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(Stock Exchange Code 8586)  
June 6, 2017

To Shareholders with Voting Rights:

Seiji Kawabe  
Director, President and Chief  
Executive Officer  
Hitachi Capital Corporation  
3-1, Nishi Shimbashi 1-chome, Minato-ku,  
Tokyo

## **NOTICE OF THE 60TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

You are cordially invited to attend the 60th Ordinary General Meeting of Shareholders of Hitachi Capital Corporation (the “Company”). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing or via the Internet. Please review the following Reference Documents for the General Meeting of Shareholders and exercise your voting rights in accordance with the guidance on page 3. Please be sure to exercise your voting rights by 5:30 p.m. Japan time on Thursday, June 22, 2017.

**1. Date and Time:** Friday, June 23, 2017 at 10:00 a.m. (The reception will start at 9:00 a.m.)

**2. Place:** Sun Flower Hall, 2nd floor, Tokyo Prince Hotel located at  
3-1 Shibakoen 3-chome, Minato-ku, Tokyo

**3. Meeting Agenda:**

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company’s 60th Fiscal Year (April 1, 2016 - March 31, 2017) and results of audits by the Accounting Auditor and the Audit Committee of the Consolidated Financial Statements
  2. Non-consolidated Financial Statements for the Company’s 60th Fiscal Year (April 1, 2016 - March 31, 2017)

**Proposal to be resolved:**

**Proposal:** Election of Eleven (11) Directors

#### 4. Other Matters Concerning the Notice of the Meeting

- (1) When exercising your voting rights using the Voting Rights Exercise Form, any voting right without an indication of approval or disapproval with the proposal will be taken as a vote for approval.
- (2) Should you exercise your voting rights via the Internet, even if you return your Voting Rights Exercise Form by post, only your vote via the Internet will be treated as valid.
- (3) If voting rights are exercised multiple times via the Internet, only the last vote will be treated as valid.
- (4) If you exercise your voting rights at the meeting by proxy, you may appoint only one proxy who is a shareholder entitled to exercise voting rights of the Company. In such case, the proxy is requested to submit a document evidencing the authority of proxy to the Company.
- (5) In the case of a diverse exercise of your voting rights, please submit a notice of the intention and reasons to the Company in writing at least three days prior to the General Meeting of Shareholders.







[For institutional investors]

In addition to the above, institutional investors making prior application for use of the electronic voting platform operated by ICJ, Inc. are able to use this platform.

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- If any revision is required to the Business Report, Consolidated Financial Statements, Non-consolidated Financial Statements, or Reference Documents for the General Meeting of Shareholders during the period from the dispatch of this notice to the day prior to the meeting, such revision will be published on the Company's website (<http://www.hitachi-capital.co.jp>).
  - The following documents are posted on the Company's website as mentioned above pursuant to the relevant laws and regulations and the Company's Articles of Incorporation, and not included in this Notice. Accordingly, the Consolidated Financial Statements and Non-consolidated Financial Statements included in this Notice are part of the documents that have been audited by the Accounting Auditor and the Audit Committee in preparing the Audit Reports.
    - (i) Consolidated Statements of Changes in Equity
    - (ii) Notes to Consolidated Financial Statements
    - (iii) Statements of Changes in Equity
    - (iv) Notes to Non-consolidated Financial Statements
  - Please note that the representatives of the Company will be attending in "Cool Biz" style on the day of the meeting. Your cooperation in wearing lighter clothing is appreciated.

## Guidance for Exercising Voting Rights

You may exercise your voting rights at the Ordinary General Meeting of Shareholders by any one of the following methods.

If attending in person,	If not attending in person,	
		
<b>Attend Shareholders' Meeting</b>	<b>Exercise voting rights by post</b>	<b>Exercise voting rights via the Internet</b>
<p>Please submit the enclosed Voting Rights Exercise Form at the reception. Please bring the accompanying booklet for use as a reference for the proposals.</p>	<p>Please indicate your votes for or against the proposals on the enclosed Voting Rights Exercise Form, and return it by post.</p>	<p>Using your PC, smart phone, or other device, access the voting rights exercise website (<a href="http://www.tosyodai54.net">http://www.tosyodai54.net</a>), read through the information on the enclosed Voting Rights Exercise Form, and enter your voting code and password, then follow the instructions on the screen to vote for or against the proposals.</p>
		
<b>Time and Date of Shareholders' Meeting</b> Friday, June 23, 2017 at 10:00 a.m.	<b>Voting Deadline</b> Must be received by 5:30 p.m. on Thursday, June 22, 2017	<b>Voting Deadline</b> Must be received by 5:30 p.m. on Thursday, June 22, 2017
<p><b>Precautions in the exercise of voting rights via the Internet</b></p> <ul style="list-style-type: none"> <li>* Communications costs and provider connection fees incurred when accessing the voting rights exercise website shall be shouldered by the shareholder.</li> <li>* If you are exercising your voting rights via PC, smartphone or other device, please note that the site may not be available depending on your Internet connection or system. If you are exercising your voting rights via mobile phone, please also note that the site may not be available depending on the type of mobile phones.</li> </ul>	<p>If you have any questions about exercising your voting rights via the Internet, please do not hesitate to contact the following:</p> <p><b>Tokyo Securities Transfer Agent Co., Ltd.</b></p> <p>Tel: 0120-88-0768 (toll free)</p> <p>Hours: 9:00 – 21:00</p>	

## Reference Documents for the General Meeting of Shareholders

### Proposal: Election of Eleven (11) Directors

Pursuant to the Articles of Incorporation of the Company, the terms of office of all nine (9) Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of eleven (11) Directors is proposed. In accordance with the provisions of the Articles of Incorporation of the Company, the election of Directors shall not be by cumulative voting.

The candidates for Directors are as follows. Each candidate has given prior consent to assume the office of Director subject to election at this General Meeting of Shareholders.

No.	Name		Current positions and responsibilities	Attendance at the Board of Directors' meetings
1	Renominated	Koichiro Hiraiwa <span style="border: 1px solid black; padding: 2px;">External</span> <span style="border: 1px solid black; padding: 2px;">Independent</span>	Director Nominating Committee member Audit Committee member	100% (20 of 20 meetings)
2	Renominated	Shigeharu Kawahara <span style="border: 1px solid black; padding: 2px;">External</span> <span style="border: 1px solid black; padding: 2px;">Independent</span>	Director Audit Committee member Remuneration Committee member	100% (15 of 15 meetings)
3	Renominated	Wataru Sueyoshi <span style="border: 1px solid black; padding: 2px;">External</span> <span style="border: 1px solid black; padding: 2px;">Independent</span>	Director Nominating Committee member Audit Committee member	100% (15 of 15 meetings)
4	New	Takashi Nakamura <span style="border: 1px solid black; padding: 2px;">External</span> <span style="border: 1px solid black; padding: 2px;">Independent</span>	—	—
5	Renominated	Ryuichi Kitayama <span style="border: 1px solid black; padding: 2px;">External</span>	Director	100% (13 of 13 meetings)
6	New	Shinichiro Omori <span style="border: 1px solid black; padding: 2px;">External</span>	—	—
7	New	Makoto Kobayashi <span style="border: 1px solid black; padding: 2px;">External</span>	—	—
8	New	Hideki Kobayakawa <span style="border: 1px solid black; padding: 2px;">External</span>	—	—
9	Renominated	Kazuya Miura	Director Nominating Committee member	100% (20 of 20 meetings)
10	Renominated	Seiji Kawabe	Director President and CEO	100% (15 of 15 meetings)
11	New	Kiyoshi Kojima	—	—

\* The Company is a Company with Committees.

\* The numbers of meetings of the Board of Directors held under Attendance at the Board of Directors' meetings differ between candidates because of the timing of appointment, etc.

Candidate No. 1

**Koichiro Hiraiwa**

(Date of birth: January 2, 1950)

[Renominated]

[External Director]

[Independent Director]

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Term of office held at the conclusion of this General Meeting of Shareholders:	2 years	[Nominating Committee member] [Audit Committee member]
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Number of common shares of the Company held:	400 shares
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Attendance at the Board of Directors' meetings:	20 of 20 meetings (100%)
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Career summary, positions, responsibilities and significant concurrent positions

April 1974	Joined Bank of Japan
May 1997	General Manager of Okayama Branch, Bank of Japan
January 2002	General Manager of Kyoto Branch, Bank of Japan
April 2004	Head of Business Planning Department, Financial Business Division, NTT DATA Corporation
June 2005	Head of Financial Strategy Business Promoting Office, Financial Business Division, NTT DATA Corporation
July 2008	Head of Financial Business Planning Office, Financial Business Planning and Administration Department, NTT DATA Corporation
March 2009	President & Representative Director of the Kyoto Hotel, Ltd.
March 2015	Outside Director of Allied Telesis Holdings K.K. (present)
March 2015	Representative Director of Apua Consulting Inc. (present)
June 2015	Director of the Company (present)
	(Nominating Committee member and Audit Committee member as of June 2017)

#### Reason for nomination as a candidate for Director

Mr. Koichiro Hiraiwa has high-level insight in overall management and deep specialized knowledge of finance based on his extensive experience in management. The Company again puts Mr. Hiraiwa forward as a candidate for Independent External Director as it expects that he will leverage his capabilities to make management decisions and supervise management based on this background to oversee business execution from an independent and objective standpoint, and strengthen the functioning of the Board of Directors. He currently serves as Independent External Director of the Company, and expresses valuable opinions on overall management and finance at meetings of the Board of Directors. He will have held the office of Director for two years at the conclusion of this General Meeting of Shareholders.

Candidate No. 2

**Shigeharu Kawahara**

(Date of birth: November 19, 1949)

[Renominated]

[External Director]

[Independent Director]

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Term of office held at the conclusion of this General Meeting of Shareholders:	1 year	[Audit Committee member] [Remuneration Committee member]
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Number of common shares of the Company held:	1,000 shares
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Attendance at the Board of Directors' meetings:	15 of 15 meetings (100%)
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**Career summary, positions, responsibilities and significant concurrent positions**

April 1973	Joined Sony Corporation
January 1983	Transferred to Sony Corporation of America
April 1996	Joined KPMG Peat Marwick
October 1996	Partner of KPMG Peat Marwick
February 2003	Representative Partner of KPMG AZSA LLC
July 2012	Certified Public Accountant, Representative of Shigeharu Kawahara Office (present)
June 2016	Director of the Company (present) (Audit Committee member and Remuneration Committee member as of June 2017)
September 2016	Special Assistant to Director of Hitotsubashi CFO Research Center, Hitotsubashi University (present)

**Reason for nomination as a candidate for Director**

Mr. Shigeharu Kawahara has working experience in global major companies as well as extensive knowledge and experience in accounting acquired at accounting firms, etc. as a certified public accountant. The Company again puts Mr. Kawahara forward as a candidate for Independent External Director as it expects that he will leverage his knowledge based on this background to oversee business execution from an independent and objective standpoint, and strengthen the functioning of the Board of Directors. He currently serves as Independent External Director of the Company, and expresses valuable opinions on finance and accounting at meetings of the Board of Directors. He will have held the office of Director for one year at the conclusion of this General Meeting of Shareholders.

Candidate No. 3

Wataru Sueyoshi

(Date of birth: October 11, 1956)

[Renominated]

[External Director]

[Independent Director]

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Term of office held at the conclusion of this General Meeting of Shareholders:	1 year	[Nominating Committee member] [Audit Committee member]
Number of common shares of the Company held:	0 shares	
Attendance at the Board of Directors' meetings:	15 of 15 meetings (100%)	

In case the number of common shares of the Company held is less than one unit (100 shares), it is expressed as "0 shares."

#### Career summary, positions, responsibilities and significant concurrent positions

April 1983	Registered as an attorney Joined Mori Sogo Law Offices
April 2007	Established Sueyoshi Sogo Law Offices (current STW & Partners) Partner of STW & Partners (present)
July 2014	Member of Subdivision on Copyrights of the Agency for Cultural Affairs organized by the Ministry of Education, Culture, Sports, Science and Technology (present)
June 2016	Director of the Company (present) (Nominating Committee member and Audit Committee member as of June 2017)

#### Reason for nomination as a candidate for Director

Mr. Wataru Sueyoshi has extensive experience as a lawyer at law firms and a high-level of specialized knowledge of corporate law and intellectual property. The Company again puts Mr. Sueyoshi forward as a candidate for Independent External Director as it expects that he will leverage his knowledge based on this background to oversee business execution from an independent and objective standpoint, and strengthen the functioning of the Board of Directors. He currently serves as Independent External Director of the Company, and expresses valuable opinions on the Group's governance and compliance at meetings of the Board of Directors. He will have held the office of Director for one year at the conclusion of this General Meeting of Shareholders.

Candidate No. 4

**Takashi Nakamura**

(Date of birth: November 4, 1955)

[New appointment]

[External Director]

[Independent Director]

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Term of office held at the conclusion of this General Meeting of Shareholders:	-
Number of common shares of the Company held:	-
Attendance at the Board of Directors' meetings:	-
Career summary, positions, responsibilities and significant concurrent positions	
April 1978	Joined Nippon Reizo K.K. (current Nichirei Corporation)
June 2007	Executive Officer and Group Leader of Financial Group, Nichirei Corporation
June 2010	Director, Executive Officer in charge of Legal Affairs, Intellectual Property Management, Corporate Internal Audit, Corporate Supervise, Human Resources Strategy & General Affairs, and Public & Investor Relations, General Manager of Internal Control Operations, and General Manager of Finance & Accounting, Nichirei Corporation
March 2011	External Statutory Auditor of The Kyoto Hotel, Ltd.
April 2012	Director, Executive Officer of Nichirei Corporation
June 2012	Representative Director, President of Nichirei Biosciences Inc.
April 2016	Director, Chairman of Nichirei Biosciences Inc. (present)

#### Reason for nomination as a candidate for Director

Mr. Takashi Nakamura has extensive experience and high-level insight in overall management based on his management experience at global major companies, as well as deep specialized knowledge of finance and accounting. The Company puts Mr. Nakamura forward as a candidate for Independent External Director as it expects that he will leverage his capabilities to make management decisions and supervise management based on this background to oversee business execution from an independent and objective standpoint, and strengthen the functioning of the Board of Directors.



Candidate No. 5

**Ryuichi Kitayama**

(Date of birth: February 4, 1952)

[Renominated]

[External Director]

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Term of office held at the conclusion of this General Meeting of Shareholders:	1 year
Number of common shares of the Company held:	200 shares
Attendance at the Board of Directors' meetings:	13 of 13 meetings (100%)
Career summary, positions, responsibilities and significant concurrent positions	
April 1976	Joined Hitachi, Ltd.
April 2003	General Manager of Government & Public Corporation Information Systems Sales Management Division, Information & Telecommunication Systems Group, Hitachi, Ltd.
April 2004	President and Director of Hitachi Hi-System21 Co., Ltd.
April 2006	General Manager of Financial Information Systems Sales Management Division, Information & Telecommunication Systems Group, Hitachi, Ltd.
April 2010	Vice President and Executive Officer of Hitachi, Ltd.
April 2014	Representative Executive Officer, Senior Vice President and Executive Officer of Hitachi, Ltd.
June 2014	Board Director of Hitachi High-Technologies Corporation
April 2015	Representative Executive Officer, Executive Vice President and Executive Officer of Hitachi, Ltd. (present)
June 2016	Director of the Company (present)

#### Reason for nomination as a candidate for Director

Mr. Ryuichi Kitayama has extensive experience as a corporate manager of Hitachi, Ltd. and the Hitachi Group and deep specialized knowledge of overall sales operations. The Company again puts Mr. Kitamura forward as a candidate for External Director as it expects that he will leverage his superior capabilities to make management decisions and supervise management, backed in particular by his experience as current Representative Executive Officer, Executive Vice President and Executive Officer of Hitachi, Ltd., to oversee business execution from an objective standpoint, and strengthen the functioning of the Board of Directors. He currently serves as Director of the Company, and expresses valuable opinions on overall management at meetings of the Board of Directors. He will have held the office of Director for one year at the conclusion of this General Meeting of Shareholders.

Candidate No. 6

**Shinichiro Omori**

(Date of birth: February 6, 1956)

[New appointment]

[External Director]

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Term of office held at the conclusion of this General Meeting of Shareholders:	-
Number of common shares of the Company held:	-
Attendance at the Board of Directors' meetings:	-
Career summary, positions, responsibilities and significant concurrent positions	
April 1978	Joined Hitachi, Ltd.
October 2000	Senior Manager of Procurement Department, Internet Platform Division, Information Computer Group, Hitachi, Ltd.
January 2003	Procurement Senior Director of Hitachi Global Storage Technologies, Inc. <U.S.A.>
September 2005	Worldwide Procurement Senior Director of Hitachi Global Storage Technologies, Ltd. (current HGST, Inc. <Japan>)
September 2008	General Manager of Corporate Procurement Division, Hitachi, Ltd.
April 2012	Vice President and Executive Officer, and General Manager of Corporate Procurement Division, Hitachi, Ltd. Director of Hitachi Automotive Systems, Ltd.
April 2016	Senior Vice President and Executive Officer, CIO, CTrO, General Manager of Smart Transformation Project Initiatives Division, and General Manager of Smart Life & Ecofriendly Systems Division, Hitachi, Ltd. Board Director of Hitachi Appliances, Inc. Director of Hitachi Consumer Marketing, Inc.
April 2017	Senior Vice President and Executive Officer, CIO, CTrO, General Manager of Smart Transformation Project Initiatives Division, and Head of MONOZUKURI Strategy Division & Corporate Quality Assurance Division, Hitachi, Ltd. (present)

#### Reason for nomination as a candidate for Director

Mr. Shinichiro Omori has extensive experience as a corporate manager of Hitachi, Ltd. and the Hitachi Group and deep specialized knowledge of overall sales operations. The Company puts Mr. Omori forward as a candidate for External Director as it expects that he will leverage his capabilities to make management decisions and supervise management, based in particular on his current experience as Senior Vice President and Executive Officer of Hitachi, Ltd., to oversee business execution from an objective standpoint, and strengthen the functioning of the Board of Directors.

Candidate No. 7

**Makoto Kobayashi**

(Date of birth: February 22, 1962)

[New appointment]

[External Director]

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Term of office held  
at the conclusion of this General Meeting of Shareholders: -

Number of common shares of the Company held: -

Attendance at the Board of Directors' meetings: -

**Career summary, positions, responsibilities and significant concurrent positions**

April 1985	Joined The Mitsubishi Bank, Ltd. (current The Bank of Tokyo-Mitsubishi UFJ, Ltd.)
June 2009	Deputy General Manager (in charge of special mission) of CIB Promotion Division, The Bank of Tokyo-Mitsubishi UFJ, Ltd. Deputy General Manager (in charge of special mission) of CIB Planning Division, Deputy General Manager (in charge of special mission) of Global Planning Division, and Deputy General Manager (in charge of special mission) of Corporate Planning Division, Mitsubishi UFJ Financial Group, Inc.
May 2010	Manager of Strategic Alliance Office, Corporate Planning Division, General Manager (in charge of special mission) of Corporate Planning Division, Deputy General Manager (in charge of special mission) of CIB Planning Division, and Deputy General Manager (in charge of special mission) of Global Planning Division, Mitsubishi UFJ Financial Group, Inc.
September 2010	General Manager of Syndication Division, The Bank of Tokyo-Mitsubishi UFJ, Ltd.
June 2011	Executive Officer and General Manager of Structured Finance Division, The Bank of Tokyo-Mitsubishi UFJ, Ltd.
May 2015	Managing Executive Officer and Group Head of Financial Solutions Group, The Bank of Tokyo-Mitsubishi UFJ, Ltd. (present)
July 2015	Executive Officer in charge of Financial Solutions Unit of Mitsubishi UFJ Financial Group, Inc. (present)

**Reason for nomination as a candidate for Director**

The Company decided to seek recommendations from Mitsubishi UFJ Financial Group, Inc. (MUFG) and Mitsubishi UFJ Lease & Finance Company Limited for candidates for Director with the goal of advancing the strategic capital alliance ("the Alliance") with five companies including these two. Mr. Makoto Kobayashi is a candidate for Director recommended by MUFG.

The Company judges that Mr. Kobayashi will be a valuable addition for achieving the goals of the Alliance by reflecting in the Company's management his knowledge from his current key position at MUFG for driving forward the Alliance. He also has extensive practical experience, including key roles in global major banks, as well as a broad range of expertise in financial operations both in Japan and internationally, and the Company judges that he can be expected to leverage his knowledge based on this background to objectively oversee business execution and strengthen the functioning of the Board of Directors. In light of the above, the Company has nominated him as a candidate for External Director.

Candidate No. 8

Hideki Kobayakawa

(Date of birth: February 7, 1957)

[New appointment]

[External Director]

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Term of office held  
at the conclusion of this General Meeting of Shareholders: -

Number of common shares of the Company held: -

Attendance at the Board of Directors' meetings: -

**Career summary, positions, responsibilities and significant concurrent positions**

April 1980	Joined The Tokai Bank, Ltd. (current The Bank of Tokyo-Mitsubishi UFJ, Ltd.)
January 2006	General Manager of Sendai Commercial Banking Office of The Bank of Tokyo-Mitsubishi UFJ, Ltd.
April 2007	General Manager of Sendai Commercial Banking Office of The Bank of Tokyo-Mitsubishi UFJ, Ltd.
April 2007	General Manager of Nagoya Credit Division of The Bank of Tokyo-Mitsubishi UFJ, Ltd.
June 2010	Executive Officer and General Manager of Credit Supervision Department No. 3 of Mitsubishi UFJ Lease & Finance Company Limited
June 2011	Executive Officer of Mitsubishi UFJ Lease & Finance Company Limited, and President of Bangkok Mitsubishi UFJ Lease Co., Ltd.
May 2012	Managing Executive Officer of Mitsubishi UFJ Lease & Finance Company Limited
May 2013	Head of Specialized Business Company No. 4 of Mitsubishi UFJ Lease & Finance Company Limited
June 2013	Managing Director and Executive Officer of Mitsubishi UFJ Lease & Finance Company Limited (present)
May 2014	Managing Director and Executive Officer in charge of Corporate Center of Mitsubishi UFJ Lease & Finance Company Limited (present)

**Reason for nomination as a candidate for Director**

The Company decided to seek recommendations from Mitsubishi UFJ Financial Group, Inc. and Mitsubishi UFJ Lease & Finance Company Limited (MUL) for candidates for Director with the goal of advancing the strategic capital alliance ("the Alliance") with five companies including these two. Mr. Hideki Kobayakawa is a candidate for Director recommended by MUL.

The Company judges that Mr. Kobayakawa will be a valuable addition for achieving the goals of the Alliance by reflecting in the Company's management his knowledge from his current position supervising the Corporate Center including the planning division at MUL. Mr. Kobayakawa also has extensive practical experience in global major banks, as well as experience as an officer at MUL and its local company overseas, and the Company judges that he can be expected to leverage his capabilities to make management decisions and supervise management based on this background to objectively oversee business execution and strengthen the functioning of the Board of Directors. In light of the above, the Company has nominated him as a candidate for External Director.

Candidate No. 9

**Kazuya Miura**

(Date of birth: January 23, 1953)

[Renominated]

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Term of office held at the conclusion of this General Meeting of Shareholders:	10 years	[Nominating Committee member]
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Number of common shares of the Company held:	20,000 shares
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Attendance at the Board of Directors' meetings:	20 of 20 meetings (100%)
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**Career summary, positions, responsibilities and significant concurrent positions**

April 1976	Joined the Company
April 2003	Manager of Business Equipment Development Department, Retail Division of the Company
September 2003	Vice President and Executive Officer of the Company
April 2005	Executive Vice President and Executive Officer of the Company
April 2007	Representative Executive Officer, Executive Vice President and Executive Officer of the Company
June 2007	Representative Executive Officer, Executive Vice President and Executive Officer and Director of the Company
April 2009	Representative Executive Officer, President and Chief Executive Officer and Director of the Company
April 2016	Director of the Company (present) (Nominating Committee Chairman as of June 2017)

**Reason for nomination as a candidate for Director**

Mr. Kazuya Miura served as Representative Executive Officer, President and Chief Executive Officer and Director of the Company until March 2016. The Company again puts Mr. Miura forward as a candidate for Director as it expects that he will oversee business execution from a high-level and effective standpoint, based on his experience and the unique situation of the Company. He will have held the office of Director for ten years at the conclusion of this General Meeting of Shareholders.

Candidate No. 10

**Seiji Kawabe**

(Date of birth: September 3, 1955)

[Renominated]

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Term of office held at the conclusion of this General Meeting of Shareholders:	1 year
Number of common shares of the Company held:	5,600 shares
Attendance at the Board of Directors' meetings:	15 of 15 meetings (100%)
Career summary, positions, responsibilities and significant concurrent positions	
April 1980	Joined the Company
April 2003	Head of Sales Division I of the Company
September 2007	Co-head of Corporate Sales & Marketing Division and Co-head of Tokyo Sales Division II of the Company
April 2008	Vice President and Executive Officer of the Company
April 2012	Senior Vice President and Executive Officer of the Company
April 2016	Representative Executive Officer, President and Chief Executive Officer of the Company (present)
June 2016	Director of the Company (present)

#### Reason for nomination as a candidate for Director

Mr. Seiji Kawabe has extensive operational experience at the Company, and experience and a proven track record in management. The Company again puts Mr. Kawabe forward as a candidate for Director as it expects that since he is currently serving as Representative Executive Officer, President and Chief Executive Officer, he will share information with the Board of Directors as a representative of the Executive Officers, and strengthen the decision-making function of the Board of Directors. He will have held the office of Director for one year at the conclusion of this General Meeting of Shareholders.

Candidate No. 11

Kiyoshi Kojima  
(Date of birth: April 1, 1959)

[New appointment]

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Term of office held at the conclusion of this General Meeting of Shareholders:	-
Number of common shares of the Company held:	12,000 shares
Attendance at the Board of Directors' meetings:	-
Career summary, positions, responsibilities and significant concurrent positions	
April 1983	Joined the Company
November 1998	Board Director of Hitachi Capital Securities Co., Ltd. (current DBJ Securities Co. Ltd.)
June 2001	Managing Director of Hitachi Capital Securities Co., Ltd.
April 2005	Director, Representative Executive Officer, and President and Chief Executive Officer of Hitachi Capital Trust Corporation
June 2006	Representative Director and President of Hitachi Capital Trust Corporation
April 2009	Vice President and Executive Officer of the Company
April 2012	Senior Vice President and Executive Officer of the Company
April 2014	Senior Vice President and Executive Officer of the Company, and President of Regional Headquarters of Asia-Pacific (current Hitachi Capital Asia Pacific Pte. Ltd.)
April 2015	Senior Vice President and Executive Officer of the Company, and Managing Director of Hitachi Capital Asia Pacific Pte. Ltd.
August 2016	Retired as Managing Director of Hitachi Capital Asia Pacific Pte. Ltd.
March 2017	Retired as Senior Vice President and Executive Officer of the Company

#### Reason for nomination as a candidate for Director

Mr. Kiyoshi Kojima has extensive practical and managerial experience and a proven track record at the Company and its Group companies, including holding key positions in finance, management planning, and legal affairs at the Company, as well as involvement in the start-up and management of a securities company and a trust company in the Group. He has also served as a representative of overseas Group companies, and has deep understanding of their state of management and practical operations. The Company puts Mr. Kojima forward as a candidate for Director as it expects that he will draw on this experience to oversee business execution from a high-level and effective standpoint, and strengthen the functioning of the Board of Directors.

(Notes)

1. The candidates for Directors Messrs. Ryuichi Kitayama and Shinichiro Omori both serve at Hitachi, Ltd., a major shareholder of the Company, as Representative Executive Officer, Executive Vice President and Executive Officer, and Senior Vice President and Executive Officer, respectively. The Company purchases commercial machinery, etc. for leasing from Hitachi Ltd., and leases manufacturing equipment and industrial equipment to Hitachi, Ltd.

The candidate for Director Mr. Makoto Kobayashi serves as Managing Executive Officer of The Bank of Tokyo-Mitsubishi UFJ, Ltd. The Company has financial transactions, such as borrowing of funds, with The Bank of Tokyo-Mitsubishi UFJ, Ltd.

No other candidates for Directors have any special interest in the Company.

2. Matters relating to candidates for Directors

- (1) Candidates for External Directors

Messrs. Koichiro Hiraiwa, Shigeharu Kawahara, Wataru Sueyoshi, Takashi Nakamura, Ryuichi Kitayama, Shinichiro Omori, Makoto Kobayashi and Hideki Kobayakawa are candidates for External Directors in accordance with Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act. Messrs. Shigeharu Kawahara and Wataru Sueyoshi fall under the definition of Candidate for Outside Director in Article 74, Paragraph 4, Item 5 of the Ordinance for Enforcement of the Companies Act, and the Company judges that they are able to perform their duties as External Directors appropriately, as noted in the reason for nomination.

- (2) Relationships between the candidates for External Directors and business operators in special relationships with the Company (currently or in the past five years)

- (i) Mr. Ryuichi Kitayama serves as Representative Executive Officer, Executive Vice President and Executive Officer and Mr. Shinichiro Omori serves as Senior Vice President and Executive Officer of Hitachi, Ltd., which is a specified associated service provider with the Company, and receive remuneration from Hitachi, Ltd. as executive officers.

- (ii) Mr. Makoto Kobayashi serves as Managing Executive Officer of The Bank of Tokyo-Mitsubishi UFJ, Ltd., which is a specified associated service provider with the Company, and receives remuneration from The Bank of Tokyo-Mitsubishi UFJ, Ltd. as an executive officer.

- (3) Independence of the candidates for External Directors

Messrs. Koichiro Hiraiwa, Shigeharu Kawahara, Wataru Sueyoshi and Takashi Nakamura all satisfy the requirements for Independent Directors/Auditors set forth by Tokyo Stock Exchange, Inc. The Company has notified the Tokyo Stock Exchange of the designation of Messrs. Koichiro Hiraiwa, Shigeharu Kawahara and Wataru Sueyoshi as Independent Directors. If the election of these four candidates is approved, all are scheduled to be designated as Independent Directors.

3. Limited liability agreements with Directors

With the exception of Mr. Seiji Kawabe, the Company has entered into an agreement limiting liability stipulated in Article 427, Paragraph 1 of the Companies Act with each of the current Directors (an agreement limiting liability to an amount determined in accordance with Article 425, Paragraph 1 of the Companies Act in cases where Directors performed their duties in good faith and without gross negligence).

If the election of the candidates for Directors is approved, the Company is scheduled to enter into the same limited liability agreement with Messrs. Koichiro Hiraiwa, Shigeharu Kawahara, Wataru Sueyoshi, Takashi Nakamura, Ryuichi Kitayama, Shinichiro Omori, Makoto Kobayashi, Hideki Kobayakawa, Kazuya Miura and Kiyoshi Kojima, respectively, within the scope of the Articles of Incorporation of the Company.

4. If this proposal is approved, the chairpersons and members of the Committees will be as follows.

[Nominating Committee members]	Koichiro Hiraiwa (Chairman), Wataru Sueyoshi, Takashi Nakamura, Kazuya Miura
[Audit Committee members]	Koichiro Hiraiwa (Chairman), Shigeharu Kawahara, Wataru Sueyoshi, Takashi Nakamura, Kiyoshi Kojima
[Remuneration Committee members]	Wataru Sueyoshi (Chairman), Shigeharu Kawahara, Takashi Nakamura, Seiji Kawabe