(Translation for reference purposes only)

Stock code: 8570

June 4, 2019

AEON Financial Service Co., Ltd.
Head Office:
Kanda Nishiki-cho 1-1, Chiyoda-ku, Tokyo
Headquarters:
Kanda Nishiki-cho 3-22, Chiyoda-ku, Tokyo
President and CEO: Kenji Kawahara

To the Shareholders of AEON Financial Service Co., Ltd.:

Notice of the 38th Ordinary General Meeting of Shareholders

You are cordially invited to attend the 38th Ordinary General Meeting of Shareholders of AEON Financial Service Co., Ltd., to be held as described below:

For those who will be attending the meeting in person, we request that you submit the enclosed Form for Exercising Voting Rights to a receptionist at the meeting venue. Those who are unable to attend may vote in writing or on the Internet. Please cast your vote by 6:00 p.m. on Monday, June 24, 2019 after reviewing the enclosed Reference Documents for the General Meeting of Shareholders.

1. Date and Time: Tuesday, June 25, 2019; 10:00 a.m. (Reception will open at 9 a.m.)

2. Place: 3F Hall, TKP GARDEN CITY PREMIUM Jimbocho
TERRACE SQUARE, Kanda Nishiki-cho 3-22, Chiyoda-ku, Tokyo

3. Objectives of Meeting

Matters to be reported:

1. Business Report and Consolidated Financial Statements for the 38th fiscal year (from April 1, 2018 to March 31, 2019) and Reports of Audit on the Consolidated Financial Statements by Independent Auditor and Board of Corporate Auditors
2. Nonconsolidated Financial Statements for the 38th fiscal year (from April 1, 2018 to March 31, 2019)

Matters to be resolved:

Agenda Item 1: Partial amendments to the Articles of Incorporation

Agenda Item 2: Election of twelve (12) Directors

Agenda Item 3: Election of one (1) Corporate Auditor

(Translation for reference purposes only)

- Based on the applicable laws and regulations, and the Company's Articles of Incorporation, some of the matters that require disclosure in the Business Report, Consolidated Financial Statements and Nonconsolidated Financial Statements are posted on the Company's website below, and are not included in the Attachments to this Notice of the General Meeting of Shareholders. The Consolidated Financial Statements and Nonconsolidated Financial Statements, which have been audited by the Independent Auditor, include not only the documents stated in the Attachments, but also the documents posted on the Company's website. Also, the Business Report, Consolidated Financial Statements and Nonconsolidated Financial Statements, which have been audited by the Corporate Auditors, include not only the documents stated in the Attachments, but also the documents posted on the Company's website.

- Any subsequent revisions to the Business Report, Consolidated Financial Statements, Nonconsolidated Financial Statements and Reference Documents for the General Meeting of Shareholders, will be posted on the Company's website.

- To ensure that information is furnished in a timely manner, the content of this notice was disclosed on the Company's website before it was sent out.

The Company's website (http://www.aeonfinancial.co.jp/eng/)

Notes:

1. *This English version is a translation of points summarized from an original notice written in Japanese. When discrepancies in interpretation arise, the content of the Japanese notice shall take precedence.*
2. *Please note that Internet voting is not available to such persons as those who are not residents of Japan and who have appointed a custodian in Japan for handling of their shares according to the Rules for the Handling of Shares of the Company.*
3. *AEON Financial Service Co., Ltd.'s ordinary share issue* *Local code:8570*
   SEDOL# 6037734 JP
   ISIN# JP 3131400008

[Electronic Voting Platform for Institutional Investors]

Institutional shareholders, including standing proxies such as master trust banks, who have applied in advance to the ICJ Proxy e-Voting Platform Service (the Platform Service) offered by ICJ Inc., a joint venture established by Tokyo Stock Exchange, Inc., Japan Securities Dealers Association and Broadridge Financial Solutions, Inc., are entitled to use the Platform Service to exercise their votes.

(Translation for reference purposes only)

Reference Documents for the General Meeting of Shareholders

Agenda Items and Reference Information

Agenda Item 1: Partial amendments to the Articles of Incorporation

1. Reasons for the proposal

Since becoming a bank holding company in 2013, the business year for the Company commenced on April 1 of each year and end on the last day of March 31 the following year in accordance with the Banking Act, however, the transition of company structure occurred on April 1, 2019. The Company proposes to make the necessary amendments to Article 12, Article 36 and Article 38 of the current Articles of Incorporation to change the Company's business year to commence on March 1 of each year and end on the last day of February the following year due to the fact that the Company's business partners are centered around the retail sector, and many of these business partners settle accounts on the last day of February. In addition, the Company proposes these amendments in order to promote unified operation of our global business and increase transparency of management by disclosing information in a timely and appropriate manner by unifying the balance sheet date with overseas consolidated subsidiaries that account for half of our profit.

Furthermore, the Company proposes the establishment of supplementary provisions to make the 39th business year be for a period of 11 months commencing on April 1, 2019 and ending on February 29, 2020 as a transitional measure.

2. Details of the amendments

Details of the amendments are as follows.

(Amendments are underlined.)

Current Articles of Incorporation	Proposed Amendments
Articles 1 to 11 (Omitted)	Articles 1 to 11 (Unchanged)
(Record Date) Article 12 The record date for voting rights at the Company's annual general meeting of shareholders shall be <u>the last day of March</u> every year. (2) In addition to as provided in the preceding paragraph, a record date may be temporarily specified by providing advance notice by resolution of the Board of Directors if necessary.	(Record Date) Article 12 The record date for voting rights at the Company's annual general meeting of shareholders shall be <u>the last day of February</u> every year. (2) In addition to as provided in the preceding paragraph, a record date may be temporarily specified by providing advance notice by resolution of the Board of Directors if necessary.

(Translation for reference purposes only)

Current Articles of Incorporation	Proposed Amendments
Articles 13 to 35 (Omitted)	Articles 13 to 35 (Unchanged)
(Business Year) Article 36 The business year of the Company shall commence on April 1 of each year and end on the last day of March of the following year, and the final day of the business year shall be the balance sheet date.	(Business Year) Article 36 The business year of the Company shall commence on March 1 of each year and end on the last day of February of the following year, and the final day of the business year shall be the balance sheet date.
Article 37 (Omitted)	Article 37 (Unchanged)
(Record Date for Dividends of Surplus) Article 38 The record date for year-end dividends of the Company shall be the last day of March of each year. (2) The record date for interim dividends of the Company shall be the last day of September of each year. (3) In addition to the provisions of the preceding two paragraphs, the Company may pay dividends of surplus by setting a record date.	(Record Date for Dividends of Surplus) Article 38 The record date for year-end dividends of the Company shall be the last day of February of each year. (2) The record date for interim dividends of the Company shall be the last day of August of each year. (3) In addition to the provisions of the preceding two paragraphs, the Company may pay dividends of surplus by setting a record date.
Article 39 (Omitted)	Article 39 (Unchanged)
(New)	(Supplementary Provisions)
(New)	Article 1 Notwithstanding the provision of Article 36, the 39th business year shall be for 11 months commencing on April 1, 2019 and ending on February 29, 2020. This provision shall be removed once the 39th business year has elapsed.
(New)	Article 2 Notwithstanding the provision of Article 38, the record date for the interim dividends of the 39th business year shall be September 30, 2019. This provision shall be removed once the 39th business year has elapsed.

Agenda Item 2: Election of twelve (12) Directors

The terms of office of all fourteen (14) Directors will expire at the conclusion of this Ordinary General Meeting of Shareholders.
The Company has decided to revise the composition of the Board of Directors for the purpose of strengthening management supervisory functions and swifter decision making, and also decided to introduce the executive officer system to further enhance its business execution functions. Accordingly, the Company proposes to reduce the number of Directors from within the Company by three (3), increase the number of Outside Directors by one (1) and make the ratio of Outside Directors on the Board of Directors one third or more, and hereby the Company proposes the election of twelve (12) Directors. This revision will further increase transparency of management. The candidates for Directors are as follows. All candidates for Directors satisfy the requirements of the "Criteria for selecting candidates for Directors" stipulated by the Company, and four candidates for Outside Directors satisfy the requirements of the "Criteria for selecting candidates for Outside Directors" and "Criteria for independence of candidates for Outside Directors" stipulated by the Company.

[Criteria for selecting candidates for Directors]

1. Understands management principles and management policy of the Company.
2. Has extensive knowledge and experience necessary to deliberate agendas at the meetings of the Board of Directors, or has a track record and insight necessary to exercise management supervisory function.
3. Has outstanding management sense and leadership.
4. Has a personality and insight appropriate for a Director.
5. Maintains good physical and mental health.
6. Has a recommendation by a Director if he/she is a new Director.
7. Previous performance evaluation shall be considered if he/she is currently a Director.

[Criteria for selecting candidates for Outside Directors]

1. Has been elected as Outside Director no more than five times.
2. Is of an age not exceeding the maximum age for Outside Directors of 75 years.
3. Shares the same way of thinking as the Company's basic philosophy, code of conduct, etc.

[Criteria for independence of candidates for Outside Directors]

1. 1) Is not a person belonging to the Company or a subsidiary of the Company in the capacity of executive director, vice president, corporate executive or other employee (hereinafter, collectively, "business executive") and was not a business executive at the Company or a

subsidiary of the Company within the last 10 years prior to the appointment.

2) Is not a person who, at any time in the 10 years prior to the appointment, was a director, accounting advisor, or corporate auditor (excluding business executive) of the Company or a subsidiary of the Company who, during the 10 years prior to that appointment as director, accounting advisor, or corporate auditor was a business executive at the Company or a subsidiary of the Company.

2. 1) Is not a person who has a business relationship with the Company or a major subsidiary of the Company (Note 1) whereby the Company or a major subsidiary of the Company is its major transacting counterparty (Note 2), or a person who is not currently or has not been in the last three years a business executive at such business partner that is an incorporated entity, etc. (Note 3).

2) Is not a person who has a business relationship with the Company or a major subsidiary of the Company who is a major transacting counterparty, or a person who is not currently or has not been in the last three years a business executive at such major transacting counterparty that is an incorporated entity, etc.

3. Is not a person who is a consultant, accounting expert or legal expert, etc. receiving a large sum (Note 4) of money or other financial asset other than the remuneration for Directors and Corporate Auditors from the Company.

4. Is not an employee, etc. of a consulting firm, accounting firm, legal firm, etc. that has the Company as a major transacting counterparty.

5. Is not a person who receives a donation, etc. of a large sum from the Company, or who is a business executive of an incorporated entity, etc. receiving such donation.

6. Is not a person who is a major shareholder of the Company or a business executive of an incorporated entity, etc. that is a major shareholder of the Company.

7. Is not a person falling under the following categories (excluding persons who are not important persons (Note 5)) or a close relative (Note 6) of such person:

A. Person falling under the above criteria 1 to 6.

B. Person who is a director, corporate auditor, corporate executive, and important employee, etc.

(Note 1) Major subsidiary: AEON Bank, Ltd., AEON CREDIT SERVICE CO., LTD.

(Note 2) Major transacting counterparty: Judged by the criterion of at least 1% of consolidated net sales (ordinary income in the case of the Company) in the most recent business year.

(Note 3) Incorporated entity, etc.: Includes organizations other than incorporated entities.

(Note 4) Large sum: At least 10 million yen per year based on an average of the past three years.

(Note 5) Persons who are not important persons: An “important person” refers to a person with a position in the class of company officer or general manager, and in the case of persons belonging to an accounting firm or law firm, etc., it refers to a certified public accountant

or lawyer, etc.

(Note 6) Close relative: Spouse or relative within the second degree of kinship

(Translation for reference purposes only)

■ Candidates for Director

No.	Name	Positions and areas of responsibility in the Company	Attendance at Board of Directors meeting during 38th fiscal year
1	Reelection Masaki Suzuki	Chairman	94% (17/18)
2	Reelection Kenji Kawahara	President and CEO in charge of Risk Management & Compliance	100% (18/18)
3	Reelection Masao Mizuno	Director and Executive Vice President in charge of New Business Models	100% (18/18)
4	Reelection Hideki Wakabayashi	Senior Managing Director in charge of Corporate Management and Head of Corporate Management Division	100% (18/18)
5	Reelection Masaaki Mangetsu	Managing Director in charge of Global Business and Head of Global Business Strategy Division	100% (18/18)
6	Reelection Yoshitaka Yamada	Director in charge of Human Resources & General Affairs and Head of Human Resources & General Affairs Division	100% (18/18)
7	New election Tomoyuki Mitsufuji	Head of Risk Management & Compliance Division and Head of Risk Management Department	—
8	Reelection Hiroyuki Watanabe	Director	78% (14/18)
9	Reelection Outside Independent Junya Hakoda	Outside Director	94% (17/18)
10	Reelection Outside Independent Yoshimi Nakajima	Outside Director	89% (16/18)
11	New election Outside Independent Kotaro Yamazawa	Corporate Auditor (External)	100% (18/18)
12	New election Outside Independent Tatsuya Sakuma	—	—

(Note 1) Positions and areas of responsibilities of candidates for director are at the time of the sending of this notice.

(Note 2) Kotaro Yamazawa is a Corporate Auditor (External) of the Company, and intends to retire by resignation as Corporate Auditor upon the conclusion of this Ordinary General Meeting of Shareholders. His attendance at Board of Directors meetings is his attendance as a Corporate Auditor (External).

Outside: Candidate for Outside Director

Independent: Candidate for Independent Director as specified by Tokyo Stock Exchange, Inc.

(Translation for reference purposes only)

1. Masaki Suzuki

Reelection

Date of birth	Apr. 18, 1955 **Number of the Company's shares owned:** 12,300 shares
Career summary, position and areas of responsibility in the Company, and significant concurrent positions outside the Company	Apr. 1978 Joined Ministry of Finance Jul. 2002 Appointed Director of Banks Division I of Supervisory Bureau of Financial Services Agency Jul. 2005 Appointed Deputy Director-General of Budget Bureau of Ministry of Finance Jul. 2007 Appointed Deputy Vice Minister for Policy Planning and Co-ordination of Minister's Secretariat of Ministry of Finance Jul. 2008 Appointed Councilor of Minister's Secretariat of Ministry of the Environment Sep. 2012 Appointed Deputy Vice Minister of Minister's Secretariat of Ministry of the Environment Jul. 2014 Appointed Vice-Minister of the Environment of Ministry of the Environment Oct. 2015 Appointed Advisor of the Company Oct. 2015 Appointed Advisor of AEON Co., Ltd. Oct. 2015 Appointed Chairman and Representative Director of AEON Bank, Ltd. Jun. 2016 Appointed Chairman of the Company Jun. 2016 Appointed Chairman and Director of AEON Bank, Ltd. (current position) Jun. 2016 Appointed Director of AEON CREDIT SERVICE CO., LTD. (current position) Mar. 2017 Appointed Executive Officer in charge of Comprehensive Financial Business of AEON Co., Ltd. (current position) Apr. 2019 Appointed Chairman of the Company (current position) Apr. 2019 Appointed Representative Director and Chairman of the AFS Corporation Co., Ltd. (current position) (Significant concurrent positions) Executive Officer in charge of Comprehensive Financial Business of AEON Co., Ltd. Chairman and Director of AEON Bank, Ltd. Director of AEON CREDIT SERVICE CO., LTD. Representative Director and Chairman of the AFS Corporation Co., Ltd.
Reasons for selection as a candidate for Director	Masaki Suzuki has successively held key positions at the Ministry of Finance and Ministry of the Environment, etc. With his professional knowledge and experience cultivated through such career, he has contributed to the continuous enhancement of the corporate value of the Company. Accordingly, the Company proposes to reselect him as a candidate for Director to strengthen the efficacy of the decision-making and supervisory functions of the Board of Directors.
Conflicts of interest	No conflict of interest exists between the Company and Masaki Suzuki.

(Translation for reference purposes only)

2. Kenji Kawahara

Reelection

Date of birth	Dec. 10, 1957 **Number of the Company's shares owned:** 10,200 shares
Career summary, position and areas of responsibility in the Company, and significant concurrent positions outside the Company	Apr. 1980 Joined The Dai-Ichi Kangyo Bank, Limited (currently, Mizuho Bank, Ltd.) Apr. 2005 Appointed General Manager of Derivative Products Division of Mizuho Corporate Bank, Ltd. (currently, Mizuho Bank, Ltd.) Apr. 2006 Appointed Senior Corporate Officer of Global Marketing Unit of Mizuho Corporate Bank, Ltd. Jul. 2009 Joined AEON Co., Ltd. Mar. 2010 Appointed Group CFO of AEON Co., Ltd. May 2010 Appointed Director, General Manager of Finance Management Department of AEON MALL Co., Ltd. May 2011 Appointed Managing Director, General Manager of Administration Division of AEON MALL Co., Ltd. May 2012 Appointed Senior Managing Director, General Manager of Administration Division of AEON MALL Co., Ltd. Aug. 2012 Appointed Representative Director and President of AEON Reit Management Co., Ltd. Nov. 2012 Appointed Executive Director of AEON REIT Investment Corporation Apr. 2016 Appointed Advisor of the Company Jun. 2016 Appointed President and CEO of the Company Jun. 2016 Appointed Director of AEON Bank, Ltd. (current position) Jun. 2016 Appointed Director of AEON CREDIT SERVICE CO., LTD. Jun. 2016 Appointed Director of AEON Product Finance Co., Ltd. (current position) Jul. 2016 Appointed Director and Chairman of AEON Financial Service (Hong Kong) Co., Ltd. (current position) Jun. 2018 Appointed Director and Chairman of AEON CREDIT SERVICE CO., LTD. (current position) Oct. 2018 Appointed President and CEO in charge of Risk Management & Compliance of the Company (current position) (Significant concurrent positions) Director and Chairman of AEON CREDIT SERVICE CO., LTD. Director of AEON Bank, Ltd. Director of AEON Product Finance Co., Ltd. Director and Chairman of AEON Financial Service (Hong Kong) Co., Ltd.
Reasons for selection as a candidate for Director	Kenji Kawahara has been head of the Group's finance department and president of an operational company by utilizing his in-depth experience and knowledge accumulated in the banking business. Based on his abundant knowledge and experience as an executive of financial institutions, the Company has determined that Kenji Kawahara is appropriate for enhancing the corporate value continuously in the future, and proposes to reselect him as a candidate for Director.
Conflicts of interest	No conflict of interest exists between the Company and Kenji Kawahara.

(Translation for reference purposes only)

3. Masao Mizuno

Reelection

Date of birth	Jul. 20, 1958 **Number of the Company's shares owned:** 3,572 shares
Career summary, position and areas of responsibility in the Company, and significant concurrent positions outside the Company	Mar. 1982 Joined Jusco Co., Ltd. (currently, AEON Co., Ltd.) Aug. 1984 Joined Nihon Credit Service Co., Ltd. (currently, the Company) Dec. 1992 Appointed President and Representative Director of AEON THANA SINSAP (THAILAND) PLC. Apr. 2011 Appointed Head of Asian Business Division of the Company May 2011 Appointed Director, Senior Managing Executive Officer and Head of Asian Business Division of the Company Jun. 2011 Appointed Director and Chairman of AEON Credit Service (Asia) Co., Ltd. Apr. 2013 Appointed Representative Director and President Executive Officer of AEON CREDIT SERVICE CO., LTD. Apr. 2013 Appointed Director of the Company Apr. 2014 Appointed Director and Executive Vice President in charge of Processing, Card Business of the Company Jun. 2014 Appointed Director of AEON Bank, Ltd. Apr. 2015 Appointed Director and Executive Vice President in charge of Credit, Processing, Overseas Business of the Company Jun. 2015 Appointed Representative Director and President of AEON CREDIT SERVICE CO., LTD. Apr. 2016 Appointed Director and Executive Vice President in charge of Overseas Business of the Company Apr. 2017 Appointed Director and Executive Vice President of the Company Jun. 2018 Appointed Director and Executive Vice President in charge of New Business Models of the Company (current position)
Reasons for selection as a candidate for Director	Masao Mizuno has approximately 20 years of experience working overseas during which he has successively held key positions such as president of a subsidiary in Thailand, and has abundant management experience overseas. Furthermore, from 2013 until 2018, he served as president of AEON CREDIT SERVICE CO., LTD., a major subsidiary, and has abundant knowledge and experience relating to the Company's business. Accordingly, the Company proposes to reselect Masao Mizuno as a candidate for Director.
Conflicts of interest	No conflict of interest exists between the Company and Masao Mizuno.

(Translation for reference purposes only)

4. Hideki Wakabayashi

Reelection

Date of birth	Oct. 24, 1957 **Number of the Company's shares owned:** 5,724 shares
Career summary, position and areas of responsibility in the Company, and significant concurrent positions outside the Company	Apr. 1980 Joined Japan Housing Finance Co., Ltd. Oct. 1997 Joined Jusco Co., Ltd. (currently, AEON Co., Ltd.) Apr. 2007 Appointed Head of Finance Division of AEON Co., Ltd. May 2007 Appointed Executive Officer and Head of Finance Division of AEON Co., Ltd. May 2007 Appointed Corporate Auditor (External) of the Company Aug. 2008 Appointed Executive Officer in charge of Group Finance of AEON Co., Ltd. May 2010 Appointed Managing Director and Head of Finance Division of the Company May 2011 Appointed Director, Managing Executive Officer and Head of Finance Division of the Company Mar. 2012 Appointed Director, Senior Managing Executive Officer and Head of Corporate Management Division of the Company Apr. 2013 Appointed Director in charge of Corporate Management of the Company Apr. 2013 Appointed Director and Senior Managing Executive Officer of AEON CREDIT SERVICE CO., LTD. Apr. 2014 Appointed Director of AEON CREDIT SERVICE CO., LTD. Jun. 2014 Appointed Chairman and Representative Director of AEON THANA SINSAP (THAILAND) PLC. (current position) Apr. 2015 Appointed Senior Managing Director in charge of Corporate Management of the Company Apr. 2017 Appointed Senior Managing Director in charge of Corporate Management and Head of Corporate Management Division of the Company (current position) Jun. 2018 Appointed Director of AEON INSURANCE SERVICE CO., LTD. (current position) (Significant concurrent positions) Chairman and Representative Director of AEON THANA SINSAP (THAILAND) PLC. Director of AEON INSURANCE SERVICE CO., LTD.
Reasons for selection as a candidate for Director	Hideki Wakabayashi has worked as head of the corporate management department as well as the finance and accounting department of the Company and operating companies, and has abundant insight, experience and track record relating to management, finance and accounting. The Company has determined that Hideki Wakabayashi is appropriate for promoting business management and business efficacy improvement in each Group companies, and proposes to reselect him as a candidate for Director.
Conflicts of interest	No conflict of interest exists between the Company and Hideki Wakabayashi.

(Translation for reference purposes only)

5. Masaaki Mangetsu

Reelection

Date of birth	Jan. 27, 1958 **Number of the Company's shares owned:** 3,753 shares
Career summary, position and areas of responsibility in the Company, and significant concurrent positions outside the Company	Mar. 1981 Joined Jusco Co., Ltd. (currently, AEON Co., Ltd.) Sep. 1996 Appointed Head of Sales Planning Department of Tokai Business Division of AEON Co., Ltd. May 2007 Appointed Head of Sales Promotion Department of AEON Co., Ltd. Apr. 2008 Appointed Head of Marketing Department of AEON Co., Ltd. Apr. 2009 Appointed Head of Nagano Business Department of AEON Retail Co., Ltd Mar. 2010 Appointed Head of Chiba Business Department of AEON Retail Co., Ltd Mar. 2012 Appointed Head of Sales Support Division of AEON (CHINA) CO., LTD. Apr. 2013 Appointed COO of GMS Business of AEON (CHINA) CO., LTD. Jun. 2014 Appointed Director, Executive Officer and Head of Marketing Division of AEON CREDIT SERVICE CO., LTD. Apr. 2015 Appointed Director of AEON CREDIT SERVICE CO., LTD. (scheduled to retire from the position in June 2019) Jun. 2015 Appointed Director and Head of Marketing Division of the Company Jun. 2016 Appointed Managing Director in charge of Business Strategy and Head of Overseas Business Division of the Company Apr. 2017 Appointed Managing Director in charge of Global Business Strategy and Head of Global Business Strategy Division of the Company (current position) Jun. 2017 Appointed Director and Chairman of AEON Credit Service (Asia) Co., Ltd. (current position) May 2019 Appointed Chairman of AEON MICRO FINANCE (SHENZHEN) CO., LTD. (current position) (Significant concurrent positions) Director and Chairman of AEON Credit Service (Asia) Co., Ltd. Chairman of AEON MICRO FINANCE (SHENZHEN) CO., LTD. Director of AEON CREDIT SERVICE (PHILIPPINES) INC. (scheduled to assume the position in June 2019) Director of AEON CREDIT SERVICE (M) BERHAD (scheduled to assume the position in June 2019)
Reasons for selection as a candidate for Director	Masaaki Mangetsu has broad business experience in the business marketing department in the operating companies and has insight, experience and track record relating to marketing strategy. With his rich insight, experience and track record, the Company has determined that Masaaki Mangetsu is appropriate for developing and promoting future growth strategies of the Group, and proposes to reselect him as a candidate for Director.
Conflicts of interest	No conflict of interest exists between the Company and Masaaki Mangetsu.

(Translation for reference purposes only)

6. Yoshitaka Yamada

Reelection

Date of birth	Sep. 5, 1963 **Number of the Company's shares owned:** 8,190 shares
Career summary, position and areas of responsibility in the Company, and significant concurrent positions outside the Company	Mar. 1987 Joined Nihon Credit Service Co., Ltd. (currently, the Company) Mar. 2004 Appointed Head of Personal Information Protection Office of the Company May 2005 Appointed Director of the Company Apr. 2008 Appointed Director and Head of Corporate Management Division of the Company Apr. 2009 Appointed Director and Head of Human Resources & General Affairs Administrative Department of the Company May 2011 Appointed Executive Officer of the Company Mar. 2012 Appointed Executive Officer and Head of CSR Administrative Department of the Company Sep. 2012 Appointed Executive Officer and Head of Legal & Compliance Department of the Company Apr. 2013 Appointed Director, Executive Officer and Head of Legal & Compliance Department of AEON CREDIT SERVICE CO., LTD. Apr. 2014 Appointed Director, Executive Officer and Head of Corporate Management Division of AEON CREDIT SERVICE CO., LTD. Apr. 2015 Appointed Director, Managing Executive Officer and Head of Corporate Management Division of AEON CREDIT SERVICE CO., LTD. (current position) Apr. 2017 Appointed Head of Human Resources & General Affairs Division of the Company Jun. 2017 Appointed Director of AEON Bank, Ltd. (current position) Jun. 2017 Appointed Director in charge of Human Resources & General Affairs and Head of Human Resources & General Affairs Division of the Company (current position) (Significant concurrent positions) Director, Managing Executive Officer and Head of Corporate Management Division of AEON CREDIT SERVICE CO., LTD. Director of AEON Bank, Ltd.
Reasons for selection as a candidate for Director	Yoshitaka Yamada has been head of the corporate management department, human resources & general affairs department, and compliance department of the Company and operational companies, and has abundant knowledge, experience and track record. The Company has determined that Yoshitaka Yamada is appropriate as chief officer of the human resources & general affairs department of each group company. Accordingly, the Company proposes to reselect him as a candidate for Director.
Conflicts of interest	No conflict of interest exists between the Company and Yoshitaka Yamada.

(Translation for reference purposes only)

7. Tomoyuki Mitsufuji

New election

Date of birth	Aug. 28, 1964	**Number of the Company's shares owned:** 0 shares
Career summary, position and areas of responsibility in the Company, and significant concurrent positions outside the Company	Apr. 1987	Joined The Sanwa Bank, Limited (currently, MUFG Bank, Ltd.)
	Apr. 1994	Appointed Deputy Head of Capital Market Department of The Sanwa Bank, Limited
	Nov. 1998	Appointed Manager of Planning Department of The Sanwa Bank, Limited
	Apr. 1999	Appointed Vice President of Structured Finance Department of Sanwa International plc (London)
	Sep. 2001	Appointed Manager of Finance Department of Sanwa International plc (London)
	Feb. 2005	Appointed Senior Vice President of Investment Banking Division and Head of Capital Market Department of Tokyo Branch of Lehman Brothers Japan Inc.
	Jun. 2006	Appointed Leader of Market Funds Group of AEON Financial Project Co., Ltd. (currently, AEON Bank, Ltd.)
	Oct. 2007	Appointed Executive Officer and Head of Market Funds Department of AEON Bank, Ltd.
	Jun. 2010	Appointed Director, Executive Officer and Head of Market Funds Department of AEON Bank, Ltd.
	Nov. 2012	Appointed Director, Executive Officer and Head of Asset Management Department of AEON Bank, Ltd.
	Apr. 2014	Appointed Director, Managing Executive Officer in charge of Corporate Business Department, Corporate Planning Department and Asset Management Department of AEON Bank, Ltd.
	May 2015	Appointed Director, Managing Executive Officer in charge of CSR, Credit, Operation Reforms and Business Reforms of AEON Bank, Ltd.
	Oct. 2015	Appointed Director, Managing Executive Officer in charge of Credit, Operation Reforms and Risk Compliance of AEON Bank, Ltd.
	Apr. 2016	Appointed Director, Managing Executive Officer in charge of Credit, Operation Reforms and Business Reforms of AEON Bank, Ltd.
	Apr. 2017	Appointed Director, Managing Executive Officer in charge of Business Promotion of AEON Bank, Ltd.
	Apr. 2019	Appointed Director of AEON Bank, Ltd.
	Apr. 2019	Appointed Head of Risk Management & Compliance Division and Head of Risk Management Department of the Company (current position)
Reasons for selection as a candidate for Director	Tomoyuki Mitsufuji has successively held key positions at the market department, front-office operations such as corporate businesses, as well as credit, and bank operations in the Group's banking business since its start-up, and has abundant insight the area of risk management and has broad knowledge relating to the banking business. The Company has determined that Tomoyuki Mitsufuji is appropriate as chief officer of the risk management department of the Group. Accordingly, the Company proposes to select him as a candidate for Director.	
Conflicts of interest	No conflict of interest exists between the Company and Tomoyuki Mitsufuji.	

(Translation for reference purposes only)

8. Hiroyuki Watanabe

Reelection

Date of birth	Jul. 17, 1958 **Number of the Company's shares owned:** 2,692 shares
Career summary, position and areas of responsibility in the Company, and significant concurrent positions outside the Company	Apr. 1982 Joined Isejin Jusco Co., Ltd. (currently, AEON Co., Ltd.) May 2006 Appointed Representative Director of AEON Financial Project Co., Ltd. (currently, AEON Bank, Ltd.) Sep. 2006 Appointed Director in charge of Human Resources, General Affairs and Public Relation of AEON Financial Project Co., Ltd. Apr. 2008 Appointed Director, Managing Executive Officer in charge of Human Resources and General Affairs of AEON Bank, Ltd. Jun. 2012 Appointed Director, Senior Managing Executive Officer and Head of Corporate Management Division of AEON Bank, Ltd. Nov. 2012 Appointed Director of the Company Apr. 2013 Appointed Director in charge of Human Resources, General Affairs and Legal & Compliance of the Company Apr. 2014 Appointed Director of the Company Apr. 2014 Appointed Representative Director and Senior Managing Executive Officer, Head of Sales Division of AEON Bank, Ltd. Apr. 2015 Appointed President and Representative Director of AEON Bank, Ltd. Jun. 2016 Appointed Director of AEON CREDIT SERVICE CO., LTD. Jun. 2017 Appointed Director and Executive Vice President of the Company Sep. 2018 Appointed Executive Officer in charge of Human Resources and Administration, and Administration & Risk Management of AEON Co., Ltd. (current position) Oct. 2018 Appointed Director of the Company (current position) Oct. 2018 Appointed Director of AEON Bank, Ltd. (scheduled to retire from the position in June 2019) Nov. 2018 Appointed Director of ZAG ZAG Co., Ltd. (current position) (Significant concurrent positions) Executive Officer in charge of Human Resources and Administration, and Administration & Risk Management of AEON Co., Ltd. Director of ZAG ZAG Co., Ltd.
Reasons for selection as a candidate for Director	Hiroyuki Watanabe has been head of the human resources department of operational companies over many years. He has successively held key positions in AEON Bank, Ltd., the Company's major subsidiary, since its start-up, and served as president of AEON Bank, Ltd. from 2015 until 2018. He has abundant knowledge and experience in the Company's business, and the Company proposes to reselect him as a candidate for Director.
Conflicts of interest	No conflict of interest exists between the Company and Hiroyuki Watanabe.

(Translation for reference purposes only)

9. Junya Hakoda

Reelection	Number of years served as Outside Director: **4 years**	Candidate for Outside Director	Candidate for Independent Director

Date of birth	Jul. 10, 1951 **Number of the Company's shares owned:** 0 shares
Career summary, position and areas of responsibility in the Company, and significant concurrent positions outside the Company	Apr. 1974 Joined Mitsubishi Rayon Co., Ltd. (currently, Mitsubishi Chemical Corporation) Nov. 1980 Joined Price Waterhouse Certified Public Accountants Office Jun. 1983 Joined Aoyama Audit Corporation Sep. 2006 Appointed Partner of PricewaterhouseCoopers Arata Apr. 2008 Appointed Eminent Professor of Graduate School of Keio University Sep. 2010 Appointed Director of Japan Internal Control Research Association Jul. 2012 Representative of Junya Hakoda Certified Accountant Office (current position) Dec. 2014 Appointed Corporate Auditor of Schroder Investment Management (Japan) Limited (current position) Jun. 2015 Appointed Outside Corporate Auditor of Yamaha Corporation Jun. 2015 Appointed Outside Director of the Company (current position) Jun. 2017 Appointed Outside Director of Yamaha Corporation (scheduled to retire from the position in June 2019) (Significant concurrent positions) Corporate Auditor of Schroder Investment Management (Japan) Limited
Reasons for selection as a candidate for Outside Director	Junya Hakoda has his practical experience accumulated though his career as a certified public accountant in addition to extensive knowledge related to internal control. Accordingly, the Company proposes to reselect him as Outside Director to seek his advice on the Company's ongoing effort to strengthen its internal control.
Conflicts of interest	No conflict of interest exists between the Company and Junya Hakoda.

(Translation for reference purposes only)

10. Yoshimi Nakajima

Reelection	Number of years served as Outside Director: **2 years**	Candidate for Outside Director	Candidate for Independent Director

Date of birth	Dec. 16, 1956 **Number of the Company's shares owned:** 0 shares
Career summary, position and areas of responsibility in the Company, and significant concurrent positions outside the Company	Apr. 1980 Joined The Yasuda Trust & Banking Co., Ltd. (currently, Mizuho Trust & Banking Co., Ltd.) Feb. 1982 AVON Products CO., LTD., Tokyo Japan Dec. 1990 Disney Home Video Japan Co., Ltd. Jun. 1992 Dentsu Wunderman Direct Co., Ltd. Jul. 1995 Mary Kay Cosmetics Co., Ltd. May 1997 Appointed Vice President of Personal Finance Division of Citibank, N. A. Jun. 2000 Appointed Senior General Manager in charge of Marketing and Sales of SG Online Branch of Société Générale Securities Ltd. Apr. 2002 Appointed Vice President in charge of Global Traveler's Check & Prepaid Card Service of American Express International, Inc. (Japan) Sep. 2003 Appointed Vice President and Marketing Supervisor of Personal Business Department of American Express International, Inc. (Japan) Aug. 2011 Appointed President of American Express International, Inc. (Singapore) Feb. 2014 Appointed Senior Vice President in charge of Acquisition & Marketing of Personal Business Department of American Express International, Inc. (Japan) Apr. 2014 Appointed President and Representative Director of American Express Japan Co., Ltd. Jun. 2017 Appointed Outside Director of Yamaha Corporation (current position) Jun. 2017 Appointed Outside Director of the Company (current position) Jun. 2018 Appointed Outside Director of Japan Freight Railway Company (current position) Sep. 2018 Appointed External Director of ULVAC, Inc. (current position) (Significant concurrent positions) Outside Director of Yamaha Corporation Outside Director of Japan Freight Railway Company External Director of ULVAC, Inc.
Reasons for selection as a candidate for Outside Director	Yoshimi Nakajima has deep insight in global perspective and diversity, abundant experience in corporate management, and experience as president overseas. The Company expects that by utilizing her personal network, knowhow, and knowledge cultivated in the past, she is capable to provide opinions and suggestions from various standpoints and perspectives on the Company's management in the AEON Group which embraces a large number of overseas subsidiaries as a comprehensive financial business group. Accordingly, the Company proposes to reselect her as Outside Director.
Conflicts of interest	No conflict of interest exists between the Company and Yoshimi Nakajima.

(Translation for reference purposes only)

11. Kotaro Yamazawa

New election	Number of years served as Corporate Auditor (External): **2 years**	Candidate for Outside Director	Candidate for Independent Director

Date of birth	Oct. 8, 1956 **Number of the Company's shares owned:** 0 shares
Career summary, position and areas of responsibility in the Company, and significant concurrent positions outside the Company	Apr. 1980 Joined Bank of Japan Nov. 1988 Appointed Deputy Representative of Hong Kong Representative Office of Bank of Japan May 1998 Appointed Manager of Banking Division of Osaka Branch of Bank of Japan Jul. 2000 Appointed Manager of Personnel Division of Personnel Department of Bank of Japan Mar. 2004 Appointed Head of Hakodate Branch of Bank of Japan Jul. 2006 Seconded to Osaka Securities Exchange Co., Ltd. Apr. 2010 Appointed Director and Senior Executive Officer of Osaka Securities Exchange Co., Ltd. Jan. 2013 Appointed Senior Executive Officer of Japan Exchange Group, Inc. and Director and Senior Executive Officer of Osaka Securities Exchange Co., Ltd. Jun. 2014 Appointed Senior Managing Executive Officer of Japan Exchange Group, Inc. and Director and Senior Managing Executive Officer of Osaka Securities Exchange Co., Ltd. Apr. 2015 Appointed Director and Vice President of Osaka Exchange, Inc. Apr. 2017 Appointed Advisor of Osaka Exchange, Inc. Jun. 2017 Appointed Corporate Auditor (External) of the Company (scheduled to retire from the position in June 2019) Jun. 2017 Appointed Outside Director of Tokyo Commodity Exchange, Inc. (current position) Jul. 2017 Appointed Special Advisor of GLORY LTD. (current position) Sep. 2018 Appointed Outside Auditor of WingArc1st Inc. (current position) (Significant concurrent positions) Outside Director of Tokyo Commodity Exchange, Inc. Special Advisor of GLORY LTD. Outside Auditor of WingArc1st Inc.
Reasons for selection as a candidate for Outside Director	Kotaro Yamazawa has a knowledge relating to finance and accounting cultivated through his service at Bank of Japan and several stock exchanges, and a high level of insight into corporate governance. Based on these, he has provided valuable opinions and guidance for the Company's management from an objective and specialized perspective as Corporate Auditor (External). The Company has determined that he is capable to utilize his extensive personal network in the financial industry, and supervise the execution of the Company's business with the aim of sustained enhancement of corporate value as Outside Director going forward. Accordingly, the Company proposes to select him as a candidate for Outside Director.
Conflicts of interest	No conflict of interest exists between the Company and Kotaro Yamazawa.

(Translation for reference purposes only)

12. Tatsuya Sakuma

New election

Candidate for Outside Director | Candidate for Independent Director

Date of birth	Oct. 2, 1956 **Number of the Company's shares owned:** 0 shares
Career summary, position and areas of responsibility in the Company, and significant concurrent positions outside the Company	Apr. 1983 Worked as public prosecutor of Tokyo, Naha and Niigata District Public Prosecutors Offices, of Criminal Affairs Bureau of the Ministry of Justice, and as First Secretary of Embassy of Japan in the United States of America Sep. 1999 Appointed as Chief of Investigations, Human Rights Bureau of the Ministry of Justice Jan. 2003 Appointed as Chief of Public Security Division, Criminal Affairs Bureau of the Ministry of Justice Jun. 2004 Appointed as Chief of Criminal Affairs Division, Criminal Affairs Bureau of the Ministry of Justice Dec. 2005 Appointed Deputy Head of special investigation task force of the Tokyo District Public Prosecutors Office Jan. 2007 Appointed Head of General Affairs Department of the Tokyo District Public Prosecutors Office Jul. 2008 Appointed Head of special investigation task force of the Tokyo District Public Prosecutors Office Jul. 2010 Appointed Chief Public Prosecutor of Otsu, Maebashi and Chiba District Public Prosecutors Offices, Director of United Nations Asia and Far East Institute, and Director-General of the Research and Training Institute of the Minister of Justice Jan. 2019 Retired from the position Mar. 2019 Appointed Outside Director of bitFlyer, Inc. (current position) (Significant concurrent positions) Outside Director of bitFlyer, Inc.
Reasons for selection as a candidate for Outside Director	Tatsuya Sakuma has ample experience and insight relating to the legal profession gained from successive key positions such as Head of special investigation task force of the Tokyo District Public Prosecutors Office. The Company has determined that he is capable to provide assistance in strengthening its internal control system, centering on compliance. Although he has not directly taken part in corporate management, based on his experience and insight, the Company judges that he will appropriately fulfill his duties as Outside Director. Accordingly, the Company proposes to select him as Outside Director.
Conflicts of interest	No conflict of interest exists between the Company and Tatsuya Sakuma.

(Note 1) Position and areas of responsibility imposed on candidates when they serve as one of business executives either at AEON Co., Ltd. (the Company's parent company), or at its subsidiaries (except the Company) are described in the above career summary.

(Note 2) The Company concluded agreements with Outside Directors Junya Hakoda and Yoshimi Nakajima, and Corporate Auditor (External) Kotaro Yamazawa to limit their liability for damages to the higher of either 2 million yen or the amount stipulated by laws and regulations provided they perform their duties as Outside Directors and Corporate Auditor (External) in good faith and without gross negligence, and exempt them from liability for damages exceeding this limit. If the election of Junya Hakoda and Yoshimi Nakajima is approved in this Ordinary General Meeting of Shareholders, the Company will continue the agreements limiting liability with them. The Company newly intends to conclude the same agreement with Kotaro Yamazawa and Tatsuya Sakuma to limit their liability as well.

(Note 3) The Company notified the Tokyo Stock Exchange, Inc. of the election of Junya Hakoda, Yoshimi Nakajima, and Kotaro Yamazawa as Independent Directors pursuant to Regulations of the Tokyo Stock Exchange, Inc. If the election of Junya Hakoda, Yoshimi Nakajima, and Kotaro Yamazawa is approved, they will continue to be Independent Directors. Furthermore, if the election of Tatsuya Sakuma is approved, the Company will notify the Exchange of his appointment as Independent Director.

Agenda Item 3: Election of one (1) Corporate Auditor

The term of office of the Corporate Auditor (External) Kotaro Yamazawa will retire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the Company proposes the election of one (1) Corporate Auditor.
The term of office of Yuko Yogo to be elected to replace Kotaro Yamazawa shall expire when the term of office of the retiring Corporate Auditor ends in accordance with the Company's Articles of Incorporation.
Regarding this Agenda, Board of Corporate Auditors has approved.
The candidate for Corporate Auditor is as follows. The Company stipulates the following matters as qualification requirements for Corporate Auditors and the candidate for Corporate Auditor satisfies the requirements.

[Criteria for selecting candidates for Corporate Auditors]
1. Has abundant knowledge and experience in various fields, with one (1) or more persons having appropriate knowledge relating to finance and accounting.
2. Has no conflict of interest or business relations which may affect management decisions of the Company.
3. Has the ability to secure the soundness and transparency of corporate management by conducting audit from a neutral and objective point of view.
4. Has the ability to ensure the efficacy of compliance and governance.

[Criteria for selecting candidates for Corporate Auditors (External)]
1. Has been elected as Corporate Auditor (External) no more than two times.
2. Is of an age not exceeding the maximum age for Corporate Auditors (External) of 75 years, and will not exceed said maximum age of 75 years by the end of the final fiscal year of the appointment.
3. Shares the same way of thinking as the Company's basic philosophy, code of conduct, etc.

[Criteria for independence of candidates for Corporate Auditors (External)]
1. 1) Is not a person belonging to the Company or a subsidiary of the Company in the capacity of executive director, vice president, corporate executive or other employee (hereinafter, collectively, "business executive") and was not a business executive at the Company or a subsidiary of the Company within the last 10 years prior to the appointment.
   2) Is not a person who, at any time in the 10 years prior to the appointment, was a director, accounting advisor, or corporate auditor (excluding business executive) of the Company or a subsidiary of the Company who, during the 10 years prior to that appointment as director, accounting advisor, or corporate auditor was a business executive at the Company or a

subsidiary of the Company.

2. 1) Is not a person who has a business relationship with the Company or a major subsidiary of the Company (Note 1) whereby the Company or a major subsidiary of the Company is its major transacting counterparty (Note 2), or a person who is not currently or has not been in the last three years a business executive at such business partner that is an incorporated entity, etc. (Note 3).
   2) Is not a person who has a business relationship with the Company or a major subsidiary of the Company who is a major transacting counterparty, or a person who is not currently or has not been in the last three years a business executive at such major transacting counterparty that is an incorporated entity, etc.
3. Is not a person who is a consultant, accounting expert or legal expert, etc. receiving a large sum (Note 4) of money or other financial asset other than the remuneration for Directors and Corporate Auditors from the Company.
4. Is not an employee, etc. of a consulting firm, accounting firm, legal firm, etc. that has the Company as a major transacting counterparty.
5. Is not a person who receives a donation, etc. of a large sum from the Company, or who is a business executive of an incorporated entity, etc. receiving such donation.
6. Is not a person who is a major shareholder of the Company or a business executive of an incorporated entity, etc. that is a major shareholder of the Company.
7. Is not a person falling under the following categories (excluding persons who are not important persons (Note 5)) or a close relative (Note 6) of such person:
   A. Person falling under the above criteria 1 to 6.
   B. Person who is a director, corporate auditor, corporate executive, and important employee, etc.

(Note 1) Major subsidiary: AEON Bank, Ltd., AEON CREDIT SERVICE CO., LTD.

(Note 2) Major transacting counterparty: Judged by the criterion of at least 1% of consolidated net sales (ordinary income in the case of the Company) in the most recent business year.

(Note 3) Incorporated entity, etc.: Includes organizations other than incorporated entities.

(Note 4) Large sum: At least 10 million yen per year based on an average of the past three years.

(Note 5) Persons who are not important persons: An “important person” refers to a person with a position in the class of company officer or general manager, and in the case of persons belonging to an accounting firm or law firm, etc., it refers to a certified public accountant or lawyer, etc.

(Note 6) Close relative: Spouse or relative within the second degree of kinship

(Translation for reference purposes only)

Yuko Yogo

New election

Candidate for Corporate Auditor (External) | Candidate for Independent Corporate Auditor

Date of birth	Apr. 23, 1957 **Number of the Company's shares owned:** 0 shares
Career summary and position in the Company, and significant concurrent positions outside the Company	Apr. 1982 Joined Tokyo Branch of Morgan Bank (currently JP Morgan) Jan. 1993 Appointed Vice President of Global Market Department of JPMorgan Securities Jan. 1996 Appointed Japan Office Country Manager of Enterprise Attraction Bureau of Scottish Development International Apr. 2002 Appointed Vice President, General Manager of Administration Division and Manager of Internal Control of Tokyo Branch of TD Securities Nov. 2005 Appointed Head of Human Resources of ABN AMRO Securities Sep. 2008 Appointed Head of Human Resources of FIL Investments (Japan) Limited Appointed Representative Executive Officer of FIL Holdings Limited (from 2008 to 2016) Jun. 2016 Appointed Executive Officer and Head of Human Resources of FIL Investments (Japan) Limited
Reasons for selection as a candidate for Corporate Auditor (External)	Yuko Yogo has experience as a representative executive officer of a holding company, and has long experience as a manager of internal control at a foreign financial institution as well as head of human resources. The Company has determined that she is capable to provide opinions and suggestions from her deep insight as well as global and social points of view in order to strengthen corporate governance. Accordingly, the Company proposes to select her as Corporate Auditor (External).
Conflicts of interest	No conflict of interest exists between the Company and Yuko Yogo.

(Note 1) If the election of Yuko Yogo is approved, the Company will conclude the agreement with her to limit her liability for damages to the higher of either 2 million yen or the amount stipulated by laws and regulations provided she performs her duties as Corporate Auditor (External) in good faith and without gross negligence, and exempts her from liability for damages exceeding this limit.

(Note 2) If the election of Yuko Yogo is approved, the Company will notify the Tokyo Stock Exchange, Inc. of the election of Yuko Yogo as Independent Corporate Auditor pursuant to Regulations of the Tokyo Stock Exchange, Inc.