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Securities Code: 8732  
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To our shareholders:

President and Representative Director  
Hideji Fukushima  
MONEY PARTNERS GROUP CO., LTD.  
3-2-1, Roppongi, Minato-ku, Tokyo, Japan

## Notice of the 19th Ordinary General Shareholders' Meeting

Dear Shareholders: Thank you very much for your continued support.

MONEY PARTNERS GROUP CO., LTD. (hereinafter referred to as the "Company") announces that the 19th Ordinary General Shareholders' Meeting (hereinafter referred to as the "Meeting") will be held, as given below.

When convening the Meeting, the Company takes measures for providing information in electronic format, and posts the items for which measures for providing information in electronic format are to be taken on each of the following websites.

1. The Company's website:

<https://www.moneypartners-group.co.jp/> (in Japanese)

(Please access the website by using the Internet address shown above, select "Investor Relations" and click "IR Events," and then select "General Shareholders' Meeting.")

2. The website of Tokyo Stock Exchange, Inc. (TSE) (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

(Please access the website by using the Internet address shown above, enter the Company's name or the Company's securities code, and click "Search." Then, click "Basic information" and select "Documents for public inspection/PR information.")

In lieu of attending the Meeting in person, you may exercise your voting rights in writing or by electromagnetic means (via the Internet). After examining the Reference documents for the shareholders' meeting mentioned below, you may either indicate your approval or disapproval of the proposals on the voting rights form and return it to the Company so that it arrives by 5:30 p.m. on Thursday, June 15, 2023 (JST). Or, after confirming the "Guidance on Exercising Voting Rights via the Internet" on page 7 (in Japanese only), you may exercise your voting rights via the voting website designated by the Company (<https://evote.tr.mufg.jp/>) (in Japanese) by the above deadline.

In addition, the Ordinary General Shareholders' Meeting for this year will be livestreamed on the internet. For details, please refer to page 8 (in Japanese only).

Yours very truly

## PARTICULARS

1. **DATE AND TIME** Friday, June 16, 2023  
10:00 a.m. (JST) (Reception to open at 9:30 a.m.)
2. **PLACE** 9F Sumitomo Fudosan Roppongi Grand Tower, 3-2-1, Roppongi, Minato-ku,  
Tokyo, Japan  
Bellesalle Roppongi Grand Conference Center Room H  
**(Please refer to the attached information map.)** (in Japanese only)

### 3. AGENDA

#### Items to be reported:

1. Report on the Business Report and the Consolidated Financial Statements, as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee for the 19th Fiscal Year (from April 1, 2022 to March 31, 2023).
2. Report on the Non-Consolidated Financial Statements for the 19th Fiscal Year (from April 1, 2022 to March 31, 2023)

#### Items to be resolved:

- Proposal No. 1** Appropriation of Surplus
- Proposal No. 2** Election of Seven Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal No. 3** Election of Two Directors Who Are Audit and Supervisory Committee Members
- Proposal No. 4** Determination of Amount and Details of Short-term Performance-linked Remuneration for Directors

END

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- For those who will be in attendance, we would like to ask that you submit the enclosed voting rights form at the reception desk.
  - If revisions to the items subject to measures for electronic provision arise, a notice of the revisions and the details of the items before and after the revisions will be posted on the Company's website and the TSE website.
  - Among the items subject to measures for electronic provision, Notes to Consolidated Financial Statements and Notes to Non-consolidated Financial Statements are not provided in this Notice in accordance with laws and regulations and Article 15 of the Company's Articles of Incorporation. Accordingly, the documents provided with this Notice are one part of the Consolidated Financial Statements and the Non-consolidated Financial Statements audited by the Audit and Supervisory Committee in preparing their audit report and by the Accounting Auditor in preparing its audit report, respectively.
  - Note that, for the Meeting, paper-based documents (this Notice) stating items subject to measures for electronic provision, excluding the above items, will be delivered to all shareholders regardless of whether they have made a request for delivery of such documents.
  - If you indicate neither your approval or disapproval to each proposal on the voting rights form when exercising voting rights in writing (by mail), the Company will deem that you indicated your approval of the proposal.
  - If you exercise your voting rights by proxy, you may designate one other shareholder holding voting rights of the Company to attend the meeting. Please note, however, that it is necessary to submit a document evidencing the authority of proxy.
  - **There will be no souvenirs or snacks available on the day of the Meeting. There will also be no company information session held.**

## Reference documents for the shareholders' meeting

### Proposal No. 1: Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:

#### Year-end dividends

The Company has given comprehensive consideration to matters including the consolidated business performance of the current fiscal year and business environment, and it proposes to pay year-end dividends for the 19th fiscal year as follows:

- (1) Type of dividend property  
To be paid in cash.
- (2) Allotment of dividend property and their aggregate amount  
The Company proposes to pay a dividend of ¥9.00 per common share of the Company.  
In this event, the total dividends will be ¥293,396,391.  
Accordingly, the annual dividend per share for the fiscal year will total ¥12.75 per share.
- (3) Effective date of dividends of surplus  
The effective date of dividends will be June 19, 2023.

## Proposal No. 2: Election of Seven Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all six Directors (excluding Audit and Supervisory Committee Members; applicable to the rest of this proposal) will expire at the conclusion of this Meeting. Therefore, in order to enhance the Company's management structure, the Company proposes to increase the number of Directors by one and elect seven Directors, including two new appointments.

With respect to this Proposal, the Audit and Supervisory Committee considers that all the candidates for Directors are suitable.

The candidates for Director are as follows:

### Candidates for Director

Candidate No.	Attribute information	Name	Current Position and Responsibilities in the Company, etc.
1		Hideji Fukushima	President and Representative Director
2		Naohiro Sato	Director CCO and Manager of Legal Compliance Department
3		Katsuki Shiramizu	Director CIO and Manager of IT Management Department
4	Candidate for Director to be newly elected	Rie Kajikawa	Director and Manager of Sales Department of MONEY PARTNERS CO., LTD. (in charge of Sales Division, Cryptoassets Division, Investment Information Division, Marketing Division, CS Promotion Division, Account Service Division, and Foreign Currency Service Sales Division)
5	Candidate for Director to be newly elected	Masumi Uruno	Manager of Business Management Department and Manager of Human Resources Department
6	Candidate for outside Director	Hisato Kogawa	Outside Director
7	Candidate for outside Director	Hiroyuki Takai	Outside Director

Candidate No.	Name (Date of birth)	Career summary, and Current Position and Responsibilities in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Hideji Fukushima (June 22, 1954)  <Attendance at the Board of Directors meetings> 17/17 times (100.0%)	<p>April 1978      Joined The Tokyo Tanshi Co., Ltd.</p> <p>December 1978      Seconded to TOKYO FOREX, Inc.</p> <p>March 1998      Seconded to THE ALMA MATER FUND LP</p> <p>March 2000      Seconded to Totan Derivatives Co., Ltd., Head of Planning and Coordination Department</p> <p>March 2001      Seconded to TRADERS SECURITIES CO., LTD., Managing Director</p> <p>June 2002      Executive Officer of E-System Corporation</p> <p>April 2003      Managing Director of TRADERS SECURITIES CO., LTD.</p> <p>June 2005      Executive Managing Director of TRADERS SECURITIES CO., LTD.</p> <p>July 2006      Adviser of the Company</p> <p>August 2006      Executive Officer of the Company</p> <p>August 2006      Executive Managing Director of the Company</p> <p>September 2006      Director of MONEY PARTNERS SOLUTIONS Co., LTD</p> <p>March 2008      Senior Managing Director of the Company</p> <p>May 2008      Senior Managing Director of MONEY PARTNERS PREPARATORY CO., LTD. (Currently MONEY PARTNERS CO., LTD.)</p> <p>June 2013      Director of MONEY PARTNERS CO., LTD.</p> <p>June 2013      Director of the Company</p> <p>June 2014      Senior Managing Director of the Company</p> <p>April 2017      Senior Managing Director and Division Manager of Sales Division of MONEY PARTNERS CO., LTD.</p> <p>July 2018      Senior Managing Director of MONEY PARTNERS CO., LTD.</p> <p>July 2019      Director of COINAGE, Inc.</p> <p>November 2020      President and Representative Director of the Company (current position)</p> <p>November 2020      President and Representative Director of MONEY PARTNERS CO., LTD. (current position)</p> <p>November 2020      CEO, and President and Representative Director of COINAGE, Inc.</p>	1,022,600 shares
<p><b>[Reasons for nomination as candidate for Director]</b> Mr. Hideji Fukushima has abundant knowledge and experience in Interbank. Since assuming the position of Director of the Company in 2006, he has served as Managing Director from the same year till 2008, as Senior Managing Director from 2008 to 2013 and from 2014 till November 2020, and as Representative Director since November 2020, responsible for the overall management of the Company. Therefore, the Company has judged that he is capable of appropriately fulfilling duties as Director in the future as well.</p>			

Candidate No.	Name (Date of birth)	Career summary, and Current Position and Responsibilities in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
2	Naohiro Sato (November 14, 1959)  <Attendance at the Board of Directors meetings> 17/17 times (100.0%)	<p>April 1985      Joined Kashii Housing Equipment Co., Ltd.</p> <p>October 1991    Joined HOXIN Commodities Co., Ltd., General Manager of Corporate Planning Division</p> <p>June 2005      Director of the Company</p> <p>June 2005      Resigned Director of the Company</p> <p>July 2005      Executive Officer, and General Manager of the Marketing Department, of the Company</p> <p>September 2005 Executive Officer, and Head of Corporate Planning Division, of the Company</p> <p>November 2005 Director, and Head of Corporate Planning Division, of the Company</p> <p>March 2008    Managing Director, and Head of Corporate Planning Division, of the Company</p> <p>April 2008      Executive Managing Director of the Company</p> <p>May 2008      Managing Director of MONEY PARTNERS PREPARATORY CO., LTD. (Currently MONEY PARTNERS CO., LTD.)</p> <p>June 2011      Managing Director and Internal Control Manager of MONEY PARTNERS CO., LTD.</p> <p>June 2011      Managing Director and Manager of Legal Compliance Department of the Company</p> <p>June 2013      Director and Internal Control Manager of MONEY PARTNERS CO., LTD.</p> <p>June 2013      Director and Manager of Legal Compliance Department of the Company</p> <p>July 2018      Director and Internal Control Manager, and Manager of Internal Control Department of MONEY PARTNERS CO., LTD.</p> <p>December 2020 Managing Director and Internal Control Manager, and Manager of Internal Control Department of MONEY PARTNERS CO., LTD.</p> <p>June 2021      Director and CCO, and Manager of Legal Compliance Department of the Company (current position)</p> <p>April 2023      Managing Director and Internal Control Manager of MONEY PARTNERS CO., LTD. (current position)</p>	303,500 shares
<p><b>[Reasons for nomination as candidate for Director]</b>  Mr. Naohiro Sato has abundant knowledge and experience related to Legal &amp; Compliance. Since assuming the position of Director of the Company in 2005, he has served as Managing Director from 2008 till 2013, and been in charge of the Legal Compliance Department from 2011 to now, responsible for the overall management of the Company. Therefore, the Company has judged that he is capable of appropriately fulfilling duties as Director in the future as well.</p>			

Candidate No.	Name (Date of birth)	Career summary, and Current Position and Responsibilities in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	Katsuki Shiramizu (June 19, 1961)  <Attendance at the Board of Directors meetings> 17/17 times (100.0%)	<p>April 1984      Joined Digital Equipment Corporation Japan</p> <p>April 1992      Joined Japan Lease Auto Co., Ltd.</p> <p>June 1994      Transferred to Japan Leasing Information Systems Co., Ltd.</p> <p>April 1998      Joined GE Fleet Services Co., Ltd.</p> <p>February 2000      Joined GMAC CM Japan</p> <p>February 2006      Joined the Company, General Manager of IT Management Division</p> <p>February 2006      Executive Officer, and General Manager of IT Management Division, of the Company</p> <p>September 2006      Director of MONEY PARTNERS SOLUTIONS Co., LTD</p> <p>November 2006      Executive Officer and CIO, and General Manager of IT Management Division of the Company</p> <p>March 2008      Director and CIO, and General Manager of IT Management Division of the Company</p> <p>April 2008      Director and CIO of the Company</p> <p>May 2008      Director of MONEY PARTNERS PREPARATORY CO., LTD. (Currently MONEY PARTNERS CO., LTD.)</p> <p>October 2008      Director and CIO, and General Manager of IT Management Department of the Company (current position)</p> <p>October 2008      Director and CIO of MONEY PARTNERS CO., LTD.</p> <p>June 2011      Director, CIO, and COO of MONEY PARTNERS CO., LTD.</p> <p>June 2013      Director of MONEY PARTNERS CO., LTD.</p> <p>July 2013      Director and General Manager of Sales Division of Overseas Financial Corporation of MONEY PARTNERS Co., LTD</p> <p>July 2014      Managing Director, General Manager of Dealing Department, and General Manager of Sales Division of Overseas Financial Corporation of MONEY PARTNERS Co., LTD</p> <p>July 2015      Managing Director of MONEY PARTNERS CO., LTD.</p> <p>July 2019      Director and CIO of COINAGE, Inc.</p> <p>October 2021      President and Representative Director of MONEY PARTNERS SOLUTIONS Co., LTD (current position)</p>	120,000 shares
<p><b>[Reasons for nomination as candidate for Director]</b>  Mr. Katsuki Shiramizu has abundant knowledge and experience related to systems &amp; IT technologies. Since assuming the position of Director of the Company in 2008, he has served as Director and CIO to date and has been responsible for the overall management of the Company. Therefore, the Company has judged that he is capable of appropriately fulfilling duties as Director in the future as well.</p>			

Candidate No.	Name (Date of birth)	Career summary, and Current Position and Responsibilities in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
4	[Newly Elected] Rie Kajikawa (June 8, 1967)  <Attendance at the Board of Directors meetings> –	<p>April 1991      Joined Yamaichi Securities Co., Ltd.</p> <p>September 2001      Joined Societe Generale Securities Japan Limited</p> <p>February 2002      Joined TRADERS SECURITIES CO., LTD.</p> <p>July 2005      Operating Officer of TRADERS SECURITIES CO., LTD.</p> <p>December 2006      Joined MONEY PARTNERS CO., LTD., Manager of CS Promotion Department</p> <p>June 2018      Director and Manager of CS Promotion Department of MONEY PARTNERS CO., LTD.</p> <p>June 2021      Director and Manager of Sales Department of MONEY PARTNERS CO., LTD. (current position)</p>	19,800 shares
<p><b>[Reasons for nomination as candidate for Director]</b></p> <p>Ms. Rie Kajikawa has abundant knowledge and experience related to sales at securities companies, and she has been responsible for the management of the Company's subsidiary MONEY PARTNERS CO., LTD. since she assumed the position of Director in 2018, so the Company expects that she will be able to contribute to further enhancement of its management structure. Therefore, the Company has judged that she is suitable for Director.</p>			



Candidate No.	Name (Date of birth)	Career summary, and Current Position and Responsibilities in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
5	[Newly Elected] Masumi Uruno (April 30, 1978)  <Attendance at the Board of Directors meetings> –	<p>March 2006      Joined SEGA SAMMY HOLDINGS INC.</p> <p>March 2009      Joined HoriPro Inc.</p> <p>November 2012    Joined S.T. CORPORATION</p> <p>January 2016      Joined Japan Medical Business Corporation</p> <p>April 2017        Joined LIFULL Co., Ltd.</p> <p>January 2018      Joined Next Currency Co., Ltd.</p> <p>July 2018         Head of Management Department and Head of Legal Affairs &amp; Compliance Group of Next Currency Co., Ltd.</p> <p>February 2019    Joined MONEY PARTNERS CO., LTD.</p> <p>June 2021         Director and CFO, and Manager of Business Management Department of MONEY PARTNERS CO., LTD. (current position)</p> <p>July 2021         Manager of Business Management Department and Manager of Human Resources Department of the Company (current position)</p>	4,100 shares
<p><b>[Reasons for nomination as candidate for Director]</b>  Mr. Masumi Uruno has abundant knowledge and experience related to companies' management divisions, and he has been responsible for the management of the Company's subsidiary MONEY PARTNERS CO., LTD. since he assumed the position of Director in 2021, so the Company expects that he will be able to contribute to further enhancement of its management structure. Therefore, the Company has judged that he is suitable for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, and Current Position and Responsibilities in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
6	Hisato Kogawa (January 14, 1959)  <Attendance at the Board of Directors meetings> 13/13 times (100.0%)	<p>April 1981      Joined SUMITOMO LIFE INSURANCE COMPANY</p> <p>October 2004    General Manager of Research &amp; Public Relations Dept. of SUMITOMO LIFE INSURANCE COMPANY</p> <p>April 2009      Executive Officer and General Manager of Research &amp; Public Relations Dept. of SUMITOMO LIFE INSURANCE COMPANY</p> <p>September 2010 Executive Officer, and General Manager of Financial Corporation Dept. of SUMITOMO LIFE INSURANCE COMPANY</p> <p>March 2012     Executive Officer, and General Manager of Internal Audit and Planning Dept. of SUMITOMO LIFE INSURANCE COMPANY</p> <p>April 2013      Managing Executive Officer of SUMITOMO LIFE INSURANCE COMPANY</p> <p>June 2014      Managing Executive Officer and General Manager of General Corporate Division 2 of SUMITOMO LIFE INSURANCE COMPANY</p> <p>July 2015       Managing Executive Officer of SUMITOMO LIFE INSURANCE COMPANY</p> <p>July 2019       Special Advisor of SUMITOMO LIFE INSURANCE COMPANY (part-time)</p> <p>June 2022      Outside Director of the Company (current position)</p>	—
<p><b>[Reasons for nomination and overview of expected role]</b>  Mr. Hisato Kogawa has abundant management experience and deep insight in the field of finance, such as by serving as Managing Executive Officer of SUMITOMO LIFE INSURANCE COMPANY. The Company expects that he will be able to enhance its corporate value by utilizing his experience and knowledge in supervising and advising the Directors in the execution of their duties. Therefore, the Company nominates him as a candidate for outside Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, and Current Position and Responsibilities in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
7	Hiroyuki Takai (January 6, 1958)  <Attendance at the Board of Directors meetings> 12/13 times (92.3%)	<p>April 1980      Joined Sumitomo Corporation</p> <p>March 2003      General Manager of Commodity Business Department of Sumitomo Corporation</p> <p>April 2007      Corporate Officer, and Deputy Executive General Manager of Finance Division, of Sumitomo Corporation</p> <p>April 2008      Corporate Officer, and General Manager of Finance Division, of Sumitomo Corporation</p> <p>April 2011      Corporate Officer, and General Manager of Energy Division, of Sumitomo Corporation</p> <p>June 2013      President and CEO of Sumitomo Corporation Global Research Co. Ltd.</p> <p>April 2014      Executive Officer of Sumitomo Corporation</p> <p>April 2018      Adviser of Sumitomo Corporation, and General Manager of Washington Office of Sumitomo Corporation of Americas</p> <p>June 2022      Outside Director of the Company (current position)</p>	—
<p><b>[Reasons for nomination and overview of expected role]</b>  Mr. Hiroyuki Takai has abundant management experience and deep insight pertaining to financial business, such as by serving as Executive Officer in Sumitomo Corporation. The Company expects that his experience and expertise in supervising and advising the Directors in the execution of their duties will lead to an improvement in the corporate value of the Company. Therefore, the Company nominates him as a candidate for outside Director.</p>			

- Notes:
1. There is no special interest between any of the candidates and the Company.
  2. The Company has concluded a directors and officers liability insurance contract with an insurance company. A summary of the details of this insurance contract appears in Business Report “2. (3) (iii) Outline of Directors and Officers Liability Insurance Policy” (on page 38 [in Japanese only]), as stipulated in Article 430-3, paragraph (1) of the Companies Act. If the appointment of candidates for Director is approved, the Directors will be included in the insured covered under this insurance contract. In addition, the Company plans to renew this insurance contract under the same conditions at the next renewal.
  3. Mr. Hisato Kogawa and Mr. Hiroyuki Takai are candidates for outside Director.
  4. Mr. Hisato Kogawa and Mr. Hiroyuki Takai are currently outside Directors of the Company, and at the conclusion of the Meeting, their tenures will have been one year.
  5. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, with Mr. Hisato Kogawa and Mr. Hiroyuki Takai, the Company has entered into a limited liability agreement to limit their liability for damages under Article 423, paragraph (1) of the Act to the minimum liability amount provided for under laws and regulations. If the reelection of them is approved, the Company plans to renew the aforementioned agreements with them.
  6. Furthermore, Mr. Hisato Kogawa and Mr. Hiroyuki Takai satisfy the requirements for independent officers as provided for by Tokyo Stock Exchange, Inc., and the Company plans to submit notification to the aforementioned exchange concerning their designation as independent officers.

### Proposal No. 3: Election of Two Directors Who Are Audit and Supervisory Committee Members

The terms of office of Directors Mr. Hiroshi Nemoto and Mr. Kenji Kawahigashi will expire at the conclusion of this meeting. In that regard, the Company proposes the election of Two Directors who are Audit and Supervisory Committee Members.

In addition, the consent of the Audit and Supervisory Committee has been obtained for this proposal.

The candidates for Director who is an Audit and Supervisory Committee Member are as follows:

#### Candidates for Director who is an Audit and Supervisory Committee Member

Candidate No.	Attribute information	Name	Current Position and Responsibilities at the Company
1	Candidate for outside Director	Hiroshi Nemoto	Outside Director (Part-time Audit and Supervisory Committee Member)
2	Candidate for outside Director	Kenji Kawahigashi	Outside Director (Part-time Audit and Supervisory Committee Member)

Candidate No.	Name (Date of birth)	Career summary, and Current Position and Responsibilities in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Hiroshi Nemoto (September 2, 1956)  <Attendance at the Board of Directors meetings> 17/17 times (100%)	<p>April 1979      Joined Chuo Audit Corporation</p> <p>March 1982      Registered as Certified Public Accountant</p> <p>October 1992    Partner of ChuoAoyama Audit Corporation</p> <p>July 2005       Representative Partner of Clifix certified public tax accountant's corporation</p> <p>June 2006       Outside Corporate Auditor of KISCO LTD. (current position)</p> <p>January 2015    Senior Advisor of Clifix certified public tax accountant's corporation (current position)</p> <p>January 2015    Head of Nemoto Certified Public Accountant Office (current position)</p> <p>June 2019       Outside Director (Audit and Supervisory Committee Member) of the Company (current position)</p> <p>June 2019       Auditor of MONEY PARTNERS CO., LTD.</p> <p>September 2019 Outside Director of KOZO KEIKAKU ENGINEERING Inc. (current position)</p>	-
<p><b>[Reasons for nomination and overview of expected role]</b></p> <p>The Company has nominated Mr. Hiroshi Nemoto as a candidate for Outside Director because he possesses accounting expertise. He is expected to provide excellent auditing services and sophisticated advice relating to finance and accounting thanks to his professional ethics and specialist abilities as a Certified Public Accountant, so while he has not been involved in company management except as an outside officer, the Company considers that he will appropriately fulfill his duties as a Director who is an Audit and Supervisory Committee Member.</p>			

Candidate No.	Name (Date of birth)	Career summary, and Current Position and Responsibilities in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
2	Kenji Kawahigashi (May 3, 1964)  <Attendance at the Board of Directors meetings> 17/17 times (100%)	<p>April 1990 Registered as Attorney</p> <p>April 1990 Joined Anderson Mori</p> <p>January 1997 Acquired New York State Attorney Qualification</p> <p>December 2000 Joined Morgan Stanley Japan Limited and Morgan Stanley Asset &amp; Investment Trust Management Co. Limited</p> <p>June 2002 Inspector of Securities and Exchange Surveillance Commission, Financial Services Agency</p> <p>April 2003 Partner of Asahi Koma Law Offices</p> <p>July 2005 Partner of Clifford Chance</p> <p>May 2008 Partner of Keiwa Sogo Law Offices (current position)</p> <p>June 2019 Outside Director (Audit and Supervisory Committee Member) of the Company (current position)</p> <p>June 2019 Auditor of MONEY PARTNERS CO., LTD. (current position)</p>	—
<p><b>[Reasons for nomination and overview of expected role]</b></p> <p>The Company has nominated Mr. Kenji Kawahigashi as a candidate for Outside Director because he possesses legal expertise and abundant experience in financial legal affairs, given the duties he has performed as an inspector at the Securities and Exchange Surveillance Commission of the Financial Services and as an in-house counsel at a major investment bank. He is expected to provide excellent auditing services and sophisticated legal advice thanks to his professional ethics and specialist abilities as an Attorney, so while he has not been involved in company management except as an outside officer, the Company considers that he will appropriately fulfill his duties as a Director who is an Audit and Supervisory Committee Member.</p>			

- Note:
1. The Company holds a consulting agreement with Clifix certified public tax accountant's corporation, to which Mr. Hiroshi Nemoto belongs. There is no special interest between Mr. Kenji Kawahigashi and the Company.
  2. Mr. Hiroshi Nemoto and Mr. Kenji Kawahigashi are candidates for outside Director.
  3. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, with Mr. Hiroshi Nemoto and Mr. Kenji Kawahigashi, the Company has entered into a limited liability agreement that limits their liability for damages under Article 423, paragraph (1) of the Act to the minimum liability amount provided for under laws and regulations. If the reelection of them is approved, the Company plans to renew the aforementioned agreements with them.
  4. The Company has concluded a directors and officers liability insurance contract with an insurance company. A summary of the details of this insurance contract appears in Business Report "2. (3) (iii) Outline of Directors and Officers Liability Insurance Policy" (on page 38 [in Japanese only]), as stipulated in Article 430-3, paragraph (1) of the Companies Act. If this Proposal is approved, the Directors will be included in the insured covered under this insurance contract. In addition, the Company plans to renew this insurance contract under the same conditions at the next renewal.
  5. Mr. Hiroshi Nemoto and Mr. Kenji Kawahigashi are currently outside Directors who are Audit and Supervisory Committee Members of the Company, and at the conclusion of the Meeting, their tenures will have been four years. Mr. Kenji Kawahigashi is also currently an officer (auditor) who does not execute business of MONEY PARTNERS CO., LTD., a subsidiary of the Company.
  6. The Company has submitted notification to Tokyo Stock Exchange, Inc. that Mr. Hiroshi Nemoto and Mr. Kenji Kawahigashi have been designated as independent officers as provided for by the aforementioned exchange. The Company plans to submit notification to the aforementioned

exchange concerning their designations as independent officers conditional upon the approval of this proposal.

## [Reference] Skills matrix of Directors

Composition of Directors and skills matrix of them each if Proposal No. 2 and Proposal No. 3 is approved and adopted as originally proposed at this Meeting is as follows.

The following skills matrix marks the main skills expected of each person. Note that this does not represent all the knowledge and experience possessed by each person.

Name	Title	Corporate management	Finance	Sales & Marketing	Corporate Planning & Financial Accounting & Administration	Legal & Risk Management	HR & Personnel Development	IT & Technology	Global Competency	Sustainability
Hideji Fukushima	President and Representative Director	●	●	●			●		●	●
Naohiro Sato	Director and CCO, and Manager of Legal Compliance Department	●	●		●	●				
Katsuki Shiramizu	Director and CIO, and Manager of IT Management Department	●	●					●		
Hisato Kogawa	Independent Outside Director	●	●	●						●
Hiroyuki Takai	Independent Outside Director	●	●	●					●	
Shigeru Momose	Full-time Audit and Supervisory Committee Member Independent Outside Director	●	●	●					●	
Hiroshi Nemoto	Audit and Supervisory Committee Member Independent Outside Director		●		●				●	
Kenji Kawahigashi	Audit and Supervisory Committee Member Independent Outside Director		●			●			●	
Hideaki Matsumoto	Audit and Supervisory Committee Member Independent Outside Director	●	●	●					●	
Rie Kajikawa	Director		●	●						
Masumi Uruno	Director		●		●	●	●			



## Proposal No. 4: Determination of Amount and Details of Short-term Performance-linked Remuneration for Directors

It was resolved at the 11th Ordinary General Shareholders' Meeting held on June 14, 2015 that the amount of remuneration for Directors of the Company (excluding Directors who are Audit and Supervisory Committee Members) is "not exceeding ¥350 million per year as fixed remuneration." In addition to this, to enhance an incentive to business development of Directors and aim to further enhance business performance, the Company was approved at the same time for introduction of a performance-linked remuneration for each fiscal year separately from the fixed remuneration.

The specific details of the performance-linked remuneration will be discussed at the General Shareholders' Meeting each fiscal year in order to ensure maximum effectiveness as an incentive. For the 20th fiscal year, the Company proposes to implement performance-linked remuneration as follows. The Company believes that performance-linked remuneration is appropriate as compensation for Directors and Executive Officers, as it motivates Directors to improve their performance, and they are compensated according to the degree of their performance.

In addition, if Proposal No. 2 is approved as originally proposed, the number of Directors (excluding Directors who are Audit and Supervisory Committee Members) will be seven (including two outside Directors). Therefore, the number of Directors subject to this proposal will be five, in accordance with (4) below.

[Details of the performance-linked remuneration to be discussed at this meeting]

(1) Applicable period

The 20th fiscal year (from April 1, 2023 to March 31, 2024) shall be the Applicable Period.

(2) Method of calculating the total amount to be paid

As the basis of calculation, the amount obtained by deducting ¥1 billion from the Group's consolidated ordinary income (A) shall be multiplied by 2.0% to determine the total amount of performance-linked remuneration to be paid. However, the amount less than ¥1 million shall be rounded down, and its aggregate amount shall not exceed ¥100 million.

Total amount of performance-linked remuneration to be paid = ((A) - ¥1 billion) x 2.0%

(3) Conditions for payment

- i) It will not be paid when either consolidated operating income or net income attributable to owners of parent posts a loss.
- ii) It will not be paid when neither the interim dividend nor the year-end dividend is paid.

(4) Method of distributing to each Director

Distribution to each Director eligible for payment of the total amount to be paid shall be left entirely up to the Board of Directors. However, no payment shall be made to Directors who are Audit and Supervisory Committee Members or outside Directors.

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