

Note: This is an English translation of the original in Japanese. In the event of any discrepancies between this translation and the Japanese original, the Japanese original shall prevail, and the Company is not responsible for any loss arising from such discrepancies.

Securities Code: 8793

June 5, 2026

(Date of commencement of electronic provision measures: May 29, 2026)

To Our Shareholders:

Notice of the Convocation of the 56th Ordinary General Meeting of Shareholders

Please be advised that the 56th Ordinary General Meeting of Shareholders (the “Meeting”) of NEC Capital Solutions Limited (the “Company,” together with its subsidiaries, the “Group”) will be held as follows.

In convening this General Meeting of Shareholders, we have taken measures for providing information in electronic format (the “electronic provision measures”). Matters subject to the electronic provision measures have been posted on the following website as “Notice of the Convocation of the 56th Ordinary General Meeting of Shareholders.”

The Company’s website: <https://www.necap.co.jp/english/ir/shareinfo/meeting.html>

In addition to the above website, those matters have also been posted on the following website:

The Tokyo Stock Exchange’s website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

On the above website, please enter and search for the Company’s name or securities code, and then select “Basic information” and “Documents for public inspection/PR information” in order to review the information.

If you are not attending the Meeting in person, you may exercise your voting rights in writing or through the Internet. Please review the Reference Documents for the General Meeting of Shareholders included in the matters subject to the electronic provision measures, and exercise your voting rights by 4 p.m. on Thursday, June 25, 2026.

The proceedings on the day of the Meeting will be available for viewing on the Company’s website specified above at a later date.

Yours sincerely,

Masaaki Suganuma, *President*

NEC Capital Solutions Limited

15-3 Konan 2-chome, Minato-ku, Tokyo

- 1. Date and Time** Friday, June 26, 2026, from 10 a.m. (Doors open at 9:30 a.m.)
- 2. Venue** Large Hall (5F, NIPPON LIFE HAMAMATSUCHO CREA TOWER),
Hamamatsucho Convention Hall
3-1 Hamamatsucho 2-chome, Minato-ku, Tokyo
(No souvenirs to the shareholders present at the Meeting are provided. Your understanding would be greatly appreciated.)

3. Purpose

Matters to be reported: Business report, consolidated financial statements, non-consolidated financial statements, and the results of auditing consolidated financial statements by the Accounting Auditor and the Board of Company Auditors for the 56th term (from April 1, 2025, to March 31, 2026)

Matters to be resolved:

Proposal 1 Election of Nine (9) Directors

Proposal 2 Election of One (1) Company Auditor

4. Information for exercising voting rights

(1) In case of exercising voting rights by postal mail

Please indicate either for or against the proposals on the Voting Rights Exercise Form and send the form by postal mail so that it is received by no later than 4 p.m. on Thursday, June 25, 2026.

(2) In case of exercising voting rights through the Internet

Please cast a vote through the Internet by 4 p.m. on Thursday, June 25, 2026.

URL: <https://www.web54.net>

Notes

1. Pursuant to the provisions of laws and regulations and the Articles of Incorporation of the Company, the following matters subject to the electronic provision measures are not included in the documents delivered to our shareholders who have requested delivery of documents. Please note that the Company Auditors and the Accounting Auditors have audited the documents subject to audits in preparing their Audit Report and Independent Auditor's Report, including the following documents.
 - Notes to Consolidated Financial Statements
 - Notes to Non-consolidated Financial Statements
2. Any revisions to the matters subject to the electronic provision measures will be posted on the above-listed websites.


Proposal 1: Election of Nine (9) Directors


The terms of office for all nine (9) Directors will expire at the close of this Meeting. Accordingly, the Company proposes that the following nine (9) candidates for Director be elected. In selecting the candidates for Director, decisions are made by the Board of Directors after seeking advice from the Election and Compensation Committee, of which the majority of members are Independent Outside Directors.

The candidates for Director are as follows:

No.		Name	Gender	Current position and responsibilities in the Company	Attendance at meetings of the Board of Directors
1	Reappointment	Masaaki Suganuma	Male	Representative Director and President	100% (15/15)
2	Reappointment	Shoichi Hirano	Male	Representative Director, Senior Executive Vice President	93% (14/15)
3	Reappointment	Takashi Arai	Male	Director, Senior Executive Officer	100% (15/15)
4	Reappointment	Yuichi Tsukada	Male	Director, Senior Executive Officer	100% (15/15)
5	Reappointment	Takako Hagiwara Outside Independent Director	Female	Outside Director	100% (15/15)
6	New appointment	Tatsuaki Seki Outside Independent Director	Male		-
7	New appointment	Miyuki Matoba Outside Independent Director	Female		-
8	Reappointment	Tsukasa Makizumi Outside	Male	Outside Director	93% (14/15)
9	Reappointment	Kojiro Taima Outside	Male	Outside Director	93% (14/15)

Mr. Shoichi Hirano, Mr. Tsukasa Makizumi, and Mr. Kojiro Taima were absent from only the extraordinary Board of Directors meeting where the proposal in which they were interested parties was discussed.


No.	Name (Date of birth)	Brief personal profile, position, responsibilities in the Company and significant concurrent positions	Number of Company shares held
1	 <p data-bbox="370 604 496 632"><u>Reappointment</u></p> <p data-bbox="347 663 519 751">Masaaki Suganuma (June 28, 1963)</p> <p data-bbox="342 783 524 871">Term of office as Director: 4 years</p> <p data-bbox="350 903 516 1050">Attendance at meetings of the Board of Directors: 15/15(100%)</p>	<p data-bbox="557 306 667 333">Apr. 1987</p> <p data-bbox="557 333 667 361">Apr. 2008</p> <p data-bbox="557 413 667 441">Oct. 2009</p> <p data-bbox="557 472 667 499">Oct. 2010</p> <p data-bbox="557 531 667 558">July 2011</p> <p data-bbox="557 590 667 617">Apr. 2014</p> <p data-bbox="557 648 667 676">Apr. 2022</p> <p data-bbox="557 707 667 735">June 2022</p> <p data-bbox="557 766 667 793">(Reasons for selecting as the candidate for Director)</p> <p data-bbox="557 825 667 852">Mr. Masaaki Suganuma has been engaged in sales and new business promotion for many years and has abundant experience and deep insight as a corporate manager. He was appointed as Director of the Company in 2022 and has been directing its management as Representative Director and President. He is expected to contribute to sustainable growth of the Group and enhancement of the Company's corporate value over the mid- and long-term, and we propose that Mr. Suganuma continue to be elected as Director.</p>	12,072 shares

No.	Name (Date of birth)	Brief personal profile, position, responsibilities in the Company and significant concurrent positions	Number of Company shares held
2	 <p data-bbox="367 695 496 720">Reappointment</p> <p data-bbox="337 751 529 810">Shoichi Hirano (August 29, 1964)</p> <p data-bbox="342 842 524 957">Term of office as Director: 1 year and 6 months</p> <p data-bbox="350 993 516 1140">Attendance at meetings of the Board of Directors: 14/15(93%)</p>	<p data-bbox="558 302 1219 359">Apr. 1988 Joined The Long-Term Credit Bank of Japan, Ltd. (currently SBI Shinsei Bank, Ltd.)</p> <p data-bbox="558 359 1214 436">May 2015 Executive Officer, General Manager, Institutional Business Planning Division, Shinsei Bank, Ltd. (currently SBI Shinsei Bank, Ltd.)</p> <p data-bbox="558 436 1192 514">Apr. 2016 Executive Officer, General Manager, Corporate Planning Division and Office of Financing Facilitation Management, Shinsei Bank, Ltd.</p> <p data-bbox="558 514 1211 684">Apr. 2017 Senior Officer, Group Planning and Financial Accounting, General Manager, Group Financial Research Division, Executive Officer, General Manager, Corporate Planning Division and Financial Research Division, Office of Financing Facilitation Management, Shinsei Bank, Ltd.</p> <p data-bbox="558 684 1219 821">Nov. 2017 Senior Officer, Group Planning and Financial Accounting, Executive Officer, in charge of Financial Facilitation, General Manager, Office of Financial Facilitation Management, Shinsei Bank, Ltd.</p> <p data-bbox="558 821 1219 957">Apr. 2018 Chief Officer, Group Planning and Financial Accounting, Managing Executive Officer, in charge of Financial Facilitation, General Manager, Office of Financial Facilitation Management, Shinsei Bank, Ltd.</p> <p data-bbox="558 957 1179 1014">Apr. 2021 Senior Managing Executive Officer, Head of Institutional Business Unit, Shinsei Bank, Ltd.</p> <p data-bbox="558 1014 1154 1041">Apr. 2022 Part-time Director, Showa Leasing Co., Ltd.</p> <p data-bbox="558 1041 1138 1098">June 2022 President, Chief Executive Officer, Showa Leasing Co., Ltd.</p> <p data-bbox="558 1098 1057 1125">Oct. 2024 Part-time Advisor of the Company</p> <p data-bbox="558 1125 1187 1182">Dec. 2024 Representative Director, Senior Executive Vice President of the Company (incumbent)</p> <p data-bbox="558 1182 1227 1472">(Reasons for selecting as the candidate for Director) Mr. Shoichi Hirano has been engaged in corporate sales and corporate planning in a financial institute, and has abundant experience and deep insight as a manager of a leasing company. He was appointed as Director of the Company in December 2024 and has served as Representative Director, Senior Executive Vice President. He is expected to contribute to sustainable growth of the Group and enhancement of the Company's corporate value over the mid- and long-term, and we propose that Mr. Hirano continue to be elected as Director.</p>	2,192 shares


No.	Name (Date of birth)	Brief personal profile, position, responsibilities in the Company and significant concurrent positions	Number of Company shares held
3	 <p data-bbox="370 646 496 674">Reappointment</p> <p data-bbox="347 709 519 768">Takashi Arai (June 26, 1963)</p> <p data-bbox="342 800 524 884">Term of office as Director: 5 years</p> <p data-bbox="350 915 516 1062">Attendance at meetings of the Board of Directors: 15/15(100%)</p>	<p data-bbox="558 306 1195 359">Apr. 1988 Joined The Japan Development Bank (currently Development Bank of Japan Inc.)</p> <p data-bbox="558 359 1170 436">Mar. 2008 Deputy General Manager, New Business and Technology Investment Group, Development Bank of Japan Inc.</p> <p data-bbox="558 436 1203 495">June 2009 Deputy General Manager, Corporate Investment Group, Development Bank of Japan Inc.</p> <p data-bbox="558 495 1154 554">June 2012 Deputy General Manager, Chugoku Branch, Development Bank of Japan Inc.</p> <p data-bbox="558 554 1214 632">Apr. 2014 Specialist under the direction of Senior Executive Officer of the Company, Executive Director of RISA Partners, Inc.</p> <p data-bbox="558 632 1170 690">Apr. 2016 Executive Officer of the Company, Executive Director of RISA Partners, Inc.</p> <p data-bbox="558 690 1170 749">Apr. 2017 Executive Officer of the Company, Executive Director of RISA Partners, Inc.</p> <p data-bbox="558 749 1154 808">June 2021 Director, Executive Officer of the Company</p> <p data-bbox="558 808 1122 867">Apr. 2022 Director, Senior Executive Officer of the Company (incumbent)</p> <hr/> <p data-bbox="558 831 911 858">(Significant concurrent positions)</p> <p data-bbox="558 858 1166 917">Representative Director and President of NCS RE Capital Limited</p> <p data-bbox="558 917 1174 945">Director of NEC Capital Solutions Singapore Pte. Limited</p> <p data-bbox="558 945 1133 972">Director of NEC Capital Solutions Malaysia Sdn. Bhd.</p> <p data-bbox="558 972 1068 999">Director of NEC Capital Solutions America, Inc.</p> <p data-bbox="558 999 997 1026">Director of NEC Financial Services, LLC</p> <p data-bbox="558 1026 1057 1054">Representative Director of OHANAPANA, Inc.</p> <hr/> <p data-bbox="558 1054 1105 1081">(Reasons for selecting as the candidate for Director)</p> <p data-bbox="558 1081 1230 1346">Mr. Takashi Arai has abundant experience and deep insight in finance as well as extensive professional contacts in the finance industry, having worked at a financial institution. He has served as Executive Officer of the Company since 2016, was appointed as Director of the Company in 2021, and since 2022, he has served as Director, Senior Executive Officer. He has fully demonstrated his experience and expertise for the expansion and promotion of the Group's business, and we propose that Mr. Arai continue to be elected as Director.</p>	6,401 shares


No.	Name (Date of birth)	Brief personal profile, position, responsibilities in the Company and significant concurrent positions	Number of Company shares held
4	 <p data-bbox="367 606 496 636">Reappointment</p> <p data-bbox="350 667 513 751">Yuichi Tsukada (December 22, 1966)</p> <p data-bbox="342 789 521 873">Term of office as Director: 3 years</p> <p data-bbox="350 911 513 1052">Attendance at meetings of the Board of Directors: 15/15(100%)</p>	<p data-bbox="558 300 1227 789"> Apr. 1989 Joined the Company Apr. 2010 Department Manager, Business Management Department, Business Strategy Division of the Company May 2011 Department Manager, Human Resources Department of the Company Apr. 2012 Department Manager, Corporate Strategy Department, Department Manager, Human Resources Department of the Company Apr. 2016 Seconded to NEC Corporation (Manager, Business Finance Department, Corporate Finance Division of NEC Corporation) Apr. 2020 General Manager, Business Promotion Division of the Company Apr. 2022 Executive Officer of the Company Apr. 2023 Senior Executive Officer of the Company June 2023 Director, Senior Executive Officer of the Company (incumbent) </p> <p data-bbox="558 795 1227 1121"> (Reasons for selecting as the candidate for Director) Mr. Yuichi Tsukada joined the Company in 1989 and has engaged in corporate strategy and human resource services as well as lease financing sales. He has abundant experience and deep insight in overall finance business strategies. He was appointed as Executive Officer of the Company in 2022 and as Director of the Company in 2023 and has served as Director and Senior Executive Officer. He has fully demonstrated his experience and expertise for the expansion and promotion of the Group's business, and we propose that Mr. Tsukada continue to be elected as Director. </p>	4,889 shares

No.	Name (Date of birth)	Brief personal profile, position, responsibilities in the Company and significant concurrent positions	Number of Company shares held
5	 <p data-bbox="370 751 496 779">Reappointment</p> <p data-bbox="380 814 485 842">Independent</p> <p data-bbox="396 848 469 875">Director</p> <p data-bbox="337 905 527 961">Takako Hagiwara (March 12, 1961)</p> <p data-bbox="342 995 522 1079">Term of office as Director: 5 years</p> <p data-bbox="350 1115 514 1262">Attendance at meetings of the Board of Directors: 15/15(100%)</p>	<p data-bbox="557 306 1198 363">Apr. 1984 Joined Sony Corporation (currently Sony Group Corporation)</p> <p data-bbox="557 369 1187 453">Apr. 2002 General Manager, Network Service Business Company Human Resources Department, Sony Corporation</p> <p data-bbox="557 459 1227 516">Apr. 2006 General Manager, Human Resources Development Department, Sony Corporation</p> <p data-bbox="557 522 1133 579">Feb. 2008 General Manager, Diversity Development Department, Sony Corporation</p> <p data-bbox="557 585 1214 669">Apr. 2014 Representative Director, Sony Kibou Corporation and Sony Hikari Corporation (currently Sony Kibou/Hikari Corporation)</p> <p data-bbox="557 676 1187 781">Apr. 2014 External Assessment Committee Member, the National Women's Education Center (currently Japan Gender Equality Promotion Agency) (incumbent)</p> <p data-bbox="557 787 1198 844">Feb. 2015 Director and Chief Health Officer, Green House Co., Ltd.</p> <p data-bbox="557 850 1109 907">July 2020 Representative Director, DDD Co., Ltd. (incumbent)</p> <p data-bbox="557 913 1179 940">June 2021 Outside Director of the Company (incumbent)</p> <p data-bbox="557 947 1146 1003">Mar. 2025 Outside Member of the Board, MABUCHI MOTOR CO., LTD. (incumbent)</p> <hr/> <p data-bbox="557 1003 1192 1115">(Significant concurrent positions) Representative Director of DDD Co., Ltd. Outside Member of the Board of MABUCHI MOTOR CO., LTD.</p> <hr/> <p data-bbox="557 1150 1235 1207">(Reasons for selecting as the candidate for Outside Director and outline of expected role) Ms. Takako Hagiwara has served as Representative Director and Outside Member of the Board of other business corporations, and has abundant experience as a corporate manager as well as deep insight in human resources and personnel development. She has been supervising management and carrying out activities to ensure adequacy and appropriateness of the decision-making of the Board of Directors of the Company by, for example, expressing opinions and asking questions from her objective standpoint as Outside Director. We propose that Ms. Hagiwara be elected as Outside Director as we expect her to continue with such activities utilizing her insight and experience. In addition, as she has served as a chairperson in the Election and Compensation Committee, we plan to continue her appointment as a member of the Committee after her election.</p>	0 shares

No.	Name (Date of birth)	Brief personal profile, position, responsibilities in the Company and significant concurrent positions	Number of Company shares held
6	 <p data-bbox="358 743 506 772">New appointment</p> <p data-bbox="380 806 485 863">Independent Director</p> <p data-bbox="354 894 511 982">Tatsuaki Seki (December 26, 1960)</p> <p data-bbox="342 1014 522 1102">Term of office as Director: - years</p> <p data-bbox="350 1136 514 1251">Attendance at meetings of the Board of Directors: -</p>	<p data-bbox="558 323 1162 380">Apr. 1983 Joined Epson Corporation (currently Seiko Epson Corporation)</p> <p data-bbox="558 386 1187 474">Jun. 2016 Director, Executive Officer, General Administrative Manager, Management Control Division, Seiko Epson Corporation</p> <p data-bbox="558 480 1187 569">Jun. 2019 Director, Managing Executive Officer, General Administrative Manager, Management Control Division, Seiko Epson Corporation</p> <p data-bbox="558 575 1224 711">Oct. 2020 Director, Managing Executive Officer, General Administrative Manager, Corporate Strategy and Management Control Division, and General Administrative Manager, Sustainability Promotion Office, Seiko Epson Corporation</p> <p data-bbox="558 718 1203 863">Apr. 2022 Director, Senior Managing Executive Officer, General Administrative Manager, Corporate Strategy and Management Control Division, and General Administrative Manager, Sustainability Promotion Office, Seiko Epson Corporation</p> <p data-bbox="558 869 1203 1041">Apr. 2023 Representative Director, Senior Managing Executive Officer, General Administrative Manager, Corporate Strategy and Management Control Division, and General Administrative Manager, Sustainability Promotion Office, Seiko Epson Corporation</p> <p data-bbox="558 1047 1195 1077">Jun. 2025 Outside Director, Keio Corporation (incumbent)</p> <p data-bbox="558 1083 1149 1131">Jun. 2025 External Director, Sanken Electric Co., Ltd. (incumbent)</p> <p data-bbox="558 1138 1040 1226">(Significant concurrent positions) Outside Director of Keio Corporation External Director of Sanken Electric Co., Ltd.</p> <p data-bbox="558 1232 1230 1642">(Reasons for selecting as the candidate for Outside Director and outline of expected role) Mr. Tatsuaki Seki has been engaged in corporate strategy and business management at Seiko Epson Corporation for many years, and has abundant experience and knowledge related to corporate management through serving as a Representative Director. He has a good record as an independent outside director at other companies. Expecting him to, also at the Company, supervise management and contribute to ensuring adequacy and appropriateness of the decision-making of the Board of Directors from his objective standpoint as Outside Director, we propose that Mr. Seki be elected as Outside Director. In addition, we plan to appoint him as a member of the Election and Compensation Committee after his election.</p>	0 shares

No.	Name (Date of birth)	Brief personal profile, position, responsibilities in the Company and significant concurrent positions	Number of Company shares held
7	 <p data-bbox="358 688 508 716">New appointment</p> <p data-bbox="380 747 485 804">Independent Director</p> <p data-bbox="337 835 529 892">Miyuki Matoba (August 15, 1973)</p> <p data-bbox="342 926 524 1014">Term of office as Director: - years</p> <p data-bbox="350 1045 516 1188">Attendance at meetings of the Board of Directors: -</p>	<p data-bbox="557 323 1208 350">Apr. 2000 Registered as a lawyer (Tokyo Bar Association)</p> <p data-bbox="557 352 1208 409">Apr. 2013 Executive Governor, the Japan Federation of Bar Associations</p> <p data-bbox="557 411 1175 499">Apr. 2019 General Manager, Risk Management & Compliance Office, MOS FOOD SERVICES, INC.</p> <p data-bbox="557 501 1166 558">Sep. 2020 Intellectual Property and Legal Div., General Affairs H.Q., NITTO KOHKI CO., LTD.</p> <p data-bbox="557 560 1214 648">Apr. 2021 General Manager, Intellectual Property and Legal Div., General Affairs H.Q., NITTO KOHKI CO., LTD.</p> <p data-bbox="557 651 1175 707">Jun. 2021 Outside Director (Audit Committee Member), Denka Company Limited (incumbent)</p> <p data-bbox="557 709 1101 737">Apr. 2025 Vice-President, Tokyo Bar Association</p> <p data-bbox="557 739 1170 827">Apr. 2026 General Manager in charge of Administration Supervision, NITTO KOHKI CO., LTD. (incumbent)</p> <hr/> <p data-bbox="557 835 914 863">(Significant concurrent positions)</p> <p data-bbox="557 865 1143 921">Outside Director (Audit Committee Member) of Denka Company Limited</p> <p data-bbox="557 924 1179 980">General Manager in charge of Administration Supervision, NITTO KOHKI CO., LTD</p> <hr/> <p data-bbox="557 989 1187 1045">(Reasons for selecting as the candidate for Outside Director and outline of expected role)</p> <p data-bbox="557 1050 1230 1402">Ms. Miyuki Matoba has been engaged in corporate legal affairs as a lawyer for many years, and has abundant experience and knowledge related to risk management, compliance, and corporate governance. She has a good record as an independent outside director at other companies. Expecting her to, also at the Company, supervise management and contribute to ensuring adequacy and appropriateness of the decision-making of the Board of Directors from her objective standpoint as Outside Director, we propose that Ms. Matoba be elected as Outside Director. In addition, we plan to appoint her as a member of the Election and Compensation Committee after her election.</p>	0 shares

No.	Name (Date of birth)	Brief personal profile, position, responsibilities in the Company and significant concurrent positions	Number of Company shares held
8	 <p data-bbox="370 682 496 709"><u>Reappointment</u></p> <p data-bbox="332 741 532 800">Tsukasa Makizumi (June 5, 1962)</p> <p data-bbox="342 831 522 947">Term of office as Director: 1 year and 6 months</p> <p data-bbox="350 978 514 1129">Attendance at meetings of the Board of Directors: 14/15(93%)</p>	<p data-bbox="557 300 1219 359">Apr. 1985 Joined Sumitomo Bank, Ltd. (currently Sumitomo Mitsui Banking Corporation)</p> <p data-bbox="557 359 1211 443">Feb. 2007 Joined Shinsei Bank, Ltd. (currently SBI Shinsei Bank Ltd.) as Associate General Manager, Credit Risk Division</p> <p data-bbox="557 443 1159 506">Oct. 2010 Associate General Manager, Structured Risk Management Division, Shinsei Bank, Ltd.</p> <p data-bbox="557 506 1224 590">Apr. 2014 Executive Officer, General Manager, Specialty Finance Division and Project Finance Department, Specialty Finance Division, Shinsei Bank, Ltd.</p> <p data-bbox="557 590 1149 653">Apr. 2015 Executive Officer, in charge of Institutional Business, Shinsei Bank, Ltd.</p> <p data-bbox="557 653 1143 716">Apr. 2016 Executive Officer, in charge of Credit Risk Management, Shinsei Bank, Ltd.</p> <p data-bbox="557 716 1105 779">Nov. 2016 Executive Officer, Head of Credit Risk Management, Shinsei Bank, Ltd.</p> <p data-bbox="557 779 1214 842">Apr. 2018 Managing Executive Officer, Head of Credit Risk Management, Shinsei Bank, Ltd.</p> <p data-bbox="557 842 1166 926">Apr. 2022 Senior Managing Executive Officer, Head of Credit Risk Management, Shinsei Bank, Ltd. (incumbent)</p> <p data-bbox="557 926 1179 957">Dec. 2024 Outside Director of the Company (incumbent)</p> <p data-bbox="557 957 911 989">(Significant concurrent positions)</p> <p data-bbox="557 989 1159 1052">Senior Managing Executive Officer, Head of Credit Risk Management, SBI Shinsei Bank, Ltd.</p> <p data-bbox="557 1052 1187 1104">(Reasons for selecting as the candidate for Outside Director and outline of expected role)</p> <p data-bbox="557 1104 1230 1436">Mr. Tsukasa Makizumi has long been engaged in examination, etc. at financial institutions and has abundant experience and deep insight in risk management for overall corporate business as well as corporate examination. He has been supervising management and carrying out activities to ensure adequacy and appropriateness of the decision-making of the Board of Directors of the Company by, for example, expressing opinions from his objective standpoint as Outside Director. We propose that Mr. Makizumi be elected as Outside Director as we expect him to continue with such activities utilizing his insight and experience.</p>	0 shares

No.	Name (Date of birth)	Brief personal profile, position, responsibilities in the Company and significant concurrent positions	Number of Company shares held
9	 <p data-bbox="370 705 496 730"><u>Reappointment</u></p> <p data-bbox="350 764 516 823">Kojiro Taima (June 10, 1964)</p> <p data-bbox="344 852 522 970">Term of office as Director: 1 year and 6 months</p> <p data-bbox="350 1003 516 1150">Attendance at meetings of the Board of Directors: 14/15(93%)</p>	<p data-bbox="558 302 1224 352">Apr. 1989 Joined The Long-Term Credit Bank of Japan, Ltd. (currently SBI Shinsei Bank, Ltd.)</p> <p data-bbox="558 361 1224 478">Apr. 2013 General Manager, West Japan Business Department, Institutional Business Division, Institutional Business Group, Shinsei Bank, Ltd. (currently SBI Shinsei Bank, Ltd.)</p> <p data-bbox="558 487 1224 537">Apr. 2014 General Manager, Office of Audit & Supervisory Board Members, Shinsei Bank, Ltd.</p> <p data-bbox="558 546 1224 596">Apr. 2016 General Manager, Legal and Compliance Division, Shinsei Bank, Ltd.</p> <p data-bbox="558 604 1224 655">Apr. 2017 General Manager, Group Legal and Compliance Division, Shinsei Bank, Ltd.</p> <p data-bbox="558 663 1224 714">Apr. 2020 Senior Officer, Group Legal and Compliance, Shinsei Bank, Ltd.</p> <p data-bbox="558 722 1224 772">Jan. 2022 Chief Officer, Group Legal and Compliance, Shinsei Bank, Ltd.</p> <p data-bbox="558 781 1224 831">Apr. 2022 Executive Officer, in charge of Group Legal and Compliance, Shinsei Bank, Ltd.</p> <p data-bbox="558 840 1224 924">Apr. 2023 Managing Executive Officer, in charge of Group Legal and Compliance, SBI Shinsei Bank, Ltd. (incumbent)</p> <p data-bbox="558 932 1224 957">Dec. 2024 Outside Director of the Company (incumbent)</p> <hr/> <p data-bbox="558 961 1224 987">(Significant concurrent position)</p> <p data-bbox="558 991 1224 1041">Managing Executive Officer, in charge of Group Legal and Compliance, SBI Shinsei Bank, Ltd.</p> <hr/> <p data-bbox="558 1079 1224 1134">(Reasons for selecting as the candidate for Outside Director and outline of expected role)</p> <p data-bbox="558 1142 1224 1493">Mr. Kojiro Taima has been engaged in sales at The Long-Term Credit Bank of Japan, Ltd. (currently SBI Shinsei Bank, Ltd.) as well as legal affairs and compliance at The Long-Term Credit Bank of Japan, Ltd. and a group company and has abundant experience and deep insight in the fields. He has been supervising management and carrying out activities to ensure adequacy and appropriateness of the decision-making of the Board of Directors of the Company by, for example, expressing opinions from his objective standpoint as Outside Director. We propose that Mr. Taima be elected as Outside Director as we expect him to continue with such activities utilizing his insight and experience.</p>	0 shares

Notes

1. There are no special interests between the candidates and the Company.
2. Ms. Takako Hagiwara, Mr. Tatsuaki Seki, Ms. Miyuki Matoba, Mr. Tsukasa Makizumi and Mr. Kojiro Taima are candidates for Outside Director.
3. Special mentions regarding the candidates for Outside Director are as follows.
 - (1) Independence of the candidates for Outside Director
 - 1) Ms. Takako Hagiwara, Mr. Tatsuaki Seki, and Ms. Miyuki Matoba have never served as Executives or Officers of the Company or its subsidiaries. Besides, they have never served as Executives or Officers of the Company's specified related parties for the past ten (10) years.
 - 2) Mr. Tsukasa Makizumi and Mr. Kojiro Taima are employees of SBI Shinsei Bank, Ltd., the Company's specified related party.

- 3) The Outside Director candidates do not plan to receive a substantial amount of money or other asset (except remunerations as a Director or an employee) from the Company nor its specified related parties. None of the Outside Director candidates has received such for the past two (2) years.
- 4) The Outside Director candidates are not the spouse, blood relatives within the third degree of kinship or any equivalent person of any Executive or any Officer of the Company or its specified related party.

(2) Facts pertaining to the occurrence of the improper execution of duties while in office, measures performed to prevent them and ways to deal with after their occurrence

There are no facts pertaining to any improper execution of duties while Ms. Takako Hagiwara, Mr. Tsukasa Makizumi and Mr. Kojiro Taima were in office.

4. Agreements limiting liability with Outside Directors

In an attempt to enable Outside Directors (excluding those who are Executive Directors, etc. under Paragraph 1, Article 427 of the Companies Act) to fully perform their expected roles, the Company specifies in the current Articles of Incorporation that it can enter into agreements with Outside Directors to limit their liability for damages to a certain amount. Accordingly, if the reelection of Ms. Takako Hagiwara, Mr. Tsukasa Makizumi and Mr. Kojiro Taima is approved, the Company plans to continue the agreements concluded with each of them. In addition, if the election of Mr. Tatsuaki Seki and Ms. Miyuki Matoba is approved, the Company plans to newly enter into the agreements with each of them.

An outline of the agreement is as follows.

- In the event the Company suffers damages as a result of negligence of the Director in the performance of duties, the amount of liability shall be the minimum amount stipulated in Paragraph 1, Article 427, and Paragraph 1, Article 425, of the Companies Act.
- Limited liability stipulated above shall be applied only in the case the Director acts in good faith and is not grossly negligent in the performance of duties.

5. Directors and officers liability insurance agreement

The Company has concluded a directors and officers liability insurance agreement with an insurance company, naming the Directors, Company Auditors and Executive Officers of the Company and its subsidiaries (subsidiaries under the Companies Act and corporations that were subsidiaries) as the insured. The insurance will compensate for damages including compensation for damages and legal expenses, etc. to be borne by the insured, in case a claim for damages is made as a result of acts (including failure to act) committed by the insured as an officer, etc. of the Company. The Company plans to continue and renew the said agreement. If the reelection or the election of each candidate is approved, each candidate will become the insured under the agreement. The insurance premiums are fully paid by the Company.

6. Pursuant to the applicable rules of Tokyo Stock Exchange, Inc., the Company has filed a notification to appoint Ms. Takako Hagiwara as Independent Director and she will remain as Independent Director if her reelection is approved. In addition, since Mr. Tatsuaki Seki and Ms. Miyuki Matoba have satisfied requirements for Independent Directors under provisions set forth by the Exchange, the Company plans to file a notification to appoint them as Independent Directors if their election is approved.

Management Structure after the Approval of Proposal <Reference>

Under its Group Vision “Be a Solution Company leading the next-generation circular economy,” the Company aims to achieve, through innovation of capital solutions, a virtuous circle of environment and corporate growth as well as a “next-generation circulatory society” by solving diversifying issues of customers and society.

Based on the management strategy designed to achieve this, the Company identifies the skills required for the Board of Directors and selects Directors with an optimal balance of knowledge, experience and skills.

Name	Gender	Knowledge, experience, abilities									
		Corporate management	CSV, ESG	Finance, accounting	Legal affairs, risk management	Human resources strategy	Financial industry	ICT/DX	Global	Business development	
Masaaki Suganuma	Male	○	○					○		○	
Shoichi Hirano	Male	○	○	○				○	○		
Takashi Arai	Male		○	○				○		○	
Yuichi Tsukada	Male		○	○		○		○		○	
Takako Hagiwara	Female	Outside Independent	○	○			○			○	
Tatsuaki Seki	Male	Outside Independent	○	○	○				○	○	
Miyuki Matoba	Female	Outside Independent		○		○					
Tsukasa Makizumi	Male	Outside		○		○			○	○	
Kojiro Taima	Male	Outside		○		○			○		

Details of the skills are defined as follows:

Skill	Definition, supplementary information
1) Corporate management	Knowledge, experience, and ability related to management strategy planning, business operation accountable for profitability, and the development of a management foundation
2) CSV, ESG	Knowledge, experience, and ability regarding management from the perspective of ESG and sustainability through promotion of CSV management
3) Finance, accounting	Knowledge, experience, and ability regarding finance and accounting
4) Legal affairs, risk management	Knowledge, experience, and ability regarding compliance with laws and regulations, ensuring corporate ethics, fair corporate activities, maintaining and enhancing corporate value, internal control, and risk management
5) Human resources strategy	Knowledge, experience, and ability regarding securing, nurturing, and utilizing diverse human resources
6) Financial industry	Knowledge, experience, and ability regarding leasing and financing
7) ICT/DX	Knowledge, experience, and ability regarding ICT business and utilization of knowledge on DX in management
8) Global	Knowledge, experience, and ability regarding global business
9) Business development	Knowledge, experience, and ability regarding development of new businesses


The Election and Compensation Committee is scheduled to be comprised of four (4) members, namely, Mr. Shoichi Hirano (Director), Ms. Takako Hagiwara (Independent Outside Director), Mr. Tatsuaki Seki (Independent Outside Director), and Ms. Miyuki Matoba (Independent Outside Director).

Proposal 2: Election of One (1) Company Auditor

The term of office of Company Auditor Yoshiyuki Koizumi will expire at the close of this Meeting. Accordingly, the Company proposes that one (1) Company Auditor be elected.

The Board of Company Auditors has already approved this proposal.

The candidate for Company Auditor is as follows:

Name (Date of birth)	Brief personal profile, position and significant concurrent positions	Number of Company shares held
 <div style="border: 1px solid black; padding: 2px; width: fit-content; margin: 5px auto;">Reappointment</div> <p>Yoshiyuki Koizumi (September 27, 1961)</p>	<p>Apr. 1984 Joined Japan Leasing Corporation (current Sumitomo Mitsui Finance and Leasing Co., Ltd.)</p> <p>Aug. 2004 Assistant General Manager, Customer Business Promotion Department of the Company</p> <p>Apr. 2012 General Manager, East Japan Sales Department, Area Corporate Sales Division of the Company</p> <p>Apr. 2013 General Manager, Area Corporate Sales Division of the Company</p> <p>Apr. 2016 Executive Officer and General Manager, Area Corporate Sales Division of the Company</p> <p>Apr. 2017 Executive Officer and General Manager, Corporate Coverage Division of the Company</p> <p>Apr. 2020 Executive Officer of the Company</p> <p>Apr. 2022 Executive Specialist of the Company</p> <p>Jun. 2022 Company Auditor of the Company (incumbent)</p> <hr/> <p>(Significant concurrent positions) Company Auditor, NCS RE Capital Limited</p> <hr/> <p>(Reasons for selecting as the candidate for Company Auditor) Mr. Yoshiyuki Koizumi has long engaged in lease financing sales, and has deep insight and abundant experience in overall corporate management serving as Executive Officer, Sales Division of the Company. Since June 2022, he has properly performed his duties as Full-time Company Auditor. Therefore, we propose that Mr. Koizumi continue to be elected as Company Auditor.</p>	2,700 shares

Notes

1. There are no special interests between the candidate and the Company.
2. Mr. Yoshiyuki Koizumi is not a candidate for Outside Company Auditor. If the reelection of Mr. Yoshiyuki Koizumi is approved, the Company does not plan to enter into an agreement to limit his liability with him.
3. Directors and officers liability insurance agreement

The Company has concluded a directors and officers liability insurance agreement with an insurance company, naming the Directors, Company Auditors and Executive Officers of the Company and its subsidiaries (subsidiaries under the Companies Act and corporations that were subsidiaries) as the insured. The insurance will compensate for damages including compensation for damages and legal expenses, etc. to be borne by the insured, in case a claim for damages is made as a result of acts (including failure to act) committed by the insured as an officer, etc. of the Company. The Company plans to continue and renew the said agreement. If the reelection of candidate is approved, the candidate will become the insured under the agreement. The insurance premiums are fully paid by the Company.