

**FOR IMMEDIATE RELEASE**

## **Notice Concerning Share Transfer Involving a Change in Consolidated Subsidiaries**

**Tokyo, November 8, 2023** --- Mitsubishi HC Capital Inc. (TSE, NSE: 8593, Representative Director, President & CEO: Taiju Hisai, the “Company”) announced that the Company made a decision today to transfer all shares of its consolidated subsidiaries, DFL Lease Co., Ltd. (Representative Director and President: Kenichi Nakajima, “DFL Lease”) and Shutoken Leasing Co., Ltd. (Representative Director and President: Kazuo Iwata, “Shutoken Leasing”) (“both companies”) held by the Company to Resona Holdings, Inc. (Director, President and Representative Executive Officer: Masahiro Minami, “Resona HD”) (the “Share Transfer”), and executed a share transfer agreement (the “Share Transfer Agreement”).

The Company has executed the Share Transfer Agreement based on the evaluation that Resona HD’s customer base and synergies with the group banks under the control of Resona HD will further leverage the both companies’ strength and lead to the both companies’ growth.

### **1. Reasons for the Share Transfer**

The Company made the both companies its consolidated subsidiaries in 2004, and has been providing various financing solution mainly to the customers of Resona group through the both companies. The both companies became the equity-method affiliated companies of Resona HD in July 2018, and with collaborating with Resona HD, the both companies have been providing diverse service solution held by the Company group to Resona group.

The Company made a decision that it will be meaningful for the both companies to encourage further collaboration with Resona HD to further extend the business of both companies by utilizing Resona group’s customer base and network and executed the Share Transfer Agreement.

The Company group has launched the “Medium-term Management Plan for FY2023 - FY2025” and has undertaken the Business Portfolio Transformation including the strategic allocation of management resources and optimization of business process within its group toward realizing “Our 10-year Vision,” and this Share Transfer is also conducted as a part of the transformation.

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## 2. Overview of Subsidiaries Subject to the Change (as of November 8, 2023)

(1) Company Name	DFL Lease Co., Ltd.		
(2) Location	4-1-1, Fushimi-cho, Chuo-ku, Osaka		
(3) Representative	Kenichi Nakajima, Representative Director and President		
(4) Line of business	General leasing business using Resona group as the main distribution channel		
(5) Stated capital	3,700 million yen		
(6) Date of establishment	January 12, 1982		
(7) Major shareholders and ownership ratios	Mitsubishi HC Capital 80.0% Resona HD 20.0%		
(8) Relationship between the Company and the subsidiary	Capital relationship	The Company owns 80% of the issued shares in the subsidiary.	
	Personnel relationship	The officers and employees of the Company concurrently serve as directors at the subsidiary.	
	Business relationship	Between the Company and the subsidiary, there is a business relationship related to loan of funds and provision of systems.	
(9) The subsidiary's business results and financial condition for the three most recent fiscal years (unit: million yen)			
Fiscal year	Year ended March 2021	Year ended March 2022	Year ended March 2023
Net assets	12,454	9,575	7,751
Total assets	60,327	57,647	62,067
Net assets per share (yen)	1,165	895	725
Revenues	19,707	18,254	17,919
Operating income	780	624	867
Recurring income	796	634	873
Net income	542	445	591
Net income per share (yen)	50	41	55
Dividend per share (yen)	311	226	226

(1) Company Name	Shutoken Leasing Co., Ltd.	
(2) Location	9-1, Kanda-Mitoshirocho, Chiyoda-ku, Tokyo	
(3) Representative	Kazuo Iwata, Representative Director and President	
(4) Line of business	General leasing business using Resona group as the main distribution channel	
(5) Stated capital	3,300 million yen	
(6) Date of establishment	April 2, 1976	
(7) Major shareholders and ownership ratios	Mitsubishi HC Capital 70.7% Resona HD 20.2%	
(8) Relationship between the Company and the subsidiary	Capital relationship	The Company owns 70.7% of the issued shares in the subsidiary.
	Personnel relationship	The officers and employees of the Company concurrently serve as directors at the subsidiary.

	Business relationship	Between the Company and the subsidiary, there is a business relationship related to loan of funds and provision of systems.	
(9) The subsidiary's business results and financial condition for the three most recent fiscal years (unit: million yen)			
Fiscal year	Year ended March 2021	Year ended March 2022	Year ended March 2023
Consolidated net assets	18,404	15,402	12,709
Consolidated total assets	155,928	165,707	160,419
Consolidated net assets per share (yen)	1,975	1,653	1,364
Consolidated revenues	31,857	40,288	45,769
Consolidated operating income	1,649	1,849	1,997
Consolidated recurring income	1,721	1,906	2,039
Net income attributable to owners of the parent	1,195	1,271	1,337
Consolidated net income per share (yen)	128	136	143
Dividend per share (yen)	452	412	294

### 3. Overview of Counterparty to Share Transfer (as of March 31, 2023)

(1) Company Name	Resona Holdings, Inc.	
(2) Location	1-5-65, Kiba, Koto-ku, Tokyo	
(3) Representative	Masahiro Minami, Director, President and Representative Executive Officer	
(4) Line of business	Supervision of subsidiaries' operations and other ancillary businesses	
(5) Stated Capital	50.5 billion yen	
(6) Net assets	2,534 billion yen	
(7) Total assets	74,812.7 billion yen	
(8) Date of establishment	December 12, 2001	
(9) Major shareholders and ownership ratios	The Master Trust Bank of Japan, Limited (trust account) 16.56%	
(10) Relationship between the parties	Capital relationship	Not applicable.
	Personnel relationship	Not applicable.

	Business relationship	Not applicable.
	Status as related parties	Not applicable.

#### 4. Number of Shares to be Transferred, Transfer Price, and Situation of Shares Held Before and After the Transfer

(1) Company Name	DFL Lease Co., Ltd.
(2) Number of shares held before the transfer	8,550,000 shares (number of voting rights: 8,550,000; voting rights holding ratio: 80.0%)
(3) Number of shares to be transferred	8,550,000 shares (number of voting rights: 8,550,000)
(4) Transfer price	Approx. 5.4 billion yen*
(5) Number of shares held after the transfer	0 share (number of voting rights: 0; voting rights holding ratio: 0%)

\* The transfer price above is the amount agreed as the equity value of shares held by the Company and to be transferred, thus the final transfer price will be determined after a price adjustment, etc. stipulated in the Share Transfer Agreement. By the date on which the Share Transfer is implemented, DFL Lease plans to declare a dividend of surplus and the amount of the dividend payable to the Company will be deducted in determining the final transfer price.

(1) Company Name	Shutoken Leasing Co., Ltd.
(2) Number of shares held before the transfer	6,586,500 shares (number of voting rights: 6,586,500; voting rights holding ratio: 70.7%)
(3) Number of shares to be transferred	6,586,500 shares (number of voting rights: 6,586,500)
(4) Transfer price	Approx. 5.7 billion yen*
(5) Number of shares held after the transfer	0 share (number of voting rights: 0; voting rights holding ratio: 0%)

\* The transfer price above is the amount agreed as the equity value of shares held by the Company and to be transferred, thus the final transfer price will be determined after a price adjustment, etc. stipulated in the Share Transfer Agreement. By the date on which the Share Transfer is implemented, Shutoken Leasing plans to declare a dividend of surplus and the amount of the dividend payable to the Company will be deducted in determining the final transfer price.

#### 5. Schedule

(1) Execution of the share transfer agreement	November 8, 2023
(2) Implementation of the share transfer	January 4, 2024 (to be determined)

#### 6. Future Outlook

The impact that the Share Transfer will have on the Company's consolidated operational results will be minor.

(Reference)

Consolidated Financial Forecast for This Fiscal Year (Published on August 10, 2023) and Consolidated Financial Results for the Previous Fiscal Year (unit: million yen)

	Net income attributable to owners of the parent
Consolidated financial forecast for this fiscal year (for the fiscal year ending March 2024)	120,000
Consolidated financial results for the previous fiscal year (for the fiscal year ended March 2023)	116,241

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