Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

(Securities Code: 8424)
June 5, 2020

To our shareholders:

Yasunori Tsujita,
President and Chief Executive Officer
Fuyo General Lease Co., Ltd.
5-1-1, Kojimachi, Chiyoda-ku, Tokyo

Notice of the 51st Annual General Meeting of Shareholders

We hereby announce that the 51st Annual General Meeting of Shareholders (the "Meeting") of Fuyo General Lease Co., Ltd. (the "Company") will be held as indicated below.

If you do not attend the Meeting in person, you can exercise your voting rights in writing (by mail) or via the Internet, etc. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights in accordance with the guidance on pages 3 to 4.

1. Date and Time: Tuesday, June 23, 2020, at 10:00 a.m. (JST) (Reception will open at 9:00 a.m.)

2. Venue: Bellesalle Hanzomon, 2nd floor, Sumitomo Fudosan Hanzomon Ekimae Building
1-6-4, Kojimachi, Chiyoda-ku, Tokyo

3. Purpose of the Meeting

Matters to be reported

1. The Business Report and the Consolidated Financial Statements for the 51st fiscal year (from April 1, 2019 to March 31, 2020), and the results of audits of the Consolidated Financial Statements by the Independent Accounting Auditor and the Audit & Supervisory Board
2. The Non-consolidated Financial Statements for the 51st fiscal year (from April 1, 2019 to March 31, 2020)

Matters to be resolved

Proposal No. 1: Appropriation of Surplus
Proposal No. 2: Partial Amendments to the Articles of Incorporation
Proposal No. 3: Election of Eight (8) Directors
Proposal No. 4: Election of One (1) Audit & Supervisory Board Member

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Please note that no gift will be provided for attendees at the Meeting.
We greatly appreciate your understanding.

4. Matters Prescribed for Convocation

(1) If you diversely exercise your voting rights, you are requested to notify the Company in writing of your intention to do so and state the reason for this no later than three days before the Meeting.

(2) If you wish your proxy to attend the Meeting, you are requested to appoint another shareholder of the Company who has voting rights as your proxy, and he/she will be required to present documentary proof of his/her authority to exercise your voting rights in addition to the enclosed Voting Form.

5. Matters relating to the Reference Documents for the General Meeting of Shareholders and the Attached Documents to this Notice

(1) The English version of the Reference Documents for the General Meeting of Shareholders to be attached to this Notice contains only the content of pages 5 to 14 of the Japanese Reference Documents (English pages 5 to 14).

Pursuant to the relevant laws and regulations and Article 16 of the Company's Articles of Incorporation, the following items are posted on the Company's website. (https://www.fgl.co.jp/) Those documents are in Japanese only.

(i) Status of Share Acquisition Rights in the Business Report

(ii) Consolidated Statements of Shareholders' Equity and Notes to the Consolidated Financial Statements

(iii) Non-consolidated Statements of Shareholders' Equity and Notes to the Non-consolidated Financial Statements

The Audit & Supervisory Board Members and the Independent Accounting Auditor have audited target documents including the aforementioned items posted on the Company's website.

(2) If any changes are made to items in the Reference Documents for the General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements or the Non-consolidated Financial Statements, such changes will be posted on the Company's website stated above.

- When you attend the Meeting, you are kindly requested to present the enclosed Voting Form at the reception.

Please kindly note that our operations staff may wear masks to prevent infection and the further spread of the novel coronavirus (COVID-19). We may also need to take additional measures within the Meeting venue to prevent infections. We greatly appreciate your cooperation.



Exercise of Voting Rights

Exercising voting rights at a general meeting of shareholders is an important right of all shareholders.

Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights.

You may exercise your voting rights using the following three methods.

		
To exercise your voting rights by attending the Meeting	**To exercise your voting rights in writing (by mail)**	**To exercise your voting rights via the Internet**
Please present the enclosed Voting Form at the reception when you attend the Meeting.	Please indicate your approval or disapproval in respect of each proposal on the enclosed Voting Form and send the form back to the Company.	Please indicate your approval or disapproval in respect of each proposal in accordance with the guidance on the next page.
Date and time of the Meeting	**Deadline for exercising voting rights**	**Deadline for exercising voting rights**
Tuesday, June 23, 2020, 10:00 a.m. (JST)	To be received no later than Monday, June 22, 2020	To be exercised no later than Monday, June 22, 2020, 5:20 p.m. (JST)

Exercise of Voting Rights Via the Internet, etc.

<table>
<tr><th>How to scan QR code
“Smart Exercise”</th><th>How to enter
Exercise of Voting Rights Code and Password</th></tr>
<tr><td>You can simply login to the Exercise of Voting Rights Website without entering your Exercise of Voting Rights Code and Password.
1. Please scan the QR code provided at the bottom right of the Voting Form.
* “QR code” is a registered trademark of DENSO WAVE INCORPORATED.
2. Please input approval or disapproval to each proposal in accordance with the instructions on the screen.
Exercising voting rights by “Smart Exercise” is available only once.
If you need to change your votes after exercising your voting rights, please login the Exercise of Voting Rights Website for a personal computer by using your “Exercise of Voting Rights Code” and “Password” provided on the Voting Form and exercise your voting rights again.
* If you rescan the QR code, you can access the Exercise of Voting Rights Website for a personal computer.</td><td>Exercise of Voting Rights Website:
https://soukai.mizuho-tb.co.jp/
1. Please access the Exercise of Voting Rights Website.
2. Please enter the “Exercise of Voting Rights Code” printed on the Voting Form.
3. Please enter the “Password” printed on the Voting Form.
4. Please input approval or disapproval to each proposal in accordance with the instructions on the screen.</td></tr>
<tr><td>If you have any inquiries about the operation of a personal computer, a smartphone or a cellular phone regarding the exercise of voting rights via the Internet, please contact on the right-hand side:</td><td>Internet Help Dial, Stock Transfer Agency Department, Mizuho Trust & Banking Co., Ltd.
Tel: 0120-768-524 (toll free only from Japan)
(Business hours: 9:00 a.m. to 9:00 p.m. on weekdays)</td></tr>
</table>

Institutional investors may use the ICJ platform to electronically exercise the voting rights.

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1: Appropriation of Surplus

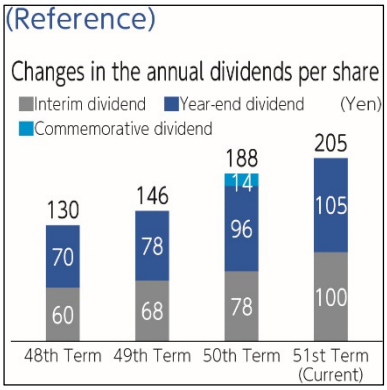
The Company proposes the appropriation of surplus as follows:

1. Year-end dividends
   Fuyo General Lease Group's basic policy in regard to the allocation of profits is to "both enhance shareholders' equity by strengthening the management base and the financial position and enhance the profit return to shareholders by means of long-term continuation of stable dividends, while taking good consideration of the Company's performance and management indicator targets.

   In line with its basic dividend policy, the Company proposes a dividend of ¥105 per share, which is ¥5 higher than the dividend forecast at the beginning of the fiscal year under review, based on the financial results for fiscal 2019 and the progress of its medium-term management plan.

   As the Company has already paid an interim dividend of ¥100 per share, the annual dividend for this term will be ¥205 per share.

   (1) Type of dividend property
   Cash
   (2) Allotment of dividend property and their aggregate amount
   ¥105 per common share of the Company
   Total dividends: ¥3,157,830,480
   (3) Effective date of dividends of surplus
   June 24, 2020



2. Other Appropriation of surplus
   The Company proposes the following appropriation of other surplus with a view to allocating funds for acquiring quality operating assets and other purposes to strengthen the management base going forward.

   (1) Item of surplus to be decreased and amount of decrease
   Retained earnings brought forward: ¥6,000,000,000
   (2) Item of surplus to be increased and amount of increase
   General reserve: ¥6,000,000,000

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

1. Reason for amendments

The Company proposes to add a business purpose, and make a necessary change, to Article 2 (Purpose) of the Articles of Incorporation to further clarify the business activities of Fuyo General Lease Group in connection with the indirect acquisition of NOC Outsourcing & Consulting Inc. ("NOC") as a wholly owned subsidiary in August 2019. The business purpose to be added is the main business of NOC (i.e., businesses related to the provision of outsourcing services, etc.).

2. Content of amendments

The amendments are as follows.

(Changed portions are underlined.)

Current Articles of Incorporation	Proposed change
Article 2. (Purpose)	Article 2. (Purpose)
The purpose of the Company shall be to engage in the following business activities:	The purpose of the Company shall be to engage in the following business activities:
1. to 7. (Text omitted)	1. to 7. (No change)
(Newly added)	8. Businesses related to the provision of outsourcing and support services for administrative, information processing, and other operations of other companies
8. to 11. (Text omitted)	9. to 12. (No change)

Proposal No. 3: Election of Eight (8) Directors

The terms of office of all seven (7) Directors will expire at the conclusion of this Meeting.
Accordingly, the Company proposes the election of eight (8) Directors including three (3) Outside Directors.
The candidates for Director are as follows:

Candidate No.	Name	Current position and responsibility in the Company	Attendance at Board of Directors meetings
1 Reelection	Takashi Sato	Director and Chairman (Representative Director)	100% (11/11)
2 Reelection	Yasunori Tsujita	President and Chief Executive Officer (Representative Director)	100% (11/11)
3 Reelection	Shozo Kazama	Director and Deputy President (Representative Director) Assistance to overall operations of the Company, Supervising Corporate Planning and Administration Department, Supervising Sales Department, Supervising Group Governance, Supervising Compliance, Responsible for Human Resources Division, General Affairs Division, Financial Institutions Division, Securitization Promotion Division, Business Promotion Division I, Business Promotion Division II, and Business Promotion Division III	100% (11/11)
4 Reelection	Soichi Hosoi	Senior Managing Director Supervising IR and Information Management Department, Supervising Risk Department, Responsible for Corporate Planning Division, Credit Division, Credit Division II, Credit Administration Division, Financial Planning Division, and Finance Division	100% (11/11)
5 New election	Keiji Takada	Senior Managing Executive Officer Responsible for International Division, International Strategic Investment Division, International Business Promotion Division, and sales branches in Japan	—
6 Reelection	Seiichi Isshiki Outside Director Independent	Director	100% (11/11)
7 Reelection	Hideo Ichikawa Outside Director Independent	Director	100% (11/11)
8 Reelection	Masayuki Yamamura Outside Director Independent	Director	100% (9/9)

Note: As Masayuki Yamamura was appointed Director effective June 21, 2019, the number of Board of Directors meetings he needed to attend differs from the one applicable to other Directors.

<table>
<tr><th>Candidate No.</th><th>Name
(Date of birth)</th><th colspan="2">Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company</th><th>Number of the Company's shares owned</th></tr>
<tr><td rowspan="2">1</td><td>Takashi Sato
(March 18, 1953)

Reelection</td><td>Apr. 1977
Mar. 2006

May 2009
June 2009

Nov. 2009

Apr. 2016</td><td>Joined The Fuji Bank, Limited.
Managing Executive Officer of Mizuho Corporate Bank, Ltd. (retired in March 2009)
Deputy President and Executive Officer of the Company
Director and Deputy President
Deputy President and Executive Officer
Representative Director (current position)
President and Chief Executive Officer
President and Executive Officer
Director and Chairman
To present</td><td>10,100</td></tr>
<tr><td colspan="4">[Reasons for nomination as a candidate for Director]
Takashi Sato acquired abundant operational experience and management experience while at Mizuho Financial Group. Furthermore, in the years 2009 onward, he served as Director and Deputy President, Deputy President and Executive Officer, President and Chief Executive Officer, and President and Executive Officer of the Company. As such, he has developed thorough knowledge of overall operations by supervising overall operations, equipping him with a wealth of management experience. In light of his achievements as a supervisor of operations, and believing that Mr. Sato will utilize the aforementioned experience and insight on the Board of Directors to enhance the effectiveness of its decision-making function and oversight function, the Company once again nominates him as a candidate for Director.</td></tr>
<tr><td rowspan="2">2</td><td>Yasunori Tsujita
(June 28, 1956)

Reelection</td><td>Apr. 1981
June 2013

Nov. 2013

June 2014

Apr. 2015

May 2015

June 2015

Apr. 2016

</td><td>Joined The Fuji Bank, Limited.
Deputy President-Executive Officer, Member of the Board of Directors (Representative Director) of Mizuho Financial Group, Inc. (until June 2014)
Deputy President-Executive Officer, Member of the Board of Directors of Mizuho Bank, Ltd. (until March 2015)
Member of the Board of Directors and Deputy President & Executive Officer (Representative Executive Officer) of Mizuho Financial Group, Inc. (until March 2015)
Member of the Board of Directors (retired in June 2015)
Deputy President and Executive Officer of the Company
Director and Deputy President
Deputy President and Executive Officer
Representative Director (current position)
President and Chief Executive Officer
President and Executive Officer
To present</td><td>5,000</td></tr>
<tr><td colspan="4">[Reasons for nomination as a candidate for Director]
Yasunori Tsujita acquired management experience at financial institutions while serving in such positions as Deputy President-Executive Officer, Member of the Board of Directors of Mizuho Financial Group and Deputy President-Executive Officer, Member of the Board of Directors of Mizuho Bank. Furthermore, in the years 2015 onward, he has supervised the overall operations of the Company in his positions as Director and Deputy President, Deputy President and Executive Officer, and President and Chief Executive Officer, President and Executive Officer of the Company, equipping him with a wealth of management experience. In light of his achievements as a supervisor of operations, and believing that Mr. Tsujita will utilize the aforementioned experience and insight to enhance the effectiveness of the Board of Directors' decision-making function and oversight function, the Company once again nominates him as a candidate for Director.</td></tr>
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<table>
<tr><th>Candidate No.</th><th>Name
(Date of birth)</th><th colspan="2">Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company</th><th>Number of the Company's shares owned</th></tr>
<tr><td rowspan="2">3</td><td>Shozo Kazama
(April 5, 1956)

Reelection</td><td>Apr. 1979
Mar. 2006

Apr. 2009

May 2010

June 2010

Apr. 2014
Apr. 2018</td><td>Joined The Fuji Bank, Limited
Executive Officer, General Manager of Shinbashi Branch of Mizuho Bank, Ltd.
Managing Executive Officer, General Manager of Business Unit of Mizuho Research Institute Ltd. (retired in April 2010)
Senior Managing Executive Officer of the Company
Senior Managing Director and Senior Managing Executive Officer
Representative Director (current position)
Director and Deputy President
Deputy President and Executive Officer
To present</td><td>5,200</td></tr>
<tr><td colspan="4">[Reasons for nomination as a candidate for Director]
Shozo Kazama, in the years 2010 onward, has acquired abundant operational experience as the Company's Senior Managing Director and Senior Managing Executive Officer, including not only being in charge of human resources, general administration, finance, and credit processes but also supervising the overall operations of the Corporate Planning and Administration Department. Moreover, since April 2018, he has assisted the President with overall operations as the Company's Director and Deputy President, and Deputy President and Executive Officer. Believing that Mr. Kazama will utilize the aforementioned experience and insight on the Board of Directors to enhance the effectiveness of its decision-making function and oversight function, the Company once again nominates him as a candidate for Director.</td></tr>
<tr><td rowspan="2">4</td><td>Soichi Hosoi
(February 21, 1960)

Reelection</td><td>Apr. 1983
Apr. 2013

Apr. 2014
June 2014

Apr. 2020</td><td>Joined The Fuji Bank, Limited
Executive Officer, General Manager of Financial Planning Division of Mizuho Financial Group, Inc. (retired in April 2014)
Executive Officer, General Manager of Financial Planning Division of Mizuho Bank, Ltd. (retired in April 2014)
Executive Officer, General Manager of Financial Planning Division of Mizuho Corporate Bank, Ltd. (until July 2013)
Managing Executive Officer of the Company
Managing Director and Managing Executive Officer
Senior Managing Director and Senior Managing Executive Officer
To present</td><td>2,400</td></tr>
<tr><td colspan="4">[Reasons for nomination as a candidate for Director]
Soichi Hosoi acquired abundant operational experience such as in financial and accounting operations at Mizuho Financial Group. In the years since 2014, as Managing Director and Managing Executive Officer of the Company, he has extensive operational experience and has developed knowledge on overall operations through being in charge of finance, accounting and IR; being in charge of the Corporate Planning Division; and since 2020, supervising the said division as the Senior Managing Director and Senior Managing Executive Officer. Believing that Mr. Hosoi will utilize the aforementioned experience and insight on the Board of Directors to enhance the effectiveness of its decision-making function and oversight function, the Company once again nominates him as a candidate for Director.</td></tr>
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<table>
<tr><th>Candidate No.</th><th>Name
(Date of birth)</th><th>Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company</th><th>Number of the Company's shares owned</th></tr>
<tr><td rowspan="2">5</td><td>Keiji Takada
(October 5, 1960)

New election</td><td>Apr. 1984 Joined The Fuji Bank, Limited.
May 2010 General Manager of Corporate Banking Division No.13 of Mizuho Corporate Bank, Ltd. (retired in March 2012)
Apr. 2012 General Manager of Corporate Business Division of the Company
Apr. 2014 Executive Officer, General Manager of Corporate Business Division
Apr. 2016 Managing Executive Officer
Apr. 2020 Senior Managing Executive Officer
To present
[Significant concurrent positions outside the Company]
Chairman & CEO of Fuyo General Lease (USA) Inc.
Chairman of Fuyo General Lease (HK) Ltd.
Director of Fuyo General Lease (Asia) Pte. Ltd.</td><td>600</td></tr>
<tr><td colspan="3">[Reasons for nomination as a candidate for Director]
Keiji Takada, in the years since 2014 as Executive Officer of the Company in charge of the Sales Department, and since 2020 as Senior Managing Executive Officer of the Company, has acquired abundant operational experience through being in charge of international operations, a strategy field of the medium-term management plans, enabling him to develop knowledge on all operations. Believing that Mr. Takada will utilize the aforementioned experience and insight on the Board of Directors to enhance the effectiveness of its decision-making function and oversight function, the Company nominates him as a candidate for Director.</td></tr>
<tr><td rowspan="2">6</td><td>Seiichi Isshiki
(September 8, 1948)

Reelection
Outside Director
Independent</td><td>Apr. 1972 Joined Nippon Oil Corporation
June 2012 Representative Director, President of JX Nippon Oil & Energy Corporation
Director of JX Holdings, Inc.
June 2014 Advisor of JX Nippon Oil & Energy Corporation (currently JXTG Nippon Oil & Energy Corporation) (retired in June 2016)
June 2015 Director of the Company
To present</td><td>0</td></tr>
<tr><td colspan="3">[Reasons for nomination as a candidate for Outside Director]
Seiichi Isshiki, in addition to being Representative Director and President of JX Nippon Oil & Energy Corporation, has held the positions of Director of JX Holdings, Inc. and President of ENEOS Celltech Co., Ltd. Judging that the Company can utilize Mr. Isshiki's abundant experience and extensive insight, and that he can contribute to enhancing the effectiveness of the decision-making function and oversight function of the Board of Directors from a position that is independent from the Company's management, the Company once again nominates him as a candidate for Outside Director.</td></tr>
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<table>
<tr><th>Candidate No.</th><th>Name
(Date of birth)</th><th>Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company</th><th>Number of the Company's shares owned</th></tr>
<tr><td rowspan="2">7</td><td>Hideo Ichikawa
(March 18, 1952)

Reelection
Outside Director
Independent</td><td>Apr. 1975 Joined Showa Denko K.K.
Jan. 2011 Representative Director, President, Corporate Officer and Chief Executive Officer (CEO)
Jan. 2017 Representative Director, Chairman of the Board
June 2018 Director of the Company
Mar. 2020 Director, Chairman of the Board of Showa Denko K.K. (current position)
To present
[Significant concurrent positions outside the Company]
Director, Chairman of the Board of Showa Denko K.K.</td><td>0</td></tr>
<tr><td colspan="3">[Reasons for nomination as a candidate for Outside Director]
Hideo Ichikawa has been involved in corporate management for many years as the Representative Director, President and Corporate Officer, the Representative Director, Chairman of the Board, and the Director, Chairman of the Board of Showa Denko K.K. Judging that the Company can utilize Mr. Ichikawa's abundant experience and extensive insight, and that he can contribute to enhancing the effectiveness of the decision-making function and oversight function of the Board of Directors from a position that is independent from the Company's management, the Company once again nominates him as a candidate for Outside Director.</td></tr>
<tr><td rowspan="2">8</td><td>Masayuki Yamamura
(March 30, 1953)

Reelection
Outside Director
Independent</td><td>Apr. 1978 Joined Nippon Telegraph and Telephone Public Corporation
June 2008 Executive Vice President, General Manager of Tokyo Branch of NIPPON TELEGRAPH AND TELEPHONE EAST CORPORATION
June 2009 Executive Vice President, Senior Executive Manager of Network Business Headquarters
June 2012 Representative Director, President
June 2018 Counselor to the President (current position)
June 2019 Director of the Company
To present
[Significant concurrent positions outside the Company]
Counselor to the President of NIPPON TELEGRAPH AND TELEPHONE EAST CORPORATION
Chairman of THE TELECOMMUNICATIONS ASSOCIATION (TTA)</td><td>0</td></tr>
<tr><td colspan="3">[Reasons for nomination as a candidate for Outside Director]
Masayuki Yamamura has held positions including Representative Director, President of NIPPON TELEGRAPH AND TELEPHONE EAST CORPORATION and Chairman of a general incorporated association. Judging that the Company can utilize Mr. Yamamura's abundant experience and extensive insight, and that he can contribute to enhancing the effectiveness of the decision-making function and oversight function of the Board of Directors from a position that is independent from the Company's management, the Company once again nominates him as a candidate for Outside Director.</td></tr>
</table>

Notes:
1. There is no special interest between each of the candidates and the Company.
2. Seiichi Isshiki, Hideo Ichikawa and Masayuki Yamamura are candidates for Outside Director.
3. Seiichi Isshiki, Hideo Ichikawa and Masayuki Yamamura are currently Outside Directors of the Company. At the conclusion of this Meeting, their terms of office as Outside Directors will have been five (5) years, two (2) years, and one (1) year, respectively.
4. The Company has concluded an agreement, with Seiichi Isshiki, Hideo Ichikawa and Masayuki Yamamura, respectively, which limits the liability for damages provided for under Article 423, paragraph 1 of the Companies Act to the minimum liability amount stipulated by laws and regulations. The Company plans to renew this agreement with them, respectively, assuming their respective reelection is approved.
5. The Company has submitted notification to the Tokyo Stock Exchange that Seiichi Isshiki, Hideo Ichikawa and Masayuki Yamamura have been appointed as independent officers as provided for by the aforementioned exchange. Mr. Isshiki is a former Representative Director, President of JX Nippon Oil & Energy Corporation (currently JXTG Nippon Oil & Energy Corporation). Although the Company conducts ordinary lease transactions with the said company, the amount of these transactions is less than 1% of the Company's total annual consolidated revenues. Mr. Ichikawa is Director, Chairman of the Board of Showa Denko K.K. Although the Company conducts ordinary lease transactions with the said company, the amount of these transactions is less than 1% of the Company's total annual consolidated revenues. Mr. Yamamura is Counselor to the President of NIPPON TELEGRAPH AND TELEPHONE EAST CORPORATION. Although the Company conducts ordinary lease transactions with the said company, the amount of these transactions is less than 1% of the Company's total annual consolidated revenues. In addition, Mr. Yamamura is Chairman of THE TELECOMMUNICATIONS ASSOCIATION (TTA), and there are no transactions between the said association and the Company.
6. The responsibilities at the Company of candidates who are currently Directors of the Company are as provided in "2. Status of the Company (3) Status of Officers (i) Status of Directors and Audit & Supervisory Board Members" on pages 28-31 of the Business Report (in Japanese only).

* Please refer to page 14 for the Company's independence standards for outside officers.

Proposal No. 4: Election of One (1) Audit & Supervisory Board Member

The term of office of Kiyoyuki Takashima will expire at the conclusion of this Meeting. Accordingly, the Company proposes the election of one (1) Audit & Supervisory Board Member.

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

The candidate for Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Career summary and significant concurrent positions outside the Company	Number of the Company's shares owned
Yoshito Tsuruta (October 1, 1960)  New election	Sep. 1988 Joined the Company Apr. 2008 General Manager of Finance Division Apr. 2015 Executive Officer, General Manager of Finance Division Apr. 2020 Advisor To present	3,100

[Reasons for nomination as a candidate for Audit & Supervisory Board Member]

Yoshito Tsuruta, in the years since 2008 as General Manager of Finance Division of the Company, and since 2015 as Executive Officer, General Manager of Finance Division of the Company, has acquired abundant operational experience through being in charge of the Finance Department for many years, enabling him to develop knowledge on all operations. Believing that Mr. Tsuruta will enhance oversight functions through audits conducted from a practical perspective utilizing the aforementioned experience and abundant insight about finance and accounting, the Company nominates him as a candidate for Audit & Supervisory Board Member.

Notes: 1. There is no special interest between the candidate and the Company.

2. After Yoshito Tsuruta is appointed as Audit & Supervisory Board Member, the Company plans to conclude an agreement with him regarding the limitation of liability for damages provided for under Article 423, paragraph 1 of the Companies Act to the minimum liability amount stipulated by laws and regulations.

[Independence Standards for Outside Officers]

The Company's Board of Directors considers that an Outside Director or Outside Audit & Supervisory Board Member (collectively "outside officer") of the Company who falls under any of the following items does not satisfy the independence requirements for outside officers.

1. A person who execute business ("executive") of the Company or its consolidated subsidiaries (together collectively, the "Group")
2. A person whose major business partner is the Group or an executive thereof (if such person is an organization)
3. A major business partner of the Group or an executive thereof (if such person is an organization)
4. A consultant, accounting professional, or legal professional receiving a significant amount of money or other assets from the Group other than officer remuneration (if the entity receiving such assets is a corporation, association or other form of organization, this refers to an individual belonging to such organization)
5. A major shareholder of the Company or an executive thereof (if such shareholder is an organization)
6. A person who receives a significant amount of donations from the Group or an executive thereof (if such person is an organization)
7. An executive of another company with a mutual appointment relationship of outside officers
8. A person whose close relative ("close relative" means a relative within the second degree of kinship) falls under any of items 1 to 7 above (limited to a person in an important position except for items 4 and 5)
9. A person who has fallen under any of items 2 to 8 above during the past three years
10. The criteria to determine independence in items 1 to 7 above at the discretion of the Company shall be as follows.
    Even if independence is formally compromised, if it is determined after comprehensive consideration of factors including other sound reasons that there is substantive independence, the Company may recognize independence by making clear the reasons.
    (1) The Company recognizes the independence of persons who in the past have fallen under item 1 above if they satisfy the eligibility requirements for outside officers stipulated in Article 2 of the Companies Act.
    (2) With regard to the interpretation of "major business partner" in items 2 and 3 above, the Company deems a person is a major business partner in cases where there are continuing (including cases where continuation is expected) transactions amounting to 1% or more of annual consolidated total revenues in the most recent fiscal year related to the offer or receipt of money or other assets in connection with the provision of services, etc.
    (3) With regard to the criterion for "receiving a significant amount of money or other assets" in item 4 above, the Company determines independence according to whether or not a person has obtained money and other economic benefits of ¥10 million or more per year on average over the past three years.
    (4) "Major shareholder" in item 5 above refers to a shareholder whose percentage of voting rights exceeds 10%.
    (5) With regard to "a person who receives a significant amount of donations from the Group or an executive thereof (if such person is an organization)" in item 6 above, if the Group has made donations exceeding ¥10 million per year on average over the last three years, there is deemed to be doubt about independence.
    (6) If it is found that there is a close relationship with a "company with a mutual appointment relationship" in item 7 above, such as if both companies reciprocally appoint officers on a continuing basis and the other company does not have multiple outside officers other than those from the Company, there is deemed to be doubt about independence.