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(Stock Exchange Code 8586)
June 6, 2016

To Shareholders with Voting Rights:

Kazuya Miura
Director
Hitachi Capital Corporation
3-1, Nishi Shimbashi 1-chome, Minato-ku, Tokyo

NOTICE OF
THE 59TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

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

You are cordially invited to attend the 59th Ordinary General Meeting of Shareholders of Hitachi Capital Corporation (the "Company"). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing or via the Internet. Please review the following Reference Documents for the General Meeting of Shareholders and exercise your voting rights in accordance with the guidance on page 3.

1. **Date and Time:** Friday, June 24, 2016 at 10:00 a.m.

2. **Place:** Sapphire 22, Main Tower 22F, Shinagawa Prince Hotel located at 10-30 Takanawa 4-chome, Minato-ku, Tokyo
(Please note that the venue differs from last year. Please refer to the guide map to the venue at the end of this document and confirm its correct location.)

3. **Meeting Agenda:**

Matters to be reported:
1. The Business Report, Consolidated Financial Statements for the Company's 59th Fiscal Year (April 1, 2015 - March 31, 2016) and results of audits by the Accounting Auditor and the Audit Committee of the Consolidated Financial Statements
2. Non-consolidated Financial Statements for the Company's 59th Fiscal Year (April 1, 2015 - March 31, 2016)

Proposal to be resolved:

Proposal: Election of Nine (9) Directors

The Business Report, Consolidated Financial Statements, Non-consolidated Financial Statements, and associated Audit Reports are published in the enclosed Report on the 59th Fiscal Year.

4. Other Matters Concerning the Notice of the Meeting

(1) When exercising your voting rights using the Voting Rights Exercise Form, any voting right without an indication of approval or disapproval with the proposal will be taken as a vote for approval.

(2) Should you exercise your voting rights via the Internet, even if you return your Voting Rights Exercise Form by post, only your vote via the Internet will be treated as valid.

(3) If voting rights are exercised multiple times via the Internet, only the last vote will be treated as valid.

(4) Please ensure that the Voting Rights Exercise Form is sent back in time to reach us by 5:30 p.m. (close of business of the Company) on Thursday, June 23, 2016.

(5) Please note that the deadline for exercising voting rights via the Internet is 5:30 p.m. (close of business of the Company) on Thursday, June 23, 2016.

(6) If you exercise your voting rights at the meeting by proxy, you may appoint only one proxy who is a shareholder entitled to exercise voting rights of the Company. In such case, the proxy is requested to submit a document evidencing the authority of proxy to the Company.

(7) In the case of a diverse exercise of your voting rights, please submit a notice of the intention and reasons to the Company in writing at least three days prior to the General Meeting of Shareholders.

- If any revision is required to the Business Report, Consolidated Financial Statements, Non-consolidated Financial Statements, or Reference Documents for the General Meeting of Shareholders during the period from the dispatch of this notice to the day prior to the meeting, such revision will be published on the Company's website (http://www.hitachi-capital.co.jp).
- The following documents are posted on the Company's website as mentioned above pursuant to laws and regulations and the Company's Articles of Incorporation and not included in the Report on the 59th Fiscal Year. Accordingly, the Consolidated Financial Statements and Non-consolidated Financial Statements included in the Report on the 59th Fiscal Year are part of the documents that have been audited by the Accounting Auditor and the Audit Committee in preparing the Audit Reports.
  (i) Notes to Consolidated Financial Statements
  (ii) Notes to Non-consolidated Financial Statements

Guidance for Exercising Voting Rights

- Please submit the enclosed Voting Rights Exercise Form at the reception on the day of the meeting.
- Please note that the representatives of the Company will be attending in "Cool Biz" style on the day of the meeting. Your cooperation in wearing lighter clothing is appreciated.
- If you are unable to attend the meeting on the day, please exercise your voting rights with one of the following methods.

[Exercise of voting rights by post]
Indicate your approval or disapproval with the proposals on the enclosed Voting Rights Exercise Form, and return it by post.

[Exercise of voting rights via the Internet]
1. Using your PC or smart phone
   (1) Access the voting rights exercise website (http://www.tosyodai54.net).
   (2) Read through the information on the Voting Rights Exercise Form, and enter your voting code and password.
   (3) Follow the instructions on the screen, and exercise your voting rights.

2. Using your mobile phone
   (1) Please make sure that you are able to use one of the following services. With the same method for using your PC as described in 1. above, access the website (http://www.tosyodai54.net), follow the instructions on the screen, and exercise your voting rights.
      - i-mode
      - EZweb
      - Yahoo! Keitai

      (i-mode, EZweb, Yahoo!, and Yahoo! Keitai are trademarks or registered trademarks of NTT DOCOMO, INC., KDDI CORPORATION, Yahoo! Inc. of the U.S., and Softbank Corp., respectively.)
   (2) A device equipped with SSL communication function for encrypted communications is required.

* Communications costs and provider connection fees incurred when accessing the voting rights exercise website shall be shouldered by the shareholder.

Please contact the following for any inquiries related to the exercise of voting rights via the Internet.
Shareholder registry administrator: Tokyo Securities Transfer Agent Co., Ltd.
Tel: 0120-88-0768 (toll free)
Hours: 9:00 – 21:00

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

Reference Documents for the General Meeting of Shareholders

Proposal: Election of Nine (9) Directors

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

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

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
1	Haruo Funabashi (September 19, 1946) [External Director Candidate] [Independent Director Candidate]	July 1969 June 1994 March 1995 July 1997 June 1998 June 2000 July 2001 July 2002 February 2003 March 2005 June 2006 December 2007 June 2009 December 2011 June 2015	Joined Ministry of Finance Deputy Vice Minister of Finance for International Affairs Director General of Tokyo Customs Deputy Director General of National Tax Agency Chief of Operations Bureau at Securities and Exchange Surveillance Commission Chief Secretary of National Land Agency (currently Ministry of Land, Infrastructure, Transport and Tourism) Vice-Minister for Transport and International Affairs, Ministry of Land, Infrastructure, Transport and Tourism Retired from Transport and International Affairs, Ministry of Land, Infrastructure, Transport and Tourism CEO of SIRIUS INSTITUTE Inc. (present) Corporate Auditor of Kenedix, Inc. (present) External Auditor of Konoike Transport Co., Ltd. (present) Outside Corporate Auditor of Pasona Group Inc. (present) Director of The Dai-ichi Life Insurance Company, Limited (present) Statutory Auditor of EPS Corporation (currently EPS Holdings, Inc.) (present) Director (present) (Audit Committee member and Remuneration Committee member as of June 2016)	300 shares
2	Koichiro Hiraiwa (January 2, 1950) [External Director Candidate] [Independent Director Candidate]	April 1974 May1997 January 2002 April 2004 June 2005 July 2008 March 2009 March 2015 March 2015 June 2015	Joined Bank of Japan General Manager of Okayama Branch, Bank of Japan General Manager of Kyoto Branch, Bank of Japan Head of Business Planning Department, Financial Business Division, NTT DATA Corporation Head of Financial Strategy Business Promoting Office, Financial Business Division, NTT DATA Corporation Head of Financial Business Planning Office, Financial Business Planning and Administration Department, NTT DATA Corporation President & Representative Director of the Kyoto Hotel, Ltd. Outside Director of Allied Telesis Holdings K.K. (present) Representative Director of Apua Consulting Inc. (present) Director (present) (Nominating Committee member and Audit Committee member as of June 2016)	100 shares

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
3	Shigeharu Kawahara (November 19, 1949) [New Candidate] [External Director Candidate] [Independent Director Candidate]	April 1973 Joined Sony Corporation January 1983 Transferred to Sony Corporation of America April 1996 Joined KPMG Peat Marwick October 1996 Partner of KPMG Peat Marwick February 2003 Representative Partner of KPMG AZSA LLC July 2012 Certified Public Accountant, Representative of Shigeharu Kawahara Office (present)	0 shares
4	Wataru Sueyoshi (October 11, 1956) [New Candidate] [External Director Candidate] [Independent Director Candidate]	April 1983 Registered as an attorney Joined Mori Sogo Law Offices April 2007 Established Sueyoshi Sogo Law Offices (current STW & Partners) Partner of STW & Partners (present) July 2014 Member of Subdivision on Copyrights of the Agency for Cultural Affairs organized by the Ministry of Education, Culture, Sports, Science and Technology (present)	0 shares

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
5	Takashi Miyoshi (September 25, 1947)	April 1970 Joined Hitachi, Ltd. April 2003 General Manager of Finance, Hitachi, Ltd. June 2003 Executive Officer of Hitachi, Ltd. April 2004 Senior Vice President and Executive Officer of Hitachi, Ltd. June 2004 Senior Vice President and Executive Officer and Director of Hitachi, Ltd. April 2006 Representative Executive Officer, Executive Vice President and Executive Officer and Director of Hitachi, Ltd. April 2007 Director of Hitachi, Ltd. June 2007 Chairman of the Board of Hitachi Global Storage Technologies, Inc. April 2008 Executive Vice President and Executive Officer of Hitachi Systems & Services, Ltd. June 2008 Representative Executive Officer, President, Chief Executive Officer and Director of Hitachi Systems & Services, Ltd. April 2009 Representative Executive Officer, Executive Vice President and Executive Officer of Hitachi, Ltd. June 2009 Representative Executive Officer, Executive Vice President and Executive Officer and Director (in charge of Management Reforms, Finance, Pension, Group Management, Business Development and Consumer Business) of Hitachi, Ltd. June 2010 Chairman of the Board of Hitachi Construction Machinery Co., Ltd. April 2011 Representative Executive Officer, Executive Vice President and Executive Officer and Director (in charge of Management Strategy, Finance and Corporate Pension System) of Hitachi, Ltd. June 2011 Corporate Auditor of Hitachi Koki Co., Ltd. April 2012 Director of Hitachi, Ltd. (present) June 2012 Director of Hitachi Construction Machinery Co., Ltd. June 2012 Chairman of the Board of the Company (present) (Nominating Committee member and Remuneration Committee member as of June 2016)	3,000 shares

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
6	Ryuichi Kitayama (February 4, 1952) [New Candidate]	April 1976 Joined Hitachi, Ltd. April 2003 General Manager of Government & Public Corporation Information Systems Sales Management Division, Information & Telecommunication Systems Group, Hitachi, Ltd. April 2004 President and Director of Hitachi Hi-System21 Co., Ltd. April 2006 General Manager of Financial Information Systems Sales Management Division, Information & Telecommunication Systems Group, Hitachi, Ltd. April 2010 Vice President and Executive Officer of Hitachi, Ltd. April 2014 Representative Executive Officer, Senior Vice President and Executive Officer of Hitachi, Ltd. June 2014 Board Director of Hitachi High-Technologies Corporation (present) April 2015 Representative Executive Officer, Executive Vice President and Executive Officer of Hitachi, Ltd. (present)	0 shares
7	Kazuya Miura (January 23, 1953)	April 1976 Joined the Company April 2003 Manager of Business Equipment Development Department, Retail Division September 2003 Vice President and Executive Officer April 2005 Executive Vice President and Executive Officer April 2007 Representative Executive Officer, Executive Vice President and Executive Officer June 2007 Representative Executive Officer, Executive Vice President and Executive Officer and Director April 2009 Representative Executive Officer, President and Chief Executive Officer and Director April 2016 Director (present) (Nominating Committee Chairman and Remuneration Committee Chairman as of June 2016)	19,700 shares
8	Seiji Kawabe (September 3, 1955) [New Candidate]	April 1980 Joined the Company April 2003 Head of Sales Division I September 2007 Co-head of Corporate Sales & Marketing Division and Co-head of Tokyo Sales Division II April 2008 Vice President and Executive Officer April 2012 Senior Vice President and Executive Officer April 2016 Representative Executive Officer, President and Chief Executive Officer (present)	4,300 shares
9	Kenji Sakai (January 28, 1954)	April 1977 Joined Hitachi, Ltd. April 2002 Senior Manager of Accounting, Internet Platform Division, Ubiquitous Platform Group, Hitachi, Ltd. April 2005 General Manager of Finance Department and General Manager of Audit Office, Hitachi Displays, Ltd. April 2010 Board Director, General Manager of Business Planning Office and General Manager of Finance Department, Hitachi Displays, Ltd. April 2012 Joined the Company General Manager of Business Create Dept., International Business Division October 2012 Co-Head of International Business Division and General Manager of Business Create Dept., International Business Division April 2013 Executive Officer and General Manager, Audit Office June 2013 Director (present) (Audit Committee Chairman as of June 2016)	400 shares

(Notes)

1. The candidate for Director Mr. Takashi Miyoshi serves as Director, and the candidate for Director Mr. Ryuichi Kitayama serves as Representative Executive Officer, Executive Vice President and Executive Officer of the parent company Hitachi, Ltd. The Company purchases commercial machinery, etc. for leasing from Hitachi Ltd., and leases manufacturing equipment and industrial equipment to Hitachi, Ltd.
   No other candidates for Directors have any special interest in the Company.

2. Position and responsibilities when candidates for Directors are/were persons engaged in business execution of the parent company or its subsidiary (excluding the Company) (currently or in the past five years).
   (i) As stated in the aforementioned "Career summary, positions, responsibilities and significant concurrent positions," Messrs. Takashi Miyoshi and Ryuichi Kitayama are/were engaged in business execution of the parent company Hitachi, Ltd.
   (ii) As stated in the aforementioned "Career summary, positions, responsibilities and significant concurrent positions," Mr. Kenji Sakai was engaged in business execution of Hitachi Displays, Ltd., which was a subsidiary of Hitachi, Ltd.

3. Matters relating to candidates for Directors
   (1) Candidates for External Directors
   Messrs. Haruo Funabashi, Koichiro Hiraiwa, Shigeharu Kawahara and Wataru Sueyoshi are candidates for External Directors in accordance with Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act.
   (2) Reasons for election of candidates for Directors
      (i) The candidate for External Director Mr. Haruo Funabashi has extensive experience in administration and overall management, and high-level and a deep knowledge of financial affairs. The Company expects that he would incorporate the perspective of securing the interest of general shareholders based on such experience and knowledge into management and oversight of business execution of the Company, and strengthen the decision-making function of the Board of Directors, and, therefore, has elected him as a candidate for External Director. He currently serves as External Director and Independent Officer of the Company and expresses valuable opinions on overall management at the Board of Directors. He will have held the office of Director for one year at the conclusion of this General Meeting of Shareholders.
      (ii) The candidate for External Director Mr. Koichiro Hiraiwa has extensive experience and high-level insight in overall management, and a deep specialized knowledge of finance. The Company expects that he would demonstrate excellent business judgment and leadership based on such experience and insight, and, therefore, has elected him as a candidate for External Director. He currently serves as External Director and Independent Officer of the Company and expresses valuable opinions on overall management and finance at the Board of Directors. He will have held the office of Director for one year at the conclusion of this General Meeting of Shareholders.
      (iii) The candidate for External Director Mr. Shigeharu Kawahara has working experience in global major companies as well as extensive knowledge and experience in accounting acquired at accounting firms, etc. as a certified public accountant. The Company expects that he would incorporate his opinions based on such knowledge and experience into management and oversight of business execution of the Company, and strengthen the functions of the Board of Directors, and, therefore, has elected him as a candidate for External Director.
      (iv) The candidate for External Director Mr. Wataru Sueyoshi has extensive experience as a lawyer at law firms, and a high-level of specialized knowledge of corporate law and intellectual property. The Company expects that he would incorporate his opinions based on such experience and knowledge into management and oversight of business execution of the Company, and strengthen the functions of the Board of Directors, and, therefore, has elected him as a candidate for External Director.
      (v) The candidate for Director Mr. Takashi Miyoshi has held positions including Director of Hitachi, Ltd. and Chairman of the Board of Hitachi Group companies and has extensive experience and high-level insight in overall management and a deep specialized knowledge of accounting and finance. The Company expects that he would continue to strengthen the functions of the Board of Directors through his business judgment and leadership based on such experience and knowledge, and, therefore, has elected him as a candidate for Director. He will have held the office of Director for four years at the conclusion of this General Meeting of Shareholders.
      (vi) The candidate for Director Mr. Ryuichi Kitayama has extensive experience as a corporate manager of Hitachi, Ltd. and the Hitachi Group and a deep specialized knowledge of overall sales operations. In particular, he currently serves as Representative Executive Officer, Executive Vice President and Executive Officer of Hitachi, Ltd. Accordingly, the Company expects that he would strengthen the functions of the

Board of Directors based on his business judgment and leadership backed by such knowledge, and, therefore, has elected him as a candidate for Director.

(vii) The candidate for Director Mr. Kazuya Miura served as Representative Executive Officer, President and Chief Executive Officer and Director of the Company until March 2016. The Company expects that he would demonstrate control and oversight functions for sophisticated and effective business execution based on such experience and continue to strengthen the functions of the Board of Directors, and, therefore, has elected him as a candidate for Director. He will have held the office of Director for nine years at the conclusion of this General Meeting of Shareholders.

(viii) The candidate for Director Mr. Seiji Kawabe has extensive sales experiences and achievements at the Company as well as outstanding abilities and achievements in business execution as an Executive Officer. Accordingly, the Company expects that he would, as a suitable person responsible for the Group's management in the future, promote sharing information as a member of the Board of Directors and strengthen the decision-making function of the Board of Directors, and, therefore, has elected him as a candidate for Director.

(ix) The candidate for Director Mr. Kenji Sakai has extensive management experience and achievements at the Company and the Hitachi Group as well as competence. The Company expects that he would continue to control and oversee the Group's management, promote sharing information as a member of the Board of Directors and strengthen the decision-making function of the Board of Directors, and, therefore, has elected him as a candidate for Director. He will have held the office of Director for three years at the conclusion of this General Meeting of Shareholders.

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

Not applicable.

(4) Independence of the candidates for External Directors

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

4. Limited liability agreements with Directors

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

If the election of the candidates for Directors is approved, the Company is scheduled to enter into the same limited liability agreement with Messrs. Haruo Funabashi, Koichiro Hiraiwa, Shigeharu Kawahara, Wataru Sueyoshi, Takashi Miyoshi, Ryuichi Kitayama, Kazuya Miura and Kenji Sakai, respectively, within the scope of the Articles of Incorporation of the Company.