

*This document has been translated from a part of 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 Code: 7199
June 8, 2022

Dear Shareholders

Yohichi Shibata
Representative Director and President
Premium Group Co., Ltd.
The Okura Prestige Tower
2-10-4, Toranomon, Minato-ku, Tokyo

Notice of Convocation of the 7th Ordinary General Meeting of Shareholders

Premium Group Co., Ltd. (hereinafter the “Company”) hereby announces that the 7th Ordinary General Meeting of Shareholders of the Company will be held as indicated below.

With a view to preventing the spread of the novel coronavirus disease (COVID-19), **please abstain from coming to the venue on the day of the General Meeting of Shareholders. The Company asks for your understanding and cooperation.** When exercising your voting rights, please review the following Reference Documents for the General Meeting of Shareholders, and then **exercise your voting rights prior to the meeting by the Internet or in writing no later than 6:30 p.m. on Tuesday, June 28, 2022** instead of exercising voting rights at the venue on the day of the meeting.

The meeting will be streamed live. The Company will accept questions from shareholders prior to the meeting, and the Company will explain matters of high interest to shareholders at the meeting.

1. Date and Time Wednesday, June 29, 2022, at 1:00 p.m. (Japan time)
2. Venue The AIR, Akasaka Intercity Conference Center
4F, Akasaka Intercity AIR, 1-8-1 Akasaka, Minato-ku, Tokyo
(Please abstain from coming to the venue on the day of the meeting.)
3. Livestreaming The meeting will be streamed live.
For details of how to watch the meeting, please refer to “Guidance Notes on Viewing the Livestream of the 7th Ordinary General Meeting of Shareholders” on page 3.
4. Meeting Agenda
Reports: 1. Business Report and consolidated financial statements for the 7th Fiscal Year (from April 1, 2021 to March 31, 2022), and the results of audits of the consolidated financial statements by Independent Auditors and the Audit & Supervisory Board
 2. Report on non-consolidated financial statements for the 7th Fiscal Year (from April 1, 2021 to March 31, 2022)

Proposals to be resolved

- Proposal 1: Partial Amendments to the Articles of Incorporation
- Proposal 2: Election of Six Directors
- Proposal 3: Amendment of Remuneration Framework of the Restricted Share Remuneration Plan for Directors (Excluding Outside Directors)

5. Guide to Exercising Voting Rights

Please refer to the “Guidance Notes on Exercising Voting Rights” in the attached documents on page 4.

6. Submission of Questions Prior to the Meeting

E-mail address for submitting your questions in advance: ir-info@premium-group.co.jp

Submission deadline: 6:30 p.m. on Tuesday, June 28, 2022

7. Online Disclosure

Among the documents to be provided when the original Japanese version of the Notice of Convocation of the Ordinary General Meeting of Shareholders is issued, the following documents (in Japanese only) are posted on the Company’s website, in accordance with provisions of laws and regulations, as well as Article 16 of the Articles of Incorporation and therefore are not included in the original Japanese version of this Notice. The documents attached to the original Japanese version of this Notice are a portion of those audited by the Audit & Supervisory Board Members or Independent Auditors while drawing up the Audit Report.

1. System to ensure the appropriateness of operations and operating status of the system
2. Consolidated statement of changes in equity
3. Notes to consolidated financial statements
4. Non-consolidated statement of changes in equity
5. Notes to non-consolidated financial statements

The Company website’s IR information page (<https://ir.premium-group.co.jp/ja/>, in Japanese only)

Guidance Notes on Viewing the Livestream of the 7th Ordinary General Meeting of Shareholders

The 7th Ordinary General Meeting of Shareholders will be livestreamed using Zoom Webinar.

- * The URL for the livestream, webinar ID, password and QR Code are provided in the booklet sent to our shareholders (in Japanese only).
- * QR Code is the registered trademark of DENSO WAVE INCORPORATED.

Time of Livestream: From 1:00 p.m. (Japan time) on Wednesday, June 29, 2022
to the conclusion of the General Meeting of Shareholders

Notes:

- Online viewing of this General Meeting of Shareholders is not deemed as attendance at a general meeting of shareholders under the Companies Act. Therefore, please note that you cannot exercise voting rights, ask a question and make a motion through the online viewing. As “Guidance Notes on Exercising Voting Rights” in the attached documents on page 4, when exercising your voting rights, please exercise your voting rights prior to the meeting by the Internet or in writing.
- The Company will accept questions from shareholders who will watch the meeting through the online viewing, by e-mail prior to the meeting, and the Company will explain matters of high interest to shareholders at the meeting. Please send any question with the name and shareholder number of the shareholder clearly indicated in the body of the e-mail no later than 6:30 p.m. on Tuesday, June 28, 2022 to ir-info@premium-group.co.jp.
- Depending on your device and your network environment, you may be unable to view the livestream. If you encounter trouble, please check your operating environment using the Zoom Help Center. Zoom Help Center (<https://support.zoom.us/hc/en-us>)
- Please note that any communication fees incurred for accessing the Company’s website and viewing the livestream shall be borne by you.
- Please understand although care will be taken to avoid showing the faces of shareholders present in the livestream, some shareholders’ faces may inevitably be shown.
- If for some reason we are unable to livestream, we will announce that on our IR information page on the Company’s website.
The Company website’s IR information page (<https://ir.premium-group.co.jp/ja/>, in Japanese only)
- If there are any corrections to the Reference Documents for the General Meeting of Shareholders, the Business Report, the non-consolidated financial statements and/or the consolidated financial statements, the matters after the corrections will be posted to the aforementioned IR information page on the Company’s website (in Japanese only).

Guidance Notes on Exercising Voting Rights

It is an important right to exercise your voting rights at general meetings of shareholders. Please review the following Reference Documents for the General Meeting of Shareholders before exercising your voting rights.

The methods to exercise your voting rights by the Internet or in writing (by mail) are given below.

If you exercise your voting rights by the Internet

Voting deadline
Entered by 6:30 p.m. on Tuesday, June 28, 2022

If you exercise your voting rights in writing (by mail)

Please indicate your vote for or against each proposal on the enclosed Voting Rights Exercise Form, and return it by mail.

Voting deadline
Delivered by 6:30 p.m. on Tuesday, June 28, 2022

Guidance on how to complete the Voting Rights Exercise Form

Please indicate your vote for or against on the Voting Rights Exercise Form.

Proposals 1, 3

- To vote for the proposal >> Draw a circle in the “Yes” column.
- To vote against the proposal >> Draw a circle in the “No” column.

Proposal 2

- To vote for all candidates >> Draw a circle in the “Yes” column.
- To vote against all candidates >> Draw a circle in the “No” column.
- To vote against only some candidates >> Draw a circle in the “Yes” column and write the numbers of the candidates against which you wish to vote.

If you exercise your voting rights both in writing (by mail) and by the Internet, only the voting rights you exercise by the Internet will be counted. If you exercise your voting rights by the Internet more than once or redundantly, only the voting rights you exercise last will be counted.

Reference Documents for the General Meeting of Shareholders

Proposal 1: **Partial Amendments to the Articles of Incorporation**

1. Reasons for the amendments

Since the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) are to be enforced on September 1, 2022, the Company proposes to make the following changes to its Articles of Incorporation in preparation for the introduction of the system for providing reference documents for the general meeting of shareholders, etc. in electronic format.

- (1) Article 16, paragraph (1) in “Proposed Amendments” below will stipulate that the Company shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.
- (2) Article 16, paragraph (2) in “Proposed Amendments” below will stipulate limits on the scope, provided for by the Ministry of Justice Order, of the items to be stated in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents.
- (3) Since the provisions for Internet Disclosure and Deemed Provision of Reference Documents for General Meeting of Shareholders, Etc. (Article 16 of the pre-amended Articles of Incorporation) will no longer be required, they will be deleted.
- (4) Accompanying the aforementioned establishment and deletion of provisions, supplementary provisions regarding the effective date, etc. will be established.

2. Detail of the amendments

The details of the amendments are as follows.

(The underlines denote the amendments.)

Current Articles of Incorporation	Proposed Amendments
<p>Articles 1. - 15. (Omitted)</p> <p><u>(Internet Disclosure and Deemed Provision of Reference Documents for General Meeting of Shareholders, Etc.)</u> <u>Article 16.</u> <u>When the Company convenes a general meeting of shareholders, if it discloses information that is to be stated or presented in the reference documents for the general meeting of shareholders, business report, non-consolidated financial statements and consolidated financial statements through the internet in accordance with the provisions prescribed by the Ministry of Justice Order, it may be deemed that the Company has provided this information to shareholders.</u> (Newly Established)</p>	<p>Articles 1. - 15. (Unchanged)</p> <p style="text-align: center;">(Deletion)</p> <p><u>(Measures, Etc. for Providing Information in Electronic Format)</u> <u>Article 16.</u> 1. <u>When the Company convenes a general meeting of shareholders, it shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.</u></p>

Current Articles of Incorporation	Proposed Amendments
<p>Articles 17. - 43. (Omitted)</p> <p>(Newly Established)</p>	<p>2. <u>Among items for which the measures for providing information in electronic format will be taken, the Company may exclude all or some of those items designated by the Ministry of Justice Order from statements in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents by the record date of voting rights.</u></p> <p>Articles 17. - 43. (Unchanged)</p> <p><u>(Supplementary Provisions)</u></p> <p>1. <u>The deletion of Article 16 (Internet Disclosure and Deemed Provision of Reference Documents for General Meeting of Shareholders, Etc.) in the pre-amended Articles of Incorporation and the establishment of the new Article 16 (Measures, Etc. for Providing Information in Electronic Format) in the amended Articles of Incorporation shall be effective from September 1, 2022, which is the date of enforcement of the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (hereinafter referred to as the “Date of Enforcement”).</u></p> <p>2. <u>Notwithstanding the provision of the preceding paragraph, Article 16 of the pre-amended Articles of Incorporation shall remain effective regarding any general meeting of shareholders held on a date within six months from the Date of Enforcement.</u></p> <p>3. <u>These Supplementary Provisions shall be deleted on the date when six months have elapsed from the Date of Enforcement or three months have elapsed from the date of the general meeting of shareholders in the preceding paragraph, whichever is later.</u></p>

Proposal 2: Election of Six Directors

The terms of office of all the eight Directors will expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the Company proposes to elect six Directors, decreasing the number of full-time (internal) Directors by two in order to further reinforce corporate governance by increasing the ratio of Outside Directors. In addition, if Proposal 2 is approved and adopted as originally proposed, among the six Directors there will be three Outside Directors, comprising half of the Directors.

The candidates for the Directors are as follows:

No.	Name	Current position in the Company	Candidate attributes		
1	Yohichi Shibata	Representative Director, President and Representative Executive Officer	Reappointment		
2	Tomohiro Kanazawa	Director and Managing Executive Officer	Reappointment		
3	Toru Onuki	Director and Managing Executive Officer	Reappointment		
4	Tsuguhiro Nakagawa	Outside Director	Reappointment	Outside Director	Independent Officer
5	Yuka Horikoshi	Outside Director	Reappointment	Outside Director	Independent Officer
6	Hiroshi Oshima	Outside Director	Reappointment	Outside Director	Independent Officer

<Reference> Nomination policy and procedures for candidates for Director

The Board of Directors determines the candidates for Director after deliberation is carried out beforehand at the Nomination and Compensation Committee, which has been voluntarily established by the Company, giving thought to the separately stipulated selection criteria for Directors and the composition of the Board of Directors.

<Reference>

Skill matrix of Directors and Audit & Supervisory Board Members (if Proposal 2 is approved and adopted as originally proposed)

In order to establish an effective corporate governance system for sustainable growth, the Company appoints Directors and Audit & Supervisory Board Members who have a wide-ranging business experience and a high level of expertise and knowledge in a wide variety of fields. Experience and expertise of the Company's Directors and Audit & Supervisory Board Members are as follows.

Title and Name		Corporate Management	Industry Familiarity	Sales and Marketing	Global	Finance and Accounting	Legal and Compliance	Internal Control and Governance	IT and Systems	M&A	Major Qualifications, etc.
Directors	Yohichi Shibata	◎	◎	◎	◎						
	Tomohiro Kanazawa		◎			◎	◎	◎		◎	
	Toru Onuki		◎				◎	◎	◎		
	Tsuguhiro Nakagawa	◎	◎	◎							
	Yuka Horikoshi		◎				◎	◎			Attorney at Law
	Hiromi Oshima				◎	◎				◎	Certified Public Accountant (CPA)
Audit & Supervisory Board Members	Toshihiro Kametsu		◎			◎		◎			
	Setsuo Higuchi					◎		◎			Certified Public Accountant (CPA)
	Toshikazu Moriwaki	◎	◎			◎					

No.	Name (Date of birth)	Brief career history, and position and responsibility at Premium Group Co., Ltd.
1	<p data-bbox="400 680 603 734">Yohichi Shibata (December 25, 1959)</p> <p data-bbox="421 768 582 792">[Reappointment]</p> <p data-bbox="400 819 603 902">Number of the Company's shares held: 230,956 shares</p> <p data-bbox="400 931 603 1093">Tenure in office (at the conclusion of this General Meeting of Shareholders): Five years and eleven months</p> <p data-bbox="400 1122 603 1283">Attendance at the Board of Directors meetings (fiscal year ended March 31, 2022): 18/18</p>	<p data-bbox="627 443 730 468">April 1982</p> <p data-bbox="627 472 730 497">April 1985</p> <p data-bbox="627 501 770 526">December 2003</p> <p data-bbox="627 530 746 555">August 2007</p> <p data-bbox="627 591 730 616">April 2016</p> <p data-bbox="627 674 730 698">May 2016</p> <p data-bbox="627 703 730 728">July 2016</p> <p data-bbox="627 763 746 788">August 2016</p> <p data-bbox="627 792 770 817">November 2016</p> <p data-bbox="627 853 730 878">May 2017</p> <p data-bbox="627 882 730 907">July 2017</p> <p data-bbox="627 943 730 967">April 2018</p> <p data-bbox="627 994 730 1019">April 2019</p> <p data-bbox="627 1046 730 1070">May 2019</p> <p data-bbox="627 1075 754 1099">October 2019</p> <p data-bbox="627 1135 754 1160">January 2020</p> <p data-bbox="627 1252 754 1276">October 2020</p> <p data-bbox="627 1312 730 1337">April 2021</p> <p data-bbox="627 1364 730 1388">April 2022</p> <p data-bbox="627 1424 994 1449">(Significant positions held concurrently)</p> <p data-bbox="627 1453 1169 1478">President and Representative Director of Premium Co., Ltd.</p> <p data-bbox="627 1482 1329 1507">President and Representative Director of Premium Mobility Service Co., Ltd.</p> <p data-bbox="627 1512 1209 1536">President and Representative Director of Car Premium Co., Ltd.</p> <p data-bbox="794 443 1361 1413"> Joined Satoshoji Corporation Joined Daishinpan Co., Ltd. (currently APLUS Co., Ltd.) Joined Gulliver International Co., Ltd. (currently IDOM Inc.) President and Representative Director of G-ONE Credit Services Co., Ltd. (currently Premium Co., Ltd.) Representative Director, President and Representative Executive Officer of Premium Financial Services Co., Ltd. (currently Premium Co., Ltd.) Director of Eastern Commercial Leasing p.l.c. Representative Director, President and Representative Executive Officer of the Company (present) President and Representative Director of PAS Co., Ltd. Director of Eastern Premium Services Co., Ltd. (currently Premium Service (Thailand) Co., Ltd.) Chairman of Japan Warranty Association President of Premium Lease Co., Ltd. (currently PLS Co., Ltd.) President and Director of PFS (Thailand) Co., Ltd. (currently Premium Asset Management (Thailand) Co., Ltd.) Director of L'OPERAIO SOLUTIONS K.K. (currently Premium Warranty Services Co., Ltd.) Executive Director of Japan Warranty Association Representative Director of EGS Co., Ltd. (currently Premium Warranty Services Co., Ltd.) President and Representative Director of VALUE Co., Ltd. (present) President and Representative Director of Premium Mobility Service Co., Ltd. (present) President and Representative Director of Premium Warranty Services Co., Ltd. Representative Director, President and Representative Executive Officer of Premium Co., Ltd. (present) President and Representative Director of Car Premium Co., Ltd. (present) </p>
Reason for nomination as Director		
<p data-bbox="284 1563 1361 1738">We have decided to nominate Mr. Yohichi Shibata as a candidate for Director because we believe that we can expect that he will play an adequate role in determining important management matters of the Company and supervising the execution of business as the Representative Director and President because he is the founder of the Company group (the "Group"), possesses extensive experience and valuable knowledge as a business manager, leads the businesses and management of the Group overall, and contributes to further development of the Group through various measures in the medium-term management plan. In addition, he takes the initiative to strengthen the governance system by increasing the number of Outside Directors and making the shift to a company with an audit & supervisory board.</p>		

No.	Name (Date of birth)	Brief career history, and position and responsibility at Premium Group Co., Ltd.
2	<p data-bbox="400 779 603 835">Tomohiro Kanazawa (July 14, 1974)</p> <p data-bbox="419 864 584 891">[Reappointment]</p> <p data-bbox="400 920 603 999">Number of the Company's shares held: 107,100 shares</p> <p data-bbox="400 1028 603 1167">Tenure in office (at the conclusion of this General Meeting of Shareholders): One year</p> <p data-bbox="400 1196 603 1357">Attendance at the Board of Directors meetings (fiscal year ended March 31, 2022): 13/13</p>	<p data-bbox="624 443 1362 465">April 1999 Joined Sato Certified Public Accountant Office</p> <p data-bbox="624 472 1362 495">December 2002 Joined NEXTGATE Co., Ltd.</p> <p data-bbox="624 501 1362 524">October 2003 Joined Gulliver International Co., Ltd. (currently IDOM Inc.)</p> <p data-bbox="624 530 1362 586">March 2006 Joined G-ONE Financial Services Co., Ltd. (employment transfer)</p> <p data-bbox="624 593 1362 649">July 2010 Outside Audit & Supervisory Board Member of SBI Credit Co., Ltd. (currently Premium Co., Ltd.)</p> <p data-bbox="624 656 1362 712">March 2011 Joined Gulliver International Co., Ltd. (currently IDOM Inc.) (employment transfer)</p> <p data-bbox="624 719 1362 741">August 2011 Joined SBI Credit Co., Ltd. (currently Premium Co., Ltd.)</p> <p data-bbox="624 748 1362 804">April 2014 Executive Officer of SBI Credit Co., Ltd. (currently Premium Co., Ltd.)</p> <p data-bbox="624 810 1362 866">July 2016 Executive Officer of the Company Audit & Supervisory Board Member of Premium Co., Ltd. (present)</p> <p data-bbox="624 873 1362 929">July 2017 Senior Executive Officer and General Manager of the Management Planning Division of the Company</p> <p data-bbox="624 936 1362 992">April 2018 Senior Executive Officer and General Manager of the Corporate Division of the Company</p> <p data-bbox="624 999 1362 1055">October 2018 Audit & Supervisory Board Member of SoftPlanner Co., Ltd. (present)</p> <p data-bbox="624 1061 1362 1117">January 2020 Audit & Supervisory Board Member of Premium Mobility Services Co., Ltd. (present)</p> <p data-bbox="624 1124 1362 1180">Audit & Supervisory Board Member of Premium Auto Parts Co., Ltd.</p> <p data-bbox="624 1187 1362 1243">April 2020 Managing Executive Officer, General Manager of the Finance & Accounting Department and General Manager of the Public Relations & IR Department of the Company</p> <p data-bbox="624 1249 1362 1305">October 2020 Director of Premium Asset Management (Thailand) Co., Ltd. (present)</p> <p data-bbox="624 1312 1362 1335">November 2020 Commissioner of NIPPON RUNNERS (present)</p> <p data-bbox="624 1341 1362 1420">June 2021 Director, Managing Executive Officer and General Manager of the Finance Department of the Company Audit & Supervisory Board Member of CENTRAL SERVICER CORPORATION (present)</p> <p data-bbox="624 1426 1362 1482">July 2021 Director, Managing Executive Officer and General Manager of the Corporate Division of the Company (present)</p> <p data-bbox="624 1489 1362 1545">April 2022 Audit & Supervisory Board Member of Car Premium Co., Ltd. (present) Director of Premium Warranty Services Co., Ltd. (present)</p> <p data-bbox="624 1574 1362 1697">(Significant positions held concurrently) Audit & Supervisory Board Member of Premium Co., Ltd. Director of Premium Warranty Services Co., Ltd. Audit & Supervisory Board Member of Premium Mobility Services Co., Ltd. Audit & Supervisory Board Member of Car Premium Co., Ltd.</p>
Reason for nomination as Director		
<p data-bbox="276 1731 1370 1836">We have decided to nominate Mr. Tomohiro Kanazawa as a candidate for Director because we believe that we can expect that he will play an adequate role in determining important management matters of the Company and supervising the execution of business as a Director because he possesses extensive experience and valuable knowledge of the corporate departments (finance and accounting, financing, M&A, new businesses, legal affairs, compliance, etc.).</p>		

(Note)

Mr. Tomohiro Kanazawa has attended all 13 Board of Directors meetings since he assumed office on June 29, 2021.

No.	Name (Date of birth)	Brief career history, and position and responsibility at Premium Group Co., Ltd.	
3	<p data-bbox="411 674 592 730">Toru Onuki (October 30, 1974)</p> <p data-bbox="419 757 584 786">[Reappointment]</p> <p data-bbox="400 813 603 891">Number of the Company's shares held: 104,878 shares</p> <p data-bbox="400 920 603 1059">Tenure in office (at the conclusion of this General Meeting of Shareholders): Five years</p> <p data-bbox="411 1088 592 1249">Attendance at the Board of Directors meetings (fiscal year ended March 31, 2022): 18/18</p>	<p data-bbox="624 443 735 465">April 1998</p> <p data-bbox="624 472 735 495">March 2004</p> <p data-bbox="624 501 735 524">June 2006</p> <p data-bbox="624 530 767 553">December 2008</p> <p data-bbox="624 591 735 613">April 2014</p> <p data-bbox="624 642 735 665">April 2016</p> <p data-bbox="624 703 735 725">July 2016</p> <p data-bbox="624 732 735 754">June 2017</p> <p data-bbox="624 761 735 784">July 2017</p> <p data-bbox="624 790 735 813">June 2018</p> <p data-bbox="624 851 751 873">October 2018</p> <p data-bbox="624 880 735 902">April 2019</p> <p data-bbox="624 940 751 963">October 2019</p> <p data-bbox="624 992 735 1014">April 2020</p> <p data-bbox="624 1043 751 1066">October 2020</p> <p data-bbox="624 1149 735 1171">April 2021</p> <p data-bbox="624 1317 735 1339">April 2022</p> <p data-bbox="624 1406 991 1429">(Significant positions held concurrently)</p> <p data-bbox="624 1435 1038 1458">Representative Director of Premium Co., Ltd.</p> <p data-bbox="624 1464 1070 1487">Director of Premium Warranty Services Co., Ltd.</p> <p data-bbox="794 443 1369 1397"> Joined ACOM Co., Ltd. Joined ISI Corporation Joined G-ONE Financial Services Co., Ltd. Joined G-ONE Credit Services Co., Ltd. (currently Premium Co., Ltd.) (employment transfer) Executive Officer of Premium Financial Services Co., Ltd. (currently Premium Co., Ltd.) Managing Executive Officer of Premium Financial Services Co., Ltd. (currently Premium Co., Ltd.) Managing Executive Officer of the Company Director of the Company Director and Managing Executive Officer of the Company President and Representative Director of Premium System Services Co., Ltd. (present) Director of SoftPlanner Co., Ltd. Director, Managing Executive Officer and General Manager of the Corporate Division of the Company Director of Premium Financial Services Co., Ltd. (currently Premium Co., Ltd.) Director, Senior Managing Executive Officer and General Manager of the Corporate Department of the Company Representative Director, Senior Executive Officer and General Manager of the Corporate Department of Premium Warranty Services Co., Ltd. President and Representative Director of EGS Co., Ltd. Representative Director, Senior Managing Executive Officer and General Manager of the Credit Risk Management Department of Premium Co., Ltd. (present) Director of Premium Warranty Services Co., Ltd. (present) President and Representative Director of PLS Co., Ltd. Director of CENTRAL SERVICER CORPORATION Director, Managing Executive Officer, General Manager of Internal Audit Department and General Manager of the Public Relations & IR Department of the Company (present) </p>	
		Reason for nomination as Director	
		<p data-bbox="276 1518 1377 1648">We have decided to nominate Mr. Toru Onuki as a candidate for Director because we believe that we can expect that he will play an adequate role in determining important management matters of the Company and supervising the execution of business as a Director because he possesses extensive experience and valuable knowledge that he has gained in the corporate departments (legal affairs, compliance, personnel, system, etc.), planning departments (management strategy, sales planning, etc.), finance business (credit, debt collection, etc.), and overall warranty business.</p>	

(Note)

Mr. Toru Onuki concurrently serves as President and Representative Director of the subsidiary Premium System Services Co., Ltd., of which the Company holds 67.0% of voting rights, and a management guidance agreement has been concluded between said company and the Company.

No.	Name (Date of birth)	Brief career history, and position and responsibility at Premium Group Co., Ltd.
4	Tsuguhiro Nakagawa (April 8, 1960) [Reappointment / Outside Director / Independent Officer] Number of the Company's shares held: 1,800 shares Tenure in office (at the conclusion of this General Meeting of Shareholders): Five years Attendance at the Board of Directors meetings (fiscal year ended March 31, 2022): 18/18	April 1984 Joined Recruit Co., Ltd. (currently Recruit Holdings Co., Ltd.)
		April 2006 Executive Officer of Recruit Co., Ltd.
		October 2012 Executive Officer of Recruit Marketing Partners Co., Ltd.
		April 2016 Advisor to Recruit Marketing Partners Co., Ltd.
		June 2017 Outside Director of the Company (present) Outside Director of Synchro Food Co., Ltd.
		June 2019 Director of Synchro Food Co., Ltd. (present)
		(Significant positions held concurrently) Director of Synchro Food Co., Ltd.

Reason for nomination as Outside Director and outline of expected roles

We have decided to nominate Mr. Tsuguhiro Nakagawa as a candidate for Outside Director because we believe that we can expect that he will play an adequate role in determining important management matters of the Company and supervising the execution of business as an Outside Director because he possesses extensive experience and valuable knowledge as a result of being involved in business and management through many years' experience at Recruit Co., Ltd. (currently Recruit Holdings Co., Ltd.) In addition, we expect that he will be involved in the selection of candidates for officers of the Company and decisions on officers' remuneration, etc. from an objective and neutral standpoint as a member of the Nomination and Compensation Committee.

(Notes)

1. Mr. Tsuguhiro Nakagawa is currently serving as Outside Director of the Company, and his tenure as Outside Director will have been five (5) years at the conclusion of this General Meeting of Shareholders.
2. Mr. Tsuguhiro Nakagawa resigned from the position of Advisor to Recruit Marketing Partners Co., Ltd. in March 2017.
3. Although group companies of Recruit Holdings Co., Ltd. and the Group have transactional relationships, the amount of such transactions in the fiscal year ended March 31, 2022 was immaterial, as it was less than 0.01% of Recruit Holdings Co., Ltd.'s consolidated revenue for the fiscal year ended March 31, 2022 and less than 0.2% of the Company's consolidated operating income for the fiscal year ended March 31, 2022.

No.	Name (Date of birth)	Brief career history, and position and responsibility at Premium Group Co., Ltd.
5	<p>Yuka Horikoshi (October 6, 1975)</p> <p>[Reappointment / Outside Director / Independent Officer]</p> <p>Number of the Company's shares held: – shares</p> <p>Tenure in office (at the conclusion of this General Meeting of Shareholders): Three years</p> <p>Attendance at the Board of Directors meetings (fiscal year ended March 31, 2022): 18/18</p>	<p>April 2001 Joined Iwate Prefectural Office</p> <p>October 2006 Registered as an attorney with Tokyo Bar Association (59th term) Joined Sakai & Mimura (which was integrated with the current Anderson Mori & Tomotsune)</p> <p>April 2012 Temporarily assigned to Nonbank Financial Companies Office (concurrently Deposit Insurance and Resolution Framework Office), Planning and Management Division, Supervision Bureau, Financial Services Agency</p> <p>April 2015 Joined Chuo Sogo Law Office, P.C. (present)</p> <p>June 2019 Outside Director of the Company (present)</p> <p>June 2021 Non-Executive Director of Regional Economy Vitalization Corporation of Japan (present) Outside Director of WealthPark Co., Ltd. (present)</p> <p>(Significant positions held concurrently) Partner of Chuo Sogo Law Office, P.C. Non-Executive Director of Regional Economy Vitalization Corporation of Japan Outside Director of WealthPark Co., Ltd.</p>
Reason for nomination as Outside Director and outline of expected roles		
<p>Although Ms. Yuka Horikoshi has no previous experience of involvement in corporate management other than as an outside officer, we have decided to nominate her as a candidate for Outside Director because we believe that we can expect that she will play an adequate role in determining important management matters of the Company and supervising the execution of business as an Outside Director because she possesses extensive experience and professional knowledge relating to legal affairs that she has cultivated through her duties as an attorney. In addition, we expect that she will be involved in the selection of candidates for officers of the Company and decisions on officers' remuneration, etc. from an objective and neutral standpoint as a member of the Nomination and Compensation Committee.</p>		

(Note)

Ms. Yuka Horikoshi is currently serving as Outside Director of the Company, and her tenure as Outside Director will have been three (3) years at the conclusion of this General Meeting of Shareholders.

No.	Name (Date of birth)	Brief career history, and position and responsibility at Premium Group Co., Ltd.	
6	<p data-bbox="411 465 592 524">Hiromi Oshima (August 24, 1976)</p> <p data-bbox="411 551 592 636">[Reappointment / Outside Director / Independent Officer]</p> <p data-bbox="411 663 592 748">Number of the Company's shares held: – shares</p> <p data-bbox="411 775 592 904">Tenure in office (at the conclusion of this General Meeting of Shareholders): Two years</p> <p data-bbox="411 931 592 1106">Attendance at the Board of Directors meetings (fiscal year ended March 31, 2022): 18/18</p>	<p data-bbox="624 443 735 465">April 2003</p> <p data-bbox="624 582 735 604">January 2006</p> <p data-bbox="624 645 719 667">June 2011</p> <p data-bbox="624 678 719 701">April 2015</p> <p data-bbox="624 712 719 734">June 2019</p> <p data-bbox="624 768 719 790">June 2020</p> <p data-bbox="624 801 735 824">October 2021</p> <p data-bbox="624 887 719 909">April 2022</p>	<p data-bbox="794 443 1362 577">Joined International Cooperation Research Institute of Japan International Cooperation Agency (current English name unchanged but Japan International Cooperation Agency changed from a special public institution to an independent administrative institution)</p> <p data-bbox="794 589 1305 633">Joined Deloitte Touche Tohmatsu (currently Deloitte Touche Tohmatsu LLC)</p> <p data-bbox="794 645 1082 667">Joined Marubeni Corporation</p> <p data-bbox="794 678 1086 701">Joined Panasonic Corporation</p> <p data-bbox="794 712 1362 763">General Manager of Connected Solutions (CNS) Business Development Department of Panasonic Corporation</p> <p data-bbox="794 775 1209 797">Outside Director of the Company (present)</p> <p data-bbox="794 808 1331 880">General Manager of Strategy Planning Department and Business Strategy Department of Connected Solutions Company (CNS) of Panasonic Corporation</p> <p data-bbox="794 891 1362 969">General Manager of Strategy Planning Division and Policy Planning Department of Panasonic Connect Co., Ltd. (present)</p> <p data-bbox="624 981 1289 1059">(Significant positions held concurrently) General Manager of Strategy Planning Division and Policy Planning Department of Panasonic Connect Co., Ltd.</p>
Reason for nomination as Outside Director and outline of expected roles			
<p data-bbox="279 1171 1362 1321">Although Ms. Hiromi Oshima has no previous experience of involvement in corporate management other than as an outside officer, we have decided to nominate her as a candidate for Outside Director because we believe that we can expect that she will play an adequate role in determining important management matters of the Company and supervising the execution of business as an Outside Director because she possesses professional knowledge relating to finance that she has cultivated through her duties as a certified public accountant and her insight relating to public relations, IR, M&A, new business development and more, acquired at Panasonic Corporation.</p>			

(Note)

Ms. Hiromi Oshima is currently serving as Outside Director of the Company, and her tenure as Outside Director will have been two (2) years at the conclusion of this General Meeting of Shareholders.

[Special notes regarding candidates for Director]

■ Relationship of special interest in the Company

There is no special interest between each candidate for Director and the Company.

■ Matters regarding candidates for Outside Director

Of candidates for Director, Mr. Tsuguhiro Nakagawa, Ms. Yuka Horikoshi and Ms. Hiromi Oshima are candidates for Outside Director, and the Company has designated them as independent officers under the regulations of the Tokyo Stock Exchange and submitted notification of their designation to the abovementioned exchange. If reappointments of these three persons are approved, the Company will continue to designate them as independent officers.

■ Summary of details of limited liability agreement with candidates for Director

The Company has entered into liability limitation agreements with Outside Director candidates, Mr. Tsuguhiro Nakagawa, Ms. Yuka Horikoshi and Ms. Hiromi Oshima, pursuant to Article 427, paragraph (1) of the Companies Act and the Articles of Incorporation of the Company, limiting their liability for damages as provided for under Article 423, paragraph (1) of the Companies Act. If reappointments of these three persons are approved, the Company plans to renew the aforementioned agreements with them. The limitation of liability for damages under such an agreement shall be one (1) million yen or the minimum liability amount stipulated by Article 425, paragraph (1) of the Companies Act, whichever is higher.

■ Summary of details of directors and officers liability insurance policy under which candidates for Director are insureds

The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. This policy covers losses incurred from claims for damages arising from any act performed by an officer who is an insured in relation to his or her duties. If each candidate for Director is elected and assumes the office as a Director, the Company plans to include each of them as an insured in this policy. In addition, the Company plans to renew the policy with the same details during their terms of office.

(i) Actual portion of insurance premiums borne by the insureds

The insurance premiums, including those for special clauses, are fully borne by the Company, and there are no insurance premiums actually borne by the insureds.

(ii) Summary of insurance incidents covered

This policy covers losses incurred from claims for damages arising from any act performed by an officer who is an insured in relation to his or her duties. However, there are certain reasons for coverage exclusion, such as insured's performance of an illegal act with full knowledge of its illegality.

Proposal 3: Amendment of Remuneration Framework of the Restricted Share Remuneration Plan for Directors (Excluding Outside Directors)

The restricted share remuneration plan for Directors (excluding Outside Directors) was approved at the 4th Ordinary General Meeting of Shareholders held on June 26, 2019 to set the remuneration framework for granting restricted shares to Directors (excluding Outside Directors; hereinafter “Eligible Director(s)”) at 30 million yen or less per year, separate from the Director remuneration framework, and the number of the Company’s ordinary shares newly issued or disposed of as restricted share remuneration shall be 15,000 shares or fewer per year. The aim is to provide incentives for sustainably enhancing corporate value as well as to further promote value sharing with shareholders. It was approved at the 6th Ordinary General Meeting of Shareholders held on June 29, 2021 to amend the remuneration framework for granting restricted shares to Eligible Directors at 50 million yen or less per year, and the number of the Company’s ordinary shares newly issued or disposed of as restricted share remuneration shall be 25,000 shares or fewer per year.

The Company’s restricted share remuneration plan (hereinafter the “Plan”) is structured to grant restricted shares in accordance with the growth rate of average share price in a fiscal year. Considering the steady growth of the Company’s business performance and share price, and adapting to such growth, the Company proposes to amend the remuneration framework for granting restricted shares to Eligible Directors to 200 million yen or less per year, separate from the Director remuneration framework, and the number of the Company’s ordinary shares newly issued or disposed of as restricted share remuneration shall be 30,000 shares or fewer per year, while securing objectivity and transparency through continuous discussions at the Nomination and Compensation Committee, etc., for the purpose of achieving long-term sustainable growth.

The number of shares granted by the Plan in a year comprises at most 0.22% of the number of shares issued (as of March 31, 2022) and share dilution is immaterial. Based on the above, the Company considers the amendment to the remuneration framework under the Plan to be appropriate.

In addition, the remuneration framework for Directors does not include the employee salary portion of Directors who serve concurrently as employees, as before.

Currently, the number of Directors is eight (including three Outside Directors). If Proposal 2 is approved and adopted as originally proposed, the number of Directors will be six (including three Outside Directors) and the Eligible Directors relating to this proposal will be three. The specific timing of payment and allocation will be decided at the Board of Directors’ meeting following discussions at the Nomination and Compensation Committee.

The Eligible Directors shall pay all the monetary remuneration receivables to be received in accordance with this proposal in the form of properties contributed in kind, pursuant to a resolution by the Company’s Board of Directors, and in return, shall receive the Company’s ordinary shares through issuance or disposal by the Company. The total number of the Company’s ordinary shares newly issued or disposed of shall be 30,000 shares or fewer per year; provided, however, that in the case of a share split of the Company’s ordinary shares (including the gratis allocation of the Company’s ordinary shares) or a share consolidation of such shares, or any other circumstances where adjustment to the total number of the Company’s ordinary shares to be issued or disposed of as the restricted shares is required on and after the date of approval and adoption of this proposal, the total number of such shares shall be adjusted within a reasonable range.

The payment amount per share shall be decided by the Company’s Board of Directors based on the closing price of the Company’s ordinary shares at the Tokyo Stock Exchange on the business day immediately prior to each resolution by the Board of Directors (or the closing price on the immediately preceding trading date if no transaction is made on that day). The price range shall not be particularly advantageous to the Eligible Directors who receive the Company’s ordinary shares. Furthermore, the Company shall enter into an agreement with the Eligible Directors for allocation of the restricted shares that includes the following

provisions (hereinafter the “Allocation Agreement”) regarding the issuance or disposal of the Company’s ordinary shares under this proposal.

If this proposal is approved and adopted as originally proposed, the overview of the Company’s restricted share remuneration plan is as follows.

(1) Allocation of shares of and payment for restricted shares

The Eligible Directors shall pay all the monetary remuneration receivables to be received from the Company in the form of properties contributed in kind, pursuant to a resolution by the Company’s Board of Directors, and in return, shall receive the Company’s ordinary shares through issuance or disposal by the Company.

(2) Total amount of monetary remuneration receivables and maximum number of shares to be issued or disposed of

The total amount of monetary remuneration receivables provided to Eligible Directors shall be 200 million yen or less per year, and the total number of the Company’s ordinary shares newly issued or disposed of shall be 30,000 shares or fewer per year; provided, however, that in the case of a share split of the Company’s ordinary shares (including the gratis allocation of the Company’s ordinary shares) or a share consolidation of such shares, or any other circumstances where adjustment to the total number of the Company’s ordinary shares to be issued or disposed of as the restricted shares is required on and after the date of approval and adoption of this proposal, the total number of such shares shall be adjusted within a reasonable range.

(3) Transfer restriction period

The transfer restriction period is the period from the date of payment of monetary remuneration receivables to the time immediately following the retirement of the Eligible Directors from the position of director of the Company or the Company’s subsidiary (hereinafter the “Transfer Restriction Period”), during which time, the Eligible Directors shall not transfer, create a security interest on, or otherwise dispose of the Company’s ordinary shares (hereinafter the “Transfer Restriction”) allocated under the Allocation Agreement (hereinafter “Allocated Shares”).

(4) Removal of transfer restriction

The Company shall remove the Transfer Restriction on all of the Allocated Shares upon the expiration of the Transfer Restriction Period on the conditions that the Eligible Director (i) has remained in the position of director of the Company or the Company’s subsidiary during the period from the date of payment of monetary remuneration receivables until the time immediately preceding the conclusion of the Ordinary General Meeting of Shareholders that is first held thereafter, and (ii) retired from the position of director of the Company or the Company’s subsidiary due to the expiration of the term of his/her office, his/her death or other legitimate reasons. However, the Company shall reasonably adjust the number of the Allocated Shares subject to the removal of the Transfer Restriction according to the timing of expiration of the Transfer Restriction Period, as necessary.

(5) Procedures at the time of retirement

Upon the expiration of the Transfer Restriction Period, the Company shall automatically acquire without contribution all of the Allocated Shares for which the Transfer Restriction has not been removed as set forth in (4) above.

(6) Procedures in case of organizational restructuring, etc.

If matters related to a merger agreement in which the Company is the non-surviving company, a share exchange agreement or a share transfer plan in which the Company becomes a wholly owned subsidiary, or other organizational restructuring, etc., are approved by the General Meeting of Shareholders of the Company (or by the Board of Directors meetings of the Company, if such organizational restructuring, etc. does not require approval of the General Meeting of Shareholders of the Company) during the Transfer Restriction Period, the Company shall, by the resolution of the Board of Directors of the Company, remove the Transfer Restriction, prior to the effective date of such organizational restructuring, etc. for the number of the Allocated Shares as reasonably decided commensurate with the period between the date of payment of monetary remuneration receivables and the date of approval of the organizational restructuring, etc. In the case where foregoing provisions apply, the Company shall automatically acquire all of the Allocated Shares yet to be subject to removal of the Transfer Restriction without contribution, immediately after the removal of the Transfer Restriction.

(7) Other provisions

Any other provisions regarding the Allocation Agreement shall be decided by the Company's Board of Directors.

End