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(Securities Code: 8585)

June 6, 2019

To our shareholders:

Orient Corporation

2-1 Kojimachi 5-chome, Chiyoda-ku,
Tokyo
Masaaki Kono,
President and Representative Director

Notice of the 59th Annual General Meeting of Shareholders

You are cordially invited to attend the 59th Annual General Meeting of Shareholders of Orient Corporation (the “Company”), which will be held as indicated below.

If you are unable to attend the Meeting in person, you can exercise your voting rights in writing or by electromagnetic means (via the Internet, etc.). Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights using any of the following methods by the end of business hours at 5:30 p.m. on Monday, June 24, 2019 (JST), the date immediately before the Meeting.

- Exercise of Voting Rights in Writing

Indicate your approval or disapproval on the enclosed voting form and send it to us to arrive by the above deadline.

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

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

- 1. Date and Time:** Tuesday, June 25, 2019, at 10:00 a.m. (JST)
(The reception is scheduled to open at 9:00 a.m.)
- 2. Venue:** Large conference room, 3F, headquarters of the Company
2-1, Kojimachi 5-chome, Chiyoda-ku, Tokyo

- 3. Purpose of the Meeting**

Matters to be reported

1. The Business Report and the Consolidated Financial Statements for the 59th fiscal year (from April 1, 2018 to March 31, 2019), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board
2. The Non-consolidated Financial Statements for the 59th fiscal year (from April 1, 2018 to March 31, 2019)

Matters to be resolved

- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Partial Amendments to the Articles of Incorporation
- Proposal No. 3:** Election of Thirteen Directors
- Proposal No. 4:** Election of Two Audit & Supervisory Board Members
- Proposal No. 5:** Revision of Remuneration Amount for Directors

4. Matters prescribed for convocation

- (1) In the event of duplicate votes by the voting form and by electromagnetic means, the vote submitted by electromagnetic means shall be treated as valid.
 - (2) In the event of more than one vote by electromagnetic means, the most recent vote shall be treated as valid.
 - (3) In case of attending the Meeting by proxy, please have the proxy present a letter of proxy along with the voting form at the reception. The proxy shall be limited to one other shareholder who has the voting right of the Company.
 - (4) Shareholders who will make a diverse exercise of voting rights are requested to notify Mizuho Trust & Banking Co., Ltd., which is the Company's shareholder registry administrator, in writing of their intention and the reason to do so no later than June 21, 2019.
- When you attend the Meeting, you are kindly requested to present the enclosed voting form at the reception.
 - If any changes have been made to items in the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements or Non-consolidated Financial Statements, such changes will be noticed on the following website in Japanese only.

Website: <https://www.orico.co.jp/company/ir/stock/meeting/>

Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Appropriation of Surplus

The Company's basic policy on returning profits to shareholders is to maintain an appropriate level of shareholders' equity capital level and pay stable and continuous dividends by building a solid management base. The Company also considers the redemption of preferred stock as one of its important management challenges.

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

(1) Type of dividend property

Cash

(2) Allotment of dividend property and their aggregate amount

Common stock:	¥2.00 per share
	Total dividends: ¥3,436,754,952
First Series Class I Preferred Stock:	¥28.76 per share
	Total dividends: ¥1,438,000,000

(3) Effective date of dividends of surplus

Wednesday, June 26, 2019

Proposal No. 2: Partial Amendments to the Articles of Incorporation

1. Reasons for Amendments

The Company proposes to make amendments to Article 2 of the current Articles of Incorporation in order to clarify its approach to addressing revisions to laws and regulations.

2. Details of Amendments

The details of amendments are as follows.

(Underlined portions indicate the proposed amendments.)

Current Articles of Incorporation	Proposed Amendments
<p>(Purpose)</p> <p>Article 2 The purpose of the Company shall be to engage in the following businesses:</p> <p>1. (Omitted)</p> <p>(Newly established)</p> <p><u>2.</u> to <u>13.</u> (Omitted)</p> <p><u>14.</u> Sale and purchase, facilitation, and management services involving various rights of membership such as pertain to golf courses, athletic clubs, resorts, etc., and involving <u>prepaid certificates</u>, discount coupons, air tickets, ground and marine transport tickets, concert tickets and other tickets for performances</p> <p><u>15.</u> to <u>39.</u> (Omitted)</p>	<p>(Purpose)</p> <p>Article 2 The purpose of the Company shall be to engage in the following businesses:</p> <p>1. (Unchanged)</p> <p><u>2. Services for concluding contracts handling of credit card numbers, etc.</u></p> <p><u>3.</u> to <u>14.</u> (Unchanged)</p> <p><u>15.</u> Sale and purchase, facilitation, and management services involving various rights of membership such as pertain to golf courses, athletic clubs, resorts, etc., and involving <u>prepaid payment instruments</u>, discount coupons, air tickets, ground and marine transport tickets, concert tickets and other tickets for performances.</p> <p><u>16.</u> to <u>40.</u> (Unchanged)</p>

Proposal No. 3: Election of Thirteen Directors

The terms of office of all the current Directors (thirteen Directors, of which three are Outside Directors) will expire at the conclusion of this meeting. In that regard, based on the report from the Nomination & Remuneration Committee, the Management proposes the election of thirteen Directors once again, with five of whom being Outside Directors. This constitutes an increase of two Outside Directors to better ensure diversity and further strengthen governance.

The candidates for Directors are as follows:

No.	Name	Current positions and responsibilities in the Company
1	Masayuki Saito	Chairman and Director
2	Masaaki Kono	President and Representative Director
3	Yukihiro Miyake	Representative Director and Senior Managing Executive Officer, in charge of Corporate Compliance Group
4	Kosuke Maeda	Representative Director and Senior Managing Executive Officer, in charge of Human Resources & General Affairs Group
5	Hideki Matsuo	Representative Director and Senior Managing Executive Officer, in charge of Credit Collection Group
6	Yoshio Nakabayashi	Director and Managing Executive Officer, in charge of Business Promotion Group
7	Satoshi Itagaki	Director and Managing Executive Officer, in charge of Business Coordination & Administration Group and General Manager of Business Coordination & Administration Department, Business Coordination & Administration Group
8	Chiharu Higuchi	Director and Executive Officer, in deputy charge of Business Promotion Group
9	Naoki Ohgo	Outside Independent Director
10	Shizue Inuzuka	Outside Independent Director
11	Tatsushi Shingu	Outside Director
12	Toshitsugu Okabe	New appointment Outside –
13	Kazumi Nishino	New appointment Outside Independent –

Candidate No.	Name	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	
1	<p data-bbox="421 376 600 432">Masayuki Saito December 2, 1953</p> <p data-bbox="347 488 673 568">Number of the Company's shares owned: Common Shares 25,200</p> <p data-bbox="416 600 604 656">Tenure as Director: 9 years</p> <p data-bbox="328 680 691 761">Attendance at the Board of Directors' meetings: 14/14 (100%)</p>	<p data-bbox="708 262 807 286">Apr. 1976</p> <p data-bbox="708 324 807 349">Mar. 2003</p> <p data-bbox="708 360 807 385">Apr. 2005</p> <p data-bbox="708 423 807 448">Apr. 2005</p> <p data-bbox="708 486 807 510">Jun. 2008</p> <p data-bbox="708 548 807 573">Jun. 2010</p> <p data-bbox="708 584 807 609">Jun. 2010</p> <p data-bbox="708 620 807 645">Jun. 2010</p> <p data-bbox="708 683 807 707">Apr. 2011</p> <p data-bbox="708 804 807 828">Jun. 2011</p> <p data-bbox="708 840 807 864">Jun. 2016</p> <p data-bbox="708 875 807 900">Jun. 2017</p>	<p data-bbox="920 262 1347 318">Joined The Dai-Ichi Kangyo Bank, Limited (currently Mizuho Bank, Ltd.)</p> <p data-bbox="920 329 1310 353">Executive Officer of Mizuho Bank, Ltd.</p> <p data-bbox="920 365 1310 421">Managing Executive Officer of Mizuho Financial Group, Inc.</p> <p data-bbox="920 432 1331 488">Head of Risk Management Group, Human Resources Group, and Compliance Group</p> <p data-bbox="920 499 1370 555">Representative Director and Vice-president of Total Insurance Service Limited</p> <p data-bbox="920 566 1161 591">Advisor of the Company</p> <p data-bbox="920 602 1190 627">Director and Vice President</p> <p data-bbox="920 638 1334 694">In charge of Business Strategy & Planning Group</p> <p data-bbox="920 705 1334 786">In charge of Business Strategy & Planning Group and Operation Supervision Group, Operation Division</p> <p data-bbox="920 797 1291 822">President and Representative Director</p> <p data-bbox="920 833 1294 857">Chairman and Representative Director</p> <p data-bbox="920 869 1321 893">Chairman and Director (current position)</p>
<p data-bbox="328 913 820 938">[Reasons for nomination as candidate for Director]</p> <p data-bbox="328 949 1378 1030">Masayuki Saito assumed the office of Director and Vice President of the Company in 2010, then served as President and Representative Director for five years. He currently provides supervision on material decision-making in management and execution of business properly as Chairman and Director.</p> <p data-bbox="328 1041 1378 1164">He has superior managerial judgment and execution abilities based on his extensive experience and track record as a top executive of the Company. Accordingly, toward the goal of achieving sustainable growth and enhancing corporate value over the medium and long term, the Company expects that he can contribute to realization of proper decision-making and supervision of management by the Board of Directors. Therefore, the Company proposes his re-election as Director.</p>			

Candidate No.	Name	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	
2	<p data-bbox="422 499 596 555">Masaaki Kono February 24, 1957</p> <p data-bbox="347 611 675 689">Number of the Company's shares owned: Common Shares 27,200</p> <p data-bbox="416 745 606 801">Tenure as Director: 3 years</p> <p data-bbox="328 835 691 913">Attendance at the Board of Directors' meetings: 14/14 (100%)</p>	<p data-bbox="707 259 807 282">Apr. 1979</p> <p data-bbox="707 327 807 349">Mar. 2006</p> <p data-bbox="707 394 807 416">Apr. 2008</p> <p data-bbox="707 427 807 450">Apr. 2011</p> <p data-bbox="707 483 807 506">Apr. 2011</p> <p data-bbox="707 551 807 573">Jun. 2011</p> <p data-bbox="707 618 807 640">Apr. 2012</p> <p data-bbox="707 685 807 707">Apr. 2012</p> <p data-bbox="707 752 807 775">Apr. 2012</p> <p data-bbox="707 819 807 842">Apr. 2013</p> <p data-bbox="707 853 807 875">Apr. 2013</p> <p data-bbox="707 931 807 954">Apr. 2013</p> <p data-bbox="707 999 807 1021">Jul. 2013</p> <p data-bbox="707 1066 807 1088">Apr. 2016</p> <p data-bbox="707 1099 807 1122">Jun. 2016</p>	<p data-bbox="909 259 1380 315">Joined The Dai-Ichi Kangyo Bank, Limited (currently Mizuho Bank, Ltd.)</p> <p data-bbox="909 327 1372 383">Executive Officer of Mizuho Corporate Bank, Ltd.</p> <p data-bbox="909 394 1201 416">Managing Executive Officer</p> <p data-bbox="909 427 1310 483">Managing Executive Officer of Mizuho Financial Group, Inc.</p> <p data-bbox="909 495 1334 551">Head of Risk Management Group, Human Resources Group, and Compliance Group</p> <p data-bbox="909 562 1358 618">Managing Director and Managing Executive Officer</p> <p data-bbox="909 629 1372 685">Managing Executive Officer of Mizuho Bank, Ltd.</p> <p data-bbox="909 696 1310 752">Managing Executive Officer of Mizuho Corporate Bank, Ltd.</p> <p data-bbox="909 763 1390 819">Managing Executive Officer of Mizuho Trust & Banking Co., Ltd.</p> <p data-bbox="909 831 1326 853">Director of Mizuho Financial Group, Inc.</p> <p data-bbox="909 864 1382 931">Deputy President and Deputy President-Executive Officer (Representative Director) of Mizuho Bank, Ltd.</p> <p data-bbox="909 943 1398 999">Deputy President & Executive Officer of Mizuho Corporate Bank, Ltd.</p> <p data-bbox="909 1010 1398 1066">Deputy President & Executive Officer of Mizuho Financial Group, Inc.</p> <p data-bbox="909 1077 1166 1099">Advisor of the Company</p> <p data-bbox="909 1111 1374 1155">President and Representative Director (current position)</p>
<p data-bbox="328 1167 820 1189">[Reasons for nomination as candidate for Director]</p> <p data-bbox="328 1200 1390 1279">Masaaki Kono assumed the office of President and Representative Director of the Company in 2016, properly providing supervision on material decision-making in management and execution of business as well as directing business execution overall.</p> <p data-bbox="328 1290 1382 1415">He has superior managerial judgment and execution abilities based on his extensive experience and track record as a top executive of the Company. Accordingly, toward the goal of achieving sustainable growth and enhancing corporate value over the medium and long term, the Company expects that he can contribute to realization of proper decision-making and supervision of management by the Board of Directors. Therefore, the Company proposes his re-election as Director.</p>			

Candidate No.	Name	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	
3	<p data-bbox="411 262 609 322">Yukihiro Miyake October 20, 1957</p> <p data-bbox="347 376 675 459">Number of the Company's shares owned: Common Shares 17,100</p> <p data-bbox="416 488 606 548">Tenure as Director: 7 years</p> <p data-bbox="328 568 692 651">Attendance at the Board of Directors' meetings: 14/14 (100%)</p>	<p data-bbox="708 262 807 286">Apr. 1980</p> <p data-bbox="708 297 807 322">Apr. 2009</p> <p data-bbox="708 333 807 358">Apr. 2011</p> <p data-bbox="708 396 807 421">Jun. 2012</p> <p data-bbox="708 432 807 456">Jun. 2012</p> <p data-bbox="708 468 807 492">Jun. 2012</p> <p data-bbox="708 504 807 528">Apr. 2017</p> <p data-bbox="708 539 807 564">Apr. 2017</p> <p data-bbox="708 602 807 627">Jun. 2017</p>	<p data-bbox="919 262 1209 286">Joined ITOCHU Corporation</p> <p data-bbox="919 297 1098 322">Executive Officer</p> <p data-bbox="919 333 1321 394">Deputy General Manager of Global Risk Management Division</p> <p data-bbox="919 396 1161 421">Advisor of the Company</p> <p data-bbox="919 432 1329 456">Director and Managing Executive Officer</p> <p data-bbox="919 468 1337 492">In charge of Business Development Group</p> <p data-bbox="919 504 1385 528">Director and Senior Managing Executive Officer</p> <p data-bbox="919 539 1337 600">In charge of Corporate Compliance Group (current position)</p> <p data-bbox="919 602 1369 663">Representative Director and Senior Managing Executive Officer (current position)</p>
<p data-bbox="328 667 820 692">[Reasons for nomination as candidate for Director]</p> <p data-bbox="328 703 1402 808">Yukihiro Miyake assumed the office of Director and Managing Executive Officer of the Company in 2012, and after being the executive responsible for the business development division, at present he administers the corporate compliance division while providing proper supervision of material decision-making in management and execution of business as Representative Director and Senior Managing Executive Officer.</p> <p data-bbox="328 819 1374 949">He has superior managerial judgment and execution abilities based on his extensive experience and track record as Director and a person responsible for business execution of the Company. Accordingly, toward the goal of achieving sustainable growth and enhancing corporate value over the medium and long term, the Company expects that he can contribute to realization of proper decision-making and supervision of management by the Board of Directors. Therefore, the Company proposes his re-election as Director.</p>			

Candidate No.	Name	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	
4	<p data-bbox="424 297 600 353">Kosuke Maeda June 20, 1959</p> <p data-bbox="347 412 675 490">Number of the Company's shares owned: Common Shares 17,400</p> <p data-bbox="416 524 606 580">Tenure as Director: 6 years</p> <p data-bbox="328 607 692 685">Attendance at the Board of Directors' meetings: 14/14 (100%)</p>	<p data-bbox="708 262 807 284">Apr. 1982</p> <p data-bbox="708 297 807 320">Jun. 2010</p> <p data-bbox="708 333 807 356">Jun. 2011</p> <p data-bbox="708 396 807 418">Jun. 2012</p> <p data-bbox="708 432 807 454">Jun. 2012</p> <p data-bbox="708 495 807 517">Apr. 2013</p> <p data-bbox="708 530 807 553">Jun. 2013</p> <p data-bbox="708 566 807 589">Apr. 2017</p> <p data-bbox="708 602 807 624">Jun. 2017</p> <p data-bbox="708 665 807 687">Apr. 2019</p>	<p data-bbox="919 262 1123 284">Joined the Company</p> <p data-bbox="919 297 1094 320">Executive Officer</p> <p data-bbox="919 333 1310 389">General Manager of Business Planning Department, Business Promotion Group</p> <p data-bbox="919 396 1198 418">Managing Executive Officer</p> <p data-bbox="919 432 1342 488">General Manager of Business Coordination Department</p> <p data-bbox="919 495 1214 517">In charge of IT System Group</p> <p data-bbox="919 530 1326 553">Director and Managing Executive Officer</p> <p data-bbox="919 566 1398 589">Director and Senior Managing Executive Officer</p> <p data-bbox="919 602 1366 658">Representative Director and Senior Managing Executive Officer (current position)</p> <p data-bbox="919 665 1326 721">In charge of Human Resources & General Affairs Group (current position)</p>
<p data-bbox="328 736 820 759">[Reasons for nomination as candidate for Director]</p> <p data-bbox="328 772 1398 873">Kosuke Maeda has been engaged in the business planning division, the operating supervision division, etc. since he joined the Company, and at present he administers the human resources & general affairs division while providing proper supervision of material decision-making in management and execution of business as a Representative Director and Senior Managing Executive Officer.</p> <p data-bbox="328 887 1374 1014">He has superior managerial judgment and execution abilities based on his extensive experience and track record as Director and a person responsible for business execution of the Company. Accordingly, toward the goal of achieving sustainable growth and enhancing corporate value over the medium and long term, the Company expects that he can contribute to realization of proper decision-making and supervision of management by the Board of Directors. Therefore, the Company proposes his re-election as Director.</p>			

Candidate No.	Name	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	
5	<p data-bbox="427 264 596 322">Hideki Matsuo February 5, 1960</p> <p data-bbox="347 376 675 456">Number of the Company's shares owned: Common Shares 45,200</p> <p data-bbox="416 488 606 546">Tenure as Director: 5 years</p> <p data-bbox="331 568 692 649">Attendance at the Board of Directors' meetings: 14/14 (100%)</p>	<p data-bbox="708 264 807 286">Apr. 1982</p> <p data-bbox="708 297 807 320">Jun. 2010</p> <p data-bbox="708 331 807 353">Jun. 2011</p> <p data-bbox="708 398 807 421">Jun. 2012</p> <p data-bbox="708 432 807 454">Jun. 2014</p> <p data-bbox="708 465 807 488">Jun. 2015</p> <p data-bbox="708 499 807 521">Apr. 2017</p> <p data-bbox="708 533 807 555">Jun. 2017</p> <p data-bbox="708 600 807 622">Jun. 2018</p>	<p data-bbox="919 264 1123 286">Joined the Company</p> <p data-bbox="919 297 1098 320">Executive Officer</p> <p data-bbox="919 331 1342 389">In charge of Customer Business Promotion Group</p> <p data-bbox="919 398 1201 421">Managing Executive Officer</p> <p data-bbox="919 432 1329 454">Director and Managing Executive Officer</p> <p data-bbox="919 465 1401 488">In charge of Credit Card & Retail Finance Group</p> <p data-bbox="919 499 1401 521">Director and Senior Managing Executive Officer</p> <p data-bbox="919 533 1369 591">Representative Director and Senior Managing Executive Officer (current position)</p> <p data-bbox="919 600 1369 658">In charge of Credit Collection Group (current position)</p>
<p data-bbox="328 667 820 689">[Reasons for nomination as candidate for Director]</p> <p data-bbox="328 701 1358 813">Hideki Matsuo has been engaged in the business coordination & administration division, credit card and financing division, etc. since he joined the Company, and at present he administers the credit collection division while providing proper supervision of material decision-making in management and execution of business as Representative Director and Senior Managing Executive Officer.</p> <p data-bbox="328 813 1374 945">He has superior managerial judgment and execution abilities based on his extensive experience and track record as Director and a person responsible for business execution of the Company. Accordingly, toward the goal of achieving sustainable growth and enhancing corporate value over the medium and long term, the Company expects that he can contribute to realization of proper decision-making and supervision of management by the Board of Directors. Therefore, the Company proposes his re-election as Director.</p>			

Candidate No.	Name	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	
6	<p data-bbox="395 286 628 347">Yoshio Nakabayashi September 27, 1960</p> <p data-bbox="347 405 676 488">Number of the Company's shares owned: Common Shares 61,700</p> <p data-bbox="416 517 608 577">Tenure as Director: 3 years</p> <p data-bbox="331 600 692 683">Attendance at the Board of Directors' meetings: 14/14 (100%)</p>	<p data-bbox="707 262 807 286">Apr. 1984</p> <p data-bbox="707 297 807 322">Jun. 2012</p> <p data-bbox="707 333 807 358">Apr. 2013</p> <p data-bbox="707 369 807 394">Apr. 2013</p> <p data-bbox="707 490 807 515">Apr. 2016</p> <p data-bbox="707 526 807 551">Jun. 2016</p> <p data-bbox="707 591 807 616">Apr. 2017</p> <p data-bbox="707 649 807 674">Apr. 2019</p>	<p data-bbox="919 262 1123 286">Joined the Company</p> <p data-bbox="919 297 1098 322">Executive Officer</p> <p data-bbox="919 333 1200 358">Managing Executive Officer</p> <p data-bbox="919 369 1331 479">In charge of Business Promotion Group and General Manager of Sales Administration Department, Business Promotion Group</p> <p data-bbox="919 490 1310 515">In charge of Business Promotion Group</p> <p data-bbox="919 526 1331 586">Director and Managing Executive Officer (current position)</p> <p data-bbox="919 591 1353 651">In charge of Business Promotion Group and Business Development Group</p> <p data-bbox="919 649 1394 710">In charge of Business Promotion Group (current position)</p>
<p data-bbox="328 719 820 743">[Reasons for nomination as candidate for Director]</p> <p data-bbox="328 754 1398 864">Yoshio Nakabayashi has been engaged in the sales departments over many years since he joined the Company, and at present he administers installment credit business and settlement and guarantee businesses while providing proper supervision of material decision-making in management and execution of business as Director and Managing Executive Officer.</p> <p data-bbox="328 866 1374 996">He has superior managerial judgment and execution abilities based on his extensive experience and track record as Director and a person responsible for business execution of the Company. Accordingly, toward the goal of achieving sustainable growth and enhancing corporate value over the medium and long term, the Company expects that he can contribute to realization of proper decision-making and supervision of management by the Board of Directors. Therefore, the Company proposes his re-election as Director.</p>			

Candidate No.	Name	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	
7	<p style="text-align: center;">Satoshi Itagaki November 18, 1962</p> <p style="text-align: center;">Number of the Company's shares owned: Common Shares 3,900</p> <p style="text-align: center;">Tenure as Director: 1 year</p> <p style="text-align: center;">Attendance at the Board of Directors' meetings: 11/11 (100%)</p>	<p>Apr. 1985</p> <p>Jun. 2014</p> <p>Apr. 2016</p> <p>Jun. 2016</p> <p>Apr. 2017</p> <p>Jun. 2018</p> <p>Apr. 2019</p>	<p>Joined the Company</p> <p>Executive Officer</p> <p>In deputy charge of Business Promotion Group, and General Manager of Sales Administration Department, Business Promotion Group</p> <p>Managing Executive Officer</p> <p>In charge of Human Resources & General Affairs Group</p> <p>Director and Managing Executive Officer (current position)</p> <p>In charge of Business Coordination & Administration Group, and General Manager of Business Coordination & Administration Department, Business Coordination & Administration Group (current position)</p>
<p>[Reasons for nomination as candidate for Director]</p> <p>Since Satoshi Itagaki joined the Company, he has been engaged for many years in work such as branch management and planning in the sales departments. At present, he administers the business coordination & administrative division overall while providing proper supervision of material decision-making in management and execution of business as Director and Managing Executive Officer.</p> <p>He has superior managerial judgment and execution abilities based on his extensive experience and track record as Director and a person responsible for business execution of the Company. Accordingly, toward the goal of achieving sustainable growth and enhancing corporate value over the medium and long term, the Company expects that he can contribute to realization of proper decision-making and supervision of management by the Board of Directors. Therefore, the Company proposes his re-election as Director.</p>			

Candidate No.	Name	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	
8	<p style="text-align: center;">Chiharu Higuchi February 22, 1962</p> <p>Number of the Company's shares owned: Common Shares 7,100</p> <p>Tenure as Director: 2 years</p> <p>Attendance at the Board of Directors' meetings: 14/14 (100%)</p>	<p>Apr. 1984</p> <p>Apr. 2006</p> <p>Jul. 2007</p> <p>Apr. 2010</p> <p>Jun. 2017</p> <p>Jun. 2017</p> <p>Jun. 2017</p> <p>Apr. 2018</p> <p>Apr. 2019</p>	<p>Joined ITOCHU Corporation</p> <p>General Manager of Financial Services Business Department</p> <p>General Manager of Alliance Promotion Department 2, Business Development Group and General Manager of Itochu Alliance Department, Business Strategy & Planning Group of the Company</p> <p>General Manager of Financial Services Business Department and General Manager of Orico Business Integrated Department of ITOCHU Corporation</p> <p>Advisor of the Company</p> <p>Director and Executive Officer (current position)</p> <p>In deputy charge of Business Development Group and in charge of Overseas Business Department, Business Strategy & Planning Group</p> <p>In deputy charge of Business Development Group</p> <p>In deputy charge of Business Promotion Group (current position)</p>
<p>[Reasons for nomination as candidate for Director]</p> <p>Chiharu Higuchi assumed the office of Director and Executive Officer of the Company in 2017, properly providing supervision of material decision-making in management and execution of business, and presently assisting with administration of installment credit business and settlement and guarantee businesses. He has superior managerial judgment and business execution abilities based on his extensive experience and track record in the major trading firm, as well as has business experience in the Company. Accordingly, toward the goal of achieving sustainable growth and enhancing corporate value over the medium and long term, the Company expects that he can contribute to realization of proper decision-making and supervision of management by the Board of Directors. Therefore, the Company proposes his re-election as Director.</p>			

Candidate No.	Name	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company
9	<p style="text-align: center;"> Outside Independent Naoki Ohgo April 27, 1962 Number of the Company's shares owned: Common Shares 2,000 Tenure as Director: 5 years Attendance at the Board of Directors' meetings: 14/14 (100%) </p>	<p>Apr. 1985 Joined McKinsey & Company</p> <p>Jul. 1999 Partner</p> <p>Jul. 2005 Executive Officer of GE Consumer Finance Co., Ltd. (currently Shinsei Financial Co., Ltd.)</p> <p>Aug. 2008 Representative Director of Root F Co., Ltd. (current position)</p> <p>May 2009 Special Consultant to Osaka Prefectural Government</p> <p>Jan. 2012 Special Consultant to Osaka City Government and Osaka Prefectural Government</p> <p>Apr. 2013 Part-time Lecturer at Doshisha University (current position)</p> <p>Jun. 2014 Director of the Company (current position)</p> <p>Apr. 2016 Special Consultant to Hiroshima Prefectural Government (current position)</p> <p>Jun. 2017 Outside Director of T&D Holdings, Inc. (current position)</p> <p>Nov. 2017 Representative Director of Rootf Datum, Inc. (current position)</p> <p>[Significant concurrent positions outside the Company]</p> <p>Representative Director of Root F Co., Ltd. Representative Director of Rootf Datum, Inc. Outside Director of T&D Holdings, Inc.</p>
<p>[Reasons for nomination as candidate for Outside Director]</p> <p>Naoki Ohgo worked for McKinsey & Company for 20 years including six years as a partner, and then after being an executive officer of a foreign financial firm, he established Root F Co., Ltd. and has served as Representative Director to date. Since he assumed the office of Outside Director of the Company in 2014, he has provided proper supervision of the management of the Company. He has superior managerial judgment abilities based on his long-term experience as a consultant and extensive knowledge relating to finance and marketing fields. Accordingly, toward the goal of achieving sustainable growth and enhancing corporate value over the medium and long term, the Company expects that he can contribute to realization of proper decision-making and supervision of management by the Board of Directors from an independent and fair standpoint. Therefore, the Company proposes his re-election as Outside Director.</p> <p>[Matters concerning the independence]</p> <p>Mr. Ohgo meets the independence criteria for Outside Directors determined by the Company. The Company has notified the Tokyo Stock Exchange of Mr. Ohgo as its independent officer pursuant to the regulations of the Tokyo Stock Exchange. Upon approval of his appointment at this meeting, the Company will notify the Tokyo Stock Exchange of him as independent officer again.</p> <p>[Limited liability agreement]</p> <p>Pursuant to Article 427, paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Ohgo to limit his liability for damages under Article 423, paragraph 1 of the Companies Act to the minimum liability amount provided for by Article 425, paragraph 1 of the same Act. Upon approval of his election, the Company will renew the said agreement with him.</p>		

Candidate No.	Name	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	
	<p style="text-align: center;"> Outside Independent Shizue Inuzuka May 8, 1944 Number of the Company's shares owned: Common Shares 3,100 Tenure as Director: 3 years Attendance at the Board of Directors' meetings: 14/14 (100%) </p>	<p>Apr. 1967 Jun. 1995 Jun. 1998 Jun. 2002 Jun. 2002 Apr. 2003 Jun. 2003 Jun. 2004 Nov. 2008 Jun. 2009 Jun. 2016</p>	<p>Joined The Shibusawa Warehouse Co., Ltd. General Manager of Human Resources Department Director Managing Director General Manager of Human Resources Department, Administration Division Deputy General Manager of Administration Division General Manager of Administration Division President and Representative Director Councilor of Shibusawa Eiichi Memorial Foundation (current position) Chairman of the Board and Representative Director of The Shibusawa Warehouse Co., Ltd. Director of the Company (current position)</p>
10	<p>[Reasons for nomination as candidate for Outside Director]</p> <p>Shizue Inuzuka held positions in human resources and administration divisions at The Shibusawa Warehouse Co., Ltd., and then served as President as well as Chairman of the Board and Representative Director for a total of nine years. Since he assumed the office of the Outside Director of the Company in 2016, he has provided proper supervision of management.</p> <p>He has superior managerial judgment abilities based on his long-term experience as a top executive of a listed company with a long tradition. Accordingly, toward the goal of achieving sustainable growth and enhancing corporate value over the medium and long term, the Company expects that he can contribute to realization of proper decision-making and supervision of management by the Board of Directors from an independent and fair standpoint. Therefore, the Company proposes his re-election as Outside Director.</p> <p>[Matters concerning the independence]</p> <p>Mr. Inuzuka meets the independence criteria for Outside Directors determined by the Company. The Company has notified the Tokyo Stock Exchange of Mr. Inuzuka as its independent officer pursuant to the regulations of the Tokyo Stock Exchange. Upon approval of his appointment at this meeting, the Company will notify the Tokyo Stock Exchange of him as independent officer again.</p> <p>[Limited liability agreement]</p> <p>Pursuant to Article 427, paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Inuzuka to limit his liability for damages under Article 423, paragraph 1 of the Companies Act to the minimum liability amount provided for by Article 425, paragraph 1 of the same Act. Upon approval of his election, the Company will renew the said agreement with him.</p>		

Candidate No.	Name	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	
11	<p style="text-align: center;"><u>Outside</u></p> <p style="text-align: center;">Tatsushi Shingu July 9, 1964</p> <p style="text-align: center;">Number of the Company's shares owned: 0</p> <p style="text-align: center;">Tenure as Director: 1 year</p> <p style="text-align: center;">Attendance at the Board of Directors' meetings: 8/11 (72%)</p>	<p>Apr. 1987</p> <p>May 2008</p> <p>Apr. 2012</p> <p>Apr. 2015</p> <p>Apr. 2016</p> <p>Jul. 2016</p> <p>Apr. 2017</p> <p>Apr. 2017</p> <p>Apr. 2018</p> <p>Jun. 2018</p>	<p>Joined ITOCHU Corporation</p> <p>General Manager of Mobile & Wireless Department</p> <p>Deputy Chief Operating Officer of ICT, Insurance & Logistics Division, and General Manager of Communication & Mobile Business Department</p> <p>Deputy Chief Operating Officer of ICT Division, and Planning & Administration Department, ICT, General Products & Realty Company, and CP & CITIC Business Development Department</p> <p>CAO (assigned to New York); and General Manager of Corporate Planning Department, ITOCHU International Inc., and President & CEO of ITOCHU Canada Ltd.</p> <p>CAO (assigned to New York); General Manager of Corporate Planning Department; and General Manager of Human Resources & General Affairs Division, ITOCHU International Inc., and President & CEO of ITOCHU Canada Ltd.</p> <p>Executive Officer of ITOCHU Corporation (current position)</p> <p>Chief Operating Officer of ICT Division</p> <p>President of ICT & Financial Business Company (current position)</p> <p>Director of the Company (current position)</p>
<p>[Reasons for nomination as candidate for Outside Director]</p> <p>Tatsushi Shingu has belonged for many years to the ICT Division at ITOCHU Corporation, which is one of the major shareholders as well as an important partner in business strategy of the Company. At present, he serves as a person responsible for business execution of the ICT & Financial Business Company. Since he assumed the office of the Outside Director of the Company in 2018, he has provided proper supervision of management.</p> <p>He has superior managerial judgment abilities based on his extensive experience in the major trading firm. Accordingly, toward the goal of achieving sustainable growth and enhancing corporate value over the medium and long term, the Company expects that he can contribute to realization of proper decision-making and supervision of management by the Board of Directors from a wide-ranging standpoint. Therefore, the Company proposes his re-election as Outside Director.</p> <p>Further, ITOCHU Corporation is a major shareholder of the Company.</p> <p>[Limited liability agreement]</p> <p>Pursuant to Article 427, paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Shingu to limit his liability for damages under Article 423, paragraph 1 of the Companies Act to the minimum liability amount provided for by Article 425, paragraph 1 of the same Act. Upon approval of his election, the Company will renew the said agreement with him.</p>			

Candidate No.	Name	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	
12	<div style="border: 1px solid black; display: inline-block; padding: 2px;">New appointment</div> <div style="border: 1px solid black; display: inline-block; padding: 2px;">Outside</div> Toshitsugu Okabe May 2, 1956 Number of the Company's shares owned: 0	Apr. 1980 Apr. 2008 Apr. 2009 Apr. 2012 Apr. 2013 Apr. 2013 Apr. 2013 Jun. 2013 Jul. 2013 Nov. 2013 Nov. 2013 Jun. 2014 Apr. 2016 Apr. 2019	Joined The Fuji Bank, Limited (currently Mizuho Bank, Ltd.) Executive Officer of Mizuho Financial Group, Inc. Managing Executive Officer of Mizuho Bank, Ltd. Head of Retail Banking Unit Deputy President & Executive Officer of Mizuho Financial Group, Inc. Deputy President of Mizuho Bank, Ltd. Deputy President & Executive Officer of Mizuho Corporate Bank, Ltd. Deputy President of Mizuho Financial Group, Inc. Deputy President of Mizuho Bank, Ltd. Managing Executive Officer of Mizuho Trust & Banking Co., Ltd. Managing Executive Officer of Mizuho Securities Co., Ltd. Deputy President & Executive Officer of Mizuho Financial Group, Inc. Head of Retail & Business Banking Company Deputy Chairman & Executive Officer (current position)
<p>[Reasons for nomination as candidate for Outside Director]</p> <p>Toshitsugu Okabe has long administered the retail division. etc. at the Mizuho Group (encompassing Mizuho Bank, Ltd., which is the largest shareholder), which is the largest shareholder as well as an important partner in business strategy of the Company, and currently serves as Deputy Chairman & Executive Officer of Mizuho Financial Group, Inc. He has superior managerial judgment abilities based on his various insights and extensive corporate management experience. Accordingly, toward the goal of achieving sustainable growth and enhancing corporate value over the medium and long term, the Company expects that he can contribute to realization of proper decision-making and supervision of management by the Board of Directors from a wide-ranging standpoint. Therefore, the Company proposes his election as new Outside Director.</p> <p>Further, Mizuho Financial Group, Inc. is a wholly-owning parent company of Mizuho Bank, Ltd., which is the largest shareholder of the Company.</p> <p>[Limited liability agreement]</p> <p>If Mr. Okabe is elected, the Company will, pursuant to Article 427, paragraph 1 of the Companies Act, enter into an agreement with him that limits his liability under Article 423, paragraph 1 of the Act to the minimum liability amount provided for in Article 425, paragraph 1 of the Act.</p>			

Candidate No.	Name	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	
13	<p style="text-align: center;">New appointment</p> <p style="text-align: center;">Outside</p> <p style="text-align: center;">Independent</p> <p style="text-align: center;">Kazumi Nishino June 9, 1968</p> <p style="text-align: center;">Number of the Company's shares owned: 0</p>	<p>Apr. 1992</p> <p>Apr. 2001</p> <p>Apr. 2002</p> <p>Apr. 2004</p> <p>Apr. 2006</p> <p>Apr. 2017</p> <p>Apr. 2018</p> <p>Apr. 2019</p>	<p>Joined Fuji Photo Film Co., Ltd.</p> <p>Assistant (Special Research Student) of Graduate School of Commerce and Management of Hitotsubashi University</p> <p>Full-time lecturer of Department of Management, School of Management of Tokyo University of Science</p> <p>Full-time lecturer of Department of Management, School of Management and Full-time lecturer of Department of Management of Science and Technology, Graduate School of Management of Science and Technology</p> <p>Associate Professor of Department of Management of Science and Technology, Graduate School of Management of Science and Technology (currently Department of Management of Technology, Graduate School of Innovation Studies)</p> <p>Associate Professor of Graduate School of Commerce and Management of Hitotsubashi University</p> <p>Associate Professor of Graduate School of Business Administration, Head of Health Center (current position) and Head of Carrier Support Office, Student Support Center</p> <p>Associate Professor of Graduate School of Business Administration (current position), Assistant Vice President for Student Affairs (current position) and Head of Office for Students with Disabilities, Student Support Center (current position)</p>
<p>[Reasons for nomination as candidate for Outside Director]</p> <p>Kazumi Nishino has been engaged in business education and research focusing on theories of management strategy and technology management over many years. She has carried out numerous investigative studies based on extensive case analysis, particularly in relation to new business creation, innovation and other such fields. She has considerable insight relating to corporate management due to such experience and her track record. Accordingly, toward the goal of achieving sustainable growth and enhancing corporate value over the medium and long term, the Company expects that she can contribute to realization of proper decision-making and supervision of management by the Board of Directors from an independent and fair standpoint. Therefore, the Company proposes her election as new Outside Director.</p> <p>[Matters concerning the independence]</p> <p>Ms. Nishino meets the independence criteria for Outside Directors determined by the Company. Upon approval of her appointment at this meeting, the Company will notify the Tokyo Stock Exchange of her as its independent officer pursuant to the regulations of the Tokyo Stock Exchange.</p> <p>[Limited liability agreement]</p> <p>If Ms. Nishino is elected, the Company will, pursuant to Article 427, paragraph 1 of the Companies Act, enter into an agreement with her that limits her liability under Article 423, paragraph 1 of the Act to the minimum liability amount provided for in Article 425, paragraph 1 of the Act.</p>			

Note: No special interest exists between any of the above candidates for Directors and the Company.

Proposal No. 4: Election of Two Audit & Supervisory Board Members

The terms of office of Audit & Supervisory Board Member Hiroshi Kiyama will expire at the closing of this meeting. In addition, Audit & Supervisory Board Member Koji Takata will resign from the position at the closing of this meeting. In that regard, the Company proposes the election of two Audit & Supervisory Board Members.

Because candidate for Audit & Supervisory Board Member Yoshimasa Ozawa is to be elected as a substitute for Audit & Supervisory Board Member Koji Takata pursuant to Article 33, paragraph 2 of the Company's Articles of Incorporation, his term of office is to continue until the date on which Audit & Supervisory Board Member Koji Takata's term of office is set to expire.

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

The candidates for Audit & Supervisory Board Members are as follows:

Candidate No.	Name	Career summary, position in the Company, and significant concurrent positions outside the Company
1	<p style="text-align: center;">New appointment</p> <p style="text-align: center;">Yuji Fukasawa July 23, 1957</p> <p style="text-align: center;">Number of the Company's shares owned: Common Shares 5,200</p>	<p>Apr. 1980 Joined The Industrial Bank of Japan, Limited (currently Mizuho Bank, Ltd.)</p> <p>Apr. 2005 General Manager of Hiroshima Corporate Banking Division of Mizuho Corporate Bank, Ltd.</p> <p>Apr. 2007 Executive Officer and General Manager of Corporate Banking Unit</p> <p>Apr. 2007 Advisor of the Company</p> <p>Jun. 2007 Managing Executive Officer (current position)</p> <p>Jun. 2007 In charge of Customer Business Promotion Group, Sales Division</p> <p>Jun. 2010 In charge of Corporate Compliance Group and General Affairs Group</p> <p>May 2014 In charge of Member Merchants Administration Group</p> <p>Jun. 2016 In charge of Member Merchants Administration Group and General Affairs Group</p> <p>Apr. 2017 In charge of Risk Management Group (current position)</p>
<p>[Reasons for nomination as candidate for Audit & Supervisory Board Member]</p> <p>Yuji Fukasawa assumed the office of Managing Executive Officer of the Company in 2007, and has since administered various divisions such as credit card and financing, compliance, affiliate store management, and risk management. He has various insights and extensive experience in megabanks and the Company. Accordingly, the Company expects that he will be able to fairly judge the legality of business execution of Directors and adequacy of accounting audits from an objective viewpoint, as well as contribute to ensuring sound management of the Company by giving useful advice. Therefore, the Company proposes his election as new Audit & Supervisory Board Member.</p>		

Candidate No.	Name	Career summary, position in the Company, and significant concurrent positions outside the Company
2	<p style="text-align: center;">New appointment</p> <p style="text-align: center;">Outside</p> <p style="text-align: center;">Yoshimasa Ozawa March 15, 1958</p> <p style="text-align: center;">Number of the Company's shares owned: 0</p>	<p>Apr. 1981 Joined ITOCHU Corporation</p> <p>Oct. 2001 General Manager of Finance, Accounting & General Affairs Department, U.A.E. Branch (assigned to Dubai)</p> <p>Apr. 2002 General Manager of Finance & Accounting Department and Assistant to CEO, ITOCHU Middle East Headquarters of ITOCHU MIDDLE EAST FZE (assigned to Dubai)</p> <p>Jun. 2003 General Manager of Finance, Accounting & General Affairs Department, Kuala Lumpur Branch of ITOCHU Corporation (assigned to Kuala Lumpur)</p> <p>Oct. 2008 Manager of Finance, Accounting & General Affairs Section and Compliance Officer, Chugoku Branch</p> <p>Jun. 2010 General Manager of Corporate Management & Control Division and Compliance Officer of ITOCHU Korea Ltd. (assigned to Seoul)</p> <p>Jan. 2012 Vice President and General Manager of Corporate Management & Control Division (assigned to Seoul)</p> <p>Jun. 2015 ICT Division, ICT, General Products & Realty Company of ITOCHU Corporation</p> <p>Jun. 2015 Full-time Corporate Auditor of Excite Japan Co., Ltd.</p> <p>Apr. 2019 Corporate Auditor (current position)</p>
<p>[Reasons for nomination as candidate for Outside Audit & Supervisory Board Member]</p> <p>Yoshimasa Ozawa has been involved in finance and accounting and has held key positions in compliance sections at overseas subsidiaries as well as domestic and overseas offices and branches, at ITOCHU Corporation, which is one of the major shareholders as well as an important partner in business strategy of the Company. He has various insights and extensive experience in the major trading firm. Accordingly, the Company expects that he will be able to fairly judge the legality of business execution of Directors and adequacy of accounting audits from an objective viewpoint, as well as contribute to ensuring sound management of the Company by giving useful advice. Therefore, the Company proposes his election as new Outside Audit & Supervisory Board Member.</p> <p>Further, ITOCHU Corporation is a major shareholder of the Company.</p> <p>[Limited liability agreement]</p> <p>If Mr. Ozawa is elected, the Company will, pursuant to Article 427, paragraph 1 of the Companies Act, enter into an agreement with him that limits his liability under Article 423, paragraph 1 of the Act to the minimum liability amount provided for in Article 425, paragraph 1 of the Act.</p>		

Note: No special interest exists between any of the above candidates for Audit & Supervisory Board Members and the Company.

(Reference)

Policies of the Board of Directors in nominating candidates for Directors and Audit & Supervisory Board Members:

1. The Company's basic policy is that the Company's Board of Directors is composed of Directors, including Outside Directors, each of whom have diverse knowledge and experience, and should be constituted in a manner to achieve both such diversity and an appropriate size.
2. In nominating candidates for Directors, the Company believes that it is essential for an internal Director to have a high degree of specialist knowledge related to the Company's businesses, and superior managerial judgment and execution abilities, while an Outside Director to have extensive corporate management experiences; specialized expertise in areas including retail finance, economy, management, law and accounting; or deep knowledge into the circumstances surrounding corporate management. Taking these policies and requirements into consideration, candidates are determined through deliberation of the Board of Directors based on proposals submitted by President.
3. In nominating candidates for Audit & Supervisory Board members, the Company believes that they are required to have knowledge, experience and insight necessary to make judgments on compliance with applicable rules and legality of the execution of business by Directors and adequacy of accounting audits. Candidates are determined through deliberation of the Board of Directors based on proposals submitted by President and approved by the Audit & Supervisory Board.
4. The decision on the nomination of candidates for Directors and candidates for Audit & Supervisory Board members is made based on the consultation with and recommendations from the Nomination and Remuneration Committee, which mainly consists of Independent Outside Directors.

Independence Criteria for Outside Directors of the Company:

The Company requires that, in judging that an Outside Director is independent, the Outside Director shall not fall under any of the following currently or recently (i.e., at the time when the decision was made on the proposal to be submitted to a general meeting of shareholders for the nomination of the candidate).

1. A person who is an executive director, executive officer (*shikkoyaku* or *shikkoyakuin*), manager or other employee of the Company's parent or sister company (hereinafter referred to as "Executive Person") or who is a director of the Company's parent company who is not an Executive Person.
2. An Executive Person of a business partner of the Company or the Company's subsidiary (hereinafter referred to as the "Group"), of which annual amount of transaction in the preceding fiscal year is more than 2% of the Company's consolidated revenue (Note) or the said partner's consolidated revenue.
(Note) Consolidated revenue: Consolidated operating revenues in the case of the Company
3. An Executive Person of a financial institution with which the Group has the outstanding balance of borrowings exceeding 2% of the consolidated total assets of the Company or those of the said financial institution as of the end of the preceding financial year.
4. A shareholder holding 10% of shares or more in voting rights under his/her/its own name or in other's name as of the end of the preceding financial year (if the said shareholder is an organization such as corporation and association, an Executive Person or other person equivalent thereto of such shareholder).
5. A consultant, an accounting expert or a legal professional who receives ¥10 million or more per year in the average of the last three financial years in cash or other forms except an officer's remuneration from the Group (if the said person is an organization such as corporation and association, a person who belongs to such organization).
6. A person who receives donations, etc. from the Group exceeding ¥10 million per year or 30% of the average annual total expenses of the person in the average of the last three financial years, whichever is higher (if the said person is an organization such as corporation and association, a person who belongs to such organization).
7. Any other person who the Company considers is likely to constantly have substantial conflict of interest with general shareholders of the Company due to any reasons other than those specified in items 1 through 6 above.
8. A close relative (relative within the second degree of kinship) of a person who falls under either (i) or (ii) below (excluding employees who are insignificant).
 - (i) A person who falls under any of 1 through 7 above
 - (ii) The Group's Executive Person or director who is not an Executive Person

Proposal No. 5: Revision of Remuneration Amount for Directors

Regarding the remuneration amount for Directors of the Company, the annual amount of up to 480 million yen (including the amount up to 40 million yen for Outside Directors) was approved at the 56th Annual General Meeting of Shareholders held on June 28, 2016.

The Company has decided to bring in two additional Outside Directors to better ensure diversity and further strengthen governance, as stated in Proposal No. 3.

Accordingly, the Company proposes to keep the total annual amount of up to 480 million yen unchanged, while revising the portion of that amount for Outside Directors to an annual amount of up to 60 million yen, subject to approval of Proposal No. 3 as originally proposed.

The Company has currently thirteen Directors (including three Outside Directors) and will have thirteen Directors (including five Outside Directors) if Proposal No. 3 is approved as originally proposed.