

FOR IMMEDIATE RELEASE

**Notice relating to the Partial Amendments
to the Articles of Incorporation**

Tokyo, May 17, 2021 --- Mitsubishi HC Capital Inc. (TSE:8593, Representative Director, President & CEO: Takahiro Yanai, “the Company”) hereby announces that the Company has resolved, at its Board of Directors’ meeting held today, to submit a proposal for the partial amendments to the Articles of Incorporation of the Company, as described below, at the 50th Annual General Meeting of Shareholders to be held on June 25, 2021.

-Description-

1. Purposes of the Amendments to the Articles of Incorporation

The Company shall implement partial amendments to the Articles of Incorporation for the following reasons:

- (i) In order to realize prompt and decisive decision-making regarding the execution of business, as well as to efficiently conduct the execution of business as a company with an audit and supervisory committee, the Company has introduced the executive officer system. Therefore, the Company shall clarify the positioning of the executive officer system in the Articles of Incorporation and realize a more flexible and efficient operation with respect to the system of business execution.
- (ii) The Company shall enable the convener and the chairperson of the meeting of the Board of Directors to be determined by resolution of the Board of Directors as well as the flexible operation of the Board of Directors.
- (iii) In connection with the foregoing, amendments of the related provisions and changes in the number of Articles are made.

2. Details of the Amendments to the Articles of Incorporation

The details of amendments are as set forth in the Attachment.

3. Schedule

The scheduled date for holding the general meeting of shareholders to amend the Articles of Incorporation	June 25, 2021
The scheduled effective date of amendments to the Articles of Incorporation	June 25, 2021

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Attachment

Proposal for Amendments to the Articles of Incorporation

(Amendments are underlined.)

Current Articles of Incorporation	Proposed Amendments
Chapter 3. General Meeting of Shareholders	Chapter 3. General Meeting of Shareholders
<p>Article 14. (Convener and Chairperson of General Meeting of Shareholders)</p> <p>1. <u>The President and CEO</u> shall convene a general meeting of shareholders of the Company by resolution of the Board of Directors and shall serve as chairperson unless otherwise stipulated by laws or regulations.</p> <p>2. Should <u>the President and CEO be unable to so act</u>, one of the other Directors shall convene the meeting and shall serve as chairperson in accordance with the order determined by the Board of Directors in advance.</p>	<p>Article 14. (Convener and Chairperson of General Meeting of Shareholders)</p> <p>1. <u>One of the directors determined by the Board of Directors in advance</u> shall convene a general meeting of shareholders of the Company by resolution of the Board of Directors and shall serve as chairperson unless otherwise stipulated by laws or regulations.</p> <p>2. Should <u>the aforementioned Director be unable to so act</u>, one of the other Directors shall convene the meeting and shall serve as chairperson in accordance with the order determined by the Board of Directors in advance.</p>
Chapter 4. Directors <u>and</u> Board of Directors	Chapter 4. Directors, <u>Board of Directors, and Executive Officers</u>
<p>Article 23. (Representative Directors <u>and Directors with Specific Titles</u>)</p> <p>1. The Company shall, by resolution of the Board of Directors, appoint Representative Director(s) from among Directors (other than those who serve as Audit and Supervisory Committee members).</p> <p>2. The Representative Director(s) of the Company shall represent the Company and execute the business of the Company.</p> <p>3. <u>The Board of Directors of the Company may, by its resolution, appoint one (1) Chairman of the Board of Directors (kaicho), one (1) President and CEO (shacho), and one (1) or more Directors with other specific titles, as required, from among the Directors (other than those who serve as Audit and Supervisory Committee members).</u></p>	<p>Article 23. (Representative Directors)</p> <p>1. The Company shall, by resolution of the Board of Directors, appoint Representative Director(s) from among Directors (other than those who serve as Audit and Supervisory Committee members).</p> <p>2. The Representative Director(s) of the Company shall represent the Company and execute the business of the Company.</p>
Article 24. (Convener and Chairperson of Meetings of Board of Directors)	Article 24. (Convener and Chairperson of Meetings of Board of Directors)

Current Articles of Incorporation	Proposed Amendments
<p>1. <u>If the Company has a Chairman of the Board of Directors, he or she shall convene meetings of the Board of Directors of the Company and serve as chairperson; and if the Company does not have a Chairman of the Board of Directors, the President and CEO shall so act unless otherwise stipulated by laws or regulations.</u></p> <p>2. <u>Should the Chairman of the Board of Directors be unable to so act, the President and CEO, and should the President and CEO be unable to so act, one of the other Directors, shall convene the meeting and serve as chairperson in accordance with the order determined by the Board of Directors in advance.</u></p>	<p>1. <u>One of the directors determined by the Board of Directors in advance shall convene meetings of the Board of Directors of the Company and serve as chairperson, unless otherwise stipulated by laws or regulations.</u></p> <p>2. <u>Should the aforementioned Director be unable to so act, one of the other Directors shall convene the meeting and serve as chairperson in accordance with the order determined by the Board of Directors in advance.</u></p>
<p>[Newly established]</p>	<p><u>Article 34 (Executive Officers)</u></p> <p><u>The Company may, by the resolution of the Board of Directors, designate Executive Officer(s) and assign such Executive Officer(s) respective role(s) to execute the business of the Company.</u></p>
<p>[Newly established]</p>	<p><u>Article 35 (President, and Executive Officers with Specific Titles)</u></p> <p>1. <u>The Board of Directors shall, by its resolution, designate one (1) President (<i>shacho</i>) from among the Directors other than those who serve as Audit and Supervisory Committee members or Executive Officers.</u></p> <p>2. <u>The Board of Directors may, by its resolution, appoint a Chairman of the Board of Directors (<i>kaicho</i>) and other Executive Officers with specific titles from among the Directors other than those who serve as Audit and Supervisory Committee members or Executive Officers.</u></p>
<p>Chapter 5. Audit and Supervisory Committee</p>	<p>Chapter 5. Audit and Supervisory Committee</p>
<p>Article <u>34</u>. (Audit and Supervisory Committee)</p>	<p>Article <u>36</u>. (Audit and Supervisory Committee)</p>
<p>Article <u>35</u>. (Full-time Audit and Supervisory Committee Members)</p>	<p>Article <u>37</u>. (Full-time Audit and Supervisory Committee Members)</p>

Article <u>36</u> . (Convocation Notice of Meetings of Audit and Supervisory Committee)	Article <u>38</u> . (Convocation Notice of Meetings of Audit and Supervisory Committee)
Article <u>37</u> . (Method of Adopting Resolutions of Audit and Supervisory Committee)	Article <u>39</u> . (Method of Adopting Resolutions of Audit and Supervisory Committee)
Article <u>38</u> . (Minutes of Meeting of Audit and Supervisory Committee)	Article <u>40</u> . (Minutes of Meeting of Audit and Supervisory Committee)
Article <u>39</u> . (Regulations of Audit and Supervisory Committee)	Article <u>41</u> . (Regulations of Audit and Supervisory Committee)
Chapter 6. Accounting Auditor	Chapter 6. Accounting Auditor
Article <u>40</u> . (Accounting Auditor)	Article <u>42</u> . (Accounting Auditor)
Article <u>41</u> . (Election of Accounting Auditor)	Article <u>43</u> . (Election of Accounting Auditor)
Article <u>42</u> . (Term of Office of Accounting Auditor)	Article <u>44</u> . (Term of Office of Accounting Auditor)
Article <u>43</u> . (Remuneration, etc., of Accounting Auditor)	Article <u>45</u> . (Remuneration, etc., of Accounting Auditor)
Chapter 7. Accounts	Chapter 7. Accounts
Article <u>44</u> . (Business Year)	Article <u>46</u> . (Business Year)
Article <u>45</u> . (Distribution of Surplus, Etc.).	Article <u>47</u> . (Distribution of Surplus, Etc.).
Article <u>46</u> . (Limitation on Dividends)	Article <u>48</u> . (Limitation on Dividends)
Supplementary Provisions Article 1. (Transitional Measures concerning Exemption from Liability)	Supplementary Provisions Article 1. (Transitional Measures concerning Exemption from Liability) (No Change)

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