(Please note that this English language version of the Notice of the 52nd Annual General Meeting of Shareholders is only an extract and translation of the Japanese language original.)

Securities Code: NYSE: IX
TSE: 8591

June 2, 2015

To Our Shareholders:

Makoto Inoue
Director,
Representative Executive Officer
ORIX CORPORATION
2-4-1, Hamamatsu-cho
Minato-ku, Tokyo
Japan

ORIX CORPORATION
Notice of the 52nd Annual General Meeting of Shareholders

We cordially invite you to attend the 52nd Annual General Meeting of Shareholders of ORIX CORPORATION ("the Company") to be held as set forth below.

Details

Date and Time: June 23, 2015 (Tuesday) at 10:00 a.m.

Place: "Toranomon Hills Forum"
Toranomon Hills Mori Tower, 5th Floor,
1-23-3 Toranomon, Minato-ku, Tokyo
Japan
* Please note that the meeting will be held in a different place from the previous year.

Purpose:

Matters to be reported:

1. Business report and consolidated financial statements for the 52nd fiscal year (from April 1, 2014 to March 31, 2015), as well as the audit reports of the public accounting firm and the Audit Committee for consolidated financial statements
2. Financial statements for the 52nd fiscal year (from April 1, 2014 to March 31, 2015)

Matters to be resolved:

Proposal 1. Partial Amendments to the Articles of Incorporation
Proposal 2. Election of thirteen (13) Directors

◎ In case there are any changes in relation to the reference documents for the General Meeting of Shareholders and the business reports, financial statements and consolidated financial statements, we will notify you through the following Company's website.
The Company's website: http://www.orix.co.jp/grp/en/

Summary of
Operating Results:

Consolidated financial statements for the 52nd fiscal year prepared in accordance with U.S. GAAP (Generally Accepted Accounting Principles)
(from April 1, 2014 to March 31, 2015)

	52nd Fiscal Year	51st Fiscal Year
Total Revenues (Millions of yen)	2,174,283	1,375,292
Net Income Attributable to ORIX Corporation Shareholders (Millions of yen)	234,948	187,364
Earnings per Share (Basic) (Yen)	179.47	147.75
Total Assets (Millions of yen)	11,443,628	9,066,961
Shareholders' Equity (Millions of yen)	2,152,198	1,919,346

Notes:

1. The Company adopted ASC 205-20 "Presentation of Financial Statements - Discontinued Operations." Accordingly, income from discontinued operations are presented as a separate item and Total Revenues from such operations for the 51st fiscal year is reclassified and presented.
2. DAIKYO INCORPORATED (hereafter "DAIKYO") became a consolidated subsidiary of the Company on February 27, 2014. For the period after that time, although DAIKYO's closing date had been different from that of the Company, the differences of accounting period between the Company and DAIKYO have been removed from the 52nd fiscal year by changing DAIKYO's closing date to March 31, which is the same as the Company's, to ensure that the financial position and operating performance is reflected on the consolidated financial statements in a timely fashion. Note that this change in accounting policy has been applied retroactively so that the new closing date is reflected in the consolidated financial statements for the 51st fiscal year.
3. Earnings per Share are calculated based on the average number of shares during the 52nd fiscal year. Any fractional amount of less than one sen* has been rounded up to one sen if it is one-half of one sen or more and been disregarded if it is less than one-half of one sen. Amounts other than Earnings per Share ending in five hundred thousand yen or more are rounded up to the nearest million yen, and amounts ending in less than five hundred thousand yen are rounded down to the nearest million yen.
4. These amounts do not include consumption tax, etc.

*sen: Unit of Japanese currency, equivalent to one hundredth of one yen

Proposal 1: Partial Amendments to the Articles of Incorporation

The Company proposes the following amendments to the Articles of Incorporation of the Company.

1. Reason for Amendments

In order to increase the opportunities of profit distribution to shareholders, the Company proposes to amend corresponding provision of Article 35 of the current Articles of Incorporation required to establish a new provision for the base date of interim dividends.

2. Details of the Amendments

(Changes are underlined)

Current provisions of the Articles of Incorporation	Proposed amendments
Article 35. (Record Date for Distributions of Dividends from Retained Earnings) If the dividends from retained earnings as of the last day of the fiscal year are distributed within three (3) months there from, the Company shall treat shareholders or share pledgees registered or record on the Register of Shareholders as of the last day of the same fiscal year as the person having rights to receive such dividends. [New Provision]	Article 35. (Record Date for Distributions of Dividends from Retained Earnings) The Company shall treat shareholders or share pledgees registered or recorded on the Register of Shareholders as of March 31 of each year as the persons having rights to receive year-end dividends. 2. The Company shall treat shareholders or share pledgees registered or recorded on the Register of Shareholders as of September 30 of each year as the persons having rights to receive interim dividends.

Proposal 2: Election of thirteen (13) Directors

The terms of office of all 13 Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Consequently, the shareholders are requested to elect 13 Directors based on the decision by the Nominating Committee.

The Nominating Committee has appointed candidates for Directors of such mix that ensures the Board of Directors will have a balance and diversity of knowledge, experience and capability as a whole. In particular, when appointing the candidates for Outside Directors, the Nominating Committee has appointed candidates determined to be able to appropriately perform the duties of Outside Director such as making proposals for important matters in the Company's management and overseeing corporate management. This includes the following candidates: persons with abundant experience as corporate executives; persons with specialized knowledge relating to corporate management such as economics, business management, law, and accounting; and persons with extensive knowledge in aspects affecting corporate management in general such as politics, society, culture, and academia. The Company determines that the candidates for Outside Directors possess sufficient independence as they meet the 'Requirements for Independent Directors' established by the Nominating Committee and the requirements for independent director prescribed by Tokyo Stock Exchange, Inc. in Japan.

Candidates for the 13 Director positions are as follows:

<table>
<tr><th>No.</th><th>Name
(Date of Birth)</th><th>Current Position and Important Concurrent Position</th></tr>
<tr><td rowspan="2">1</td><td>Makoto Inoue
(Oct. 2, 1952)</td><td>Director, President and Chief Executive Officer,
Representative Executive Officer, ORIX Corporation</td></tr>
<tr><td colspan="2"><Reasons for nomination for Director>
Mr. Makoto Inoue has a wealth of experience and advanced knowledge relating to the diversified business activities of the ORIX through his service as President, Representative Executive Officer and Chief Executive Officer.
The Nominating Committee has appointed him as a candidate for Director because it has determined that he can be expected to continue to fulfil a substantial role, including highly effective supervision of the Company's management given that he possesses extensive understanding of the Company's operations.</td></tr>
<tr><td rowspan="2">2</td><td>Kazuo Kojima
(Jul. 5, 1956)</td><td>Director, Corporate Executive Vice President,
Responsible for Investment and Operation Headquarters,
Responsible for Energy and Eco Services Business Headquarters,
Head of Global Business and Alternative Investment Headquarters,
ORIX Corporation
Director, Ubiteq, INC. (Outside)</td></tr>
<tr><td colspan="2"><Reasons for nomination for Director>
Mr. Kazuo Kojima has a wealth of experience and advanced knowledge relating to the diversified business activities of the ORIX through his business execution experience in the field of corporate financial services, maintenance leasing, real estate, project development and investment and overseas business.
The Nominating Committee has appointed him as a candidate for Director because it has determined that he can be expected to continue to fulfil a substantial role, including highly effective supervision of the Company's management given that he possesses extensive understanding of the Company's operations.</td></tr>
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<tr><td>No.</td><td>Name
(Date of Birth)</td><td>Current Position and Important Concurrent Position</td></tr>
<tr><td rowspan="2">3</td><td>Yoshiyuki Yamaya
(Oct. 20, 1956)</td><td>Director, Corporate Executive Vice President,
Responsible for Group Retail Business,
Responsible for Retail Business Planning Office, ORIX Corporation
President, ORIX Credit Corporation</td></tr>
<tr><td colspan="2"><Reasons for nomination for Director>
Mr. Yoshiyuki Yamaya has a wealth of experience and advanced knowledge relating to the diversified business activities of the ORIX through his business execution experience in the field of retail and real estate.
The Nominating Committee has appointed him as a candidate for Director because it has determined that he can be expected to continue to fulfil a substantial role, including highly effective supervision of the Company's management given that he possesses extensive understanding of the Company's operations.</td></tr>
<tr><td rowspan="2">4</td><td>Tamio Umaki
(Jan. 16, 1948)</td><td>Director, Deputy President and Chief Information Officer,
Head of Human Resources and Corporate Administration Headquarters,
Responsible for Secretarial Office, ORIX Corporation</td></tr>
<tr><td colspan="2"><Reasons for nomination for Director>
Mr. Tamio Umaki has a wealth of experience and advanced knowledge relating to the diversified business activities of the ORIX through his business execution experience in the field of corporate financial services, human resources and corporate administration, and his service as Chief Information Officer.
The Nominating Committee has appointed him as a candidate for Director because it has determined that he can be expected to continue to fulfil a substantial role, including highly effective supervision of the Company's management given that he possesses extensive understanding of the Company's operations.</td></tr>
<tr><td rowspan="2">5</td><td>Katsunobu Kamei
(Jul. 8, 1957)</td><td>Director, Corporate Executive Vice President,
Head of Domestic Sales Headquarters, ORIX Corporation
President, ORIX Auto Corporation</td></tr>
<tr><td colspan="2"><Reasons for nomination for Director>
Mr. Katsunobu Kamei has a wealth of experience and advanced knowledge relating to the diversified business activities of the ORIX through his business execution experience in the field of corporate financial services and maintenance leasing.
The Nominating Committee has appointed him as a candidate for Director because it has determined that he can be expected to continue to fulfil a substantial role, including highly effective supervision of the Company's management given that he possesses extensive understanding of the Company's operations.</td></tr>
<tr><td rowspan="2">6</td><td>Yuichi Nishigori
(Jan. 28, 1957)

-Newly nominated-</td><td>Corporate Senior Vice President,
Head of Energy and Eco Services Business Headquarters, ORIX Corporation
Director, Ubiteq, INC. (Outside)</td></tr>
<tr><td colspan="2"><Reasons for nomination for Director>
Mr. Yuichi Nishigori has a wealth of experience and advanced knowledge relating to the diversified business activities of the ORIX through his business execution experience in the field of project development and investment.
The Nominating Committee has appointed him as a new candidate for Director because it has determined that he can be expected to fulfil a substantial role, including highly effective supervision of the Company's management given that he possesses extensive understanding of the Company's operations.</td></tr>
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<tr><td>No.</td><td>Name
(Date of Birth)</td><td>Current Position and Important Concurrent Position</td></tr>
<tr><td rowspan="3">7</td><td>Hideaki Takahashi
(Mar. 22, 1948)</td><td>Director, ORIX Corporation,
Professor, Graduate School of Media and Governance at Keio University,
Director, Fukuoka Financial Group, Inc. (Outside)

ORIX Committee Membership:
Nominating Committee, Compensation Committee</td></tr>
<tr><td colspan="2"><Reasons for nomination for Director>
Mr. Hideaki Takahashi has wide-ranging experience and knowledge in corporate management through his past experiences, including Chairman and Representative Director of NCR Japan, Ltd., and Executive Vice President and Representative Director of Fuji Xerox Co., Ltd. Moreover, at the Company, after serving as Part-time Advisor, he has served as Director. He therefore has a wealth of experience and advanced knowledge relating to the diversified business activities of the ORIX through this service.
He has actively expressed his opinions and made proposals during deliberations at Board of Directors Meeting, Nominating Committee, and Compensation Committee, pointing to important matters regarding the Company’s management by using his managerial decision making skills based on his wide-ranging experience and knowledge.
The Nominating Committee has appointed him as a candidate for Director because it has determined that he can be expected to continue to fulfil a substantial role, including highly effective supervision of the Company’s management by utilizing a wealth of his knowledge and experience, etc. gained from inside and outside the company.</td></tr>
<tr><td rowspan="3">8</td><td>Eiko Tsujiyama
(Dec. 11, 1947)

Candidate for Outside Director</td><td>Director, ORIX Corporation
Professor, Waseda University, Faculty of Commerce
Corporate Auditor, Mitsubishi Corporation (Outside)
Corporate Auditor, Lawson, Inc. (Outside)
Audit & Supervisory Board Member, NTT DOCOMO, INC. (Outside)
Audit & Supervisory Board Member, Shiseido Company, Limited (Outside)

ORIX Committee Membership:
Audit Committee (Chairperson), Compensation Committee</td></tr>
<tr><td colspan="2"><Reasons for nomination for Outside Director>
Ms. Eiko Tsujiyama serves as a professor of Waseda University, Faculty of Commerce and has served on government and institutional finance and accounting councils both in Japan and overseas. She has extensive knowledge as a professional accountant. She participated in all 7 meetings of the Board of Directors during the fiscal year ending March 31, 2015 and as Chairperson of the Audit Committee, she has received periodic reports from the Company’s internal audit unit and actively expressed her opinions and made proposals, while leading discussions on the effectiveness of the Company’s internal control system.
The Nominating Committee has appointed her as a candidate for Outside Director because it has determined that she can be expected to continue to fulfil a substantial role, including highly effective supervision of the Company’s management by utilizing a wealth of her knowledge and experience, etc., from an independent and objective standpoint.
Her period in service as of the conclusion of this Annual General Meeting of Shareholders will be five years.</td></tr>
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<tr><th>No.</th><th>Name
(Date of Birth)</th><th>Current Position and Important Concurrent Position</th></tr>
<tr><td rowspan="2">9</td><td>Robert Feldman
(Jun. 12, 1953)

Candidate for
Outside Director</td><td>Director, ORIX Corporation
Managing Director and Chief Economist, Morgan Stanley MUFG Securities Co., Ltd.

ORIX Committee Membership:
Nominating Committee, Compensation Committee (Chairperson)</td></tr>
<tr><td colspan="2"><Reasons for nomination for Outside Director>
Mr. Robert Feldman currently serves as Managing Director and Chief Economist at Morgan Stanley MUFG Securities Co., Ltd., and as an economist, has a deep understanding of the environment and events of business management both in Japan and overseas.
He participated in all 7 meetings of the Board of Directors during the fiscal year ending March 31, 2015 and as Chairperson of the Compensation Committee, he has actively expressed his opinions and made proposals during deliberations between the Directors' compensation system and compensation levels in order to enhance their role as medium- and long-term incentives, from a global perspective based on his wide-ranging experience and knowledge.
The Nominating Committee has appointed him as a candidate for Outside Director because it has determined that he can be expected to continue to fulfil a substantial role, including highly effective supervision of the Company's management by utilizing a wealth of his knowledge and experience, etc., from an independent and objective standpoint.
His period in service as of the conclusion of this Annual General Meeting of Shareholders will be five years.</td></tr>
<tr><td rowspan="2">10</td><td>Takeshi Niinami
(Jan. 30, 1959)

Candidate for
Outside Director</td><td>Director, ORIX Corporation
President, Suntory Holdings Limited.
Director, ACCESS CO., LTD. (Outside)
Director, Mitsubishi Motors Corporation (Outside)

ORIX Committee Membership:
Nominating Committee, Compensation Committee</td></tr>
<tr><td colspan="2"><Reasons for nomination for Outside Director>
Mr. Takeshi Niinami served as President, Representative Director, CEO, Chairman and Member of the Board of Lawson, Inc., and currently serves as President of Suntory Holdings Limited. He has wide-ranging experience and knowledge of corporate management.
He participated in 6 out of 7 meetings of the Board of Directors during the fiscal year ending March 31, 2015 and has actively expressed his opinions and made proposals during deliberations at Board of Directors Meeting, Nominating Committee, and Compensation Committee, pointing to important matters regarding company management by using his managerial decision making skills based on his wide-ranging experience and knowledge.
The Nominating Committee has appointed him as a candidate for Outside Director because it has determined that he can be expected to continue to fulfil a substantial role, including highly effective supervision of the Company's management by utilizing a wealth of his knowledge and experience, etc., from an independent and objective standpoint.
His period in service as of the conclusion of this Annual General Meeting of Shareholders will be five years.</td></tr>
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<tr><td>No.</td><td>Name
(Date of Birth)</td><td>Current Position and Important Concurrent Position</td></tr>
<tr><td rowspan="2">11</td><td>Nobuaki Usui
(Jan. 1, 1941)

Candidate for
Outside Director</td><td>Director, ORIX Corporation
Corporate Auditor, KONAMI CORPORATION (Outside)

ORIX Committee Membership:
Nominating Committee, Audit Committee</td></tr>
<tr><td colspan="2"><Reasons for nomination for Outside Director>
Mr. Nobuaki Usui served as the Administrative Vice Minister of Ministry of Finance and the Governor and CEO of National Life Finance Corporation (currently, Japan Finance Corporation). He has a wealth of knowledge and experience as a finance and tax expert.
He participated in all 7 meetings of the Board of Directors during the fiscal year ending March 31, 2015 and has actively expressed his opinions and made proposals during deliberations at Board of Directors Meeting, Nominating Committee and Audit Committee, pointing to important matters regarding company management, based on his wide-ranging experience and knowledge in finance and tax.
The Nominating Committee has appointed him as a candidate for Outside Director because it has determined that he can be expected to continue to fulfil a substantial role, including highly effective supervision of the Company’s management by utilizing a wealth of his knowledge and experience, etc., from an independent and objective standpoint.
His period in service as of the conclusion of this Annual General Meeting of Shareholders will be three years.</td></tr>
<tr><td rowspan="2">12</td><td>Ryuji Yasuda
(Apr. 28, 1946)

Candidate for
Outside Director</td><td>Director, ORIX Corporation
Director, Daiwa Securities Group Inc. (Outside)
Director, Fukuoka Financial Group, Inc. (Outside)
Director, Yakult Honsha Co., Ltd. (Outside)

ORIX Committee Membership:
Nominating Committee, Audit Committee, Compensation Committee</td></tr>
<tr><td colspan="2"><Reasons for nomination for Outside Director>
Mr. Ryuji Yasuda served as Director of McKinsey & Company and Chairman of A.T. Kearney, Asia, and currently serves as an adjunct professor at Graduate School of International Corporate Strategy at Hitotsubashi University. He has a specialized knowledge on corporate strategy acquired through a wide range of past experience.
He participated in all 7 meetings of the Board of Directors during the fiscal year ending March 31, 2015 and has actively expressed his opinions and made proposals during deliberations at Board of Directors Meeting, Nominating Committee, Audit Committee and Compensation Committee, pointing to important matters regarding company management, using his expertise in corporate strategy.
The Nominating Committee has appointed him as a candidate for Outside Director because it has determined that he can be expected to continue to fulfil a substantial role, including highly effective supervision of the Company’s management by utilizing a wealth of his knowledge and experience, etc., from an independent and objective standpoint.
His period in service as of the conclusion of this Annual General Meeting of Shareholders will be two years.</td></tr>
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No.	Name (Date of Birth)	Current Position and Important Concurrent Position
13	Heizo Takenaka (Mar. 3, 1951) -Newly nominated- Candidate for Outside Director	Professor, Faculty of Policy Management at Keio University Chairman and Director, PASONA Group Inc. Director, Global Security Research Institute at Keio University Director, Academyhills
	<Reasons for nomination for Outside Director> Mr. Heizo Takenaka served successively as Minister of State for Economic and Fiscal Policy, Minister of State for Financial Services, Minister of State for Communications and Privatization of Postal Services and Minister for Internal Affairs, and currently serves as Professor of Keio University, Faculty of Policy Management. He is well versed in business environment and financial policies, as well as their past and present developments both in Japan and overseas. The Nominating Committee has appointed him as a new candidate for Outside Director because it has determined that he can be expected to fulfil a substantial role, including highly effective supervision of the Company's management by utilizing his wealth of knowledge and experience, etc., from an independent and objective standpoint.	

Notes:

1. There is no special interest between candidates for Director and the Company.

2. The Nominating Committee established 'Requirements for Independent Directors' as set forth below, and all candidates for Outside Directors meet these requirements.

   (1) Independent Director must not be a principal trading partner*, or executive officer (including operating officers, hereinafter the same) or an employee of a principal trading partner of the ORIX Group as of now and during the last one year.
   *A "principal trading partner" refers to an entity with a business connection with the ORIX Group with a transaction amount equivalent to more than the greater of 2% of consolidated total sales (consolidated total revenues in the case of the ORIX Group) or one million US dollars of the ORIX Group or the entity in any one of the latest fiscal year and the preceding three fiscal years.

   (2) Independent Director did not receive directly a large amount of compensation (10 million yen or higher in one fiscal year) outside the Director's compensation from the ORIX Group in any of the latest fiscal year and the preceding three fiscal years. Further, corporation or other entity for which such Independent Director serves as consultant, account specialist, or legal expert, did not receive a large amount of compensation (equivalent to more than the greater of 2% of consolidated total revenues (or consolidated total sales), or one million US dollars) from the ORIX Group as of now and in the last one year.

   (3) Independent Director is not a major shareholder of the Company (10% or higher of issued shares), or representative of the interests of a major shareholder as of now.

   (4) Independent Director was not an executive officer, etc. of a company having a relationship of concurrent directorship* with the Company in any of the latest fiscal year and the preceding three fiscal years.
   *"Concurrent directorship" refers to such case that an executive officer, etc. of the Company or its subsidiaries who serves as director of a company in which the independent Director has been an executive officer, also assumes the post of Outside Director of the Company.

   (5) Independent Director was not a member of the executive board (limited to those who execute business) or any other person executing business (referring to an officer, corporate member or employee who executes business of the organization) of any organization (including public interest incorporated associations, public interest incorporated foundations and non-profit corporations) that have received a large amount of donation or assistance (annual average of 10 million yen or higher over the past three fiscal years) from the ORIX Group.

(6) Independent Director did not serve as an accounting auditor, a certified public accountant (or tax accountant) as accounting advisor, or a corporate member, a partner or a corporate worker of audit firm (or tax accountant corporation) of the ORIX Group who performed the audit work in person (excluding engagement as a supporting role) on the ORIX Group in any of the latest fiscal year and the preceding three fiscal years.

(7) None of their family members* falls under any of the following:
i) A person who was an executive officer, etc. or important employee of the ORIX Group during the past three years.
ii) A person who falls under one of the requirements specified in (1) through (3), (5) and (6) above. For an employee in (1), however, such person shall be limited to an executive officer, for the second sentence in (2), such person shall be limited to a corporate member or a partner of the corporation or other entity and for (6), such person shall be limited to an executive officer, etc. or an employee who performs the audit on the ORIX Group in person.
*Family members include a spouse, those related within the second degree by consanguinity or affinity, or other kin living with the Outside Director.

(8) There must be no material conflict of interest or any possible conflict of interest that might influence the independent Director's judgment in performing their duties as an Outside Director.

3. During the term in office from the last preceding appointment of the candidates for Outside Director to date, there have been no incidents at the Company involving violations of laws and regulations, Articles of Incorporation and/or any other inappropriate conduct of business.

4. To the Company's knowledge, during the past five years, violations of laws, regulations, etc. and/or inappropriate conduct of business have not been taken place at any of the other companies at which the candidates for Outside Director served as directors, executive officers, corporate auditors or audit & supervisory board members.

5. Ms. Eiko Tsujiyama, Mr. Robert Feldman, and Mr. Nobuaki Usui have not had past involvement in corporate management except as outside director, outside corporate auditor and outside audit & supervisory board member. However, they are nominated as candidates for Outside Director as it has been determined that they are able to appropriately perform the duties of Outside Director for the aforementioned reasons.

6. To the Company's knowledge, none of the candidates for Outside Directors:

(1) was in the past a person executing business or an officer (excluding a person executing business, hereinafter the same) at the Company or a subsidiary of the Company.

(2) is a person executing business or an officer of specially related business entities of the Company, or was in the last five years a person executing business or an officer of specially related business entities of the Company (excluding subsidiaries of the Company).

(3) has plans to receive any material compensation or other properties (except for compensation as a director, accounting advisor, corporate auditor, executive officer or other related person) from the Company or from its specially related business entities, or has received such compensation during the past two years.

(4) is a spouse or other relative within the third degree of relationship of any persons executing business or officers of the Company or its specially related business entities, or persons equivalent thereto (excluding cases that are not significant).

(5) was not an outside director of the Company and was a person executing business of the other company of a merger in the last two years with the Company in the case where that became a successor or recipient of rights or obligations possessed in respect to its businesses through the process of the said merger.

7. The Company has executed an agreement regarding limitation on liability with each Outside Director, which will limit his/her liability for damages pursuant to Article 423, Paragraph 1 of the Companies Act. The maximum amount of liabilities provided in such agreement is equal to the Minimum Liability Amount set forth in Article 425, Paragraph 1 of the Companies Act. The Company expects to renew the said agreement or newly enter into an agreement with the same contents with each of the candidates for Outside Director if they are appointed as Director.

8. There are no specific comments or objections from the candidates for Outside Directors regarding the statements made above.