

*This document has been translated from the Japanese original for the convenience of non-Japanese shareholders. In the event of any discrepancy between this translation and the Japanese original, the original shall prevail.*

Securities identification code:7148

December 1, 2021

To Shareholders:

Hisanaga Tanimura  
CEO & Founder

**Financial Products Group Co., Ltd.**

2-7-2, Marunouchi, Chiyoda-ku, Tokyo

## **NOTICE OF THE 20TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

You are cordially invited to attend the 20th Ordinary General Meeting of Shareholders of Financial Products Group Co., Ltd., which will be held as described below.

**In an effort to prevent and minimize the spread of COVID-19, please exercise your voting rights in advance in writing (mail) or via the Internet, etc., and refrain from attending the General Meeting of Shareholders in person as much as possible. Please consider the "Reference Documents for the General Meeting of Shareholders" below and exercise your voting rights by one of the methods described on the pages that follow.**

**As will be described later, this General meeting of Shareholders will be broadcast live on the website so that shareholders who do not attend in person can view the meeting online.**

**In addition, we will accept questions from shareholders in advance through the website and explain matters that are of particular interest to shareholders on the day of the meeting.**

### **Meeting Details**

**1. Date and Time: Wednesday, December 22, 2021 at 10:00 a.m.**

(Reception scheduled to open at 9:15 a.m.)

**2. Place: JP TOWER Hall & Conference (KITTE 4F)**

2-7-2 Marunouchi, Chiyoda-ku, Tokyo

**3. Purposes:**

**Items to be reported:**

1. The Business Report and the Consolidated Financial Statements for the 20th Term (from October 1, 2020 to September 30, 2021), and the Audit Reports of the Accounting Auditor and the Audit & Supervisory Committee on the Consolidated Financial Statements .
2. Report on the Non-Consolidated Financial Statements for the 20th Term (from October 1, 2020 to September 30, 2021)

**Items to be resolved:**

**Proposal 1: Dividends**

**Proposal 2: Partial Amendment to the Articles of Incorporation**

**Proposal 3: Election of Five (5) Directors**

**Proposal 4: Election of Three (3) Audit & Supervisory Board Members**

**Proposal 5: Election of One (1) Substitute Audit & Supervisory Board Member**

**Proposal 6: Revision of Remuneration for Outside Audit & Supervisory Board Members**

**- END -**

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

## **Notice regarding measures to prevent the spread of COVID-19 infection**

At the 20th Ordinary General Meeting of Shareholders of Financial Products Group Co., Ltd., we plan to take the following measures. We appreciate your understanding and cooperation.

### **Please refrain from attending in person**

- In view of the recent COVID-19 pandemic and putting the safety of our shareholders first, regardless of your health, you are firmly requested to exercise your voting rights in writing (mail) or via the Internet, etc., in advance, and to refrain from attending the meeting in person.

### **Requests to shareholders**

- This year, the number of seats available will be significantly reduced compared to the previous year in order to secure a wide space between seats in the venue as an infection prevention measure. If the seat spacing cannot be maintained sufficiently due to the number of visitors, we may have to refuse admission in order to protect the safety of our shareholders.
- At the time of reception, we will measure attendees' temperatures by thermography. The management staff may refuse admission to shareholders who have a fever or who appear to be in poor physical condition.
- Alcohol disinfectant will be provided at the venue, please disinfect your hands.
- When you attend, please be sure to bring a mask and wear it.

### **Our response on the day of the general meeting of shareholders**

- In order to shorten the time required for this General Meeting of Shareholders, we will simplify the proceedings from the usual year and limit the number of questions and the time for asking questions from shareholders. We appreciate your understanding.
- Officers and management staff will take necessary measures to prevent infection, such as wearing a mask, after confirming in advance that there is no problem with their physical condition.

If there are significant changes in the operation of the General Meeting of Shareholders due to future circumstances, such changes will be posted on the Company's website (<https://www.fpg.jp>).

## Information on Live Streaming and Advance Questions via the Internet

We plan to stream this General Meeting of Shareholders live on our website. We will also accept prior questions regarding the objectives of the General Meeting of Shareholders via the website.

(How to Watch the Live Stream)

Please enter the ID and password provided in (2) below on the shareholders-only website (3).

(1) Live from: 10:00 am on Wednesday, December 22, 2021

(2) ID: Shareholder number (9-digit number on the Voting Rights Exercise Form)

Password: Zip code (7-digit number of the postal code of the shareholder's address)

(3) Shareholder-only website: <https://7148.ksoukai.jp>

(Submitting Prior Questions)

Submission period: December 1, 2021 (Wednesday) 9:00 am to December 15, 2021 (Wednesday) 6:00 pm

(1) After accessing the above shareholders-only website, enter the above ID and password, then press the "Ask a pre-question" button.

(2) Fill the required fields and press the "Apply" button.

(Notes on the Live Stream and Prior Question Submission)

- The live stream of the General Meeting of Shareholders is intended to provide information to shareholders who refrain from attending in person. Please be aware that you will not be able to vote or ask questions via the live stream. We kindly ask that you exercise your voting rights in advance.
- Access to the live stream and question submissions will be limited to shareholders themselves.
- Providing IDs and passwords to third parties is strictly prohibited.
- We will take care not to show the appearance of attending shareholders during the stream, but there may be moments where this is unavoidable. Please also note that comments from shareholders present at the venue will be audible on the stream.
- Please refrain from recording the live video and audio.
- You may not be able to watch the live stream depending on your Internet connection and the connectivity of your PC, smartphone or tablet device.
- Shareholders are responsible for any costs incurred in order to connect to the stream.
- The stream may be interrupted or canceled due to unavoidable circumstances such as internet connection issues or equipment failure.
- Of the questions received in advance, we plan to respond to those that are of particular interest to our shareholders at the General Meeting of Shareholders.

(Inquiries About the Live Stream)

- Contact: Sumitomo Mitsui Trust Bank, Limited
- Period: December 1, 2021 (Wednesday) until the day of the General Meeting of Shareholders (excluding weekends)
- Hours: 9:00 am to 5:00 pm (or until the end of the General Meeting of Shareholders on the day itself)
- Telephone: 0120-782-041

## ◎Methods of Exercising Voting Rights

### [Exercising voting rights in writing]

Please indicate your approval or disapproval of the proposals on the enclosed Voting Form and return it by postal mail to reach us no later than 5:45 p.m. on Tuesday, December 21, 2021. Please note that if neither approval nor disapproval of each proposal is indicated, we will deem that you have indicated your approval for the proposal.

### [Exercising voting rights via the Internet]

If you use the Company's designated website, please access <https://www.web54.net>, and enter the "voting rights exercise code" and "password" stated on the enclosed Voting Form, and register your approval or disapproval of the proposal no later than 5:45 p.m. on Tuesday, December 21, 2021, in accordance with the guidance on the display.

### ◎Regarding use of the electronic platform for exercising voting rights

Institutional investors may exercise voting rights for this general meeting of shareholders via the Internet by using the electronic platform for exercising voting rights operated by ICI, Inc.

Please also note that when voting via smartphone by scanning the QR code on the enclosed Voting Rights Exercise Form, you will not be required to enter a code or password first. However, if you would like to change your vote after exercising your voting rights, you will need to scan the QR code again and enter the code and password displayed on the Voting Rights Exercise Form. Please see the enclosed information for details.

### [Handling of Duplicate Voting]

If you vote both in writing and via the Internet, only your vote placed via the Internet will be valid. In addition, if you vote multiple times by the same method, only the last vote will be valid.

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◎You are kindly requested to present the enclosed Voting Form to the receptionist when you attend the meeting in person.

◎Voting by proxy is possible only when delegated to a shareholder of the Company with voting rights pursuant to the Article 17 of Incorporation, and the proxy must be a single shareholder. In such cases, please submit to the Company a document proving the proxy's capacity to act.

It is necessary to submit (B) one of the following documents in addition to (A) a power of attorney with the name and stamp of the delegator as a document proving the proxy.

(1) Voting Form sent from the Company to a delegator

(2) A certificate of a seal impression of a delegator

(The power of attorney is required to be stamped with a stamp of a certificate of a seal impression of a delegator)

(3) A delegator's driver's license, various health insurance cards, etc.

A copy of official certificates that can confirm the name and the address of a delegator

◎Among the documents to be provided with this notice, the following items are posted on the Company's website (<https://www.fpg.jp>) pursuant to laws and regulations, as well as Article 18 of the Company's Articles of Incorporation. (The following two items are omitted from this notice)

(1) Notes to the Consolidated Financial Statements

(2) Notes to the Non-consolidated Financial Statements

The above two items are included in the Consolidated Financial Statements and Non-consolidated Financial Statements, both of which have been audited by the Audit & Supervisory Board to prepare an Audit Report and by the Accounting Auditor to prepare an

Accounting Audit Report.

© If any changes are made to any item in the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements, such changes will be posted on the Company's website (<https://www.fpg.jp>).

## Reference Documents for the General Meeting of Shareholders

### Proposal 1: Dividends

We propose to distribute dividends as follows.

Matters related to year-end dividends:

The basic policy concerning shareholders' return is to provide continuous and stable dividends to shareholders while securing the internal reserves necessary for sustainable growth and increased corporate value, and we have set the dividend payout ratio of 50% for the full year as our target.

Since net income has exceeded the initial forecast for the fiscal year, we have decided to pay an ordinary dividend of 18.50 yen per share for the current fiscal year's year-end dividend.

(1) Type of assets to be distributed

Cash

(2) Dividend allocated to shareholders and their aggregate amount

¥18.50 per share of common stock of the Company

Total amount of dividends: ¥1,580,062,227

(3) Effective date of distribution of dividends of surplus

December 23, 2021

## Proposal 2: Partial Amendment to the Articles of Incorporation

### 1. Reasons for the changes

(1) Additional operational objectives to be added to Article 2 of the current Articles of Incorporation, in order to accommodate for future business expansion.

(2) Provisions to be added to Article 14 of the current Articles of Incorporation to allow for general shareholder meetings to be held without specifying a location (so they can be held virtually instead). In order for changes to the Articles of Incorporation in this Article to come into force, in addition to a resolution at a general shareholder meeting, in order to comply with the Ordinance of the Ministry of Economy, Trade and Industry and the Ordinance of the Ministry of Justice in cases that contribute to strengthening industrial competitiveness with consideration to preserving the interests of shareholders, the confirmation of the Minister of Economy, Trade and Industry along with that of the Minister of Justice is necessary as per the stipulations of their respective ordinances.

(3) Changes to Article 18 of the current Articles of Incorporation are required due to amendments to the Companies Act in 2019 and the associated establishment of an electronic system for providing reference documents, etc., for general shareholder meetings.

(4) New provisions to be added to Article 30 of the current Articles of Incorporation, relating to the appointment of Substitute Audit & Supervisory Board Members in case the number of Audit & Supervisory Board Members stipulated by laws and regulations or the Articles of Incorporation is insufficient, and the effective period of the resolution to appoint Substitute Audit & Supervisory Board Members is to be determined.

(5) Changes required to Article 31 of the current Articles of Incorporation in line with the new provisions relating to Substitute Audit & Supervisory Board Members, in order to clarify the term of office of appointed Substitute Audit & Supervisory Board Members.

### 2. Details of the changes

The details of the changes are as follows:

(Changes are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p>ARTICLE 1 &lt;Omitted&gt;</p> <p>ARTICLE 2 (PURPOSES)</p> <p>The business purposes of the Company are to engage in the following businesses:</p> <p>(i) Financial planning business;</p> <p>(ii) Consulting business in relation to asset management;</p> <p>(iii) Management consulting business;</p> <p>(iv) Intermediary and soliciting of guidance regarding merger and association of companies, goodwill and transfer of securities;</p> <p>(v) Consulting on business development, sales promotion, etc. of companies</p> <p>(vi) General leasing business;</p> <p>(vii) Type II financial instruments business, investment advisory and agency business, investment management business and financial instruments intermediary service provided in the Financial Instruments and Exchange Act;</p> <p>(viii) Lending money, intermediary of lending and borrowing of money and credit accommodation such as guarantee and</p>	<p>ARTICLE 1 &lt;Unchanged&gt;</p> <p>ARTICLE 2 (PURPOSES)</p> <p>The business purposes of the Company are to engage in the following businesses:</p> <p>(i) Financial planning business;</p> <p>(ii) Consulting business in relation to asset management;</p> <p>(iii) Management consulting business;</p> <p>(iv) Intermediary and soliciting of guidance regarding merger and association of companies, goodwill and transfer of securities;</p> <p>(v) Consulting on business development, sales promotion, etc. of companies</p> <p>(vi) General leasing business;</p> <p>(vii) Type II financial instruments business, investment advisory and agency business, investment management business and financial instruments intermediary service provided in the Financial Instruments and Exchange Act;</p> <p>(viii) Lending money, intermediary of lending and borrowing of money and credit accommodation such as guarantee and</p>



Current Articles of Incorporation	Proposed Amendments
<p>assumption of obligations, etc;</p> <p>(ix) Banking agency business;</p> <p>(x) Trust agency business;</p> <p>(xi) Business regarding insurance broker;</p> <p>(xii) Non-life insurance agency business, and business regarding life insurance solicitation;</p> <p>(xiii) Buying and selling, acquisition, holding and transfer of securities, monetary claims and other financial assets;</p> <p>(xiv) Investment business and structuring, asset management and administration of investment partnership;</p> <p>(xv) Sale and purchase, sale intermediary of vessel, aircraft, parts appliance, equipment and other related assets;</p> <p>(xvi) Vessel leasing intermediary service;</p> <p>(xvii) Sale and purchase, lease intermediary, ownership, management, use and development of real property and consulting regarding real property;</p> <p>(xviii) Business under Real Property Specified Joint Business Law;</p> <p>(xix) Business regarding trust to be conducted in the manner as provided in the Trust Law;</p> <p>(xx) Issuance, sale and management of prepaid payment methods based on the Act on Electronic Money, Cryptocurrency Assets and Other Electronic Value Information and Fund Settlement, Provision of Electronic Payment System and Fund Transfer</p> <p>(xxi) Payroll calculation and Payroll transfer office work;_ &lt;Newly established&gt;</p> <p>&lt;Newly established&gt;</p> <p>&lt;Newly established&gt;</p> <p>&lt;Newly established&gt;</p> <p><u>(xxii)</u> Planning, production and advertising agency business related to advertising, publicity and sales promotion;</p> <p><u>(xxiii)</u> All business incidental or related to the Foregoing;</p> <p>ARTICLE 3 - ARTICLE 13 &lt;Omitted&gt;</p> <p>ARTICLE 14 (CONVOCATION)</p> <p>1. The ordinary general meeting of shareholders of the</p>	<p>assumption of obligations, etc;</p> <p>(ix) Banking agency business;</p> <p>(x) Trust agency business;</p> <p>(xi) Business regarding insurance broker;</p> <p>(xii) Non-life insurance agency business, and business regarding life insurance solicitation;</p> <p>(xiii) Buying and selling, acquisition, holding and transfer of securities, monetary claims and other financial assets;</p> <p>(xiv) Investment business and structuring, asset management and administration of investment partnership;</p> <p>(xv) Sale and purchase, sale intermediary of vessel, aircraft, parts appliance, equipment and other related assets;</p> <p>(xvi) Vessel leasing intermediary service;</p> <p>(xvii) Sale and purchase, lease intermediary, ownership, management, use and development of real property and consulting regarding real property;</p> <p>(xviii) Business under Real Property Specified Joint Business Law;</p> <p>(xix) Business regarding trust to be conducted in the manner as provided in the Trust Law;</p> <p>(xx) Issuance, sale and management of prepaid payment methods based on the Act on Electronic Money, Cryptocurrency Assets and Other Electronic Value Information and Fund Settlement, Provision of Electronic Payment System and Fund Transfer</p> <p>(xxi) Payroll calculation and Payroll transfer office work;</p> <p><u>(xxii) Provision of online services and platform businesses via the Internet</u></p> <p><u>(xxiii) The sale and brokerage of used goods</u></p> <p><u>(xxiv) The development and sale of computers and accessory devices</u></p> <p><u>(xxv) The development and sale of computer software and provision of services</u></p> <p><u>(xxvi)</u> Planning, production and advertising agency business related to advertising, publicity and sales promotion;</p> <p><u>(xxvii)</u> All business incidental or related to the Foregoing;</p> <p>ARTICLE 3 - ARTICLE 13 &lt;Unchanged&gt;</p> <p>ARTICLE 14 (CONVOCATION)</p> <p>1. The ordinary general meeting of shareholders of the</p>

Current Articles of Incorporation	Proposed Amendments
<p>Company shall be convened within three (3) months following the last day of each business year, and extraordinary general meetings of shareholders shall be held whenever necessary. &lt;Newly established&gt;</p> <p>ARTICLE 15 - ARTICLE 17     &lt;Omitted&gt;</p> <p><u>ARTICLE 18 (Disclosure via internet of reference materials, etc. for general meeting of shareholders and Deemed PROVISION)</u> <u>The Company may deem that, at the convocation of general meeting of shareholders, the information on the matters that should be described or indicated in the reference materials for general meeting of shareholders, business report and financial statements has been provided for the shareholders by disclosing such information via Internet as provided in the order of the Ministry of Justice.</u></p> <p>&lt;Newly established&gt;</p> <p>ARTICLE 19 - ARTICLE 29     &lt;Omitted&gt;</p> <p>ARTICLE 30 (METHOD OF APPOINTMENT) 1. The statutory auditors of the Company shall be appointed by the resolution of the general meeting of shareholders. 2. The resolution to appoint a statutory auditor shall be adopted by a majority of the voting rights of shareholders present at the meeting where the shareholders holding at least one-thirds (1/3) of the voting rights of all shareholders are present. &lt;Newly established&gt;</p>	<p>Company shall be convened within three (3) months following the last day of each business year, and extraordinary general meetings of shareholders shall be held whenever necessary. <u>2. The Company may hold general shareholder meetings without specifying a location.</u></p> <p>ARTICLE 15 - ARTICLE 17     &lt;Unchanged&gt;</p> <p>&lt;Deleted&gt;</p> <p><u>ARTICLE 18 (Measures for Provision in Electronic Format, etc.)</u> <u>1. When convening general shareholder meetings, the Company shall take measures to provide reference documents, etc., for general shareholder meetings in electronic format.</u> <u>2. The Company does not need to include all or some matters related to electronic provision measures stipulated by the Ordinance of the Ministry of Justice in the documents to be delivered to shareholders who have requested such documents by the record date of voting rights.</u></p> <p>ARTICLE 19 - ARTICLE 29     &lt;Unchanged&gt;</p> <p>ARTICLE 30 (METHOD OF APPOINTMENT) 1. The statutory auditors of the Company shall be appointed by the resolution of the general meeting of shareholders. 2. The resolution to appoint a statutory auditor shall be adopted by a majority of the voting rights of shareholders present at the meeting where the shareholders holding at least one-thirds (1/3) of the voting rights of all shareholders are present. <u>3. The Company may appoint Substitute Audit &amp; Supervisory Board Members at general shareholder meetings in case the</u></p>

Current Articles of Incorporation	Proposed Amendments
<p>&lt;Newly established&gt;</p> <p>&lt;Newly established&gt;</p> <p>ARTICLE 31 (TERM OF OFFICE)</p> <p>1. The term of office of a statutory auditor shall expire at the close of the ordinary general meeting of shareholders held with respect to the last business year that ends within four (4) years after his or her appointment.</p> <p>2. The term of office of a statutory auditor elected to fill a vacancy of the statutory auditor who retired prior to the expiry of the term shall expire at the time when the term of office of the retired statutory auditor expires.</p> <p>ARTICLE 32 - ARTICLE 43      &lt;Omitted&gt;</p> <p>&lt;Newly established&gt;</p>	<p><u>number of Audit &amp; Supervisory Board Members stipulated by laws and regulations or the Articles of Incorporation is insufficient, pursuant to the provisions of Article 329, Paragraph 3 of the Companies Act.</u></p> <p><u>4. The appointment of Substitute Audit &amp; Supervisory Board Members shall be in effect until the Ordinary General Meeting of Shareholders is held for the last fiscal year ending within four years of the appointment.</u></p> <p><u>5. The provisions of Paragraph 2 of this Article shall apply mutatis mutandis to the quorum for resolutions on the appointment of Substitute Audit &amp; Supervisory Board Members.</u></p> <p>ARTICLE 31 (TERM OF OFFICE)</p> <p>1. The term of office of a statutory auditor shall expire at the close of the ordinary general meeting of shareholders held with respect to the last business year that ends within four (4) years after his or her appointment.</p> <p>2. The term of office of a statutory auditor elected to fill a vacancy of the statutory auditor who retired prior to the expiry of the term shall expire at the time when the term of office of the retired statutory auditor expires. <u>However, in the event that the Substitute Audit &amp; Supervisory Board Member appointed pursuant to Paragraph 3 of the preceding Article is then appointed as a Audit &amp; Supervisory Board Member, the term of office shall not continue past the conclusion of the Ordinary General Meeting of Shareholders for the last fiscal year ending within four years of their appointment as the Substitute Audit &amp; Supervisory Board Member.</u></p> <p>ARTICLE 32 - ARTICLE 43      &lt;Unchanged&gt;</p> <p><u>(Supplementary Provision)</u></p> <p><u>ARTICLE 1</u></p> <p><u>1. The deletion of Article 18 from the current Articles of Incorporation and the establishment of Article 18 of the amended Articles of Incorporation shall be in effect from the date of enforcement as set forth in Article 1 of the Supplementary Provisions (hereinafter referred to as the Effective Date) of the Act Partially Amending the Companies Act (Act No. 70 of the Order).</u></p>

Current Articles of Incorporation	Proposed Amendments
	<p><u>2. Notwithstanding the provisions of the preceding Paragraph, Article 18 of the current Articles of Incorporation shall remain in force for general shareholder meetings held within six months of the Effective Date.</u></p> <p><u>3. This Article shall be automatically deleted once six months have passed from the Effective Date, or once three months have passed from the date of the general shareholder meeting set forth in the preceding Paragraph, whichever is later.</u></p>

### Proposal 3: Election of Five (5) Directors

The terms of office of all five Directors will expire at the close of the 20th Ordinary General Meeting of Shareholders. Therefore, we hereby propose to elect five directors.

The candidate for Director is as follows.

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)		Number of the Company's shares owned
1	Hisanaga Tanimura (July 25, 1959)  <u>Reelection</u>	Apr. 1983	Joined Sumisho Lease Co., Ltd. (currently Sumitomo Mitsui Finance & Leasing Company, Limited)	2,199,600 Shares
		Aug. 1998	Representative, ING Lease Japan N.V., Tokyo Branch	
		Nov. 2001	Established Financial Products Group Co., Ltd. (FPG) CEO and Founder (Current Position)	
		Aug. 2011	Representative Director, HT Holdings Co., Ltd. (Current Position)	
		Dec. 2012	Representative Executive Officer, FPG (Current Position)	
		Mar. 2013	Representative Director and Chairman, FPG Securities Co., Ltd. (Current Position)	
		Oct. 2014	Director, Bemina Trust Co., Ltd. (currently FPG Trust Co., Ltd.)	
		Mar. 2015	Representative Director and Chairman, FPG Trust Co., Ltd. (Current Position)	
		May. 2015	Director, Amentum Capital Ltd. (currently FPG Amentum Limited) (Current Position)	
		Nov. 2019	Director, NORTH JAPAN AIRLINES CO., LTD.	
		Apr. 2020	Director, KEN FIRST CO., LTD. (currently FPG Technology Co., Ltd.)	
		Jun. 2020	Representative Director and Chairman, FPG Technology Co., Ltd. (Current Position)	
		Jun. 2020	Representative Director and Chairman, NORTH JAPAN AIRLINES CO., LTD. (Current Position)	
		(Significant concurrent positions outside the Company) Representative Director and Chairman, FPG Securities Co., Ltd. Representative Director and Chairman, FPG Trust Co., Ltd. Director, FPG Amentum Limited Representative Director and Chairman, FPG Technology Co., Ltd. Representative Director and Chairman, NORTH JAPAN AIRLINES CO., LTD. Representative Director, HT Holdings Co., Ltd.		
	Reason for proposing as candidate for Director	Mr. Hisanaga Tanimura as a representative of the Company since its founding has led management decision-making and operations on behalf of the Company and has grown the Company into a leading company in the industry using his abundant experience and extensive knowledge. Having determined that he will be able to realize the Company's management philosophy and contribute to the Company's sustainable growth and increase corporate value over the medium to long term, we propose him as a candidate for Director.		

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)		Number of the Company's shares owned
2	Tadashi Ishiguro (April 26, 1955)  <div style="border: 1px solid black; padding: 2px; display: inline-block;">Reelection</div>	Apr. 1978  Mar. 2000  Jun. 2004  Jan. 2005  Sep. 2005  Apr. 2006  Apr. 2010  May. 2015 Mar. 2016 Mar. 2016 Dec. 2016 Nov. 2019  Apr. 2020	Joined The Long-Term Credit Bank of Japan, Limited (currently Shinsei Bank) Executive Officer and General Manager of Corporate Strategy Division, The Long-Term Credit Bank of Japan, Limited Executive Operating Officer and General Manager of Business Corporation Department, Shinsei Bank, Limited Executive Operating Officer and Head of Corporate Affairs Department, Shinsei Bank, Limited Senior Executive Officer of Corporate Planning Department, Nomura Holdings, Inc. Executive Operating Officer of Corporate Planning Department, Nomura Trust & Banking Co., Ltd. Senior Managing Director, Nomura Trust & Banking Co., Ltd. President and CEO, FPG Trust Co., Ltd. Senior Managing Executive Officer, FPG Director, FPG Trust Co., Ltd. (Current Position) Director, FPG (Current Position) Director, NORTH JAPAN AIRLINES CO., LTD. (Current Position) Director, KEN FIRST CO., LTD. (Currently FPG Technology Co., Ltd.) (Current Position)	-
	Reason for proposing as candidate for Director	<p>Mr.Tadashi Ishiguro has held important positions at major financial institutions such as Corporate Planning Department, Business Corporation Department, and International Department, and has abundant experience and extensive knowledge related to finance in general. As a director and a senior managing executive officer of the Company since 2016, he has engaged in important business execution and has been involved in the Board of Directors' decision-making and supervisor.</p> <p>Having determined that he will be able to realize the Company's management philosophy and contribute to the Company's sustainable growth and increase corporate value over the medium to long term, we propose him as a candidate for Director.</p>		

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)		Number of the Company's shares owned
3	Kazuki Takahashi (June 7, 1963)  <div style="border: 1px solid black; padding: 2px; display: inline-block;">Reelection</div>	Apr. 1988  Apr. 1988 Apr. 1994  Apr. 2006  Oct. 2008  Apr. 2009 Dec. 2009  Dec. 2012  Dec. 2014  Apr. 2015  Oct. 2016  Apr. 2018  Oct. 2018  Dec. 2018  Dec. 2019	Joined Sumisho Lease Co., Ltd. (currently Sumitomo Mitsui Finance & Leasing Company, Limited) Finance Department, Sumisho Lease Co., Ltd. Sales Development Department, Sumisho Lease Co., Ltd. Real Estate Business Department 1, Sumisho Lease Co., Ltd. General Manager of Structured Finance Department, FPG General Manager of Tokyo Sales Department, FPG Director and General Manager of Tokyo Sales Department, FPG Managing Executive Officer and General Manager of Tokyo Sales Department, FPG Managing Executive Officer, General Manager of Tokyo Sales Department and Sales Support Department, FPG Managing Executive Officer, General Manager of Tokyo Sales Department 1 and Sales Support Department, FPG Managing Executive officer, Sapporo Branch General Manager, FPG Managing Executive officer, Osaka Branch General Manager and Okayama Branch General Manager, FPG Managing Executive Officer, Osaka Branch General Manager, FPG Senior Managing Executive Officer, Osaka Branch General Manager, FPG (Current Position) Director, FPG (Current Position)	62,084 Shares
	(Significant concurrent positions outside the Company) None			
	Reason for proposing as candidate for Director	Mr. Kazuki Takahashi has long served as an executive officer in charge of the Company's Sales Department and has contributed to the expansion of the company's business by leading the Sales Department utilizing his extensive sales experience and product knowledge. Having determined that he will be able to realize the Company's management philosophy and contribute to the Company's sustainable growth and increase corporate value over the medium to long term, we propose him as a candidate for Director.		

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)		Number of the Company's shares owned
4	<p data-bbox="304 568 504 640">Keiko Ohara (October 18, 1959)</p> <p data-bbox="347 680 461 714">R reelection</p> <p data-bbox="363 759 445 792">Outside</p> <p data-bbox="338 837 470 871">Independent</p> <p data-bbox="288 927 520 1039">Number of Years in Office as Outside Director 3 years</p>	<p data-bbox="563 277 671 311">Apr. 1988</p> <p data-bbox="563 356 671 389">Apr. 1988</p> <p data-bbox="563 434 671 468">Sep. 1992</p> <p data-bbox="563 468 671 501">Aug. 1993</p> <p data-bbox="563 501 671 535">Oct. 1993</p> <p data-bbox="563 535 671 568">Feb. 2000</p> <p data-bbox="563 613 671 647">Sep. 2012</p> <p data-bbox="563 692 671 725">Mar. 2017</p> <p data-bbox="563 725 671 759">Jun. 2017</p> <p data-bbox="563 848 671 882">Dec. 2018</p> <p data-bbox="563 882 671 916">Jun. 2019</p> <p data-bbox="563 960 671 994">Jun. 2020</p>	<p data-bbox="711 277 1260 344">Admitted as Attorney-at-law in Japan (Dai-ichi Tokyo Bar Association)</p> <p data-bbox="711 344 1260 412">Komatsu Sogo Law Office (Later, Komatsu &amp; Koma Law Office)</p> <p data-bbox="711 412 1260 468">Weil, Gotshal &amp; Manges LLP, New York</p> <p data-bbox="711 468 1260 501">Admitted to the Bar of the State of New York</p> <p data-bbox="711 501 1260 535">Komatsu &amp; Koma Law Office</p> <p data-bbox="711 535 1260 602">Co-Founder and Partner, Kamiyacho International Law Office (Current Position)</p> <p data-bbox="711 602 1260 692">Adjunct lecturer, Keio University Law School (Current Position)</p> <p data-bbox="711 692 1260 725">Auditor, Save the Children Japan (Current Position)</p> <p data-bbox="711 725 1260 837">Chair, Committee on Foreign Lawyers and International Legal Practice, Japan Federation of Bar Associations (Current Position)</p> <p data-bbox="711 837 1260 871">Outside Director, FPG (Current Position)</p> <p data-bbox="711 871 1260 960">Outside Director, FUJI KYUKO CO., LTD. (Current Position)</p> <p data-bbox="711 960 1260 1039">Outside Audit &amp; Supervisory Board Member, TAISEI CORPORATION (Current Position)</p>	-
	<p data-bbox="563 1050 1131 1084">(Significant concurrent positions outside the Company)</p> <p data-bbox="563 1084 1203 1117">Co-Founder and Partner, Kamiyacho International Law Office</p> <p data-bbox="563 1117 1015 1151">Outside Director, FUJI KYUKO CO., LTD.</p> <p data-bbox="563 1151 1260 1229">Outside Audit &amp; Supervisory Board Member, TAISEI CORPORATION</p>			
	Reason for proposing as candidate for Director	<p data-bbox="563 1240 1471 1543">Although Ms. Keiko Ohara has never been directly involved in company management in a way other than being an outside director, she has abundant experience as a lawyer and has specialized and advanced knowledge on international corporate legal affairs. As a Director, she has proactively offered her opinions and contributed to the effective strengthening of the decision-making function and supervisory function of the Board of Directors from a perspective of an outside director. Having determined that she will be able to appropriately perform her duties, we propose her as a candidate for Outside Director.</p>		



Candidate No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)		Number of the Company's shares owned
5	Eiji Sakomoto (November 4, 1956)  <div style="border: 1px solid black; padding: 2px; display: inline-block;">Reelection</div>  <div style="border: 1px solid black; padding: 2px; display: inline-block;">Outside</div>  <div style="border: 1px solid black; padding: 2px; display: inline-block;">Independent</div>  <div style="border: 1px solid black; padding: 2px; display: inline-block;">Number of Years in Office as Outside Director 1 year</div>	Jun.1990	Representative Director (Current Position), Tax Consulting Group Inc. (currently Ginza K.T.C Consulting Inc.)	-
		Mar.1993	Certified Public Accountant registration	
Jul.1993	Certified Tax Accountant registration			
Jun.2000	Outside Audit & Supervisory Board Member, Nagatanien Co., Ltd. (currently Nagatanien Holdings Co., Ltd.)			
Aug.2003	Representative Director (Current Position), Shochikueigagekijo Co., Ltd.			
Apr.2004	Senior Partner (Current Position), Shinsoh Tax Corporation (currently Ginza K.T.C. Tax Corporation)			
Dec.2004	Outside Audit & Supervisory Board Member, KOKUDO, INC. (currently PRINCE HOTELS, INC.)			
Feb.2006	Outside Audit & Supervisory Board Member, PRINCE HOTELS, INC.			
Feb.2006	Outside Audit & Supervisory Board Member (Current Position), SEIBU HOLDINGS INC.			
May.2015	Audit & Supervisory Board Member (Current Position), PRINCE HOTELS, INC.			
Jun.2015	Outside Director (Current Position), NAGATANIEN Co., Ltd. (currently Nagatanien Holdings Co., Ltd.)			
Dec.2020	Outside Director, FPG (Current Position)			
		(Significant concurrent positions outside the Company) Senior Partner, Ginza K.T.C. Tax Corporation Representative Director, Shochikueigagekijo Co., Ltd. Outside Audit & Supervisory Board Member, SEIBU HOLDINGS INC. Outside Director, Nagatanien Holdings Co., Ltd.		
Reason for proposing as candidate for Director		As a certified public accountant and tax accountant, Mr. Eiji Sakomoto has a high level of expertise, a wealth of experience, and a great deal of insight in finance and accounting. He has served as an outside director and outside auditor at major companies, including listed companies. Having determined that he will be able to draw on this knowledge and experience to effectively contribute to strengthening the decision-making and supervisory functions of the Board of Directors at the Company, we propose him as a candidate for Outside Director.		

Notes:

1. There are no conflicts of interest between the candidate and the Company.
2. Ms. Keiko Ohara and Mr. Eiji Sakomoto are candidates for Outside Director
3. Pursuant to Article 427, Paragraph 1 of the Companies Act and the Articles of Incorporation, we have concluded agreements with Ms. Keiko Ohara and Mr. Eiji Sakomoto limiting their liabilities as provided in Article 423, Paragraph 1 of this Act. Under these agreements, their liabilities are limited to the amount set forth in laws and regulations. We intend to continue the agreement with

them if their reelections are approved.

4. We have concluded a liability insurance policy with an insurance company whereby the Company's directors, auditors, etc. are named as the insured persons, as stipulated in Article 430-3, Paragraph 1 of the Companies Act (Japan). The insurance policy covers the damages and legal expenses incurred by the insured, and each candidate who is appointed as a director will be included as an insured person under the insurance policy. The insurance policy is scheduled to be renewed with the same content in September 2022.

5. We have submitted Ms. Keiko Ohara and Mr. Eiji Sakomoto as Independent Officers prescribed by Tokyo Stock Exchange, Inc., and intend to submit them as Independent Officers to Tokyo Stock Exchange, Inc. once again if their reelections are approved.

**Proposal 4: Election of Three (3) Audit & Supervisory Board Members**

The terms of office of all three Audit & Supervisory Board Members will expire at the close of the 20th Ordinary General Meeting of Shareholders. Therefore, we hereby propose the election of three Audit & Supervisory Board Members. This Proposal has obtained the consent of Audit & Supervisory Board.

The candidate for Audit & Supervisory Board Members is as follows.

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)		Number of the Company's shares owned
1	Tomokatsu Yoshitoshi (October 4, 1952)	Apr.1975	Joined The Long-Term Credit Bank of Japan, Limited (currently Shinsei Bank)	-
	<u>Reelection</u>	Jul.1999	Joined ING Life Insurance Co.,Ltd. (currently NN Life Insurance Company, Ltd.)	
	<u>Outside</u>	Jul.2002	Representative Director, ING Mutual Funds Management Company (Japan), Ltd. (currently NN Investment Partners (Japan) Co., Ltd.)	
	<u>Independent</u>	Jul.2010	Advisor, Medical corporation SHOEIKAI	
	Number of Years in Office as Audit & Supervisory Board Member 9 years	Dec.2012	Audit & Supervisory Board Member, FPG (Current Position)	
		Jun.2015	Audit & Supervisory Board Member, FPG Trust Co., Ltd. (Current Position)	
		Jun.2015	Director, AEON Bank, Ltd. (Current Position)	
		Jun.2016	Director, AEON Credit Service(M)Berhad	
		(Significant concurrent positions outside the Company) Audit & Supervisory Board Member, FPG Trust Co., Ltd.		
	Reason for proposing as candidate for Audit & Supervisory Board Member	Mr. Tomokatsu Yoshitoshi has held important positions at financial institutions and has a wealth of experience and a wide extensive knowledge regarding finance. He has been utilizing this experience and knowledge to he has audit the Company from a position independent of management while making fair and appropriate proposals regarding the audit of corporate auditors. Having determined that he will be able to appropriately perform his duties, we propose him as an Outside Audit & Supervisory Board Member.		

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)		Number of the Company's shares owned
2	Hitoshi Tsunemine (October 9, 1953)  <div style="border: 1px solid black; padding: 2px; display: inline-block;">Rereelection</div>  <div style="border: 1px solid black; padding: 2px; display: inline-block;">Outside</div>  <div style="border: 1px solid black; padding: 2px; display: inline-block;">Independent</div>  <div style="border: 1px solid black; padding: 2px; display: inline-block;">Number of Years in Office as Audit &amp; Supervisory Board Member 8 years</div>	Apr.1977	Joined The Long-Term Credit Bank of Japan, Limited (currently Shinsei Bank)	-
		Jun.2004	Chairman, SHINKI Co., Ltd.	
Jun.2005	President, SHINKI Co., Ltd.			
May.2009	Senior Advisor, APLUS Co., Ltd. (currently APLUS FINANCIAL Co., Ltd.)			
Jun.2009	President and CEO, APLUS Co., Ltd. (currently APLUS FINANCIAL Co., Ltd.)			
Apr.2011	Chairman, APLUS Co., Ltd. (currently APLUS FINANCIAL Co., Ltd.)			
Jun.2011	Senior Advisor, APLUS, APLUS Co., Ltd. (currently APLUS FINANCIAL Co., Ltd.)			
Dec.2013	Audit & Supervisory Board Member, FPG (Current Position)			
Nov.2019	Audit & Supervisory Board Member, NORTH JAPAN AIRLINES CO., LTD. (Current Position)			
Apr.2020	Audit & Supervisory Board Member, KEN FIRST CO., LTD. (Currently FPG Technology Co., Ltd.) (Current Position)			
		(Significant concurrent positions outside the Company) Audit & Supervisory Board Member, NORTH JAPAN AIRLINES CO., LTD. Audit & Supervisory Board Member, FPG Technology Co., Ltd.		
	Reason for proposing as candidate for Audit & Supervisory Board Member	Mr. Hitoshi Tsunemine has held important positions at financial institutions and has a wealth of experience and a wide extensive knowledge regarding finance. He has been utilizing this experience and knowledge to he has audit the Company from a position independent of management while making fair and appropriate proposals regarding the audit of corporate auditors. Having determined that he will be able to appropriately perform his duties, we propose him as an Outside Audit & Supervisory Board Member.		

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)		Number of the Company's shares owned
3	Hideyuki Kawashima (December 27, 1961)  <div style="border: 1px solid black; padding: 2px; display: inline-block;">Newly elected</div>  <div style="border: 1px solid black; padding: 2px; display: inline-block;">Outside</div>  <div style="border: 1px solid black; padding: 2px; display: inline-block;">Independent</div>	Apr.1984	Joined The Industrial Bank of Japan, Limited. (currently Mizuho Bank, Ltd. )	-
		Jul.1993	Joined IBJ Securities Co., Ltd. (currently Mizuho Securities Co., Ltd. )	
		Feb.2008	Deputy President, Mizuho International plc.	
May.2011	Deputy President, Mizuho Securities Asia Limited.			
Jan.2012	President, Mizuho Securities Asia Limited.			
Apr.2014	General Manager, Internal Audit Department , Mizuho Securities Co., Ltd.			
Apr.2016	Executive officer, General Manager, Internal Audit Department, Mizuho Securities Co., Ltd.			
Apr.2017	Executive Managing Director, Head of Internal Audit Group., Mizuho Securities Co., Ltd., Managing Executive Officer, deputy Head of Internal Audit, Mizuho Financial Group, Inc., and Member of Board of Directors, Mizuho International plc.			
Apr.2019	Advisor, Mizuho Securities Co., Ltd., and Corporate Auditor, Mizuho Securities Principal Investment Co., Ltd.			
Jun.2019	Member of the Board of Directors and the Audit and Supervisory Committee, Mizuho Securities Co., Ltd., Advisor for the Audit Committee, Mizuho Financial Group, Inc., and Corporate Auditor, Mizuho Securities Principal Investment Co., Ltd.			
		(Significant concurrent positions outside the Company) None		
	Reason for proposing as candidate for Audit & Supervisory Board Member	Mr. Hideyuki Kawashima has held important positions at domestic and overseas bases of major financial institutions and has a wealth of experience and extensive knowledge regarding finance. We deem him capable of utilizing this experience and knowledge to audit the Company from a position independent of Company management while making fair and appropriate proposals regarding the audit of corporate auditors, and therefore propose to newly elect him as an Outside Audit & Supervisory Board Member.		

Notes:

1. There are no conflicts of interest between the candidate and the Company.
2. Each candidate is a candidate for Outside Audit & Supervisory Board Members.
3. Mr. Tomokatsu Yoshitoshi is currently an Audit & Supervisory Board Member of FPG Trust Co., Ltd., a specific business operator of the Company.
4. Mr. Hitoshi Tsunemine is currently an Audit & Supervisory Board Member of NORTH JAPAN AIRLINES CO., LTD and FPG Technology Co., Ltd, both of which are specific business operators of the Company.
5. Pursuant to Article 427, Paragraph 1 of the Companies Act and the Articles of Incorporation, we have concluded agreements with Mr. Tomokatsu Yoshitoshi and Mr. Hitoshi Tsunemine limiting their liabilities as provided in Article 423, Paragraph 1 of this Act. Under these agreements, their liabilities are limited to the amount set forth in laws and regulations. We intend to continue the agreement with them if their reelections are approved. In addition, if the election of Mr. Hideyuki Kawashima is approved, we will conclude a new agreement.

6. We have concluded a liability insurance policy with an insurance company whereby the Company's directors, auditors, etc. are named as the insured persons, as stipulated in Article 430-3, Paragraph 1 of the Companies Act (Japan). The insurance policy covers the damages and legal expenses incurred by the insured, and each candidate who is appointed as an Audit & Supervisory Board Members will be included as an insured person under the insurance policy. The insurance policy is scheduled to be renewed with the same content in September 2022.

7. We have submitted Mr. Tomokatsu Yoshitoshi and Mr. Hitoshi Tsunemine as independent officers prescribed by the Tokyo Stock Exchange, and intend to submit them as independent officers in the same role again if their re-elections are approved. In addition, Mr. Hideyuki Kawashima meets the requirements for an independent officer as stipulated by the exchange, and if his appointment is approved, he will be notified to the exchange as an independent officer.

(Reference: Skill Matrix of Directors and Audit & Supervisory Board Members)

			Corporate management	Sales/Marketing	Finance	Accounting/Tax Affairs	Innovation	Human resources	Legal/Compliance	Global	Sustainability/SDGs
Hisanaga Tanimura	Male	CEO	●	●	●	●	●		●	●	●
Tadashi Ishiguro	Male	Director	●	●	●	●		●	●	●	●
Kazuki Takahashi	Male	Director		●	●	●	●				
Keiko Ohara	Female	Director (Outside)							●	●	●
Eiji Sakomoto	Male	Director (Outside)	●	●	●	●					●
Tomokatsu Yoshitoshi	Male	Auditor (Outside)	●	●	●			●		●	
Hitoshi Tsunemine	Male	Auditor (Outside)	●		●			●			
Hideyuki Kawashima	Male	Auditor (Outside)	●	●	●				●	●	

Note:

The above list does not represent all the knowledge and experience of each candidate.

### Proposal 5: Election of One (1) Substitute Audit & Supervisory Board Member

One Substitute Audit & Supervisory Board Member will be appointed in advance in case the number of Audit & Supervisory Board Members stipulated by law is insufficient. The appointment of Substitute Audit & Supervisory Board Members may be canceled by a resolution of the Board of Directors with the consent of the Audit & Supervisory Board only before taking office. This Proposal has obtained the consent of the Audit & Supervisory Board.

The candidate for Substitute Audit & Supervisory Board Member is as follows.

Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)		Number of the Company's shares owned
Junji Watanabe (January 15, 1954)  <div style="border: 1px solid black; display: inline-block; padding: 2px;">Substitute</div>	Apr.1976  Dec.1993  Jan.1997  Nov.2001  Aug.2010  Jan.2014  Sep.2016 Feb.2019	Joined Sumitomo Trust and Banking Co., Ltd. (currently Sumitomo Mitsui Trust Bank, Limited) Head of Planning Team of Treasury Department, Sumitomo Trust and Banking Co., Ltd. President, The Sumitomo Trust and Banking (Luxembourg) S.A. (currently Sumitomo Mitsui Trust Bank (Luxembourg) S.A.) Head of Overseas and Credit Risk Audit Team, Internal Audit Department, Sumitomo Trust and Banking Co., Ltd. (currently Sumitomo Mitsui Trust Bank, Limited) General Manager of Internal Audit Department, TENMA Corporation. In charge of overseas bases of the Internal Audit Department, Sumitomo Mitsui Trust Bank, Limited General Manager of Internal Audit Department, FPG Hospital Secretary (Current Position), Medical corporation Yotetsukai	-
Reason for proposing as candidate for Substitute Audit & Supervisory Board Member	(Significant concurrent positions outside the Company) Hospital Secretary, Medical corporation Yotetsukai  Mr. Junji Watanabe has held important positions at domestic and overseas bases of major financial institutions and has a wealth of experience and extensive knowledge regarding finance. We deem him capable of utilizing this experience and knowledge to make fair and appropriate proposals in the audit of corporate auditors, and therefore propose to elect him as a Substitute Audit & Supervisory Board Member.		

Notes:

1. There are no conflicts of interest between the candidate and the Company.
2. The candidate was in the Internal Audit Department of the Company from September 2016 to August 2021.
3. If a candidate is appointed as an Audit & Supervisory Board Member, Pursuant to Article 427, Paragraph 1 of the Companies Act and the Articles of Incorporation, we will conclude a agreement with the candidate limiting their liabilities as provided in Article 423, Paragraph 1 of this Act. Under these agreements, their liabilities are limited to the amount set forth in laws and regulations.
4. We have concluded a liability insurance policy with an insurance company whereby the Company's directors, auditors, etc. are named as the insured persons, as stipulated in Article 430-3, Paragraph 1 of the Companies Act (Japan). The insurance policy covers the damages and legal expenses incurred by the insured, and a candidate who is appointed as an Audit & Supervisory Board Members will be included as an insured person under the insurance policy. The insurance policy is scheduled to be renewed with the same content in September 2022.

**Proposal 6: Revision of Remuneration for Outside Audit & Supervisory Board Members**

The amount of remuneration for the Company's Audit & Supervisory Board Members has been approved as no more than 50 million yen per year (of which 30 million yen or less per year for Outside Audit & Supervisory Board Members) at the 14th Ordinary General Meeting of Shareholders held on December 22, 2015.

Currently, there are three Audit & Supervisory Board Members (including three Outside Audit & Supervisory Board Members). From the perspective of actively securing Outside Audit & Supervisory Board Members in building the optimal Audit & Supervisory Board system and strengthening the functions of the Audit & Supervisory Board, we would like to keep the current annual amount of compensation for Audit & Supervisory Board Members under 50 million yen and abolish the upper limit of 30 million yen per year set for Outside Audit & Supervisory Board Members.

- END -