416 981 604 1037">Tenure as Director: 6 years</p> <p data-bbox="328 1061 692 1144">Attendance at the Board of Directors' meetings: 16/16 (100%)</p>	Apr. 1984	Joined ITOCHU Corporation
		Apr. 2006	General Manager of Financial Services Business Department
		Jul. 2007	General Manager of Alliance Promotion Department 2, Business Development Group and General Manager of Itochu Alliance Department, Business Strategy & Planning Group of the Company
		Apr. 2010	General Manager of Financial Services Business Department and General Manager of Orico Business Integrated Department of ITOCHU Corporation
		Jun. 2017	Advisor of the Company
		Jun. 2017	Director and Executive Officer
		Jun. 2017	Deputy in charge of Business Development Group and in charge of International Business Department, Business Strategy & Planning Group
		Apr. 2018	Deputy in charge of Business Development Group
		Apr. 2019	Deputy in charge of Business Promotion Group
		Jun. 2020	Director and Managing Executive Officer (current position)
		Jun. 2020	In charge of Business Coordination & Administration Group, and General Manager of Business Coordination & Administration Department, Business Coordination & Administration Group
		Oct. 2020	In charge of Business Coordination & Administration Group
		Apr. 2022	Head of Operation Group and in charge of Business Coordination & Administration Department
Apr. 2023	Head of Operation Group (current position)		
[Reasons for nomination as candidate for Director]			
<p data-bbox="328 1368 1394 1496">Chiharu Higuchi assumed the office of Director and Executive Officer of the Company in 2017, and after being the executive responsible for the business development division and business coordination & administration division, at present he administers the operating supervision division while providing proper supervision of material decision-making in management and execution of business as Director and Managing Executive Officer.</p> <p data-bbox="328 1500 1394 1637">He has superior managerial judgment and execution abilities based on his extensive experience and track record as a person responsible for business execution of the Company. Accordingly, toward the goal of achieving sustainable growth and enhancing corporate value over the medium and long term, the Company expects that he can contribute to realization of proper decision-making and supervision of management by the Board of Directors. Therefore, the Company proposes his re-election as Director.</p>			

Candidate No.	Name	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	
7	<div style="text-align: center;"> <div data-bbox="448 539 572 607" style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">Outside Independent</div>  <p data-bbox="416 904 603 963">Kazumi Nishino June 9, 1968</p> <p data-bbox="347 1016 671 1099">Number of the Company's shares owned: Common Shares 1,490</p> <p data-bbox="416 1128 603 1184">Tenure as Director: 4 years</p> <p data-bbox="328 1211 691 1294">Attendance at the Board of Directors' meetings: 15/16 (94%)</p> </div>	Apr. 1992	Joined Fuji Photo Film Co., Ltd.
		Apr. 2001	Assistant (Special Research Student) of Graduate School of Commerce and Management of Hitotsubashi University
		Apr. 2002	Full-time lecturer of Department of Management, School of Management of Tokyo University of Science
		Apr. 2004	Full-time lecturer of Department of Management, School of Management, and; Full-time lecturer of Department of Management of Science and Technology, Graduate School of Management of Science and Technology
		Apr. 2006	Associate Professor of Department of Management of Science and Technology, Graduate School of Management of Science and Technology (currently Department of Management of Technology, Graduate School of Management)
		Apr. 2017	Associate Professor of Graduate School of Commerce and Management of Hitotsubashi University
		Apr. 2018	Associate Professor of Graduate School of Business Administration, Head of Health Center and Head of Carrier Support Office, Student Support Center
		Apr. 2019	Associate Professor of Graduate School of Business Administration, Assistant Vice President for Student Affairs
		Jun. 2019	Director of the Company (current position)
		Jun. 2019	Outside Director of Furukawa Co., Ltd. (current position)
		Dec. 2019	External Board Director of MiRTeL Co., Ltd.
		Sep. 2020	Associate Professor of Graduate School of Business Administration of Hitotsubashi University
		Apr. 2022	Professor of Graduate School of Business Administration (current position)
		Jun. 2022	Outside Director of Makino Milling Machine Co., Ltd. (current position)
		[Significant concurrent positions outside the Company]	
Professor of Graduate School of Hitotsubashi University Outside Director of Furukawa Co., Ltd. Outside Director of Makino Milling Machine Co., Ltd.			
[Reasons for nomination as candidate for Outside Director and overview of the role expected]			
<p>Kazumi Nishino is engaged in business education and research focusing on theories of management strategy and technology management as a Professor of Graduate School of Hitotsubashi University. She has carried out numerous investigative studies based on extensive case analysis, particularly in relation to new business creation, innovation and other such fields.</p> <p>She has considerable insight relating to corporate management based on her practical research. Accordingly, toward the goal of achieving sustainable growth and enhancing corporate value over the medium and long term, the Company expects that she can contribute to realization of proper decision-making and supervision of management by the Board of Directors from an independent and fair standpoint. Therefore, the Company proposes her re-election as Outside Director.</p>			
[Matters concerning the independence]			
Ms. Nishino meets the independence criteria determined by the Company. The Company has notified the Tokyo Stock Exchange of Ms. Nishino as its independent officer pursuant to the regulations of the Tokyo Stock Exchange. Upon approval of her election at this meeting, the Company will notify the Tokyo Stock Exchange of her as independent officer again.			

Candidate No.	Name	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	
8	<div style="text-align: center;"> <p><u>Outside</u> <u>Independent</u></p>  <p>Shigeaki Honjo February 13, 1955</p> <p>Number of the Company's shares owned: Common Shares 300</p> <p>Tenure as Director: 1 year</p> <p>Attendance at the Board of Directors' meetings: 12/12 (100%)</p> </div>	Apr. 1979	Joined Fujitsu Limited
		Oct. 1999	General Manager in charge of Internet Solution Promotion Office, Systems Headquarters
		Apr. 2000	General Manager of Consulting Department, Consulting Business Division, Systems Headquarters
		Apr. 2003	General Manager of Project Management Department, Consulting Business Headquarters (in charge of Industry) and Project Member of Project A-XML, Software Business Headquarters
		Jun. 2004	Deputy General Manager of Consulting Business Headquarters
		Jun. 2005	General Manager of Industry and Distribution Solutions Headquarters
		Jun. 2006	Executive Managing Director, Deputy Director of Industry and Distribution Solutions Group, in charge of Solutions and General Manager of Industry and Distribution Solutions Headquarters
		Jun. 2008	Advisor
		Jun. 2008	Managing Director of Fujitsu Business System Ltd.
		Jun. 2009	Managing Director of FUJITSU RESEARCH INSTITUTE
		Jun. 2010	Director, and Senior Managing Executive Officer
		Jun. 2012	President and Representative Director
		Apr. 2018	Full-time Advisor
		Mar. 2019	Retired from Full-time Advisor
Jun. 2022	Director of the Company (current position)		
[Reasons for nomination as candidate for Outside Director and overview of the role expected]			
<p>Shigeaki Honjo has been engaged in the consulting business related to system development at Fujitsu Limited, and since then has been involved in corporate management as president of a group company. He has managerial judgment abilities based on his extensive experience as a person responsible for business execution of a major system development vendor. Accordingly, toward the goal of achieving sustainable growth and enhancing corporate value over the medium and long term, the Company expects that he can contribute to realization of proper decision-making and supervision of management by the Board of Directors from a wide-ranging standpoint. Therefore, the Company proposes his re-election as Outside Director.</p>			
[Matters concerning the independence]			
<p>Mr. Honjo meets the independence criteria determined by the Company. The Company has notified the Tokyo Stock Exchange of Mr. Honjo as its independent officer pursuant to the regulations of the Tokyo Stock Exchange. Upon approval of his election at this meeting, the Company will notify the Tokyo Stock Exchange of him as independent officer again.</p>			

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

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

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

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


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

Proposal No. 3: Election of One Substitute Director Who Is an Audit and Supervisory Committee Member

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

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

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

Name	Career summary and position in the Company, and significant concurrent positions outside the Company	
<div style="text-align: center;"> <p>Outside Independent</p>  <p>Shigeaki Honjo February 13, 1955</p> <p>Number of the Company's shares owned: Common Shares 300</p> <p>Tenure as Director: 1 year</p> <p>Attendance at the Board of Directors' meetings: 12/12 (100%)</p> </div>	Apr. 1979	Joined Fujitsu Limited
	Oct. 1999	General Manager in charge of Internet Solution Promotion Office, Systems Headquarters
	Apr. 2000	General Manager of Consulting Department, Consulting Business Division, Systems Headquarters
	Apr. 2003	General Manager of Project Management Department, Consulting Business Headquarters (in charge of Industry) and Project Member of Project A-XML, Software Business Headquarters
	Jun. 2004	Deputy General Manager of Consulting Business Headquarters
	Jun. 2005	General Manager of Industry and Distribution Solutions Headquarters
	Jun. 2006	Executive Managing Director, Deputy Director of Industry and Distribution Solutions Group, in charge of Solutions and General Manager of Industry and Distribution Solutions Headquarters
	Jun. 2008	Advisor
	Jun. 2008	Managing Director of Fujitsu Business System Ltd.
	Jun. 2009	Managing Director of FUJITSU RESEARCH INSTITUTE
	Jun. 2010	Director, and Senior Managing Executive Officer
	Jun. 2012	President and Representative Director
	Apr. 2018	Full-time Advisor
Mar. 2019	Retired from Full-time Advisor	
Jun. 2022	Director of the Company (current position)	
[Reasons for nomination as candidate for substitute Outside Director who is an Audit and Supervisory Committee Member and overview of the role expected]		
<p>Shigeaki Honjo has been engaged in the consulting business related to system development at Fujitsu Limited, and since then has been involved in corporate management as president of a group company.</p> <p>He has managerial judgment abilities based on his extensive experience as a person responsible for business execution of a major system development vendor. Accordingly, the Company expects that he will be able to contribute to the Company ensuring its sound management through conducting audit and giving useful advice in relation to lawfulness and appropriateness of the management in general. Therefore, the Company proposes his re-election as Substitute Director who is an Audit and Supervisory Committee Member.</p>		
[Matters concerning the independence]		
<p>Mr. Honjo meets the independence criteria determined by the Company. The Company has notified the Tokyo Stock Exchange of Mr. Honjo as its independent officer pursuant to the regulations of the Tokyo Stock Exchange. If he assumes office as Director who is an Audit and Supervisory Committee Member, the Company will notify the Tokyo Stock Exchange of him as independent officer again.</p>		

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

Supervisory Committee Member) and assume the position of a Director who is an Audit and Supervisory Committee Member.

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

(Reference)

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

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

Independence Criteria for Outside Directors

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

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

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

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

(Reference)
Corporate Governance

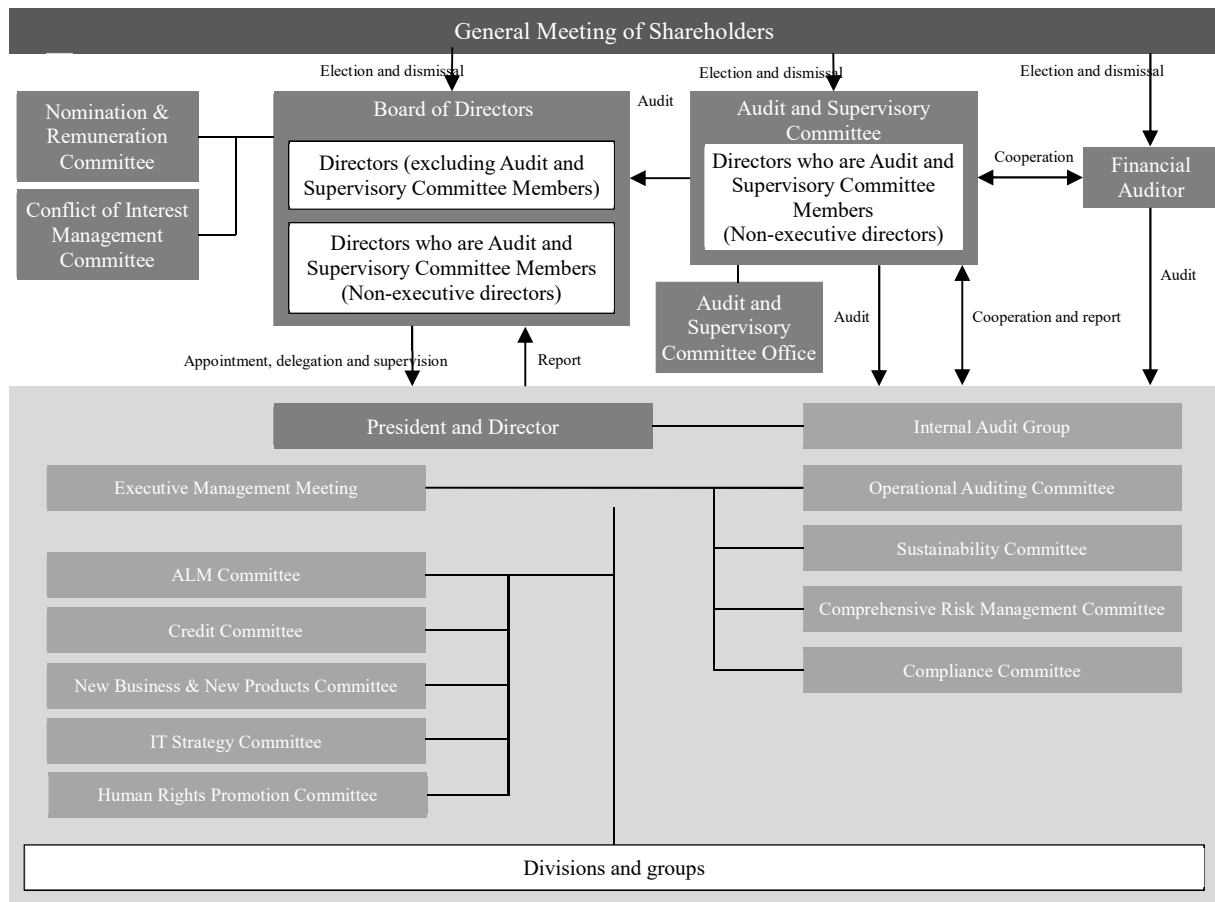
Basic Concept on Corporate Governance

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

Basic Policy regarding Corporate Governance

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

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



(Reference)

Composition of the Board of Directors after Proposals No. 2 is approved

		Foundations					Strategy		
		a. Corporate management	b. Sustainability	c. Business insight	d. Finance/ Accounting	e. Governance/ Risk management/ Legal affairs/ Compliance	f. R&D/ Academic knowledge	g. Digital/ Security	h. International business
Director									
Inside									
1	Masaaki Kono	◎	◎	◎	◎	◎			
2	Tetsuo Iimori	◎	◎	◎	◎	◎			
3	Yoshinori Yokoyama		○	◎					◎
4	Ichiro Watanabe		○					◎	◎
5	Tetsuro Mizuno		○	◎	◎	◎			
6	Chiharu Higuchi		○	◎					◎
Outside									
7	Kazumi Nishino		○				◎		
8	Shigeaki Honjo		○				◎	◎	
Directors (Audit and Supervisory Committee Members)									
Inside									
9	Yuji Fukasawa		○	◎	◎	◎			
10	Hiroshi Nagao		○	◎	◎				
Outside									
11	Naoki Ohgo		○	◎			◎		
12	Yuki Sakurai	◎	○		◎	◎			◎
13	Gan Matsui		○			◎	◎		