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Securities Code: 8253  
May 29, 2017

To Our Shareholders with Voting Rights

Hiroshi Rinno  
President and CEO  
**Credit Saison Co., Ltd.**  
1-1, Higashi-Ikebukuro 3-chome, Toshima-ku, Tokyo

## NOTICE OF THE 67TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 67th Ordinary General Meeting of Shareholders of Credit Saison Co., Ltd. (the “Company”) to be held as stated below.

If you are unable to attend the meeting, you can exercise your voting rights either in writing or over the Internet. Please consider the attached “REFERENCE DOCUMENTS FOR THE GENERAL MEETING OF SHAREHOLDERS,” and exercise your voting rights by 6 p.m. on Monday, June 19, 2017 (JST).

**1. Date and Time:** Tuesday, June 20, 2017 at 10 a.m. (JST)

**2. Place:** Ho-O-no-Ma, 2nd Floor, Tokyo Prince Hotel  
3-1, Shiba-Koen 3-chome, Minato-ku, Tokyo  
Please note that the meeting place is different from last year.

### 3. Objectives of the Meeting:

#### Matters to be reported:

1. Business Report, Consolidated Financial Statements, and results of audits by Accounting Auditor and the Audit & Supervisory Board on the Consolidated Financial Statements for the 67th Fiscal Term (from April 1, 2016 to March 31, 2017)
2. Non-consolidated Financial Statements for the 67th Fiscal Term (from April 1, 2016 to March 31, 2017)

#### Matters to be resolved:

- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Partial Amendments to the Articles of Incorporation
- Proposal No. 3:** Election of Seventeen (17) Directors
- Proposal No. 4:** Election of One (1) substitute Audit & Supervisory Board Member

### 4. Matters Related to the Exercise of Voting Rights

- (1) If you exercise your voting rights both in writing and via the Internet, only the vote via the Internet will be counted as valid.
- (2) If you exercise your voting rights via the Internet or other means multiple times, only the final vote will be counted as valid.
- (3) If you do not indicate “Approval,” “Disapproval” or “Abstention” for each of the proposals when exercising your voting rights in advance, you will be deemed to have approved the proposal.
- (4) If you wish to exercise your voting rights by proxy at the meeting, another one (1) shareholder of the Company with voting rights in the meeting can attend the meeting as a proxy upon the submission of a document certifying the right of proxy.

## **5. Other Matters Related to this Notice:**

- (1) Among the documents to be provided in this Notice, the following documents are posted on the Company's website (<http://www.saisoncard.co.jp>) pursuant to applicable laws and regulations and Article 16 of the Articles of Incorporation of the Company. Accordingly, these Notes are not included in the attached document of the Notice.

- 1) Notes to Consolidated Financial Statements

- 2) Notes to Non-consolidated Financial Statements

Consolidated Financial Statements and Non-consolidated Financial Statements audited by the Accounting Auditor and the Audit & Supervisory Board Member include the Notes to Consolidated Financial Statements and the Notes to Non-consolidated Financial Statements.

- (2) In the event that an amendment is required on the REFERENCE DOCUMENTS FOR THE GENERAL MEETING OF SHAREHOLDERS, Business Report, or Non-consolidated or Consolidated Financial Statements prior to the date of General Meeting of Shareholders, the Company will send the amendment to shareholders via postal mail or post it on the website (<http://www.saisoncard.co.jp>).



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

1. Reasons for the proposal

In order to cope with the diversification of business lineup, the Company proposes that a purpose item be added to Article 2 (Purpose) of the current Articles of Incorporation.

2. Details of the amendments

The Company proposes that the Articles of Incorporation be amended as shown in the table below.

(Underlining denotes amendment.)

Current Articles of Incorporation	Proposed Amendments
Chapter 1 General Provisions	Chapter 1 General Provisions
Article 2 (Purpose)	Article 2 (Purpose)
The purpose of the Company shall be to engage in the following businesses.	The purpose of the Company shall be to engage in the following businesses.
1.-29. (Omitted)	1.-29. (Unchanged)
(Newly established)	<u>30. Advertising expenses</u>
<u>30.</u> Any other business incidental or relating to the businesses referred to in any of the foregoing items.	<u>31.</u> Any other business incidental or relating to the businesses referred to in any of the foregoing items.

**Proposal No. 3:** Election of Seventeen (17) Directors

The term of office for seventeen (17) Directors, namely, Teruyuki Maekawa, Hiroshi Rinno, Naoki Takahashi, Hiroshi Yamamoto, Masahiro Yamashita, Sadamu Shimizu, Katsumi Mizuno, Kazuhiro Hirase, Akihiro Matsuda, Yoshihisa Yamamoto, Tatsunari Okamoto, Masako Takeda, Yoshiaki Miura, Shingo Baba, Yasuhisa Ueno, Reiko Yonezawa and Kaoru Hayashi will expire upon the conclusion of this General Meeting of Shareholders. Therefore, for further strengthening of the corporate governance system, the Company proposes the election of seventeen (17) Directors including two (2) Independent Outside Directors.

The candidates for Director are as follows:

No.	Name (Date of birth)	Career summary, title and area of responsibility in the Company and significant concurrent positions outside the Company (The asterisk (*) refers to current position.)		Number of shares of the Company owned
1	Teruyuki Maekawa (January 24, 1942)  Reelection	Mar. 1964	Joined Credit Saison Co., Ltd.	40,550
		Apr. 1991	General Manager, Sales No. 1 Department, and General Manager, Sales Promotion Department	
		June 1991	Director	
		Apr. 1998	Managing Director	
		Feb. 2001	Senior Managing Director	
		June 2002	Senior Managing Director and Representative Director	
		Apr. 2005	Executive Vice President and Representative Director	
		Mar. 2016	Chairman and Representative Director*	
		<Significant concurrent positions outside the Company> Director of Shizugin Saison Card Co., Ltd.		
	[Reason for selection as a candidate for Director] He has successively taken charge of mainly sales divisions and corporate divisions, including the Public Relations Office, the Internal Audit Office, and the General Affairs Department, and has accumulated extensive experience in and broad insight into the Company's business as a whole. He also has a track record of taking on the responsibility of running the business as an Executive Vice President of the Company over many years. The Company believes that he is an appropriate person to enhance its corporate value sustainably, and has selected him ongoingly as a candidate for Director.			
2	Hiroshi Rinno (August 5, 1942)  Reelection	Apr. 1965	Joined THE SEIBU DEPARTMENT STORES, LTD. (currently Sogo & Seibu Co., Ltd.)	71,939
		Mar. 1982	Joined Credit Saison Co., Ltd., General Manager, Credit Sales Promotion Department	
		Apr. 1983	Director	
		Apr. 1985	Managing Director	
		June 1995	Senior Managing Director	
		June 1999	Senior Managing Director and Representative Director	
		June 2000	President and CEO*	
		June 2003	Director, Resona Bank, Ltd.	
		June 2003	Director, Resona Holdings, Inc.	
	[Reason for selection as a candidate for Director] He has accumulated extensive experience in and broad insight into the credit card business, the Company's core business. In addition, he has been President and CEO since 2000 and has shown strong leadership, contributing to the growth of the Company over many years. He also has a track record of implementing a number of innovative products and services, such as Eikyufumetsu Points. The Company believes that he is an appropriate person to enhance its corporate value sustainably, and has selected him ongoingly as a candidate for Director.			

No.	Name (Date of birth)	Career summary, title and area of responsibility in the Company and significant concurrent positions outside the Company (The asterisk (*) refers to current position.)		Number of shares of the Company owned
3	Naoki Takahashi (August 5, 1950)  Reelection	Apr. 1974	Joined The Fuji Bank, Limited (currently Mizuho Financial Group, Inc.)	20,000
		Apr. 2003	Executive Officer, General Manager, Osaka Corporate Banking Division No. 2 of Mizuho Corporate Bank, Ltd. (currently Mizuho Bank, Ltd.)	
		Apr. 2004	Managing Executive Officer, Business Executive Officer	
		Apr. 2005	Joined Credit Saison Co., Ltd. as Advisor	
		June 2005	Managing Director	
		Mar. 2007	General Manager, Business Strategy Division	
		Mar. 2010	Senior Managing Director	
		Mar. 2011	Senior Managing Director and Representative Director	
		Mar. 2016	Executive Vice President and Representative Director*	
[Reason for selection as a candidate for Director] As a person responsible for the Company’s Corporate Planning Division, he has led the planning and implementation of business strategies, possessing broad insight and extensive experience in the promotion of the strategies. In addition, he has a track record as a person responsible for the Internet Business Division and has promoted the establishment of new business models using IT technologies, contributing to the overall growth of the Company as a nonbank business. The Company believes that he is an appropriate person to enhance its corporate value sustainably, and has selected him ongoingly as a candidate for Director.				
4	Hiroshi Yamamoto (June 4, 1955)  Reelection	Apr. 1978	Joined The Dai-ichi Kangyo Bank, Ltd. (currently Mizuho Financial Group, Inc.)	16,600
		Apr. 2002	Counselor, Business Promotion Department, Mizuho Corporate Bank, Ltd. (currently Mizuho Bank, Ltd.)	
		Oct. 2002	General Manager, Osaka Corporate Banking Division No. 3	
		Apr. 2005	General Manager, Corporate Banking Division No. 12	
		Mar. 2006	Executive Officer and General Manager, Corporate Banking Division No. 12	
		Apr. 2007	Joined Credit Saison Co., Ltd. as Advisor	
		June 2007	Director	
		Mar. 2008	General Manager, Finance Division	
		Mar. 2011	Managing Director	
		Mar. 2016	Senior Managing Director*	
		<Significant concurrent positions outside the Company> Director of Atrium Co., Ltd.		
		[Reason for selection as a candidate for Director] He has mainly been involved in the Company’s finance business and has accumulated extensive experience in and broad insight into the business. In addition, he has a track record of developing the Company’s finance business into a profitable business. The Company believes that he is an appropriate person to enhance its corporate value sustainably, and has selected him ongoingly as a candidate for Director.		

No.	Name (Date of birth)	Career summary, title and area of responsibility in the Company and significant concurrent positions outside the Company (The asterisk (*)) refers to current position.)	Number of shares of the Company owned	
5	Masahiro Yamashita (March 5, 1958)  Reelection	Apr. 1981      Joined Credit Saison Co., Ltd.	13,400	
		Oct. 2003      General Manager, Credit Card Department		
		Mar. 2005      General Manager, Sales Administration & Marketing Department		
		Apr. 2009      General Manager, Solution Department No. 3		
		June 2010      Director		
		Mar. 2012      Managing Director		
		Mar. 2015      General Manager, Credit Card Division*		
		Mar. 2016      Senior Managing Director*		
		<Significant concurrent positions outside the Company> Director of IDEMITSU CREDIT CO., LTD.		
		[Reason for selection as a candidate for Director] He has served as the General Manager of the Sales Administration & Marketing Department and the Business Planning Department of the credit card business, the Company’s core business, possessing extensive experience in and broad insight into the business. In addition, he has a track record of driving forward many new businesses and has contributed to establishing the base of the Company’s credit card business. The Company believes that he is an appropriate person to enhance its corporate value sustainably, and has selected him ongoingly as a candidate for Director.		
6	Sadamu Shimizu (June 18, 1965)  Reelection	Apr. 1990      Joined Credit Saison Co., Ltd.	8,700	
		Mar. 2005      General Manager, Tokyo Branch		
		Mar. 2008      General Manager, Sales Administration & Marketing Department		
		Mar. 2009      General Manager, Sales Development Department		
		Mar. 2010      General Manager, Sales Development Division		
		June 2010      Director		
		Mar. 2013      General Manager, Finance Division*		
		Mar. 2016      Managing Director*		
		<Significant concurrent positions outside the Company> Vice President and Representative Director of Daiwa House Financial Co., Ltd. Director of Takashimaya Credit Co., Ltd.		
		[Reason for selection as a candidate for Director] He has successively taken charge of general manager positions at the Company’s nation-wide branches and the position of General Manager of the Sales Development Division, who coordinates branch general managers. He has accumulated abundant experience and broad knowledge through the sales field, which is the point of actual contact with customers. In recent years he has also developed the finance business as the General Manager of the Finance Division, contributing to the growth of the Company. The Company believes that he is an appropriate person to enhance its corporate value sustainably, and has selected him ongoingly as a candidate for Director.		

No.	Name (Date of birth)	Career summary, title and area of responsibility in the Company and significant concurrent positions outside the Company (The asterisk (*) refers to current position.)		Number of shares of the Company owned
7	Katsumi Mizuno (August 15, 1969)  Reelection	Apr. 1992	Joined Credit Saison Co., Ltd.	8,900
		Mar. 2005	General Manager, Saison Card Department	
		Sept. 2007	General Manager, UC Card Department	
		Mar. 2010	General Manager, Solution Department No. 2	
		Oct. 2012	General Manager, Business Planning Department and General Manager, Product and Service Development Group	
		June 2013	Director	
		June 2013	General Manager, Overseas Division	
		Mar. 2016	Managing Director*	
[Reason for selection as a candidate for Director] He has been involved in the business planning of the credit card business, the Company's core business, over many years, accumulating extensive experience in and broad insight into the credit card business. He has a track record of advancing the overseas business in recent years with a global perspective, contributing to the growth of the Company's overseas business. The Company believes that he is an appropriate person to enhance its corporate value sustainably, and has selected him ongoingly as a candidate for Director.				
8	Kazuhiro Hirase (February 14, 1965)  Reelection	Apr. 1987	Joined Credit Saison Co., Ltd.	8,900
		Sept. 2003	General Manager, Nagoya Business Office, Leasing Division	
		Mar. 2006	General Manager, Leasing Division	
		Mar. 2008	General Manager, Leasing and Rental Business Department	
		June 2010	Director*	
		Mar. 2013	General Manager, Sales Development Division	
[Reason for selection as a candidate for Director] He has mainly been involved in the Company's lease business and has a track record of coordinating nationwide branches and offices as the General Manager of the Sales Development Division. In addition, he has accumulated extensive experience in and broad insight into the credit card and lease businesses. In recent years, he has also another track record of contributing to the preparation of an environment where diverse human resources can play active roles as Officer in charge of the strategic personnel department. The Company believes that he is an appropriate person to enhance its corporate value sustainably, and has selected him ongoingly as a candidate for Director.				
9	Akihiro Matsuda (November 5, 1960)  Reelection	Apr. 1983	Joined The Fuji Bank, Limited (currently Mizuho Financial Group, Inc.)	8,600
		Oct. 2002	Joined Mizuho Corporate Bank, Ltd. (currently Mizuho Bank, Ltd.)	
		Apr. 2008	General Manager, Toyama Corporate Banking Division	
		Apr. 2010	Joined Credit Saison Co., Ltd. as Advisor	
		June 2010	Director*	
		Mar. 2013	General Manager, Credit Division	
		Mar. 2016	General Manager, Overseas Division*	
		<Significant concurrent positions outside the Company> Chairman of HD SAISON Finance Company Ltd.		
[Reason for selection as a candidate for Director] He has a track record of driving forward the overseas business, developing new growth markets, such as rapidly growing Asian nations. In Singapore, where he resides, he has controlled overseas business bases in recent years and he has shown his presence through contributing to the growth of the Company's overseas business from a global perspective. The Company believes that he is an appropriate person to enhance its corporate value sustainably, and has selected him ongoingly as a candidate for Director.				



No.	Name (Date of birth)	Career summary, title and area of responsibility in the Company and significant concurrent positions outside the Company (The asterisk (*) refers to current position.)		Number of shares of the Company owned
10	Yoshihisa Yamamoto (March 10, 1965)  Reelection	Apr. 1988	Joined Credit Saison Co., Ltd.	7,400
	Mar. 2006	General Manager, System Planning Department		
		Mar. 2007	Deputy Head of System Division	
		Mar. 2008	General Manager, System Planning Department	
		June 2011	Director*	
		<Significant concurrent positions outside the Company> Director of Qubitous Co., Ltd.		
[Reason for selection as a candidate for Director] He has a wealth of management experience in the Company’s system divisions. He has accumulated broad insight into systems, supervising the developing the Company’s trunk system. The Company believes that he is an appropriate person to enhance its corporate value sustainably, and has selected him ongoingly as a candidate for Director.				
11	Tatsunari Okamoto (April 26, 1967)  Reelection	Apr. 1990	Joined Credit Saison Co., Ltd.	11,900
	Mar. 2005	General Manager, Affinity Card Division		
		Mar. 2007	General Manager, Solution Promotion Department	
		Mar. 2008	General Manager, Solution Department No. 1	
		June 2011	Director*	
		Mar. 2017	General Manager, Credit Division*	
		<Significant concurrent positions outside the Company> Director of UC Card Co., Ltd.		
[Reason for selection as a candidate for Director] He has been involved mainly in the business of Company’s affinity cards with client companies, Saison American Express® Card, and other operations over many years, accumulating extensive experience in and broad insight into the credit card business. He has a track record of contributing to mutual growth with partner companies through the credit card business. The Company believes that he is an appropriate person to enhance its corporate value sustainably, and has selected him ongoingly as a candidate for Director.				
12	Masako Takeda (March 31, 1968)  Reelection	Jan. 1989	Joined Credit Saison Co., Ltd.	4,300
	Mar. 2008	General Manager, Human Resources Department		
		Mar. 2013	General Manager, Strategic Human Resources Department	
		June 2014	Director*	
		Mar. 2015	General Manager, Career Development Office, Strategic Human Resources Department*	
		Mar. 2016	General Manager, Sales Development Division*	
[Reason for selection as a candidate for Director] She has been involved mainly in improving the Company’s personnel system and reforming its corporate culture, through which she has a track record of preparing an environment where diverse human resources can play active roles, regardless of their genders and generations. She has recently showed another track record to promote management of bringing out each employee’s ability as the General Manager of the Sales Development Division, which supervises branches nation-wide. The Company believes that she is an appropriate person to enhance its corporate value sustainably, and has selected her ongoingly as a candidate for Director.				

No.	Name (Date of birth)	Career summary, title and area of responsibility in the Company and significant concurrent positions outside the Company (The asterisk (*) refers to current position.)		Number of shares of the Company owned
13	Yoshiaki Miura (September 2, 1966)  Reelection	Apr. 1990	Joined Credit Saison Co., Ltd.	2,500
		Oct. 2001	General Manager, Kanagawa Branch	
		Oct. 2006	Executive Vice President and Representative Director, Shizugin Saison Card Co., Ltd.	
		Mar. 2011	General Manager, Internet Strategic Planning Department	
		Mar. 2013	General Manager, Internet Business Division and General Manager, Internet Strategic Planning Department	
		Mar. 2015	General Manager, Internet Business Division and General Manager, Business Incubation Department	
		Mar. 2016	General Manager, Internet Business Division	
		June 2016	Director*	
		<Significant concurrent positions outside the Company> Audit & Supervisory Board Member of Takashimaya Credit Co., Ltd.		
	[Reason for selection as a candidate for Director] He has been involved mainly in launching the Company’s joint card businesses and developing Internet business services, and he has extensive experience in and broad insight into the development of new businesses and the use of information technology. He has contributed to the growth of the Internet business by using popular content and flexible cooperation with venture firms with high technological skills. The Company believes that he is an appropriate person to enhance its corporate value sustainably, and has selected him ongoingly as a candidate for Director.			
14	Shingo Baba (January 17, 1971)  Reelection	Apr. 1997	Joined Credit Saison Co., Ltd.	1,800
		Mar. 2007	General Manager, Planning Department	
		May 2012	General Manager, Finance and Accounting Department	
		Mar. 2015	General Manager, Business Planning Department	
		June 2016	Director*	
		<Significant concurrent positions outside the Company> Audit and Supervisory Board Member of Shizugin Saison Card Co., Ltd. Audit and Supervisory Board Member of Seven CS Card Service Co., Ltd. Audit & Supervisory Board Member of HD SAISON Finance Company Ltd.		
	[Reason for selection as a candidate for Director] He has been head of the Company’s finance & accounting, and corporate planning divisions and has extensive experience in and broad insight into the corporate divisions. In his management experience, he has a track record of leading various initiatives, including the strengthening of the Company’s financial position and rebuilding its business portfolios. The Company believes that he is an appropriate person to enhance its corporate value sustainably, and has selected him ongoingly as a candidate for Director.			

No.	Name (Date of birth)	Career summary, title and area of responsibility in the Company and significant concurrent positions outside the Company (The asterisk (*) refers to current position.)	Number of shares of the Company owned
15	Kaoru Hayashi (December 26, 1959)  Reelection  Outside	<p>Aug. 1995 Representative Director, Digital Garage, Inc.</p> <p>July 2002 Representative Director and Chairman, Kakaku.com, Inc.</p> <p>June 2003 Chairman of the Board, Kakaku.com, Inc.*</p> <p>Nov. 2004 Representative Director, President and Group CEO, Digital Garage, Inc.</p> <p>Apr. 2012 Representative Director, Chairman, VeriTrans Inc.</p> <p>June 2012 Director, Monex Group, Inc.*</p> <p>Oct. 2012 Representative Director, Chairman and President, ECONTEXT, INC.</p> <p>Apr. 2013 Representative Director, Chairman, Open Network Lab*</p> <p>Oct. 2015 Director President and Chairman, econtext Asia Limited*</p> <p>June 2016 Outside Director, Credit Saison Co., Ltd.*</p> <p>July 2016 Director, DG Daiwa Ventures, Inc.*</p> <p>Sept. 2016 Representative Director, President, BI Garage, Inc.*</p> <p>Sept. 2016 Representative Director, President Executive Officer and Group CEO, Digital Garage, Inc.*</p> <p>May 2017 Representative Director and Chairman, DG Incubation, Inc.*</p> <p>&lt;Significant concurrent positions outside the Company&gt;  Representative Director, President Executive Officer and Group CEO, Digital Garage, Inc.  Chairman of the Board, Kakaku.com, Inc.  Director, Monex Group, Inc.  Director President and Chairman, econtext Asia Limited</p>	0
<p>[Reason for selection as a candidate for Outside Director]  He has accumulated extensive experience in and broad insight into IT, marketing, and FinTech as founder and manager of Digital Garage, Inc., an Internet service company. The Company believes that he can provide timely and appropriate advice on its management, and has selected him ongoingly as a candidate for Outside Director. He serves as Representative Director of Digital Garage, Inc and also as CEO of Digital Garage, Inc and its group companies. The Company and Digital Garage Group have signed a basic agreement for a business alliance to collaborate on an incubation business and a marketing business. Though the Company has business relationship with Digital Garage Group, the annual transaction amount is insignificant in terms of the Company's total consolidated business transactions (less than 1%). He serves as Outside Director of the Company and the term of office will be one year upon the conclusion of this General Meeting of Shareholders.</p>			

No.	Name (Date of birth)	Career summary, title and area of responsibility in the Company and significant concurrent positions outside the Company (The asterisk (*)) refers to current position.)	Number of shares of the Company owned
16	Naoki Togashi (October 24, 1960)  New candidate  Outside  Independent	Apr. 1984      Joined The Bank of Japan Jan. 1999      President, Future Financial Strategy Corp. Apr. 2007      Trustee, Japan Association of Corporate Executives* June 2010      Japan Representative Partner, Oliver Wyman Group Mar. 2011      Director, Nikko Asset Management Co., Ltd.* June 2014      Director, NAGAHORI CORPORATION* Apr. 2017      Representative Director, Japan Representative Partner, Oliver Wyman Group*  <Significant concurrent positions outside the Company> Representative Director, Japan Representative Partner, Oliver Wyman Group Director, Nikko Asset Management Co., Ltd. Director, NAGAHORI CORPORATION Trustee, Japan Association of Corporate Executives	0
<p>[Reason for selection as a candidate for Outside Director]  He has been involved in strategic consulting in a broad financial area in Japan and abroad as a management consultant. He has extensive experience in and broad insight into corporate management. The Company believes that he can provide timely and appropriate advice on its management, and has selected him as a candidate for Outside Director.</p> <p>[Matters concerning independence]  If the election of Togashi is approved, the Company plans to register him as an independent director/auditor with the Tokyo Stock Exchange (TSE) as he satisfies the requirements for an independent director/auditor, as stipulated by the TSE. The Company has no human, capital, business and other relationships with Oliver Wyman Group, where he serves as Representative Director, Japan Representative and Partner. The Company deems his independence is secured.</p>			

No.	Name (Date of birth)	Career summary, title and area of responsibility in the Company and significant concurrent positions outside the Company (The asterisk (*)) refers to current position.)	Number of shares of the Company owned
17	Nana Otsuki (September 17, 1964) (Name on family register: Nana Matsukawa)  New candidate  Outside  Independent	<p>Apr. 1988      Joined Mitsui Trust and Banking Company, Limited (currently Sumitomo Mitsui Trust Bank, Limited)</p> <p>Jan. 2000      Head, Credit Rating Team for Financial Institutions in Japan and South Korea, Standard and Poor's Ratings Japan K.K.</p> <p>Dec. 2005      Managing Director, Research Division, UBS Securities Japan Co., Ltd.</p> <p>June 2011      Managing Director, Head, Finance and Domestic Demand-Related Sector, Research Division, Merrill Lynch Japan Securities Co., Ltd.</p> <p>Sept. 2015      Professor, Faculty of Economics, Nagoya University of Commerce and Business*</p> <p>Jan. 2016      Executive Officer, Monex, Inc.*</p> <p>&lt;Significant concurrent positions outside the Company&gt; Executive Officer, Monex, Inc. Professor, Faculty of Economics, Nagoya University of Commerce and Business</p>	0
	<p>[Reason for selection as a candidate for Outside Director] She has served domestic and foreign financial institutions as analyst over many years. She has extensive experience in and broad insight into analysis of the domestic and overseas financial markets, overseas stock markets and others. The Company believes that she can provide timely and appropriate advice on its management, and has selected her as a candidate for Outside Director.</p> <p>[Matters concerning independence] If the election of Otsuki is approved, the Company plans to register her as an independent director/auditor with the Tokyo Stock Exchange (TSE) as she satisfies the requirements for an independent director/auditor, as stipulated by the TSE. She serves as Executive Officer of Monex, Inc. The Company has business relationship with Monex, Inc. on the issuance business of affinity cards. Monex, Inc. is a joint investor in Monex-Saison-Vanguard Investment Partners, Inc., in which the Company invests. However, the annual transaction amount is insignificant in terms of the Company's total consolidated business transactions (less than 0.1%) and the Company deems her independence is secured.</p>		

- Notes:
1. Other than those mentioned above, no special interests exist between the above candidates for Director and the Company.
  2. Kaoru Hayashi, Naoki Togashi, and Nana Otsuki are candidates for Outside Director.
  3. The Company has concluded an agreement with Kaoru Hayashi, limiting his liability for damages towards the Company to the extent specified by Article 423, Paragraph 1 of the Companies Act, pursuant to Article 427, Paragraph 1 of the Act. If the reelection of Kaoru Hayashi is approved, the Company intends to continue the same liability limitation agreement with him. In addition, if the election of Naoki Togashi and Nana Otsuki is approved, the Company intends to conclude the same liability limitation agreement with them.
  4. Kaoru Hayashi is scheduled to resign as Director of Monex Group, Inc. on June 24, 2017.

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

The Company proposes the election of one (1) substitute Audit & Supervisory Board Member in case the number of Audit & Supervisory Board Members falls short of the number stipulated by the laws and regulations.

The effective term of office of this election will expire at the beginning of the next General Meeting of Shareholders.

The substitute Audit & Supervisory Board Member shall assume his office on condition that the number of Audit & Supervisory Board Members falls short of the number stipulated by the laws and regulations, and the term of office of the substitute Audit & Supervisory Board Member shall be the remaining term of office of the retired Audit & Supervisory Board Member, according to the Company's Articles of Incorporation.

The Company has obtained approval of this proposal from the Audit & Supervisory Board.

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

Name (Date of birth)	Career summary, title and area of responsibility in the Company and significant concurrent positions outside the Company	Number of shares of the Company owned
Kazufusa Inada (February 13, 1946)  New candidate	Mar. 1970    Joined Credit Saison Co., Ltd. Feb. 2001    General Manager, Human Resources Department June 2001    Director Feb. 2004    Managing Director Mar. 2005    Managing Director, General Manager, Credit Card Division Mar. 2007    Managing Director, General Manager, Administrative Division Feb. 2010    President and Representative Director, Saison Fundex Corporation Jan. 2016    Resigned as President and Representative Director, Saison Fundex Corporation	9,500
[Reason for selection as a candidate for substitute Member of the Audit & Supervisory Board] He has served as General Manager of the Credit Card Division and the Administrative Division and as manager of the corporate planning and finance departments of the Company. He has extensive experience and broad insight. He has also managed a subsidiary as President and is familiar with the Company Group's operations. The Company believes that he is an appropriate person to execute audit services for the Company.		

- Notes:
1. No special interests exist between the above candidate and the Company.
  2. If Kazufusa Inada assumes the post of a Member of the Audit & Supervisory Board, the Company plans to conclude an agreement with Inada, limiting his liability for damages towards the Company to the extent specified by Article 423, Paragraph 1 of the Companies Act, pursuant to Article 427, Paragraph 1 of the Act.

**Consolidated Balance Sheet**  
(As of March 31, 2017)

(Millions of yen)

Assets		Liabilities	
Account item	Amount	Account item	Amount
<b>Current assets</b>	2,207,412	<b>Current liabilities</b>	1,016,629
Cash and deposits	63,266	Notes and accounts payable – trade	238,190
Accounts receivable – installment	1,769,438	Short-term loans payable	229,960
Lease investment assets	227,760	Current portion of long-term loans payable	69,885
Other trade receivables	490	Current portion of bonds	50,000
Operational investment securities	33,099	Commercial papers	358,000
Real estate for sale	101,674	Lease obligations	524
Purchased receivables	12,437	Income taxes payable	9,589
Other inventories	1,170	Provision for bonuses	2,315
Deferred tax assets	18,408	Provision for directors' bonuses	157
Short-term loans receivable	3,997	Provision for loss on interest repayment	9,445
Other	21,690	Allowance for losses on collecting gift tickets	144
Allowance for doubtful accounts	(46,020)	Deferred installment income	9,028
		Other	39,388
<b>Non-current assets</b>	511,154	<b>Non-current liabilities</b>	1,256,539
<b>Property, plant and equipment</b>	71,150	Bonds payable	255,000
Buildings, net	24,673	Long-term loans payable	852,899
Land	39,774	Long-term loans payable under credit fluidity	20,000
Leased assets, net	1,354	Lease obligations	1,209
Construction in progress	1,094	Provision for directors' retirement benefits	133
Other, net	4,252	Provision for loss on guarantees	6,418
<b>Intangible assets</b>	200,622	Allowance for losses on warranty of defects	14
Leasehold right	970	Provision for point card certificates	94,033
Software	5,745	Provision for loss on interest repayment	21,148
Leased assets	309	Asset retirement obligations	445
Software in progress	193,309	Other	5,238
Other	287		
<b>Investments and other assets</b>	239,382	<b>Total liabilities</b>	2,273,168
Investment securities	168,339	Net assets	
Long-term loans receivable	11,258	<b>Shareholders' equity</b>	410,773
Guarantee deposits	5,439	Capital stock	75,929
Liquidation business assets	32,456	Capital surplus	85,634
Deferred tax assets	21,397	Retained earnings	302,087
Other	3,468	Treasury shares	(52,879)
Allowance for doubtful accounts	(2,977)	<b>Accumulated other comprehensive income</b>	34,290
<b>Deferred assets</b>	1,484	Valuation difference on available-for-sale securities	35,315
Bond issuance cost	1,484	Deferred gains or losses on hedges	(649)
		Foreign currency translation adjustment	(374)
		<b>Subscription rights to shares</b>	0
		<b>Non-controlling interests</b>	1,818
		<b>Total net assets</b>	446,882
<b>Total assets</b>	2,720,051	<b>Total liabilities and net assets</b>	2,720,051

Note: Amounts of less than one million yen are omitted.

**Consolidated Statement of Income**  
(From April 1, 2016 to March 31, 2017)

(Millions of yen)

Account item	Amount	
<b>Operating revenue</b>		
Income from the credit service business		210,336
Income from the lease business revenue		13,241
Income from the finance business		31,072
Income from the real estate related business		
Revenue from the real estate related business	37,487	
Cost of the real estate related business	23,868	13,619
Income from the entertainment business		
Revenue from the entertainment business	58,686	
Cost of the entertainment business	48,290	10,396
Financial revenue		279
Total operating revenue		278,944
<b>Operating expenses</b>		
Selling, general and administrative expenses		236,661
Financial expenses		11,069
Total operating expenses		247,730
<b>Operating profit</b>		31,213
<b>Non-operating income</b>		22,016
<b>Non-operating expenses</b>		164
<b>Ordinary profit</b>		53,065
<b>Extraordinary income</b>		
Settlements received	11,475	
Gain on sales of investment securities	1,905	
Other	39	13,420
<b>Extraordinary losses</b>		
Loss on valuation of investment securities	3,638	
Loss on disposal of non-current assets	298	
Impairment loss	159	
Loss on valuation of membership	1	
Other	181	4,279
<b>Profit before income taxes</b>		62,207
Income taxes – current	9,370	
Income taxes – deferred	9,034	18,404
<b>Profit</b>		43,802
Profit attributable to non-controlling interests		1,549
<b>Profit attributable to owners of parent</b>		42,253

Note: Amounts of less than one million yen are omitted.



**Consolidated Statement of Changes in Equity**  
(From April 1, 2016 to March 31, 2017)

(Millions of yen)

	Shareholders' equity				
	Capital stock	Capital surplus	Retained earnings	Treasury shares	Total shareholders' equity
Balance at beginning of current period	75,929	85,634	265,554	(52,885)	374,232
Changes of items during period					
Dividends of surplus			(5,719)		(5,719)
Profit attributable to owners of parent			42,253		42,253
Purchase of treasury shares				(1)	(1)
Disposal of treasury shares		0		8	8
Net changes of items other than shareholders' equity					
Total changes of items during period	—	0	36,533	6	36,540
Balance at end of current period	75,929	85,634	302,087	(52,879)	410,773

	Accumulated other comprehensive income				Subscription rights to shares	Non-controlling interests	Total net assets
	Valuation difference on available-for-sale securities	Deferred gains or losses on hedges	Foreign currency translation adjustment	Total accumulated other comprehensive income			
Balance at beginning of current period	46,301	(1,665)	(152)	44,483	0	272	418,988
Changes of items during period							
Dividends of surplus							(5,719)
Profit attributable to owners of parent							42,253
Purchase of treasury shares							(1)
Disposal of treasury shares							8
Net changes of items other than shareholders' equity	(10,986)	1,015	(222)	(10,192)	—	1,546	(8,646)
Total changes of items during period	(10,986)	1,015	(222)	(10,192)	—	1,546	27,894
Balance at end of current period	35,315	(649)	(374)	34,290	0	1,818	446,882

Note: Amounts of less than one million yen are omitted.

**Non-consolidated Balance Sheet**  
(As of March 31, 2017)

(Millions of yen)

Assets		Liabilities	
Account item	Amount	Account item	Amount
<b>Current assets</b>	2,279,618	<b>Current liabilities</b>	1,001,154
Cash and deposits	49,156	Notes payable – trade	0
Accounts receivable – installment	1,697,415	Accounts payable – trade	237,930
Lease investment assets	227,821	Short-term loans payable	229,760
Operational investment securities	31,411	Current portion of long-term loans payable	68,700
Merchandise	113	Current portion of bonds	50,000
Supplies	994	Commercial papers	358,000
Prepaid expenses	1,054	Lease obligations	441
Deferred tax assets	16,957	Accounts payable – other	3,517
Short-term loans receivable from subsidiaries and associates	277,190	Accrued expenses	15,180
Accounts receivable – other	16,166	Income taxes payable	7,188
Other	2,811	Deposits received	6,947
Allowance for doubtful accounts	(41,475)	Unearned revenue	198
<b>Non-current assets</b>	342,541	Provision for bonuses	1,500
<b>Property, plant and equipment</b>	15,383	Provision for directors' bonuses	128
Buildings, net	5,689	Provision for loss on interest repayment	8,826
Vehicles, net	0	Allowance for losses on collecting gift tickets	144
Equipment, net	1,325	Deferred installment income	9,028
Land	6,904	Other	3,661
Leased assets, net	1,168	<b>Non-current liabilities</b>	1,248,012
Construction in progress	295	Bonds payable	255,000
<b>Intangible assets</b>	105,956	Long-term loans payable	849,499
Leasehold right	14	Long-term loans payable under credit fluidity	20,000
Software	4,117	Lease obligations	1,151
Leased assets	309	Provision for loss on guarantees	6,128
Software in progress	101,262	Provision for point card certificates	94,033
Other	253	Provision for loss on interest repayment	19,996
<b>Investments and other assets</b>	221,202	Guarantee deposits received	726
Investment securities	84,380	Other	1,477
Shares of subsidiaries and associates	55,029	<b>Total liabilities</b>	2,249,166
Investments in capital	0	Net assets	
Investments in capital of subsidiaries and associates	6,227	<b>Shareholders' equity</b>	344,031
Long-term loans receivable	10,000	<b>Capital stock</b>	75,929
Long-term loans receivable from subsidiaries and associates	37,456	<b>Capital surplus</b>	84,100
Long-term prepaid expenses	669	Legal capital surplus	82,497
Guarantee deposits	2,927	Other capital surplus	1,602
Deferred tax assets	23,354	<b>Retained earnings</b>	236,596
Other	1,167	Legal retained earnings	3,020
Allowance for doubtful accounts	(9)	Other retained earnings	233,576
<b>Deferred assets</b>	1,484	General reserve	200,455
Bond issuance cost	1,484	Retained earnings brought forward	33,121
<b>Total assets</b>	2,623,644	<b>Treasury shares</b>	(52,594)
		<b>Valuation and translation adjustments</b>	30,445
		Valuation difference on available-for-sale securities	31,095
		Deferred gains or losses on hedges	(649)
		<b>Total net assets</b>	374,477
		<b>Total liabilities and net assets</b>	2,623,644

Note: Amounts of less than one million yen are omitted.

**Non-consolidated Statement of Income**  
(From April 1, 2016 to March 31, 2017)

(Millions of yen)

Account item	Amount	
<b>Operating revenue</b>		
Income from the credit service business		
Revenue from credit card business	124,655	
Credit card cashing revenue	33,053	
Loan certificates revenue	1,098	
Business agency revenue	25,773	
Income from the credit-related services	9,374	193,955
Income from the lease business revenue		13,249
Income from the finance business		
Revenue from credit guarantee	16,528	
Finance related revenue	10,063	26,592
Income from the real estate related business		
Revenue from the real estate related business	21	
Cost of the real estate related business	1	19
Financial revenue		4,820
Total operating revenue		238,637
<b>Operating expenses</b>		
Selling, general and administrative expenses		203,038
Financial expenses		
Interest expenses	9,772	
Other	1,509	11,282
Total operating expenses		214,320
<b>Operating profit</b>		24,316
<b>Non-operating income</b>		4,026
<b>Non-operating expenses</b>		132
<b>Ordinary profit</b>		28,210
<b>Extraordinary income</b>		
Settlements received	6,647	
Gain on sales of investment securities	1,905	
Reversal of allowance for doubtful accounts	88	8,640
<b>Extraordinary losses</b>		
Loss on valuation of investment securities	3,115	
Loss on disposal of non-current assets	271	
Impairment loss	50	
Other	148	3,585
<b>Profit before income taxes</b>		33,265
Income taxes – current	5,958	
Income taxes – deferred	6,260	12,219
<b>Profit</b>		21,045

Note: Amounts of less than one million yen are omitted.

**Non-consolidated Statement of Changes in Equity**  
(From April 1, 2016 to March 31, 2017)

(Millions of yen)

	Shareholders' equity									
	Capital stock	Capital surplus			Retained earnings				Treasury shares	Total share-holders' equity
		Legal capital surplus	Other capital surplus	Total capital surplus	Legal retained earnings	Other retained earnings		Total retained earnings		
						General reserve	Retained earnings brought forward			
Balance at beginning of current period	75,929	82,497	1,602	84,099	3,020	181,455	36,795	221,270	(52,601)	328,698
Changes of items during period										
Provision of general reserve						19,000	(19,000)	—		—
Dividends of surplus							(5,719)	(5,719)		(5,719)
Profit							21,045	21,045		21,045
Purchase of treasury shares									(1)	(1)
Disposal of treasury shares			0	0					8	8
Net changes of items other than shareholders' equity										
Total changes of items during period	—	—	0	0	—	19,000	(3,673)	15,326	6	15,333
Balance at end of current period	75,929	82,497	1,602	84,100	3,020	200,455	33,121	236,596	(52,594)	344,031

	Valuation and translation adjustments			Total net assets
	Valuation difference on available-for-sale securities	Deferred gains or losses on hedges	Total valuation and translation adjustments	
Balance at beginning of current period	32,395	(1,665)	30,729	359,428
Changes of items during period				
Provision of general reserve				—
Dividends of surplus				(5,719)
Profit				21,045
Purchase of treasury shares				(1)
Disposal of treasury shares				8
Net changes of items other than shareholders' equity	(1,300)	1,015	(284)	(284)
Total changes of items during period	(1,300)	1,015	(284)	15,049
Balance at end of current period	31,095	(649)	30,445	374,477

Note: Amounts of less than one million yen are omitted.