

Translation

The following is an English translation of the Articles of Incorporation of TAKEFUJI CORPORATION. TAKEFUJI CORPORATION provides this translation for your reference and convenience only and without any warranty as to its accuracy or otherwise.

**Articles of Incorporation**

Chapter I

General Provisions

Article 1

(Trade Name)

The company shall be called “Kabushiki Kaisha Takefuji” and in English, “TAKEFUJI CORPORATION.” (hereinafter referred to as the “Company”).

Article 2

(Purpose)

The purpose of the Company shall be to engage in the following businesses:

1. Consumer finance business;
2. Loan and loan mediation, guarantee and agency service for loans;
3. Investment in corporations and management consultant business;
4. Installment credit purchasing business;
5. Installment sales facilitation business;
6. General leasing business and general lease agent business;
7. Bill collection agent business;
8. Credit check business;
9. Calculating operation agent business;
10. Selling, purchasing, and leasing of lands and buildings, and their facilitation;
11. Property management and facilitation of property use;
12. Nonlife insurance agent and business related to life insurance offers;
13. Subcontracting and offering of advertisement and promotion;
14. Travel business and hotel business;
15. Ownership, leasing, and management of hotels, paid nursing homes and others;
16. Business related to elderly care service, such as bathing, assisted meals, and others;
17. Management and facilitation of the use of education and training facilities, sports facilities, and recreation facilities;
18. Trading and facilitation of trading of membership rights;
19. Management of restaurants, coffee shops, and parking facilities;
20. Cleaning of buildings; inspection, maintenance, and management of, and operator personnel dispatch to, various building facilities and equipment;

21. Subcontracting security operations and business related to safeguarding of security operations;
22. Acquisition and ownership of securities;
23. Corporate mergers, purchase, and facilitation of tie-ups in technology, sales, manufacturing, and other;
24. Investment in investment partnerships, and management and operation of investment partnership assets;
25. Contracting studies and research on finance, especially consumer finance;
26. Contracting studies and research on politics, economy, society, industry, environmental arrangement;
27. Contracting business related to holding international seminars and conferences;
28. Contract research and advisory business on the development of venture companies;
29. Contracting consultant business related to asset management;
30. Private job placement business;
31. Credit guarantee business;
32. Credit factoring business;
33. Issuance, sales, and agent business of prepaid vouchers (i.e., prepaid cards);
34. Development, sales, leasing and agent business of information service using communication equipment and communication system;
35. Acquisition and ownership of shares in credit management and collection companies, and management of said companies; and,
36. Any other business incidental to the foregoing.

### Article 3

(Location of Head Office)

The Company shall have its head office in Shinjuku-ku, Tokyo.

### Article 4

(Corporate Organizations)

The Company shall establish the following organizations, in addition to the general meeting of shareholders and Directors.

- (1) Board of Directors;
- (2) Corporate Auditors;
- (3) Board of Corporate Auditors; and
- (4) Accounting Auditors.

### Article 5

(Method of Public Notices)

Public notices by the Company shall be given by electronic public notices; provided, however,

that if electronic public notice is impracticable because of an accident or other contingency, the same public notice of the Company may be given in the *Nihon Keizai Shimbun*.

## Chapter II Shares

### Article 6

(Total Number of Authorized Shares)

The total number of shares which the Company is authorized to issue shall be 430,000,000 shares.

### Article 7

(Acquisition of Treasury Stock)

The Company may, by resolution of its Board of Directors, acquire its treasury stock pursuant to the provisions of Article 165, Paragraph 2 of the Companies Act of Japan.

### Article 8

(Number of Shares Constituting one (1) Unit of Shares)

The number of shares constituting one (1) unit of shares of the Company shall be ten (10) shares.

### Article 9

(Rights Pertaining to Shares Constituting Less Than One (1) Unit)

A shareholder of the Company may not exercise any rights, except for the rights set forth below, with respect to shares constituting less than one (1) unit held by such shareholder:

- (1) The rights provided for in each item of Article 189, Paragraph 2 of the Companies Act of Japan;
- (2) The right to make a request pursuant to Article 166, Paragraph 1 of the Companies Act of Japan; and,
- (3) The right to receive an allotment of offered shares and offered stock acquisition rights in proportion to the number of shares held by such shareholder.

### Article 10

(Shareholder Register Manager)

1. The Company shall appoint a shareholder register manager.
2. The shareholder register manager and its handling office shall be determined by resolution of the Board of Directors, and a public notice shall be given with respect thereto.
3. The preparation and keeping of the register of shareholders and the register of stock acquisition rights, and other administrative work relating to the register of shareholders and the register of stock acquisition rights shall be entrusted to the shareholder register manager and shall not be

handled by the Company.

#### Article 11

(Share Handling Regulations)

The handling of and fees for the shares of the Company, and other business pertaining to the shares of the Company shall be subject to laws and regulations, these Articles of Incorporation, and the Share Handling Regulations to be established by the Board of Directors.

### Chapter III

#### General Meetings of Shareholders

#### Article 12

(Convocation of General Meetings of Shareholders)

An ordinary general meeting of shareholders of the Company shall be convened in June of each year, and an extraordinary general meeting of shareholders shall be convened as necessary.

#### Article 13

(Record Date for General Meetings of Shareholders)

The record date for voting at an Ordinary General Meeting of Shareholders of the Company shall be March 31 every year.

#### Article 14

(Person Authorized to Convene General Meetings of Shareholders and the Chairperson of the Meeting)

1. A general meeting of shareholders shall be called by a Director previously appointed by the resolution of the Board of Directors, and the said Director shall become the Chairperson of the meeting.
2. If the Director is unable to so act, one of other Directors in the order previously determined by the Board of Directors shall take such person's place.

#### Article 15

(Disclosure of Reference Materials, etc. for General Meetings of Shareholders via Internet and Deemed Provision)

The Company may, at the time of convocation of a general meeting of shareholders, deem to have provided shareholders with information with respect to matters which shall be stated or indicated in the reference materials for a general meeting of shareholders, business reports, nonconsolidated financial documents and consolidated financial documents by disclosing those by way of using the Internet as provided for in the ordinances of the Ministry of Justice.

## Article 16

### (Method of Adopting Resolutions)

1. Unless otherwise provided for by laws or regulations or these Articles of Incorporation, resolutions of a general meeting of shareholders shall be adopted by an affirmative vote of a majority of the voting rights held by the shareholders present at the meeting who are entitled to exercise their voting rights.
2. Resolutions of a meeting of shareholders governed by Article 309, Paragraph 2 of the Companies Act of Japan shall be adopted by an affirmative vote of not less than two-thirds (2/3) of the voting rights held by the shareholders present at the relevant meeting who shall hold in aggregate not less than one-third (1/3) of the voting rights of the shareholders entitled to exercise their voting rights.

## Article 17

### (Proxy Voting)

1. Shareholders may exercise their voting rights at the relevant general meeting of shareholders by a proxy who shall also be a shareholder of the Company holding voting rights at such meeting.
2. The shareholder or his/her proxy shall submit to the Company a document evidencing the authority of such proxy to act as such at each general meeting of shareholders.

## Chapter IV

### Directors and Board of Directors

## Article 18

### (Number of Directors)

The Company shall have not more than thirteen (13) Directors.

## Article 19

### (Method of Appointment)

1. Directors shall be appointed at a general meeting of shareholders.
2. A resolution for the appointment of a Directors shall be adopted by an affirmative vote of a majority of the voting rights held by the shareholders present at the relevant meeting who shall hold in aggregate not less than one-third (1/3) of the voting rights of the shareholders entitled to exercise their voting rights.
3. Cumulative voting shall not be used for the appointment of Directors.

## Article 20

### (Term of Office)

The term of office of a Directors shall expire at the closing of the ordinary general meeting of

shareholders concerning the last business year ending within one (1) year after their appointment.

#### Article 21

(Representative Directors and Managing Directors)

1. The Board of Directors shall designate Representative Director(s) by its resolution.
2. The Board of Directors may appoint Managing Directors by its resolution.

#### Article 22

(Person Authorized to Convene Meetings of the Board of Directors and Chairperson of the Meeting)

1. Unless otherwise provided for by laws or regulations, a Director previously appointed by the resolution of the Board of Directors shall convene and preside over the meeting of the Board of Directors.
2. If the Director is unable to so act, one of other Directors in the order previously determined by the Board of Directors shall convene and preside over the meeting of the Board of Directors.

#### Article 23

(Notice to Convene Meetings of the Board of Directors)

1. Notice to convene a meeting of the Board of Directors shall be sent to each Director and Corporate Auditor not less than four (4) days prior to the date set for such meeting; provided, however, that this period may be shortened in an emergency.
2. A meeting of the Board of Directors may be held without following the procedures of convocation if the consent of all Directors and Corporate Auditors is obtained.

#### Article 24

(Deemed Resolution by Board of Directors)

The Company shall deem a resolution to have been adopted by the Board of Directors in the case the requirements of Article 370 of the Companies Act of Japan are fulfilled.

#### Article 25

(Regulations of the Board of Directors)

Matters concerning the Board of Directors shall be governed by the Regulations of the Board of Directors prescribed by the Board of Directors, in addition to laws and regulations and these Articles of Incorporation.

#### Article 26

(Remuneration)

Remuneration, bonus, and other proprietary benefits provided by the Company as compensation for the duties of Directors (hereinafter “remuneration, etc.”) shall be determined by resolution at a general meeting of shareholders.

## Article 27

### (Exemption of Directors' Liabilities)

1. Pursuant to the provisions of Article 426, Paragraph 1 of the Companies Act of Japan and to the extent permitted by laws and regulations, the Company may, by resolution of the Board of Directors, exempt liabilities of its directors as defined in Article 423, Paragraph 1 of the said law (including persons who have previously served as the Company's directors).
2. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act of Japan, the Company may enter into contracts as defined in Article 423, Paragraph 1 of the said law, with its outside directors to limit their liabilities, provided that the maximum amount of liabilities under such contracts shall be the total of the amounts provided in laws and regulations.

## Chapter V

### Corporate Auditors and Board of Corporate Auditors

## Article 28

### (Number of Auditors)

The Company shall have not more than five (5) Corporate Auditors.

## Article 29

### (Method of Appointment)

1. The Corporate Auditors shall be appointed at a general meeting of shareholders.
2. A resolution for the appointment of Corporate Auditors shall be adopted by an affirmative vote of a majority of the voting rights held by the shareholders present at the relevant meeting who shall hold in aggregate not less than one-third (1/3) of the voting rights of the shareholders entitled to exercise their voting rights.

## Article 30

### (Term of Office)

1. The term of office of Corporate Auditors shall expire at the closing of the ordinary general meeting of shareholders concerning the last business year ending within four (4) years after their appointments.
2. The term of office of a Corporate Auditor appointed to fill a vacancy shall be for the remaining balance of the term of office of the retired Corporate Auditor.

## Article 31

### (Full-Time Corporate Auditor(s))

The Board of Corporate Auditors shall, by its resolution, designate full-time Corporate Auditor(s).

#### Article 32

(Notice to Convene Meetings of the Board of Corporate Auditors)

1. Notice to convene a meeting of the Board of Corporate Auditors shall be sent to each Corporate Auditor not less than four (4) days prior to the date set for such meeting; provided, however, that this period may be shortened in an emergency.
2. A meeting of the Board of Corporate Auditors may be held without following the procedures of convocation if the consent of all Corporate Auditors is obtained.

#### Article 33

(Regulations of the Board of Corporate Auditors)

Matters concerning the Board of Corporate Auditors shall be governed by the Regulations of the Board of Corporate Auditors prescribed by the Board of Corporate Auditors, in addition to laws and regulations and these Articles of Incorporation.

#### Article 34

(Remuneration, etc.)

Remuneration, etc. of Corporate Auditors shall be determined by resolution at a general meeting of shareholders.

#### Article 35

(Exemption of Corporate Auditors' Liabilities)

1. Pursuant to the provisions of Article 426, Paragraph 1 of the Companies Act of Japan and to the extent permitted by laws and regulations, the Company may, by resolution of the Board of Directors, exempt liabilities of its auditors as defined in Article 423, Paragraph 1 of the said law (including persons who have previously served as the Company's corporate auditors).
2. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act of Japan, the Company may enter into contracts as defined in Article 423, Paragraph 1 of the said law, with its outside corporate auditors to limit their liabilities, provided that the maximum amount of liabilities under such contracts shall be the total of the amounts provided in laws and regulations.

### Chapter VI

#### Accounting

#### Article 36

(Fiscal Year)

The fiscal year of the Company shall be the one-year period from April 1 of each year through March 31 of the following year.

Article 37

(Record Date for Dividends from Surplus)

The Company's record date for year-end dividends from the surplus shall be March 31 of each year.

Article 38

(Interim Dividends)

The Company may, by resolution of its Board of Directors, distribute interim dividends as of the record date of September 30 of each year.

Article 39

(Prescription for Payment of Dividends)

If the dividends from its surplus are distributed by cash, the Company shall be released from the obligation to pay such dividends from the surplus if they have not been claimed within three (3) years of the date of commencement of payment thereof.

Revisions

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