

Securities Code: 8584

June 4, 2021

To our shareholders:

Toru Yamazaki, President  
**JACCS CO., LTD.**  
2-5 Wakamatsu-cho, Hakodate, Hokkaido  
(Principal Executive Office: 1-18 Ebisu 4-chome,  
Shibuya-ku, Tokyo)

## Notice of the 90th Annual General Meeting of Shareholders

We hereby notify you that the 90th Annual General Meeting of Shareholders of JACCS CO., LTD. (the “Company”) will be held as stated below.

If you are unable to attend the meeting, you can exercise your voting rights in writing (voting form) or by electromagnetic method (via the internet). Please review the attached Reference Documents for the General Meeting of Shareholders, indicate your vote of approval or disapproval on the enclosed voting form, and send it to arrive no later than 6:00 p.m. on Thursday, June 24, 2021 (JST).

- 1. Date and Time:** Friday, June 25, 2021 at 10:00 a.m. (JST) (Reception starts at 9:00 a.m.)  
**2. Venue:** “Large Conference Room,” 9th floor, Principal Executive Office of the Company  
Ebisu Neonato Building, 1-18 Ebisu 4-chome, Shibuya-ku, Tokyo

### 3. Purpose of the Meeting

#### Matters to be reported:

1. Business Report, Consolidated Financial Statements and Reports of Audit on Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board for the 90th fiscal year (April 1, 2020 to March 31, 2021)
2. Non-consolidated Financial Statements for the 90th fiscal year (April 1, 2020 to March 31, 2021)

#### Matters to be resolved:

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|-----------------------|---|
| <b>Proposal No. 1</b> | Appropriation of Surplus  |
| <b>Proposal No. 2</b> | Election of 12 Directors  |
| <b>Proposal No. 3</b> | Election of One Audit & Supervisory Board Member                      |
| <b>Proposal No. 4</b> | Election of One Substitute Audit & Supervisory Board Member           |
| <b>Proposal No. 5</b> | Revision of Remuneration Amount for Directors                         |
| <b>Proposal No. 6</b> | Revision of Remuneration Amount for Audit & Supervisory Board Members |

#### Regarding Internet Disclosure

- Any updates to the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements will be posted on the Company’s website.
- The following matters among documents to be provided with this Notice of the General Meeting of Shareholders are posted on the Company’s website on the internet, pursuant to the relevant laws and regulations and the provision of Article 16 of the Company’s Articles of Incorporation, and are not included to this notice. Therefore, the documents provided with this notice constitute a part of the documents audited by the Audit & Supervisory Board Members and the Financial Auditor when preparing audit reports.
  1. Systems to ensure that Directors perform their duties in compliance with relevant laws and regulations and the Articles of Incorporation, and other systems to ensure properness of operations of the Company
  2. Notes to Consolidated Financial Statements
  3. Notes to Non-consolidated Financial Statements

The Company website: (<https://www.jaccs.co.jp/corporate/ir/stock/meeting/index.html>)

#### Request for Cooperation Regarding Prevention of COVID-19

Shareholders are kindly requested to consider carefully regarding attending the meeting in person, taking into account the status of infections and your own personal condition on the day.

The number of seats at the venue will be limited because we will need to space them out. Therefore, please understand that it is possible that not everyone who comes to the meeting will be able to enter the venue.

On the day of the meeting, we will implement the following measures to prevent infection. We ask for your understanding and cooperation.

- Please cooperate by wearing a mask, using alcohol-based sanitizer at reception, and submitting to a temperature check. Please be aware that you may not be permitted to enter the venue if you do not cooperate.
- If the temperature check indicates that you have a fever, or if you seem unwell, we will not permit you to enter the venue.
- The staff running the General Meeting of Shareholders will have temperature checks and thorough health checks, and will wear masks.
- If future developments necessitate significant changes to operation of the General Meeting of Shareholders, including the above measures, notification will be posted on the Company's website (<https://www.jaccs.co.jp/>).

#### < Guide to Submitting Questions in Advance >

If you wish to ask a question, please have your Voting Form handy and access the Company's website, and enter your shareholder number, your name, and your question (within 200 double-byte characters). Please understand that we are not able to answer the questions individually.

The Company website: (<https://www.jaccs.co.jp/corporate/ir/stock/meeting/index.html>)

## Reference Documents for the General Meeting of Shareholders

### Proposal No. 1      Appropriation of Surplus

The Company positions returning profits to shareholders as one of its most important management issues, and its basic policy is to provide dividends based on comprehensive consideration of continued stable dividends and business performance.

The Company has given consideration to the business performance of the current fiscal year, its financial condition and future business expansion, and it proposes to pay a year-end dividend of ¥60 per share for the current fiscal year.

#### Year-end dividends

- Type of dividend property  
Cash
- Allotment of dividend property to shareholders and their aggregate amount  
¥60 per common share of the Company  
Total dividends: ¥2,075,857,260
- Effective date of dividends of surplus  
June 28, 2021

**Proposal No. 2** Election of 12 Directors

The terms of office of all 11 Directors will expire at the conclusion of this meeting. In that regard, the Company proposes the election of 12 Directors, increasing the number of Directors by one to enhance the corporate governance system.

The candidates for Director are as follows:

Candidate No.	Name	Position and responsibilities in the Company	
1	Yasuyoshi Itagaki	Chairman (Representative Director) (CEO)	Reelection
2	Toru Yamazaki	President (Representative Director) (COO)	Reelection
3	Minekazu Sugano	Deputy President (Representative Director) (Supervisor of International Business and Information Systems)	Reelection
4	Hitoshi Chino	Director and Senior Managing Executive Officer (General Manager of Business Strategy Department and Supervisor of Credit Business)	Reelection
5	Takashi Saitou	Director and Managing Executive Officer (CFO) (Supervisor of Accounting and Finance)	Reelection
6	Shigeki Ogata	Director and Managing Executive Officer (Supervisor of Credit Screening and Operation, and Compliance)	Reelection
7	Kenichi Oshima	Director and Managing Executive Officer (Supervisor of General Affairs and Personnel, and Credit Management)	Reelection
8	Ryo Murakami	Director and Managing Executive Officer (Supervisor of Corporate Planning Department)	Reelection
9	Kuniaki Hara	Outside Director	Reelection Outside Independent
10	Masahito Suzuki	Outside Director	Reelection Outside Independent
11	Junko Nishiyama	Outside Director	Reelection Outside Independent
12	Kyoko Okada	—	New election Outside Independent

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
1	Yasuyoshi Itagaki (Feb. 25, 1955)  Reelection	June 1979	Joined the Company	21,800 shares
		June 2005	Executive Officer and General Manager of Kyushu Area	
		June 2008	Senior Executive Officer and Supervisor of Credit Card Business	
		Oct. 2008	Senior Executive Officer and Supervisor of Sales Planning of Business Strategy Department	
		June 2010	Director and Senior Executive Officer (Supervisor of General Affairs and Personnel)	
		June 2011	Director and Senior Executive Officer (Supervisor of Corporate Planning)	
		June 2012	President (Representative Director, CEO and COO)	
		June 2018	Chairman, (Representative Director, CEO) (to present)	
[Reasons for nomination as candidate for Director] Mr. Itagaki has led the group from the front over many years since 2012. He has provided guidance on the group's intended direction and realized the growth and development that the group enjoys today. He has been nominated as a candidate for Director because the Company deems that he continues to be essential for the Company's management, based on his extensive specialized knowledge related to company management and supervisory capabilities.				
2	Toru Yamazaki (June 17, 1959)  Reelection	Apr. 1982	Joined the Company	9,400 shares
		Oct. 2009	Executive Officer and General Manager of First Sales Promotion Department of Business Strategy Department	
		Oct. 2011	Executive Officer and General Manager of Shopping Credit Promotion Department of Business Strategy Department	
		June 2012	Executive Officer and General Manager of Chubu Area	
		June 2013	Senior Executive Officer and General Manager of Kinki Area	
		June 2015	Senior Executive Officer and General Manager of Shutoken Area	
		June 2016	Director and Senior Executive Officer (Supervisor of Corporate Planning)	
		June 2017	Director and Managing Executive Officer (Supervisor of Corporate Planning)	
		June 2018	President, (Representative Director, COO) (to present)	
		[Reasons for nomination as candidate for Director] Mr. Yamazaki has taken a leading role in the Group's medium-term business plan based on his wealth of experience and broad knowledge. Since his appointment as President of the Company in 2018, he has demonstrated strong leadership in the implementation of the Company's plans. In FY2020, he directed the management team towards completion of the medium-term business plan amid a difficult management environment during the COVID-19 pandemic. He has been nominated as a candidate for Director because the Company deems that he continues to be essential for the Company's management.		

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
3	Minekazu Sugano (Aug. 5, 1956)  Reelection	Apr. 1979	Joined the Company	16,000 shares
		Oct. 2005	General Manager of Accounting Department	
		June 2011	Director and Senior Executive Officer (Supervisor of Revenue Management and General Manager of Revenue Management Department)	
		Oct. 2011	Director and Senior Executive Officer (Supervisor of Accounting and Finance and General Manager of Finance Department)	
		June 2013	Director and Senior Executive Officer (Supervisor of Information Systems)	
		June 2014	Director and Managing Executive Officer (Supervisor of Information Systems)	
		June 2016	Director and Managing Executive Officer (Supervisor of Accounting and Finance and Information Systems)	
		June 2017	Director and Senior Managing Executive Officer (Supervisor of Accounting and Finance and Information Systems) (CFO)	
		June 2019	Director and Senior Managing Executive Officer (Supervisor of Information Systems) (CFO)	
		June 2020	Deputy President (Representative Director) (Supervisor of International Business and Information Systems) (to present)	
[Reasons for nomination as candidate for Director] Mr. Sugano has been the administrative head of the accounting and finance divisions and the information system division for many years. He has committed to maintaining a sound financial position for the Company and strengthening its IT strategy with a focus on future growth. He is currently in charge of the international business, and has led the recovery of overseas operations during the COVID-19 pandemic. He has been nominated as a candidate for Director because the Company deems that he continues to be essential for the Company's management.				

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
4	Hitoshi Chino (Mar. 26, 1958)  Reelection	Apr. 1981      Joined the Company June 2006      Executive Officer and General Manager of Credit Card Promotion Department of Business Strategy Department Oct. 2008      Executive Officer and General Manager of Hokkaido Area Oct. 2010      Executive Officer and General Manager of Kita-Kanto Area June 2012      Senior Executive Officer and Supervisor of Credit Screening and Operation June 2016      Managing Executive Officer and Deputy General Manager of Business Strategy Department June 2018      Director and Managing Executive Officer (Deputy General Manager of Business Strategy Department, and Supervisor of Credit Card and Payments Business) June 2019      Director and Managing Executive Officer (Supervisor of Credit Management and Credit Screening and Operation) June 2020      Director and Senior Managing Executive Officer (General Manager of Business Strategy Department, and Supervisor of Credit Business) (to present)	13,000 shares
		[Reasons for nomination as candidate for Director] Mr. Chino has contributed to the expansion of revenue base in domestic business as the administrative head of the sales division. Moreover, having served as the head of the claims management and credit screening divisions, which are the lifelines of the Company, he is currently drawing on these wide ranging experiences to lead the sales division under a difficult management environment during the COVID-19 pandemic and is providing strong leaderships. He has been nominated as a candidate for Director because the Company deems that he continues to be essential for the Company's management.	

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
5	Takashi Saitou (Feb. 13, 1960)  Reelection	Apr. 1983	Joined The Mitsubishi Bank, Limited (currently MUFG Bank, Ltd.)	7,300 shares
		June 2010	Executive Officer in charge of East Japan Area Branches of The Bank of Tokyo-Mitsubishi UFJ, Ltd. (currently MUFG Bank, Ltd.)	
		May 2011	Executive Officer and Manager of Corporate Administration Division	
		June 2012	Director and President of Chitose Kosan Co., Ltd.	
		June 2016	Adviser of the Company	
		June 2016	Senior Executive Officer and General Manager of Audit Office	
		June 2017	Director and Managing Executive Officer (Supervisor of Compliance, General Affairs and Personnel)	
		June 2018	Director and Managing Executive Officer (Supervisor of Compliance, General Affairs and Personnel, and Credit Screening and Operation Department)	
		Feb. 2019	Director and Managing Executive Officer (Supervisor of Compliance, Credit Screening and Operation, and General Affairs and Personnel)	
		June 2019	Director and Managing Executive Officer (Supervisor of Accounting and Finance and Compliance)	
		June 2020	Director and Managing Executive Officer (CFO) (Supervisor of Accounting and Finance) (to present)	
[Reasons for nomination as candidate for Director] Mr. Saitou has wealth of experience and knowledge at financial institutions for many years. He has been responsible for and supervised multiple divisions since his appointment as Director in 2017, and currently he is contributing to the stabilization of the Company's capital policy and financing. He has been nominated as a candidate for Director because the Company deems that he continues to be essential for the Company's management.				



Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
6	Shigeki Ogata (Feb. 4, 1960)  Reelection	Oct. 1985	Joined the Company	10,400 shares
		June 2010	Executive Officer and General Manager of Corporate Planning Department	
		June 2013	Director and Senior Executive Officer (Supervisor of Accounting and Finance and General Manager of Finance Department)	
		Apr. 2015	Director and Senior Executive Officer (Supervisor of Accounting and Finance)	
		June 2016	Director and Senior Executive Officer (Supervisor of Credit Screening and Operation)	
		June 2018	Director and Managing Executive Officer (Supervisor of Corporate Planning and Group Strategic Business)	
		Apr. 2019	Director and Managing Executive Officer (Supervisor of Corporate Planning)	
		June 2020	Director and Managing Executive Officer (Supervisor of Credit Screening and Operation, and Compliance) (to present)	
[Reasons for nomination as candidate for Director] Mr. Ogata is committed to the development of the Group and to appropriate decision-making, implementing reforms of the Company's cost structure and organizational reform, based on the expert knowledge and a wealth of experience gained through the performance of his duties. He currently serves as head of the Credit Screening and Operation Division and Compliance Division, where he engages with all manner of issues and performs his duties. He has been nominated as a candidate for Director because the Company deems that he continues to be essential for the Company's management.				
7	Kenichi Oshima (December 17, 1959)  Reelection	Apr. 1982	Joined the Company	8,700 shares
		Oct. 2011	Executive Officer and General Manager of Credit Management Department)	
		June 2013	Senior Executive Officer and Supervisor of Credit Management Department	
		June 2015	Senior Executive Officer and General Manager of Hokkaido Area	
		June 2016	Senior Executive Officer and Supervisor of Information Systems	
		June 2019	Director and Managing Executive Officer (Supervisor of General Affairs and Personnel)	
		June 2020	Director and Managing Executive Officer (Supervisor of General Affairs and Personnel, and Credit Management) (to present)	
		[Reasons for nomination as candidate for Director] Mr. Oshima has principally been involved with the Credit Management section, and has devoted significant attention to the reform and improvement of the Company's claims management systems. Since 2016 he has been in charge of Information Systems and has implemented business reform and low-cost operation through active IT strategies. He currently promotes working method reform and uses his operational experience and insight to supervise the Credit Management section, among other duties. He has been nominated as a candidate for Director because the Company deems that he continues to be essential for the Company's management.		

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
8	Ryo Murakami (Sept. 4, 1962)  Reelection	Apr. 1985	Joined the Company	5,100 shares
		Oct. 2012	Executive Officer and General Manager of Shopping Credit Promotion Department	
		June 2016	Senior Executive Officer and General Manager of Chubu Area	
		June 2018	Senior Executive Officer and Supervisor of Credit Business of Business Strategy Department	
		June 2019	Senior Executive Officer, Deputy General Manager of Business Strategy Department, and Supervisor of Credit Business	
		June 2020	Director and Managing Executive Officer (Supervisor of Corporate Planning) (to present)	
	[Reasons for nomination as candidate for Director] Mr. Murakami has been in charge of the Sales Division, particularly the Credit Business for many years, and contributed to the expansion of the Company's revenue base with high sales competence and leadership. Since his appointment to Director, he has been engaged in countermeasures to complete the final year of the medium-term business plan amid a difficult management environment during the COVID-19 pandemic, and has carried out his duties. He has been nominated as a candidate for Director because the Company deems that he continues to be essential for the Company's management.			
9	Kuniaki Hara (Jan. 8, 1947)  Reelection Outside Independent	Apr. 1971	Joined Tohmatsu Awoki & Co. (currently Deloitte Touche Tohmatsu LLC)	- shares
		Sept. 1978	Passed the third stage examination of Certified Public Accountant Examination and registered as Certified Public Accountant	
		June 1997	General Manager of Corporate Planning Division of Tokyo Office of Tohmatsu & Co. (currently Deloitte Touche Tohmatsu LLC)	
		June 2001	General Manager of Management and Finance Division (CFO)	
		June 2007	General Manager of Reputation & Risk Division (CRO) Global Board Member of Deloitte Touche Tohmatsu Ltd.	
		July 2012	Established Kuniaki Hara Accounting Office (to present)	
		June 2014	Outside Corporate Auditor of Ryohin Keikaku Co., Ltd.	
		June 2014	Outside Director of the Company (to present)	
	[Reasons for nomination as a candidate for outside Director and overview of expected role] Mr. Hara has wealth of experience and broad insight as a CPA in Japan and overseas. He provides valuable advice and comments regarding decisions on important matters in the Group and on overseas strategy and so forth, and performs the role of supervising management execution adequately. The Company has nominated him as a candidate for outside Director in the expectation that he will continue performing this role.			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
10	Masahito Suzuki (Sept. 9, 1957)  Reelection Outside Independent	Apr. 1980	Joined Kirin Brewery Company, Limited	- shares
		Mar. 2007	Seconded to Kirin Beverage Company, Limited General Manager of Accounting Department	
		Mar. 2008	Executive Officer and General Manager of Corporate Planning Department	
		Mar. 2009	Director of the Board and General Manager of Corporate Planning Department	
		Mar. 2012	Director of the Board & CFO of Kirin Holdings Company, Limited	
		Mar. 2013	Director of the Board & CFO of Kirin Holdings Company, Limited Director of the Board of Kirin Company, Limited	
		Mar. 2014	Audit & Supervisory Board Member of Kirin Holdings Company, Limited Audit & Supervisory Board Member of Kirin Company, Limited	
		June 2018	Outside Director of WORLD CO., LTD. (to present)	
		June 2018	Outside Director of AJIS Co., Ltd. (to present)	
		June 2018	Outside Director of the Company (to present) (Significant concurrent positions outside the Company) Outside Director of WORLD CO., LTD. Outside Director of AJIS Co., Ltd.	
[Reasons for nomination as a candidate for outside Director and overview of expected role] Mr. Suzuki has a wealth of experience and a high level of insight into general management through his service in the planning and accounting divisions, as well as audit business, at a major liquor manufacturer. He provides valuable advice and comments regarding decisions on important matters in the Group and on overseas strategy and so forth, and performs the role of supervising management execution adequately. The Company has nominated him as a candidate for outside Director in the expectation that he will continue performing this role.				
11	Junko Nishiyama (Jan. 10, 1957)  Reelection Outside Independent	Apr. 1979	Joined Lion Fat and Oil Co., Ltd. (currently Lion Corporation)	- shares
		Mar. 2006	Executive General Manager of Purchasing Headquarters of Lion Corporation	
		Mar. 2007	Product Purchasing Manager, Production Department, Production Division 2	
		Jan. 2009	Head of Container and Packaging Technologies, Research and Development	
		Jan. 2014	General Manager of CSR	
		Mar. 2015	Audit & Supervisory Board Member	
		Mar. 2019	Independent Director of EBARA CORPORATION (to present)	
		June 2019	Outside Director of the Company (to present)	
		June 2020	Outside Corporate Auditor of TODA CORPORATION (to present) (Significant concurrent positions outside the Company) Independent Director of EBARA CORPORATION Outside Corporate Auditor of TODA CORPORATION	
[Reasons for nomination as a candidate for outside Director and overview of expected role] Ms. Nishiyama has a wealth of experience in major healthcare companies and a high level of insight into management in general. She draws on her experience and insight, as well as her perspective as a woman, in relation to decision making on important matters in the group, and performs her role of supervising management execution adequately. The Company has nominated her as a candidate for outside Director in the expectation that she will continue performing this role.				

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
12	Kyoko Okada (July 26, 1959)  New election Outside Independent	<p>Apr. 1982      Joined Shiseido Company, Limited</p> <p>Oct. 2011      General Manager of Corporate Culture Department</p> <p>Oct. 2012      General Manager of Corporate Culture Department, and Group Leader for the 150-Year History Compilation Project</p> <p>Apr. 2015      General Manager of Executive Section, General Affairs Department</p> <p>June 2015      Full-time Audit &amp; Supervisory Board Member</p> <p>June 2019      Outside Corporate Auditor of SUBARU CORPORATION (to present)</p> <p>June 2019      Outside Audit &amp; Supervisory Board Member of NS Solutions Corporation (to present)</p> <p>June 2020      Outside Audit &amp; Supervisory Board Member of Daio Paper Corporation (to present)</p> <p>(Significant concurrent positions outside the Company)</p> <p>Outside Corporate Auditor of SUBARU CORPORATION</p> <p>Outside Audit &amp; Supervisory Board Member of NS Solutions Corporation</p> <p>Outside Audit &amp; Supervisory Board Member of Daio Paper Corporation</p>	- shares
<p>[Reasons for nomination as a candidate for outside Director and overview of expected role]</p> <p>Ms. Okada has a wealth of experience and insight in CSR and corporate culture activities from serving at a major cosmetics manufacturer. She has also acquired a deeper knowledge of corporate management through her experience as a corporate auditor at that company, and as an outside corporate auditor/Audit &amp; Supervisory Board member at other listed companies. Based on her experience, the Company judges that she will provide beneficial advice to the Company's management from an objective and expert perspective, thereby contributing to the group's sustainable growth and increase in corporate value, and has therefore nominated her as a new candidate for outside Director.</p>			

- Notes:
1. There is no special interest between any of the candidates for Director and the Company.
  2. Kuniaki Hara, Masahito Suzuki, Junko Nishiyama and Kyoko Okada are candidates for outside Director.
  3. The Company has submitted notification to Tokyo Stock Exchange, Inc. that Kuniaki Hara, Masahito Suzuki and Junko Nishiyama have been appointed as independent officers as provided for by the aforementioned exchange. If the reelection of each candidate is approved and adopted, the Company plans to continue to designate them as the independent officers.
  4. If the election of Kyoko Okada is approved and adopted, the Company plans to designate her as independent officer as provided for by Tokyo Stock Exchange, Inc.
  5. Kuniaki Hara, Masahito Suzuki, and Junko Nishiyama are currently outside Directors of the Company, and at the conclusion of this meeting, their tenures as outside Directors will have been seven years for Kuniaki Hara, three years for Masahito Suzuki, and two years for Junko Nishiyama.
  6. The Company has entered into a limited liability agreement with each of current outside Directors. If the reelection of Kuniaki Hara, Masahito Suzuki, and Junko Nishiyama is approved and adopted, the Company plans to renew the limited liability agreement of the same content with each of them.
  7. If the election of Kyoko Okada is approved and adopted, the Company plans to enter into a limited liability agreement of the same content with her.
  8. The Company has concluded a compensation agreement pursuant to Article 430-2 paragraph (1) of the Companies Act with its current Directors. If the reelection of candidates who are currently Directors is approved, the Company intends to continue these agreements, and if the election of the new candidate Kyoko Okada is approved, the Company intends to conclude a compensation agreement with the same details with her.
  9. The Company has entered into a directors and officers liability insurance ("D&O insurance") policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. If the election of the candidates for Director is approved, they will continue to be included within the insured persons of the policy. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.
  10. Kyoko Okada will retire from office as Outside Audit & Supervisory Board Member of NS Solutions Corporation, on June 18, 2021.
  11. NS Solutions Corporation, where Kyoko Okada served as Outside Audit & Supervisory Board Member since June 2019, revised its Annual Securities Report for previous years in February 2020 as it was found to have engaged in inappropriate accounting treatment from FY2014 to the first half of FY2019. Although she had not been aware of the

aforementioned incidents prior to them coming to light, she regularly furnished advice to the said company on a daily basis as an Outside Audit & Supervisory Board Member of the said company from the perspective of compliance with laws and regulations, and made recommendations concerning compliance with laws and regulations and internal control. After the aforementioned incidents came to light, she received reports as necessary concerning the investigation into the causes of the inappropriate incidents and the initiatives to prevent recurrence, and fulfilled her duties, such as by making various recommendations.

### Proposal No. 3 Election of One Audit & Supervisory Board Member

The term of office of Audit & Supervisory Board Member Hideo Yoshino will expire at the conclusion of this meeting. Therefore, the Company proposes the election of one new Audit & Supervisory Board Member.

In addition, the consent of the Audit & Supervisory Board has been obtained for this proposal.

The candidate for Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Career summary, position in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
Yasuyuki Okumoto (Sept. 4, 1964)  New election	<p>Apr. 1989      Joined The Mitsubishi Bank, Limited (currently MUFG Bank, Ltd.)</p> <p>Nov. 2007      Joined Mitsubishi UFJ Securities Co., Ltd. (currently Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.) General Manager of Investment Banking Planning Division</p> <p>Apr. 2008      Director of Marunouchi Capital Inc.</p> <p>Sept. 2008      Director and President of MUS Principal Investments Co., Ltd. (currently Mitsubishi UFJ Securities Holdings Co., Ltd.)</p> <p>Nov. 2008      General Manager of Investor Relations Division of Mitsubishi UFJ Securities Co., Ltd. (currently Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.)</p> <p>Jan. 2014      General Manager of the Yaesudori Branch of The Bank of Tokyo-Mitsubishi UFJ, Ltd. (currently MUFG Bank, Ltd.)</p> <p>June 2017      Joined the Company General Manager of Guarantee Business Department of Business Strategy Department</p> <p>Apr. 2019      Executive Officer and General Manager of Guarantee Business Department of Business Strategy Department</p> <p>June 2020      General Manager of Finance Department (to present)</p>	- shares

[Reasons for nomination as candidate for Audit & Supervisory Board Member]

Mr. Okumoto has extensive experience and insight from serving in financial institutions. Since joining the Company, he has drawn on this accumulated experience and knowledge to contribute to expanding guarantee services. He is currently in charge of the Finance Department, where he strives to ensure the soundness of financing, and he performs this role appropriately. In light of this, the Company judges that as an Audit & Supervisory Board Member, he will be able to contribute to ensuring the acceptability and appropriateness of decision making by the Company's Board of Directors, and has nominated him as a new candidate for Audit & Supervisory Board Member.

- Notes:
1. There is no special interest between the candidate for Audit & Supervisory Board Member Yasuyuki Okumoto and the Company.
  2. If the election of Yasuyuki Okumoto is approved and adopted, the Company plans to enter into a limited liability agreement with him.
  3. The Company has concluded a compensation agreement pursuant to Article 430-2 paragraph (1) of the Companies Act with its current Audit & Supervisory Board Members. If the election of Yasuyuki Okumoto is approved and adopted, the Company plans to enter into a compensation agreement of the same content with him.
  4. The Company has entered into a directors and officers liability insurance ("D&O insurance") policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. If the election of Yasuyuki Okumoto is approved and adopted, he will be included as an insured in the policy. When the policy is renewed, the Company plans to renew the policy with the same terms.

**Proposal No. 4** Election of One Substitute Audit & Supervisory Board Member

The effect of the election of substitute Audit & Supervisory Board Member Takao Ono elected at the 86th Annual General Meeting of Shareholders held on June 29, 2017 will expire as of the commencement of this meeting.

Accordingly, the Company proposes the election of one substitute Audit & Supervisory Board Member as a substitute for outside Audit & Supervisory Board Members, Shinji Murakami and Yusuke Komachiya, to be ready to fill a vacant position should the number of Audit & Supervisory Board Members fall below the number required by laws and regulations. The effectiveness of election pursuant to this proposal shall be until the commencement of Annual General Meeting of Shareholders four years hence.

The consent of the Audit & Supervisory Board has been obtained for this proposal, and the effectiveness of election pursuant to this proposal can be nullified by a resolution of the Board of Directors if the consent of the Audit & Supervisory Board has been obtained; provided, however, that it is only in a time before assuming office.

The candidate for substitute outside Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Career summary, position in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
Takuya Yokota (Aug. 12, 1982)	Oct. 2006	Registered as an attorney at law	- shares
	Oct. 2006	Joined Ono Sogo Law Office (currently ONO SOGO LEGAL PROFESSION CORPORATION) (to present)	
New election	Mar. 2013	Representative, Japan Federation of Bar Associations	
Outside	Apr. 2013	Permanent Member, Tokyo Bar Association	
[Reasons for nomination as candidate for substitute outside Audit & Supervisory Board Member] Mr. Yokota has never in the past been directly involved in the management of a company. However, he has a wealth of professional knowledge regarding corporate legal affairs and so forth as a lawyer. The Company judges that this insight will enhance the effectiveness of the Audit & Supervisory Board Members' audits of the Company, and it has therefore nominated him as a candidate for substitute outside Audit & Supervisory Board Member.			

- Notes:
1. There is no special interest between the candidate for substitute outside Audit & Supervisory Board Member, Takuya Yokota and the Company.
  2. Takuya Yokota is a candidate for substitute outside Audit & Supervisory Board Member.
  3. If Takuya Yokota assumes the office of outside Audit & Supervisory Board Member, the Company plans to enter into a limited liability agreement with him.
  4. The Company has concluded a compensation agreement pursuant to Article 430-2 paragraph (1) of the Companies Act with its current Audit & Supervisory Board Members. If Takuya Yokota assumes the office of outside Audit & Supervisory Board Member, the Company plans to enter into a compensation agreement with him.
  5. The Company has entered into a directors and officers liability insurance ("D&O insurance") policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. If Takuya Yokota assumes the office as outside Audit & Supervisory Board Member, the candidate will be included as an insured in the policy.

**Proposal No. 5**      Revision of Remuneration Amount for Directors

Approval was given at the 87th Annual General Meeting of Shareholders held on June 28, 2018, for a maximum amount of ¥600 million per year of remuneration, etc. to be paid to Directors (including maximum amount of ¥30 million per year for outside Directors), and the maximum amount has been unchanged through to the present day.

This proposal, in consideration of various circumstances, such as subsequent changes in economic circumstances and increases in the number of outside Directors for further enhancement of corporate governance, is for the amendment of the maximum amount of remuneration, etc. to be paid to Directors to ¥600 million per year (including maximum amount of ¥50 million per year for outside Directors).

The number of Directors is currently 11 (including three outside Directors). Subject to the approval and adoption of Proposal No. 2 as originally proposed, the number of Directors will be 12 (including four outside Directors).



**Proposal No. 6**      Revision of Remuneration Amount for Audit & Supervisory Board Members

Approval was given at the 77th Annual General Meeting of Shareholders held on June 27, 2008, for a maximum amount of ¥60 million per year of remuneration to be paid to Audit & Supervisory Board Members, and the amount has been unchanged through to the present day. Considering the expansion of the Company's business, as well as subsequent changes in economic circumstances and the expansion of the responsibilities and expected role of the Audit & Supervisory Board Members, the Company seeks to revise the annual remuneration amount for Audit & Supervisory Board members to within ¥80 million.

The number of Audit & Supervisory Board Members is currently four. Subject to the approval and adoption of Proposal No. 3 as originally proposed, the number of Audit & Supervisory Board Members will not change.