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Securities identification code: 8425

June 3, 2021

To our shareholders:

Shusaku Tsuhara
President & CEO

Mizuho Leasing Company, Limited
2-6 Toranomom 1-chome, Minato-ku, Tokyo 105-0001

NOTICE OF THE 52ND ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially notified of the 52nd Ordinary General Meeting of Shareholders of Mizuho Leasing Company, Limited (the “Company”), which will be held as described below.

In view of the spread of the novel coronavirus (COVID-19), we sincerely request all shareholders to refrain from attending in person on the day of this meeting and instead exercise your voting rights in advance in writing or via the Internet, etc. to ensure the health and safety of all shareholders.

Please review the attached Reference Documents for the General Meeting of Shareholders (Pages 36-48) before exercising your voting rights.

[Exercising voting rights in writing]

Please indicate your approval or disapproval of the proposals on the enclosed voting form, and return it by postal mail to reach us no later than 5:20 p.m. on Wednesday, June 23, 2021 (Japan Standard Time).

[Exercising voting rights via the Internet]

Please refer to the attached Instructions on Exercising Voting Rights via the Internet (Pages 49-50), and indicate your approval or disapproval of the proposals via a smartphone or on the designated website (<https://soukai.mizuho-tb.co.jp/>) no later than 5:20 p.m. on Wednesday, June 23, 2021 (Japan Standard Time).

If you exercise your voting rights both in writing and via the Internet, voting rights exercised via the Internet shall be treated as valid.

The state of affairs on the day of the Ordinary General Meeting of Shareholders is scheduled to be available for viewing as a video published on the Company’s website.

A Notice of the Ordinary General Meeting of Shareholders is also available on a smartphone!
You can also view the Notice of the Ordinary General Meeting of Shareholders on a PC and smartphone.
<https://p.sokai.jp/8425/>

**Please kindly note that souvenirs for shareholders attending the meeting will not be offered.
Thank you for your understanding.**

Meeting Details

1. **Date and Time:** Thursday, June 24, 2021 at 10:00 a.m.
(Japan Standard Time)
(The venue will open at 9:00 a.m.)
2. **Venue:** IINO HALL (4F IINO Building)
2-1-1 Uchisaiwaicho, Chiyoda-ku, Tokyo
*The venue has been changed from the previous meeting.

3. **Purposes:**

Items to be reported:

Business Report, Consolidated Financial Statements, Non-Consolidated Financial Statements, and the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit Committee for the 52nd Term (from April 1, 2020 to March 31, 2021).

Items to be resolved:

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Partial Amendment of the Articles of Incorporation
- Proposal 3:** Election of Twelve (12) Directors
- Proposal 4:** Election of One (1) Auditor

4. **Guide to Exercising Voting Rights**

- (1) If you wish, another shareholder holding voting rights of the Company may attend the meeting and exercise voting rights on your behalf. Please note, however, it is necessary to submit the written proof of the right of proxy.
- (2) If you wish to make a diverse exercise of your voting rights, please provide the Company with written notification to that effect, together with the reason thereof, by no later than three days before the General Meeting of Shareholders.

—End—

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

The Company's basic policy on the appropriation of surplus is to pay dividends commensurate with business performance, while striving for improvement in profitability. At the same time, the Company takes pains to strike a balance between returning profits to shareholders and ensuring adequate shareholders equity, believing that a healthy shareholders equity is an essential requirement for improving corporate value.

The Company intends to utilize its internal reserve effectively as a resource for future growth. In this way, the Company strives to expand its business base further and thus improve return on equity ratio over medium and long term.

Guided by the above policy, the Company proposes the year-end dividends for the 52nd term and other appropriation of surplus as follows:

1. Matters related to year-end dividends
 - (i) Type of dividend property
Cash
 - (ii) Allocation of dividend property and total amount thereof
¥52 per share of common stock of the Company
Total amount of dividends: ¥2,548,164,996
Since the Company paid an interim dividend of ¥40 per share, the annual dividend will come to ¥92 per share, an increase of ¥10 compared to the previous fiscal year.
 - (iii) Effective date of distribution of dividends of surplus
June 25, 2021
2. Matters related to other appropriation of surplus
 - (i) Item of surplus to be increased and amount of increase
General reserve: ¥2,000,000,000
 - (ii) Item of surplus to be decreased and amount of decrease thereof
Retained earnings brought forward: ¥2,000,000,000

Proposal 2: Partial Amendment of the Articles of Incorporation

1. Reasons for Proposal

In order to clarify the management responsibilities of the Directors and build a management system that can rapidly respond to changes in the management environment, the Company proposes that Article 20 (Term of office) of the current Articles of Incorporation be changed to shorten the term of office for Directors from two years to one year.

2. Details of changes

Details of changes are as follows.

(Underlined portions indicate changed sections.)

| Current Articles of Incorporation | Proposed changes |
|---|--|
| <p>Chapter 4 Directors and Board of Directors (Term of office) Article 20. The term of office for Directors shall last until the conclusion of the Ordinary General Meeting of Shareholders with respect to the last fiscal year ending within <u>two years</u> after their election.</p> | <p>Chapter 4 Directors and Board of Directors (Term of office) Article 20. The term of office for Directors shall last until the conclusion of the Ordinary General Meeting of Shareholders with respect to the last fiscal year ending within <u>one year</u> after their election.</p> |

Proposal 3: Election of Twelve (12) Directors

If Proposal 2 “Partial Amendment of the Articles of Incorporation” is approved and adopted in its original form, the term of office for Directors of the Company shall change from two years to one year, and the term of office for all eleven (11) Directors (including seven (7) outside Directors) will expire at the conclusion of this meeting.

Therefore, as a condition of the approval and adoption of Proposal 2 “Partial Amendment of the Articles of Incorporation,” the Company proposes to increase the number of Directors by one (1) member to strengthen the management system and elect twelve (12) Directors (including six (6) outside Directors).

The candidates for Director are as follows:

| No. | Name (Date of birth) | Career summary, position and responsibility (significant concurrent positions outside the Company) | Number of the Company’s shares owned |
|--|--|---|--|
| 1 | Daisaku Abe (June 20, 1957) [Reelection] | <p>April 2007 Executive Officer, General Manager and Executive Secretariat of Mizuho Corporate Bank, Ltd.</p> <p>April 2009 Managing Executive Officer of Mizuho Financial Group, Inc.</p> <p>June 2012 Managing Director of Mizuho Financial Group, Inc.</p> <p>April 2013 Deputy President & Executive Officer of Mizuho Financial Group, Inc.</p> <p>July 2013 Deputy President & Executive Officer of Mizuho Bank, Ltd.</p> <p>June 2014 Deputy President & Executive Officer of Mizuho Financial Group, Inc.</p> <p>April 2019 Deputy Chairman & Executive Officer of Mizuho Financial Group, Inc.</p> <p>June 2019 Outside Director of the Company</p> <p>June 2020 Director and Chairman of the Company (current position)</p> | – |
| <p>[Reasons for nomination]</p> <p>In addition to possessing extensive operational experience in the corporate planning and management departments of financial institutions and in-depth knowledge of finance overall, he also has abundant experience in corporate management having served as a Deputy President & Executive Officer of Mizuho Bank, Ltd. and as a Deputy Chairman & Executive Officer of Mizuho Financial Group, Inc. After being appointed as Director and Chairman of the Company in June 2020, he has utilized this knowledge and experience in the management of the Company and continues to be recommended as a candidate for Director as a person who can contribute to the sustainable growth of the Company and the improvement of the medium to long-term corporate value.</p> | | | |

| No. | Name (Date of birth) | Career summary, position and responsibility (significant concurrent positions outside the Company) | Number of the Company's shares owned |
|---|--|---|--|
| 2 | Shusaku Tsuhara (January 6, 1960) [Reelection] | <p>April 2010 Executive Officer, General Manager and Executive Secretariat of Mizuho Financial Group, Inc.</p> <p>April 2012 Managing Executive Officer of Mizuho Bank, Ltd.</p> <p>April 2015 Senior Managing Executive Officer of Mizuho Financial Group, Inc.</p> <p>June 2015 Member of the Board of Directors, Senior Managing Executive Officer of Mizuho Financial Group, Inc.</p> <p>April 2017 Deputy President, Deputy President & Executive Officer of Mizuho Bank, Ltd.</p> <p>April 2019 Deputy President Executive Officer of the Company</p> <p>June 2019 Deputy President, Deputy President Executive Officer of the Company</p> <p>June 2020 President and CEO of the Company (current position)</p> | 800 |
| <p>[Reasons for nomination]</p> <p>In addition to possessing extensive operational experience in the management and sales departments of financial institutions and in-depth knowledge of finance overall, he also has abundant experience in corporate management having served as Deputy President, Deputy President & Executive Officer of Mizuho Bank, Ltd. After being appointed as President and CEO of the Company in June 2020, he has supervised and promoted the Sixth Medium-term Management Plan and unified group management and continues to be recommended as a candidate for Director as a person who can contribute to the sustainable growth of the Company and the improvement of the medium to long-term corporate value.</p> | | | |

| No. | Name (Date of birth) | Career summary, position and responsibility (significant concurrent positions outside the Company) | Number of the Company's shares owned |
|--|---|---|--|
| 3 | Akira Nakamura (November 11, 1960) [New election] | <p>April 2011 General Manager of Nihonbashi Corporate Banking Division of Mizuho Corporate Bank, Ltd.</p> <p>April 2013 Executive Officer and General Manager of Corporate Banking Coordination Division (Large Corporations) of Mizuho Financial Group, Inc.</p> <p>April 2015 Managing Executive Officer of Mizuho Securities Co., Ltd.</p> <p>April 2016 Managing Executive Officer of Mizuho Financial Group, Inc.</p> <p>April 2018 Senior Managing Executive Officer of Mizuho Financial Group, Inc.</p> <p>April 2019 Deputy President & Executive Officer of Mizuho Bank, Ltd.</p> <p>April 2020 Deputy President Executive Officer and CRO of the Company</p> <p>April 2021 Deputy President Executive Officer and CFO of the Company (current position)</p> | 300 |
| <p>[Areas of responsibility] Secretariat Division, Accounting Department and Treasury Department</p> <p>[Significant concurrent position outside of the Company] Outside Director of RICOH LEASING COMPANY, LTD. (scheduled to retire on June 28, 2021)</p> <p>[Reasons for nomination] In addition to possessing extensive operational experience in the sales and sales promotion departments of financial institutions and in-depth knowledge of finance overall, he also has abundant experience in corporate management having served as Deputy President & Executive Officer of Mizuho Bank, Ltd. After being appointed as Deputy President Executive Officer of the Company in April 2020, he has utilized this knowledge and experience in the management of the Company, and the Company believes that he is a person who can contribute to the sustainable growth of the Company and the improvement of the medium to long-term corporate value. Therefore, the Company has nominated him as a candidate for Director.</p> | | | |

| No. | Name (Date of birth) | Career summary, position and responsibility (significant concurrent positions outside the Company) | Number of the Company's shares owned |
|---|---|---|--|
| 4 | <p>Takanori Nishiyama (May 9, 1962)</p> <p>[New election]</p> | <p>April 2012 General Manager of Branch Banking Division V of Mizuho Bank, Ltd.</p> <p>April 2014 Executive Officer and General Manager of Omiya Branch of Mizuho Bank, Ltd.</p> <p>April 2015 Managing Executive Officer of Mizuho Bank, Ltd.</p> <p>April 2017 Managing Director and Managing Executive Officer of Mizuho Bank, Ltd. Managing Executive Officer of Mizuho Financial Group, Inc.</p> <p>June 2017 Director and Managing Executive Officer of Mizuho Financial Group, Inc.</p> <p>April 2019 Managing Executive Officer of the Company (current position)</p> | 700 |
| <p>[Areas of responsibility] Business Promotion Department, Solution Promotion Department, Equipment Management Department, Medical & Healthcare Department and Corporate Business Department (No.3)</p> <p>[Reasons for nomination] In addition to possessing extensive operational experience in the sales promotion and management departments of financial institutions and in-depth knowledge of finance overall, he also has abundant experience in corporate management having served as Managing Director of Mizuho Bank, Ltd. and Director and Managing Executive Officer of Mizuho Financial Group, Inc. After being appointed as a Managing Executive Officer of the Company in April 2019, he has utilized this knowledge and experience in the management of the Company, and the Company believes that he is a person who can contribute to the sustainable growth of the Company and the improvement of the medium to long-term corporate value. Therefore, the Company has nominated him as a candidate for Director.</p> | | | |

| No. | Name (Date of birth) | Career summary, position and responsibility (significant concurrent positions outside the Company) | Number of the Company's shares owned |
|--|--|---|--|
| 5 | Chihiro Tokiyasu (October 11, 1963) [New election] | April 1986 Joined the Company August 2006 Seconded to Krung Thai IBJ Leasing as Director - Executive Vice President December 2012 Joint General Manager in charge of International Department of the Company July 2014 Joint General Manager of Business Co-ordination Department of the Company April 2016 Executive Officer and General Manager of Personnel Department of the Company April 2020 Managing Executive Officer of the Company (current position) | 4,200 |
| [Areas of responsibility] Personnel Department and General Administration Department [Reasons for nomination] He possesses extensive operational experience in the overseas and domestic sales and personnel departments of the Company. After being appointed as a Managing Executive Officer of the Company in April 2020, he has utilized this knowledge and experience in the management of the Company, and the Company believes that he is a person who can contribute to the sustainable growth of the Company and the improvement of the medium to long-term corporate value. Therefore, the Company has nominated him as a candidate for Director. | | | |

| No. | Name (Date of birth) | Career summary, position and responsibility (significant concurrent positions outside the Company) | Number of the Company's shares owned |
|---|---|--|--|
| 6 | Toshiyuki Takahashi (October 20, 1965) [New election] | <p>April 2013 Deputy General Manager of Industry Research Department of Mizuho Bank, Ltd.</p> <p>July 2013 Director of Investment Bank Group of Mizuho Securities Co., Ltd.</p> <p>April 2014 Sector Head of Sector Coverage Department No.2 of Mizuho Securities Co., Ltd.</p> <p>April 2016 Senior Corporate Officer of Global Investment Banking Division of Mizuho Securities Co., Ltd.</p> <p>April 2019 General Manager in charge of Business Promotion Department of the Company</p> <p>April 2020 Executive Officer and General Manager of Corporate Planning Department of the Company</p> <p>April 2021 Managing Executive Officer, CSO and General Manager of the Corporate Planning Department of the Company</p> <p>May 2021 Managing Executive Officer, CSO and Chief Sustainability Officer of the Company General Manager of Corporate Planning Department of the Company (current position)</p> | - |
| <p>[Areas of responsibility] Corporate Planning Department</p> <p>[Significant concurrent position outside of the Company] Director of Mizuho Marubeni Leasing Corporation</p> <p>[Reasons for nomination] He possesses extensive operational experience in the planning and coordination departments and the sales promotion departments of banks and securities firms and in-depth knowledge of finance overall. After being appointed as a Managing Executive Officer of the Company in April 2021, he has utilized this knowledge and experience in the management of the Company, and the Company believes that he is a person who can contribute to the sustainable growth of the Company and the improvement of the medium to long-term corporate value. Therefore, the Company has nominated him as a candidate for Director.</p> | | | |

| No. | Name (Date of birth) | Career summary and position (significant concurrent positions outside the Company) | Number of the Company's shares owned |
|--|--|--|--|
| 7 | <p>Takao Komine (March 6, 1947)</p> <p>[Reelection] [Outside Director] [Independent Officer]</p> | <p>July 1969 Joined the Economic Planning Agency</p> <p>June 1998 Director General, Price Bureau of the Economic Planning Agency</p> <p>July 1999 Director General, Research Bureau of the Economic Planning Agency</p> <p>January 2001 Director General, National and Regional Planning Bureau of Ministry of Land, Infrastructure, Transport and Tourism</p> <p>April 2003 Professor, Graduate School of Social Science, Hosei University</p> <p>April 2008 Professor, Graduate School of Regional Policy Design, Hosei University</p> <p>June 2009 Outside Director of the Company (current position)</p> <p>April 2010 Research Adviser, Japan Center for Economic Research</p> <p>May 2012 Trustee, Research Adviser, Japan Center for Economic Research (current position)</p> <p>April 2017 Professor, Faculty of Regional Development, Taisho University</p> <p>April 2020 Professor, Institute of Regional Development, Taisho University (current position)</p> | 3,000 |
| <p>[Significant concurrent positions outside of the Company] Trustee, Research Adviser, Japan Center for Economic Research Professor, Institute of Regional Development, Taisho University</p> <p>[Reasons for nomination and an overview of expected role] He possesses extensive experience and a wide range of insight into the fields of economic policy and specialized academics. Since his appointment as an outside Director of the Company in June 2009, he has provided appropriate supervision of management while also being involved in strategic decision-making. The Company believes that going forward he will contribute to management supervision and decision-making directed at sustainable growth and improving the medium to long-term corporate value based on such extensive experience and a wide range of insight. Therefore, the Company has nominated him as a candidate for outside Director. In addition, if he is elected, it is expected that he will be involved in determining the selection of Company officer candidates and officer remuneration, etc. from an independent perspective as a member of the voluntary Nomination & Compensation Committee.</p> | | | |

| No. | Name (Date of birth) | Career summary and position (significant concurrent positions outside the Company) | Number of the Company's shares owned |
|---|--|--|--|
| 8 | Naofumi Negishi (March 19, 1948) [Reelection] [Outside Director] [Independent Officer] | <p>April 1971 Joined Sekisui Chemical Co., Ltd.</p> <p>June 2003 Director (Commissioned General Manager of Corporate Finance & Accounting Department) of Sekisui Chemical Co., Ltd.</p> <p>October 2008 Director, Executive Vice President and CFO of Sekisui Chemical Co., Ltd.</p> <p>March 2009 President and Representative Director of Sekisui Chemical Co., Ltd.</p> <p>March 2015 Chairman & Representative Director of Sekisui Chemical Co., Ltd.</p> <p>June 2017 Chairman and Director of Sekisui Chemical Co., Ltd.</p> <p>June 2018 Executive Advisor of Sekisui Chemical Co., Ltd. (current position)</p> <p>June 2019 Outside Director of the Company (current position)</p> | — |
| <p>[Significant concurrent position outside of the Company] Executive Advisor of Sekisui Chemical Co., Ltd. [Reasons for nomination and an overview of expected role] He possesses extensive experience and a wide range of insight into the manufacturing industry. Since his appointment as an outside Director of the Company in June 2019, he has provided appropriate supervision of management while also being involved in strategic decision-making. The Company believes that going forward he will contribute to management supervision and decision-making directed at sustainable growth and improving the medium to long-term corporate value based on such extensive experience and a wide range of insight. Therefore, the Company has nominated him as a candidate for outside Director. In addition, if he is elected, it is expected that he will be involved in determining the selection of Company officer candidates and officer remuneration, etc. from an independent perspective as a member of the voluntary Nomination & Compensation Committee.</p> | | | |

| No. | Name (Date of birth) | Career summary and position (significant concurrent positions outside the Company) | Number of the Company's shares owned |
|---|---|---|--|
| 9 | Hirofumi Hagihira (August 15, 1953) [Reelection] [Outside Director] [Independent Officer] | April 1977 Joined the Ministry of International Trade and Industry (MITI) (now: Ministry of Economy, Trade and Industry, "METI") June 1989 Director of Industrial Policy Planning Industrial Policy Bureau, MITI April 1994 Director of Cooperative Division, Small and Medium Enterprise Agency June 1999 Director of Consumer Goods Division, Consumer Goods Industry Bureau, MITI December 2000 General Manager of Paris Center Office, Japan External Trade Organization (JETRO) October 2003 Associate Vice President of Japan Nuclear Energy Safety Organization April 2009 Executive Director of Japan Petroleum Development Association June 2019 Outside Director of the Company (current position) | — |
| <p>[Reasons for nomination and an overview of expected role]</p> <p>He possesses extensive experience and a wide range of insight into the fields of economic, industrial, and international trade policy. Since his appointment as an outside Director of the Company in June 2019, he has provided appropriate supervision of management while also being involved in strategic decision-making. The Company believes that going forward he will contribute to management supervision and decision-making directed at sustainable growth and improving the medium to long-term corporate value based on such extensive experience and a wide range of insight. Therefore, the Company has nominated him as a candidate for outside Director. In addition, if he is elected, it is expected that he will be involved in determining the selection of Company officer candidates and officer remuneration, etc. from an independent perspective as a member of the voluntary Nomination & Compensation Committee.</p> | | | |

| No. | Name (Date of birth) | Career summary and position (significant concurrent positions outside the Company) | Number of the Company's shares owned |
|-----|--|---|--|
| | <p style="text-align: center;">Mari Sagiya (November 16, 1962)</p> <p style="text-align: center;">[Reelection] [Outside Director] [Independent Officer]</p> | <p>April 1985 Joined IBM Japan, Ltd.</p> <p>July 2002 Director of IBM Japan, Ltd.</p> <p>July 2005 Vice President of IBM Japan, Ltd.</p> <p>July 2014 Vice President of SAP Japan Co., Ltd.</p> <p>January 2016 Vice President of salesforce.com Co., Ltd.</p> <p>June 2019 Outside Director of the Company (current position) Outside Director of Kokusai Pulp & Paper Co., Ltd. (current position)</p> <p>March 2020 Outside Director of MonotaRO Co., Ltd. (current position)</p> | - |
| 10 | <p>[Significant concurrent positions outside of the Company] Outside Director of Kokusai Pulp & Paper Co., Ltd. Outside Director of MonotaRO Co., Ltd. Outside Director of JBCC Holdings Inc. (scheduled to assume office on June 18, 2021) [Reasons for nomination and an overview of expected role] She possesses extensive operational and business management experience within multiple IT-related companies. Since her appointment as an outside Director of the Company in June 2019, she has provided appropriate supervision of management based on her high-level expertise and diverse perspectives while also being involved in strategic decision-making. The Company believes that going forward she will contribute to management supervision and decision-making directed at sustainable growth and improving the medium to long-term corporate value based on such extensive experience and a wide range of insight. Therefore, the Company has nominated her as a candidate for outside Director. In addition, if she is elected, it is expected that she will be involved in determining the selection of Company officer candidates and officer remuneration, etc. from an independent perspective as a member of the voluntary Nomination & Compensation Committee.</p> | | |

| No. | Name (Date of birth) | Career summary and position (significant concurrent positions outside the Company) | Number of the Company's shares owned |
|--|---|--|--|
| 11 | <p>Hajime Kawamura (November 11, 1958)</p> <p>[Reelection] [Outside Director]</p> | <p>April 1981 Joined Marubeni Corporation</p> <p>April 2012 Executive Officer, Senior Operating Officer, Plant & Industrial Machinery Division of Marubeni Corporation</p> <p>April 2013 Executive Officer, Chief Operating Officer, Plant & Industrial Machinery Division of Marubeni Corporation</p> <p>April 2014 Executive Officer, Chief Operating Officer, Plant Division of Marubeni Corporation</p> <p>April 2016 Managing Executive Officer, Chief Operating Officer, Plant Division of Marubeni Corporation</p> <p>April 2018 Managing Executive Officer, Regional CEO for the Americas, Regional COO for North & Central America of Marubeni Corporation President and CEO of Marubeni America Corporation</p> <p>April 2019 Senior Managing Executive Officer, Chief Executive Officer of Transportation & Industrial Machinery, Financial Business Group of Marubeni Corporation (current position)</p> <p>June 2020 Outside Director of the Company (current position)</p> | - |
| <p>[Significant concurrent position outside of the Company] Senior Managing Executive Officer, Chief Executive Officer of Transportation & Industrial Machinery, Financial Business Group of Marubeni Corporation</p> <p>[Reasons for nomination and an overview of expected role] He has in-depth knowledge of the overall business operations of general trading companies and has also obtained abundant experience in business management as a part of top management since his appointment as a Managing Executive Officer of Marubeni Corporation in April 2016. Since his appointment as an outside Director in June 2020, he has provided appropriate supervision of management while also being involved in strategic decision-making. The Company believes that going forward he will contribute to management supervision and decision-making directed at sustainable growth and improving the medium to long-term corporate value based on such extensive experience and a wide range of insight. Therefore, the Company has nominated him as a candidate for outside Director. In addition, if he is elected, he is expected to provide useful advice regarding overall management of the Company based on his extensive operational and business management experience at a general trading company.</p> | | | |

| No. | Name (Date of birth) | Career summary and position (significant concurrent positions outside the Company) | Number of the Company's shares owned |
|--|---|--|--|
| 12 | Takayuki Aonuma (February 25, 1955) [New election] [Outside Director] [Independent Officer] | <p>April 1982 Prosecutor of Tokyo District Public Prosecutors Office</p> <p>January 2010 Prosecutor of Supreme Public Prosecutors Office</p> <p>December 2010 Director-General of the Rehabilitation Bureau, Ministry of Justice</p> <p>July 2014 Chief Prosecutor of Tokyo District Public Prosecutors Office</p> <p>December 2015 Deputy Prosecutor-General of Supreme Public Prosecutors Office</p> <p>December 2015 Member of the Legislative Council of the Ministry of Justice</p> <p>September 2016 Superintending Prosecutor of Nagoya High Public Prosecutors Office</p> <p>February 2018 Registered as an attorney-at law</p> <p>Of-Counsel of City-Yuwa Partners (current position)</p> | — |
| <p>[Significant concurrent positions outside of the Company]</p> <p>Of-Counsel of City-Yuwa Partners</p> <p>Outside Director of SENIOR LIFE CREATE Co., Ltd. (scheduled to assume office on May 28, 2021)</p> <p>[Reasons for nomination and an overview of expected role]</p> <p>He possesses a wide range of insight based on his high-level expertise and extensive experience as a legal expert. The Company believes that he will contribute to management supervision and decision-making directed at sustainable growth and improving the medium to long-term corporate value based by utilizing such capabilities, experience, and insight. Therefore, the Company has nominated him as a candidate for outside Director. In addition, if he is elected, it is expected that he will be involved in determining the selection of Company officer candidates and officer remuneration, etc. from an independent perspective as a member of the voluntary Nomination & Compensation Committee.</p> | | | |

Notes:

1. There is no special interest between the candidates for Director and the Company.
2. The name listed for candidate for Director Mari Sagiya on her family register is Mari Itaya.
3. Candidate for Director Mari Sagiya is scheduled to assume the office of outside Director of JBCC Holdings Inc. on June 18, 2021. The Company has no transactions with the aforementioned company.
4. Candidate for Director Takayuki Aonuma is scheduled to assume the office of outside Director of SENIOR LIFE CREATE Co., Ltd. on May 28, 2021. The Company has no transactions with the aforementioned company.
5. The Company has entered into a liability insurance policy with an insurance company that insures the Directors and Auditors and plans to renew the policy in June 2021. If the election of the candidates for Director in this proposal is approved, each person shall be included as an insured in the policy.
 - (i) Summary of insurance incidents covered
The insurance company shall cover the legal compensation for damages and court costs incurred by the insured persons as a result of performing their duties.
 - (ii) Measures to prevent the loss of adequacy of the insured persons' performance of duties due to said insurance policy
The insurance policy does not apply in certain cases such as damages arising from criminal acts or acts carried out while recognizing that they violate laws and ordinances.
 - (iii) Insurance premiums
The Company shall bear the entire amount of the insurance premiums.
6. The candidates for Director Takao Komine, Naofumi Negishi, Hirofumi Hagihira, Mari Sagiya, Hajime Kawamura, and Takayuki Aonuma are candidates for outside Director. Notes concerning outside director candidates are as indicated below.
 - (1) Takao Komine, Naofumi Negishi, Hirofumi Hagihira, Mari Sagiya, and Hajime Kawamura are currently outside Directors of the Company, and the number of years in office as an outside Director for each person as of the conclusion of this meeting is as follows.
Takao Komine 12 years
Naofumi Negishi 2 years
Hirofumi Hagihira 2 years
Mari Sagiya 2 years
Hajime Kawamura 1 year

- (2) Takao Komine, Hirofumi Hagihira, and Takayuki Aonuma have not been involved in business management other than as an outside officer, but for the reasons stated above, they are judged as being capable of appropriately fulfilling their duties as outside Directors of the Company.
- (3) The Company has submitted notification to the Tokyo Stock Exchange, Inc. that Takao Komine, Naofumi Negishi, Hirofumi Hagihira, and Mari Sagiya have been designated as independent officers as provided for by the aforementioned exchange. If the reelection of each person is approved, the Company plans for their designation as independent officers to continue. In addition, Takayuki Aonuma satisfies the requirements for an independent officer as provided for by the aforementioned exchange and is scheduled to be designated as an independent officer if his election is approved.
- (4) Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into limited liability agreements with Takao Komine, Naofumi Negishi, Hirofumi Hagihira, Mari Sagiya, and Hajime Kawamura to limit their liability for damages under Article 423, paragraph (1) of the Companies Act to the minimum liability amount provided for by laws and regulations. If the reelection of Takao Komine, Naofumi Negishi, Hirofumi Hagihira, Mari Sagiya, and Hajime Kawamura is approved, the Company plans to renew the aforementioned agreements with them. In addition, if the election of Takayuki Aonuma is approved, the Company plans to enter into the same limited liability agreement with him.

Proposal 4: Election of One (1) Auditor

The term of office of Shinichi Takahashi, one of four (4) Auditors, will expire at the conclusion of this meeting.

Therefore, the Company proposes the election of one (1) Auditor.

In addition, the consent of the Audit Committee has been obtained for this proposal.

The candidate for Auditor is as follows:

| Name (Date of birth) | Career summary and position (significant concurrent positions outside the Company) | Number of the Company's shares owned |
|---|---|--|
| Hidehiko Kamata (November 16, 1961) [New election] | April 1984 | Joined the Company |
| | March 2008 | Manager of Corporate Business Department (Tokyo Regional No. 4) of the Company |
| | April 2009 | Manager of Corporate Business Department (Tokyo Regional No. 1) of the Company |
| | April 2014 | Executive Officer and Manager of Corporate Business Department (Tokyo Regional No. 1) of the Company |
| | April 2015 | Executive Officer of the Company |
| | April 2016 | Managing Executive Officer of the Company |
| | June 2019 | Managing Director of the Company |
| April 2021 | Director of the Company (current position) | |
| [Reasons for nomination] In addition to possessing extensive operational experience in the sales, sales promotion, and personnel departments of the Company and being well-versed in the general leasing business, he has served as a Managing Director of the Company and has abundant experience in business management. The Company believes that he will apply this knowledge and experience in the audit engagements of the Company which require diversity and sophistication while also helping to maintain and improve the corporate governance standards of the Company. Therefore, the Company has nominated him as a candidate for Auditor. | | |

Notes:

1. There is no special interest between Hidehiko Kamata, candidate for Auditor, and the Company.
2. The Company has entered into a liability insurance policy with an insurance company that insures the Directors and Auditors and plans to renew the policy in June 2021. If the election of the candidate for Auditor in this proposal is approved, he shall be included as an insured in the policy.
 - (i) Summary of insurance incidents covered
The insurance company shall cover the legal compensation for damages and court costs incurred by the insured person as a result of performing their duties.
 - (ii) Measures to prevent the loss of adequacy of the insured person's performance of duties due to said insurance policy
The insurance policy does not apply in certain cases such as damages arising from criminal acts or acts carried out while recognizing that they violate laws and ordinances.
 - (iii) Insurance premium
The Company shall bear the entire amount of the insurance premium.

—End—