

[NOTICE: This Notice of Convocation is a translation of the Japanese language original for convenience purposes only, and in the event of any discrepancy, the Japanese language original shall prevail.]

Securities code: 8593

June 7, 2016

**NOTICE OF CONVOCATION OF
THE 45th ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

Notice is hereby given that the 45th Annual General Meeting of Shareholders (the “Meeting”) of Mitsubishi UFJ Lease & Finance Company Limited (the “Company”) will be held as described below. You are cordially invited to attend the Meeting.

Please note that you may exercise your voting rights in writing, or electromagnetically, if you are unable to attend the Meeting in person. In such cases, please review the attached “Reference Materials Concerning the General Meeting of Shareholders” and exercise your voting rights.

[Exercise of voting rights in writing (voting right exercise form)]

Please indicate your votes for or against the items of business on the enclosed voting right exercise form and send the completed form to the Company by return mail, ensuring that the form reaches us no later than 5:10 p.m. on Tuesday, June 28, 2016.

Please note that if there is no indication of your vote for or against any item of business, we will deem that you have voted for that item of business.

[Exercise of voting rights electromagnetically (via the Internet)]

Please review the “Instructions for Exercising Voting Rights via the Internet” shown on page 18, access the voting right exercise website (<http://www.evot.jp/>, available in Japanese only) via the Internet, and exercise your voting rights no later than 5:10 p.m. on Tuesday, June 28, 2016.

If any voting right is exercised both via the Internet and by voting right exercise form, the exercise via the Internet will be deemed valid. In cases where any voting right is exercised more than once via the Internet, the last voting right exercised will be deemed valid.

Yours very truly,

Mitsubishi UFJ Lease & Finance Company Limited
Tadashi Shiraishi
President & CEO
5-1, Marunouchi 1-chome,
Chiyoda-ku, Tokyo

PARTICULARS

1. Date and Time of the Meeting: Wednesday, June 29, 2016, at 10:00 a.m.
(Reception scheduled to open at 9:30 a.m.)
2. Place of the Meeting: Conference room of the Company
25F Shin-Marunouchi Building
at 5-1, Marunouchi 1-chome, Chiyoda-ku, Tokyo
3. Matters to be dealt with at the Meeting:

Matters for Reporting:

1. The Details of Business Report for the 45th Fiscal Year (from April 1, 2015 to March 31, 2016) and the Consolidated Financial Statements, and Results of the Audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board.
2. The Details of the Financial Statements for the 45th Fiscal Year (from April 1, 2015 to March 31, 2016).

Matters for Resolution:

- | | |
|-------------------------|--|
| First Item of Business | Election of 14 (Fourteen) Directors |
| Second Item of Business | Election of 1 (One) Audit & Supervisory Board Member |

- End -

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- ◎ If you attend the Meeting in person, please submit the enclosed voting right exercise form to the receptionist at the Meeting.
 - ◎ If you are unable to attend the Meeting in person, you can designate one shareholder holding voting rights as your proxy to attend the Meeting. In such case, however, a document evidencing his/her appointment as proxy is required.
 - ◎ Of the documents required to be provided at the time of this notice of convocation of the Meeting, “Notes on Consolidated Financial Statements” and “Notes on Non-Consolidated Financial Statements” are not included in the documents provided with this notice, as they are disclosed on the Company’s website (<http://www.lf.mufg.jp/>), pursuant to laws and regulations, and the provisions of Article 15 of the Articles of Incorporation of the Company. The Consolidated Financial Statements and the Financial Statements audited by Audit & Supervisory Board Members and the Accounting Auditor in preparing the Audit Reports and Accounting Audit Reports comprise the documents included in “Business Report,” “Notes on Consolidated Financial Statements” and “Notes on Non-Consolidated Financial Statements” disclosed on our website.
 - ◎ If any matters included in the attached documents and Reference Materials Concerning the General Meeting of Shareholders are to be modified, we will post the revised matters on our website (<http://www.lf.mufg.jp/>).

[TRANSLATION]

REFERENCE MATERIALS CONCERNING
THE GENERAL MEETING OF SHAREHOLDERS

Items of Business and Reference Matters

First Item of Business Election of 14 (Fourteen) Directors

The terms of office of all 15 (fifteen) Directors will expire at the close of this Meeting. Accordingly, you are hereby requested to newly elect 14 (fourteen) Directors. The candidates are as follows:

Number	Candidate's Name (Date of Birth)	Career Summary, Position, Responsibility and Representative Status in Other Companies	Number of Company's Shares Owned
1	<div>Reappointment</div> Ryuichi Murata (April 12, 1948)	April 1971 Joined The Mitsubishi Bank, Ltd. May 2006 Deputy President of The Bank of Tokyo-Mitsubishi UFJ, Ltd. (BTMU) May 2007 Deputy President of BTMU, resided in West Japan June 2009 Deputy President of Mitsubishi UFJ Lease & Finance Company Limited (the Company) Concurrently serves as Executive Officer of the Company June 2010 President & CEO of the Company June 2012 Chairman of the Company (incumbent)	49,100
Reasons for proposing the candidate as Director Mr. Ryuichi Murata assumed the position of Deputy President of the Company in 2009 based on his wealth of management experience at major financial institutions of Japan. From 2010 to 2012, he served as the President & CEO of the Company and has served as Chairman of the Board since 2012. As he has sufficient experience and knowledge regarding the globally developing business operations of the Company, we have determined that it is optimal for him to continue to take command of business as the Chairman and aim for sustainable growth and improvement of corporate value over the medium and long term. We are therefore reappointing him as a candidate for Director.			

Number	Candidate's Name (Date of Birth)	Career Summary, Position, Responsibility and Representative Status in Other Companies		Number of Company's Shares Owned
2	<div>Reappointment</div> <div>Tadashi Shiraishi (February 17, 1953)</div>	April 1975 May 2009	Joined The Tokai Bank, Ltd. Senior Managing Executive Officer and General Manager, Corporate Banking Group No. 2 of The Bank of Tokyo-Mitsubishi UFJ, Ltd.	19,600
		June 2010 June 2012	Deputy President of Mitsubishi UFJ Lease & Finance Company Limited (the Company) Concurrently serves as Executive Officer of the Company (incumbent) President & CEO of the Company (incumbent)	
<div>Reasons for proposing the candidate as Director</div> <div>Mr. Tadashi Shiraishi assumed the position of Deputy President of the Company in 2010 based on his wealth of management experience at major financial institutions of Japan. Since 2012, he has served as the President & CEO of the Company as the chief of business execution. As he has sufficient experience and knowledge regarding the globally developing business operations of the Company, we have determined that it is optimal for him to continue to take command of business as the President & CEO of the Company and aim for sustainable growth and improvement of corporate value over the medium and long term. We are therefore reappointing him as a candidate for Director.</div>				

Number	Candidate's Name (Date of Birth)	Career Summary, Position, Responsibility and Representative Status in Other Companies	Number of Company's Shares Owned
3	<u>Reappointment</u> Yasuyuki Sakata (September 23, 1954)	April 1978 Joined Mitsubishi Corporation April 2008 Senior Vice President and Division COO, Industrial Finance Division of Mitsubishi Corporation April 2010 Senior Vice President and General Manager, Industrial Finance, Logistics & Development Group CEO Office of Mitsubishi Corporation April 2011 Senior Vice President and Deputy Regional CEO, East Asia of Mitsubishi Corporation, and President of Mitsubishi Corporation (Hong Kong) Ltd. April 2014 Advisor of Mitsubishi Corporation June 2014 Managing Director of Mitsubishi UFJ Lease & Finance Company Limited (the Company) Concurrently serves as Executive Officer of the Company (incumbent) June 2015 Senior Managing Director of the Company (incumbent) (Current responsibility) Head of Specialized Business Company No. 3 (Important Status in Other Companies) Audit & Supervisory Board Member of JAPAN MEDICAL LEASE CORPORATION Director of MUL Energy Investment Company Limited	1,800
Reasons for proposing the candidate as Director Mr. Yasuyuki Sakata has a wealth of experience at a general trading company as well as experience and knowledge in the business division accumulated through being involved in the globally developing business operations of the Company. We expect him to utilize this background and continue to contribute to the sustained growth and improvement of corporate value of the Company over the medium and long term as the Executive Director. We are therefore reappointing him as a candidate for Director.			

Number	Candidate's Name (Date of Birth)	Career Summary, Position, Responsibility and Representative Status in Other Companies	Number of Company's Shares Owned
4	<div>Reappointment</div> <p>Tsuyoshi Nonoguchi (September 26, 1960)</p>	<p>April 1984 Joined The Mitsubishi Bank, Ltd.</p> <p>June 2011 Executive Officer and General Manager, Corporate Banking Business Promotion Division of The Bank of Tokyo-Mitsubishi UFJ, Ltd.</p> <p>June 2012 Deputy General Manager, Credit Supervision Department No. 1 of Mitsubishi UFJ Lease & Finance Company Limited (the Company)</p> <p>June 2012 Managing Executive Officer and General Manager, Credit Supervision Department No. 1 of the Company</p> <p>June 2013 Managing Director of the Company (incumbent) Concurrently serves as Executive Officer of the Company (incumbent)</p> <p>May 2016 Commissioned as General Manager, International Credit Supervision Department of the Company (incumbent) (Current responsibility) In charge of Corporate Center (Important Status in Other Companies)</p> <p>Director of DIAMOND ASSET FINANCE COMPANY LIMITED</p> <p>Director of MUL JSA GP Ltd.</p> <p>Director of Jackson Square Aviation Inc.</p> <p>Director of Beacon Intermodal Leasing, LLC</p> <p>Director of MUL Energy Investment Company Limited</p>	6,800
<p>Reasons for proposing the candidate as Director</p> <p>Mr. Tsuyoshi Nonoguchi has a wealth of experience at financial institutions, as well as experience and knowledge in the corporate division accumulated through being involved in the globally developing business operations of the Company. We expect him to utilize this background and continue to contribute to the sustained growth and improvement of corporate value over the medium and long term as the Executive Director. We are therefore reappointing him as a candidate for Director.</p>			

Number	Candidate's Name (Date of Birth)	Career Summary, Position, Responsibility and Representative Status in Other Companies	Number of Company's Shares Owned
5	<div>Reappointment</div> <div>Hideki Kobayakawa (February 7, 1957)</div>	<div>April 1980 April 2007 June 2010 June 2011 May 2012 June 2013 May 2016</div> <div>Joined The Tokai Bank, Ltd. General Manager, Nagoya Credit Division of The Bank of Tokyo-Mitsubishi UFJ, Ltd. Executive Officer and General Manager, Credit Supervision Department No. 3 of Mitsubishi UFJ Lease & Finance Company Limited (the Company) President of Bangkok Mitsubishi UFJ Lease Co., Ltd. Managing Executive Officer of the Company Managing Director of the Company (incumbent) Concurrently serves as Executive Officer of the Company (incumbent) Commissioned as General Manager, Treasury Department of the Company (incumbent) (Current responsibility) In charge of Corporate Center Deputy Head of Specialized Business Company No. 4 (Important Status in Other Companies) Director of Shutoken Leasing Co., Ltd.</div>	19,900
<div>Reasons for proposing the candidate as Director</div> <div>Mr. Hideki Kobayakawa has a wealth of experience at financial institutions, as well as experience and knowledge in the corporate division, business division and overseas group companies accumulated through being involved in the globally developing business operations of the Company. We expect him to utilize this background and continue to contribute to the sustained growth and improvement of corporate value over the medium and long term as the Executive Director. We are therefore reappointing him as a candidate for Director.</div>			

Number	Candidate's Name (Date of Birth)	Career Summary, Position, Responsibility and Representative Status in Other Companies	Number of Company's Shares Owned
6	<div>Reappointment</div> Naoki Sato (July 3, 1957)	April 1980 Joined The Mitsubishi Bank, Ltd. January 2006 COO of BTMU Capital Corporation March 2008 Special Assignment of Mitsubishi UFJ Lease & Finance Company Limited (the Company) July 2009 General Manager, Structured Finance Department of the Company June 2011 Executive Officer and General Manager, Structured Finance Department of the Company May 2012 Managing Executive Officer of the Company Commissioned as General Manager, Structured Finance Department of the Company January 2013 Chairman of JSA International Holdings, L.P. (incumbent) June 2015 Managing Director of the Company (incumbent) Concurrently serves as Executive Officer of the Company (incumbent) (Current responsibility) Head of Specialized Business Company No. 5 (Important Status in Other Companies) Chairman of JSA International Holdings, L.P. Chairman of MUL JSA GP Ltd. Chairman of Jackson Square Aviation, Inc. Director of Jackson Square Aviation Ireland Limited	8,700
Reasons for proposing the candidate as Director Mr. Naoki Sato has a wealth of experience at financial institutions, as well as experience and knowledge in the business division and overseas group companies accumulated through being involved in the globally developing business operations of the Company. We expect him to utilize this background and continue to contribute to the sustained growth and improvement of corporate value over the medium and long term as the Executive Director. We are therefore reappointing him as a candidate for Director.			

Number	Candidate's Name (Date of Birth)	Career Summary, Position, Responsibility and Representative Status in Other Companies	Number of Company's Shares Owned
7	<div>Reappointment</div> Katsuhiko Aoki (September 19, 1956)	<p>April 1980 Joined Mitsubishi Corporation</p> <p>October 2010 Deputy General Manager, Industrial Finance, Logistics & Development Group CEO Office (concurrently) General Manager, Corporate Planning and Regional Initiatives Unit of Mitsubishi Corporation</p> <p>April 2012 General Manager, Industrial Finance, Logistics & Development Group CEO Office of Mitsubishi Corporation</p> <p>April 2015 Assistant to Group CEO, Industrial Finance, Logistics & Development Group of Mitsubishi Corporation</p> <p>June 2015 Managing Director of Mitsubishi UFJ Lease & Finance Company Limited (the Company) (incumbent) Concurrently serves as Executive Officer of the Company (incumbent) (Current responsibility) Head of Specialized Business Company No. 2 Head of Specialized Business Company No. 4</p> <p>(Important Status in Other Companies) Director of MUL Property Co., Ltd. Director of U-MACHINE Inc.</p>	1,300
<p>Reasons for proposing the candidate as Director</p> <p>Mr. Katsuhiko Aoki has a wealth of experience at a general trading company, as well as experience and knowledge in the business division accumulated through being involved in the globally developing business operations of the Company. We expect him to utilize this background and continue to contribute to the sustained growth and improvement of corporate value over the medium and long term as the Executive Director. We are therefore reappointing him as a candidate for Director.</p>			

Number	Candidate's Name (Date of Birth)	Career Summary, Position, Responsibility and Representative Status in Other Companies		Number of Company's Shares Owned
8	<div>New appointment</div> Akira Hane (February 11, 1958)	April 1981	Joined The Sanwa Bank, Limited	9,300
		June 2006	General Manager, Shinjuku Commercial Banking Office of The Bank of Tokyo-Mitsubishi UFJ, Ltd. (BTMU)	
July 2007	General Manager, Sakai Commercial Banking Office of BTMU			
July 2009	General Manager, Osaka Business Department No. 1 of Mitsubishi UFJ Lease & Finance Company Limited (the Company)			
June 2011	Executive Officer and General Manager, Osaka Business Department No. 1 of the Company			
May 2013	Managing Executive Officer of the Company (incumbent) (Current responsibility) In charge of Corporate Center Deputy Head of Specialized Business Company No. 4 (Important Status in Other Companies) Director of DFL Lease Company Limited Director of SHINKO LEASE CO., LTD.			
Reasons for proposing the candidate as Director Mr. Akira Hane has a wealth of experience at financial institutions, as well as experience and knowledge in the corporate division accumulated through being involved in the globally developing business operations of the Company. We expect him to utilize this background and contribute to the sustained growth and improvement of corporate value over the medium and long term as the Executive Director. We are therefore newly appointing him as a candidate for Director.				

Number	Candidate's Name (Date of Birth)	Career Summary, Position, Responsibility and Representative Status in Other Companies	Number of Company's Shares Owned
9	<div>Reappointment</div> Hiroto Yamashita (February 21, 1958)	<p>April 1982 Joined The Tokai Bank, Ltd.</p> <p>July 2007 General Manager, Hanoi Branch of The Bank of Tokyo-Mitsubishi UFJ, Ltd.</p> <p>November 2010 Deputy General Manager, International Department of Mitsubishi UFJ Lease & Finance Company Limited (the Company)</p> <p>July 2011 Deputy General Manager, Corporate & Strategic Planning Department of the Company</p> <p>June 2012 Executive Officer and General Manager, Corporate & Strategic Planning Department of the Company</p> <p>May 2014 Managing Executive Officer and General Manager, Corporate & Strategic Planning Department of the Company</p> <p>June 2015 Managing Director of the Company (incumbent)</p> <p>Concurrently serves as Executive Officer of the Company (incumbent) (Current responsibility)</p> <p>In charge of Corporate Center (Important Status in Other Companies)</p> <p>Director of JAPAN MEDICAL LEASE CORPORATION</p> <p>Director of Mitsubishi Auto Leasing Holdings Corporation</p> <p>Director of Mitsubishi Auto Leasing Corporation</p> <p>Director of MUL JSA GP Ltd.</p> <p>Director of Jackson Square Aviation Inc.</p> <p>Director of Beacon Intermodal Leasing, LLC</p>	0
<p>Reasons for proposing the candidate as Director</p> <p>Mr. Hiroto Yamashita has a wealth of experience at financial institutions, as well as experience and knowledge in the corporate division accumulated through being involved in the globally developing business operations of the Company. We expect him to utilize this background and continue to contribute to the sustained growth and improvement of corporate value over the medium and long term as the Executive Director. We are therefore reappointing him as a candidate for Director.</p>			

Number	Candidate's Name (Date of Birth)	Career Summary, Position, Responsibility and Representative Status in Other Companies	Number of Company's Shares Owned
10	<div>New appointment</div> <div>Takeo Kudo (May 3, 1959)</div>	<div>April 1982 January 2007</div> <div>Joined The Mitsubishi Bank, Limited General Manager, Branch Operation Support, Operations Planning Division of The Bank of Tokyo-Mitsubishi UFJ, Ltd. (BTMU)</div> <div>May 2009</div> <div>General Manager, Operations Consulting, Retail Operations Division of BTMU</div> <div>June 2011</div> <div>General Manager, General Affairs Department of Mitsubishi UFJ Lease & Finance Company Limited (the Company)</div> <div>June 2012</div> <div>Executive Officer and General Manager, Department of the Company</div> <div>May 2014</div> <div>Managing Director of the Company (incumbent) Commissioned as General Manager, General Affairs Department of the Company (incumbent) (Current responsibility) In charge of Corporate Center (Important Status in Other Companies) Director of MUL Business Company Limited</div>	0
<div>Reasons for proposing the candidate as Director</div> <div>Mr. Takeo Kudo has a wealth of experience at financial institutions, as well as experience and knowledge in the corporate division accumulated through being involved in the globally developing business operations of the Company. We expect him to utilize this background and contribute to the sustained growth and improvement of corporate value over the medium and long term as the Executive Director. We are therefore newly appointing him as a candidate for Director.</div>			

Number	Candidate's Name (Date of Birth)	Career Summary, Position, Responsibility and Representative Status in Other Companies		Number of Company's Shares Owned
11	<div>Reappointment</div> Teruyuki Minoura (October 5, 1943)	April 1967	Joined Toyota Motor Co., Ltd.	0
		June 2003	Senior Managing Director, Member of the Board of Directors of TOYOTA MOTOR CORPORATION	
June 2004	Executive Vice President of DAIHATSU MOTOR CO., LTD. (DAIHATSU)			
June 2005	President of DAIHATSU			
June 2010	Chairman of Toyota Boshoku Corporation (Toyota Boshoku)			
June 2012	Senior Advisor to the Board of Toyota Boshoku (incumbent)			
June 2013	Director of Mitsubishi UFJ Lease & Finance Company Limited (incumbent)			
		(Important Status in Other Companies) Senior Advisor to the Board of Toyota Boshoku Corporation		
Reasons for proposing the candidate as Director Mr. Teruyuki Minoura has a wealth of management experience and deep insight gained at major manufacturing companies of Japan. We expect him to utilize this background and continue to contribute to the appropriate decision-making and oversight of overall management by the Board of Directors as Outside Director based on his objective perspective independent from the Company's management team engaged in business execution. We are therefore reappointing him as a candidate for Director.				
12	<div>Reappointment</div> Toshio Haigou (September 25, 1957)	April 1981	Joined the Nagoya Railroad Co., Ltd. (Nagoya Railroad)	0
		July 2008	General Manager in charge of Supervision No. 1, Affiliated Business Department of Nagoya Railroad	
June 2012	Director of Nagoya Railroad			
July 2012	General Manager, Business Planning Department of Nagoya Railroad (incumbent)			
June 2014	Managing Director of Nagoya Railroad (incumbent)			
		Director of Mitsubishi UFJ Lease & Finance Company Limited (incumbent) (Important Status in Other Companies) Managing Director and General Manager, Business Planning Department of Nagoya Railroad Co., Ltd.		
Reasons for proposing the candidate as Director Mr. Toshio Haigou has a wealth of management experience and deep insight gained at a major railroad company of Japan. We expect him to utilize this background and continue to contribute to the appropriate decision-making and oversight of overall management by the Board of Directors as Outside Director based on his practical perspective. We are therefore reappointing him as a candidate for Director.				

Number	Candidate's Name (Date of Birth)	Career Summary, Position, Responsibility and Representative Status in Other Companies	Number of Company's Shares Owned
13	<div>Reappointment</div> <div>Tadashi Kuroda (June 7, 1958)</div>	<div> April 1981 Joined The Sanwa Bank, Ltd. April 2008 Executive Officer and General Manager, Credit Division of The Bank of Tokyo-Mitsubishi UFJ, Ltd. (BTMU) June 2011 Director, Senior Managing Executive Officer and General Manager, Policy Research & Consulting Division of Mitsubishi UFJ Research and Consulting Co., Ltd. May 2013 Managing Executive Officer of BTMU May 2014 Managing Executive Officer of Mitsubishi UFJ Financial Group, Inc. (MUFG) June 2014 Managing Director of MUFG Director of Mitsubishi UFJ Lease & Finance Company Limited (incumbent) May 2015 Senior Managing Director of MUFG June 2015 Senior Managing Director of BTMU (incumbent) Director, Senior Managing Executive Officer & Group CSO of MUFG May 2016 Director, Senior Managing Executive Officer, Group CSO & Group CHRO of MUFG (incumbent) (Important Status in Other Companies) Director, Senior Managing Executive Officer, Group CSO & Group CHRO of Mitsubishi UFJ Financial Group, Inc. Senior Managing Director of The Bank of Tokyo-Mitsubishi UFJ, Ltd. </div>	0
Reasons for proposing the candidate as Director Mr. Tadashi Kuroda has a wealth of management experience at major financial institutions of Japan and deep insight in the financial business. We expect him to utilize this background and continue to contribute to the appropriate decision-making and oversight of overall management by the Board of Directors as Outside Director based on his practical perspective. We are therefore reappointing him as a candidate for Director.			

Number	Candidate's Name (Date of Birth)	Career Summary, Position, Responsibility and Representative Status in Other Companies	Number of Company's Shares Owned
14	<div>New appointment</div> <div>Shinya Yoshida (December 8, 1960)</div>	<div>April 1985 Joined Mitsubishi Corporation</div> <div>April 2009 General Manager of Corporate Strategy & Planning Department of Mitsubishi Corporation</div> <div>April 2013 Senior Vice President and General Manager of Corporate Strategy & Planning Department of Mitsubishi Corporation</div> <div>April 2016 Executive Vice President, Group CEO, Industrial Finance, Logistics & Development Group of Mitsubishi Corporation (incumbent)</div> <div>(Important Status in Other Companies) Executive Vice President, Group CEO, Industrial Finance, Logistics & Development Group of Mitsubishi Corporation</div>	0
<div>Reasons for proposing the candidate as Director</div> <div>Mr. Shinya Yoshida has a wealth of management experience at a major general trading company of Japan and deep insight in the financial business. We expect him to utilize this background and contribute to the appropriate decision-making and oversight of overall management by the Board of Directors as Outside Director based on his practical perspective. We are therefore newly appointing him as a candidate for Director.</div>			

(Notes)

1. The candidate Mr. Toshio Haigou is scheduled to assume the position of Senior Managing Director at the Nagoya Railroad Co., Ltd. effective June 28, 2016. There is a transactional relationship including lease contracts between the Nagoya Railroad Co., Ltd. and the Company; however, the amount is less than 1% of the consolidated operating revenues of the Nagoya Railroad Co., Ltd. or the consolidated revenues of the Company for FY2015.
 2. There are no special interests between any of the other candidates and the Company.
 3. Candidate for Director, Teruyuki Minoura, will retire from Senior Advisor to the Board of Toyota Boshoku Corporation on June 14, 2016.
 4. Messrs. Teruyuki Minoura, Toshio Haigou, Tadashi Kuroda, and Shinya Yoshida are Outside Director candidates.
 5. The term of office of Outside Director candidates as Outside Directors of the Company at the close of this Meeting will be as follows: 3 years for Mr. Teruyuki Minoura, 2 years for Mr. Toshio Haigou, and 2 years for Mr. Tadashi Kuroda.
 6. To enable Outside Directors to fully perform their expected roles, the Company has stipulated in its current Articles of Incorporation that the Company may enter into an agreement with Outside Directors which limits their liability for damages to the Company due to the negligence of their duties to a certain extent. Accordingly, the Company intends to enter into a limited liability agreement with Mr. Shinya Yoshida. In addition, the Company has already entered into limited liability agreements with Messrs. Teruyuki Minoura, Toshio Haigou, and Tadashi Kuroda and intends to extend such agreements.
- The following provides a summary of such agreements.
- 1) Where an Outside Director is found liable for damages to the Company due to negligence of his/her duties, he/she shall assume such liability for damages limited to the greater of a previously determined amount of 8 million yen or more, or the minimum amount of liability for damages prescribed in Article 425, Paragraph 1 of the Companies Act.
 - 2) The limitation of liability mentioned above shall apply only where an Outside Director performs his/her duties in good faith and his/her conduct incurring such liability is not grossly negligent of his/her duties.

7. The Company registered Mr. Teruyuki Minoura, an Outside Director candidate, with the Tokyo Stock Exchange and the Nagoya Stock Exchange as an independent director.

Second Item of Business Election of 1 (One) Audit & Supervisory Board Member

Mr. Kunihiro Sato will resign from his office as an Audit & Supervisory Board Member at the close of this Meeting. Accordingly, you are hereby requested to newly elect 1 (One) Audit & Supervisory Board Member.

The candidate is as follows:

The Company has already obtained approval from the Audit & Supervisory Board with respect to the proposal of this item of business.

Candidate's Name (Date of Birth)	Career Summary, Position and Representative Status in Other Companies		Number of Company's Shares Owned
<div>New appointment</div> Naohito Suzuki (December 28, 1960)	April 1983	Joined Diamond Lease Company Limited	3,100
	April 2009	General Manager of Information System Department of Mitsubishi UFJ Lease & Finance Company Limited (the Company)	
	July 2012	General Manager of Information System Department of the Company	
	June 2013	Executive Officer and General Manager of Information System Department of the Company	
	May 2015	Managing Executive Officer and General Manager of the Company (incumbent)	
Reasons for proposing the candidate as Audit & Supervisory Board Member Mr. Naohito Suzuki has a wealth of experience and knowledge over finance and accounting, etc. accumulated through being involved mainly in accountant and information system related operations as well as has served as Managing Executive Officer of the Company. We expect him to ensure the soundness of management of the Company. We are therefore newly appointing him as a candidate for Audit & Supervisory Board Member.			

(Note) There are no special interests between the candidate and the Company.

<Instructions for Exercising Voting Rights via the Internet>

Please review the following before exercising your voting rights via the Internet.

If you are able to attend the Meeting in person, you are not required to follow the procedure for exercising voting rights in writing (voting right exercise form) or via the Internet.

PARTICULARS

1. Voting right exercise website

- (1) Exercising voting rights via the Internet is only available on the voting right exercise website designated by the Company (<http://www.evot.jp/>) from your personal computer. (Please note that the website cannot be accessed from 2 a.m. to 5 a.m. each day.)
- (2) Depending on your Internet user environment, you may not be able to use the website in cases where firewalls, etc. are used, anti-virus software is installed or a proxy server is used in connecting to the Internet, among others.
- (3) Voting rights may be exercised via the Internet no later than 5:10 p.m. on Tuesday, June 28, 2016. However, we encourage shareholders to exercise their voting rights at their earliest convenience. Should you have any concerns or inquiries, please contact our help desk.

2. Instructions on how to exercise voting rights via the Internet

- (1) Please use your “login ID” and “temporary password” provided on the voting right exercise form, on the voting right exercise website (<http://www.evot.jp/>), and enter your approval or disapproval by following the instructions on the screen.
- (2) Please note that we request that shareholders who exercise their voting rights via the Internet change their “temporary password” on the voting right exercise website in order to prevent unauthorized access (“spoofing”) by third parties other than shareholders and to prevent tampering with the contents of the voting.
- (3) A new “login ID” and “temporary password” are provided each time when a General Meeting of Shareholders is convened.

3. Handling of voting rights exercised more than once

- (1) If any voting right is exercised more than once both by mail and via the Internet, the voting right exercised via the Internet will be deemed valid.
- (2) If any voting right is exercised via the Internet more than once, the last voting right exercised will be deemed valid.

4. Costs incurred in accessing the voting right exercise website

Costs incurred in accessing the voting right exercise website (Internet access fees, telephone charge, etc.) are to be borne by the shareholders.

- End -

For inquiries regarding the system, etc.
Corporate Agency Division, Mitsubishi UFJ Trust and Banking Corporation (Helpdesk)
• Phone: 0120-173-027 (Business hours: from 9:00 a.m. to 9:00 p.m., toll-free within Japan)

<Electronic Voting Right Exercise Platform>

Nominee shareholders (including standing proxies) such as trust and custody service banks can use the electronic voting right exercise platform operated by ICJ, Inc., if they make prior application to use such platform.

Space for memorandum: