

March 19, 2021

To whom it may concern,

Company Name	Mitsubishi UFJ Lease & Finance Company Limited
Representative	Takahiro Yanai, President & CEO (Code: 8593, 1st Section of Tokyo Stock Exchange, and 1st Section of Nagoya Stock Exchange)
Company Name	Hitachi Capital Corporation
Representative	Seiji Kawabe, President & CEO (Code: 8586, 1st Section of Tokyo Stock Exchange)

Notice concerning Major Shareholders after the Business Integration

As announced in the “Signing of Share Transfer Agreement” announced by Mitsubishi UFJ Financial Group, Inc. (“Mitsubishi UFJ Financial Group”), a major shareholder of Mitsubishi UFJ Lease & Finance Company Limited (“Mitsubishi UFJ Lease”) and Hitachi Capital Corporation (“Hitachi Capital”) as of today, and “Signing of Agreement to Transfer Shares of MUL and HCC to MC” announced by Mitsubishi Corporation (“Mitsubishi Corporation”), a major shareholder of Mitsubishi UFJ Lease as of today, a portion of the shares of Mitsubishi UFJ Lease and Hitachi Capital held by Mitsubishi UFJ Financial Group and its consolidated subsidiary companies is expected to be transferred to Mitsubishi Corporation as of March 25, 2021 (the “Share Transfer”). Thus, it is hereby notified given the prospect of major shareholders after the Business Integration (to be defined below) in consideration of the Share Transfer.

1. Background

As announced in the press release titled “Notice concerning Conclusion of Agreement on Business Integration through Merger between Mitsubishi UFJ Lease and Hitachi Capital” dated September 24, 2020, Mitsubishi UFJ Lease and Hitachi Capital will conduct the business integration (the “Business Integration”) through the absorption-type merger (the “Merger”) with April 1, 2021, being the effective date and in which Mitsubishi UFJ Lease will be the surviving company, and Hitachi Capital will be the merged company.

Concerning the Merger, while each of the extraordinary meetings of shareholders of the two companies held on February 26, 2021 approved it, as mentioned above, it was announced today by Mitsubishi UFJ Financial Group and Mitsubishi Corporation to conduct the Share Transfer in advance of the Business Integration.

The trade name of the new company after the Business Integration is planned to be “Mitsubishi HC Capital Inc.” (“Mitsubishi HC Capital”).

2. Outline of the Share Transfer

(1) Transferor	Mitsubishi UFJ Financial Group, Inc. MUFG Bank, Ltd.
(2) Transferee	Mitsubishi Corporation
(3) Target shares	Shares of Mitsubishi UFJ Lease: 35,372,734 shares Shares of Hitachi Capital: 3,507,379 shares
(4) Scheduled transfer date	March 25, 2021

It is confirmed that the Share Transfer does not fall under a change in major shareholders for both Mitsubishi UFJ Lease and Hitachi Capital.

3. Holding Ratio After the Business Integration

It was communicated that Mitsubishi UFJ Financial Group (including those shares held by its consolidated subsidiary companies) is intended to have approximately 20%, and Mitsubishi Corporation will have approximately 18% of the holding ratio in Mitsubishi HC Capital after the Business Integration. Also, it was communicated by Mitsubishi UFJ Financial Group and Mitsubishi Corporation that even after the Business Integration, there is the prospect of both companies positioning Mitsubishi HC Capital as an affiliated company to which the Equity Method is applied.

Based on the current number of shares held, in addition to Mitsubishi UFJ Financial Group and Mitsubishi Corporation, Hitachi, Ltd. is expected to be a major shareholder with approximately 14% of the holding ratio of Mitsubishi HC Capital after the Business Integration.

(Note) The above holding ratio may change due to exercise of appraisal rights by dissenting shareholders concerning the Merger.

4. Future Outlook

The Share Transfer has no impact on the operating results of Mitsubishi UFJ Lease and Hitachi Capital. Regarding clearances concerning anti-trust laws, etc. that will be necessary in advance of the Merger, receipt of all such necessary clearances has been completed as of today. In addition to both companies having continued discussions on the synergies in terms of sales, final preparation toward the Business Integration is underway.

Also, forecasts of operating results of Mitsubishi HC Capital shall be disclosed promptly as they are determined. After the incorporation of Mitsubishi HC Capital, a medium-term management plan for the group after the Business Integration will be formulated and disclosed in consideration of the management environment surrounding and projected business strategies of the group after the Business Integration.

■ Contact information

Mitsubishi UFJ Lease & Finance Company Limited
Corporate Communications Department
5-1, Marunouchi 1-chome, Chiyoda-ku, Tokyo, 100-6525
TEL +81-3-6865-3002

Hitachi Capital Corporation
Corporate Strategy Division, Corporate Planning Department
3-1, Nishi Shimbashi 1-chome, Minato-ku, Tokyo, 105-0003
TEL +81-3-3503-2118

End