

(TRANSLATION)

ARTICLES OF INCORPORATION

ACOM CO., LTD.

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CHAPTER I

GENERAL PROVISIONS

Article 1 (Trade name)

The name of the Company shall be ACOM Kabushiki-Kaisha, and in English, ACOM CO., LTD.

Article 2 (Purpose)

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

1. Loan business;
2. Intermediation of credit purchase;
3. Purchase of installment receivables;
4. Collecting agency;
5. Guarantee business;
6. Investigation of creditworthiness;
7. Sale and purchase, intermediary and management of mortgage certificates;
8. Sale and purchase of second hand goods under the Law of Business Operation of Second Hand Goods;
9. Business relating to data-processing, using computers and communication lines;
10. Provision of office functions and information processing on a contract basis;
11. Consulting service concerning corporate management;
12. Venture capital business;
13. Acquisition and possession of shares of companies engaged in the following businesses, with the aim of controlling and managing their businesses:
 - (1) Servicing business;
 - (2) Banking business of overseas incorporation; and
14. Any and all business incidental to or related to each of the preceding items.

Article 3 (Location)

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

Article 4 (Organizations)

The Company shall have Shareholders Meetings and Directors, as well as the following organizations:

- (1) Board of Directors
- (2) Audit and Supervisory Committee
- (3) Accounting Auditors

Article 5 (Method of Giving Public Notice)

Public notice of the Company shall be given by electronic means; provided, however, that such notice shall be published in the Nihon Keizai Shinbun if the means of electronic public notice are not available due to an accident or any unavoidable circumstances.

CHAPTER II

SHARES

Article 6 (Total Number of Shares Authorized to be Issued by the Company)

The total number of shares authorized to be issued by the Company shall be 5,321,974,000 shares.

Article 7 (Treasury Stock Acquisition)

The Company may, by a resolution of the Board of Directors, acquire its outstanding own stocks through market transactions or other methods under the provisions of Article 165, Paragraph 2 of the Companies Act.

Article 8 (Number of Shares Constituting One Unit)

Number of shares constituting one unit of shares of the Company shall be 100 shares.

Article 9 (Rights of Fractional Unit Shares)

Shareholders holding fractional unit shares may not exercise their rights except the followings:

- (1) Right provided in Article 189, Paragraph 2 of the Companies Act;
- (2) Right to demand pursuant to Article 166, Paragraph 1 of the Companies Act; and
- (3) Right to receive the allotment of offered shares or offered stock acquisition rights based on number of shares held

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 designated by a resolution of the Board of Directors and a public notice thereof shall be given with respect thereto.
3. The preparation and keeping of, and other operations relating to the register of shareholders and the register of stock acquisition rights of the Company shall be entrusted to the shareholder register manager and shall not be handled by the Company.

Article 11 (Share Handling Regulations)

The handling of shares of the Company, procedures taken at the exercise of shareholders' rights and fees thereof shall be governed by the Share Handling Regulations established by the Board of Directors, in addition to laws and regulations and these Articles of Incorporation.

CHAPTER III

GENERAL MEETINGS OF SHAREHOLDERS

Article 12 (Time of Convocation)

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

Article 13 (Record Date of Ordinary General Meeting of Shareholders)

The Company's Record Date to determine voting rights at Ordinary General Meetings of Shareholders shall be March 31 of each year.

Article 14 (Person Authorized to Convene Meetings and Chairman Thereof)

1. Unless otherwise provided for by laws or ordinances, the President and Director shall convene a general meeting of shareholders and act as chairman thereof.
2. In case the President and Director is unable to act as such, one of the other Directors shall take his place in accordance with the order previously determined by the Board of Directors.

Article 15 (Disclosure of Reference Materials, etc. for General Meetings of Shareholders via Internet)

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, financial statements and consolidated financial statements by disclosing those by way of 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 ordinances or these Articles of Incorporation, a resolution of a general meeting of shareholders shall be adopted by a majority of the votes of the shareholders with exercisable voting rights present thereat.
2. Resolutions of a general meeting of shareholders set forth in Article 309, Paragraph 2 of the Companies Act shall be adopted by an affirmative vote of not less than two-thirds (2/3) of the voting rights held by the shareholders present thereat 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 (Exercise of Voting Rights through Proxy)

1. A shareholder may exercise his voting rights through a proxy who shall also be a shareholder of the Company having voting rights.
2. In this case, the shareholder or the proxy shall, at each general meeting of shareholders, submit to the Company a document evidencing the authority of such proxy.

CHAPTER IV

DIRECTORS AND BOARD OF DIRECTORS

Article 18 (Number)

1. The Company shall have not more than ten (10) Directors (excluding those serving as Audit and Supervisory Committee Members).
2. The Company shall have not more than five (5) Directors serving as Audit and Supervisory Committee Members.

Article 19 (Method of Election)

1. Directors serving as Audit and Supervisory Committee Members and other Directors shall be elected separately at a general meeting of shareholders.
2. The resolution for election of Directors shall be adopted by a majority of the votes of the shareholders present thereat having not less than one-third (1/3) of the voting rights of the shareholders entitled to exercise their voting rights.
3. No cumulative voting shall be used for the election of Directors.

Article 20 (Term of Office)

1. The term of office of Directors (excluding those serving as Audit and Supervisory Committee Members) shall expire at the conclusion of the ordinary general meeting of shareholders held with respect to the last business year ended within one (1) year after their appointments.
2. The term of office of Directors serving as Audit and Supervisory Committee Members shall expire at the conclusion of the ordinary general meeting of shareholders held with respect to the last business year ended within two (2) years after their appointments.
3. The term of office of any Director serving as an Audit and Supervisory Committee Member elected to fill any vacancy of any former Director serving as an Audit and Supervisory Committee Member who resigned before the expiration of the term of office shall expire when the term of office of his or her predecessor Director serving as an Audit and Supervisory Committee Member would expire.
4. The effective term of pre-election of Directors serving as Audit and Supervisory Committee Members elected to fill a vacancy shall expire at the commencement of the ordinary general meeting of shareholders held with respect to the last business year ended within two (2) years after their appointments.

Article 21 (Representative Directors and Directors with Special Titles)

1. Representative Directors of the Company shall be elected from Directors (excluding those serving as Audit and Supervisory Committee Members) by a resolution of the Board of Directors.
2. The Board of Directors may, by its resolution, appoint from one Chairman, one Deputy Chairman and one President and one or more Deputy Presidents, Senior Managing Directors, Managing Directors and Executive Counselors, from Directors (excluding those serving as Audit and Supervisory Committee Members).

Article 22 (Person Authorized to Convene Meetings and Chairman Thereof)

1. Unless otherwise provided for by laws or ordinances, the President and Director shall convene a meeting of the Board of Directors and act as chairman thereof.
2. In case the President and Director is unable to act as such, one of the other Directors shall convene a meeting of the Board of Directors and act as chairman thereof in accordance with the order previously determined by the Board of Directors.

Article 23 (Notice of Convocation)

1. Notice of convocation of a meeting of the Board of Directors shall be dispatched to each Director not later than three (3) days prior to the date set for such meeting: provided, however, in the case of urgency, this period may be shortened.
2. Upon the consent of all of the Directors, a meeting of the Board of Directors may be held without taking the procedures for convocation.

Article 24 (Method of Adopting Resolutions)

A resolution of the meeting of the Board of Directors shall be adopted by a majority of the votes of the Directors present thereat who shall constitute a majority in number of all the Directors entitled to vote.

Article 25 (Omission of a resolution by the Board of Directors)

The Company shall be deemed to have made a resolution of the Board of Directors when the requirements under Article 370 of the Companies Act have been satisfied by the Company.

Article 26 (Delegation of Decision on the Execution of Significant Business Operations)

In accordance with the provisions of Article 399-13, Paragraph 6 of the Companies Act, the Company may, by a resolution of the Board of Directors, delegate the decision on the execution of significant business operations (excluding matters listed in each item of Paragraph 5 of the Article) to Directors in whole or part.

Article 27 (Regulations of the Board of Directors)

Matters concerning the Board of Directors shall be governed by the Regulations of the Board of Directors established by the Board of Directors in addition to laws or ordinances or these Articles of Incorporation.

Article 28 (Remuneration)

Remuneration, bonuses and other compensation which shall be paid to Directors serving Audit and Supervisory Committee Members and other Directors as consideration for the performance of duties shall be determined separately by a resolution of a general meeting of shareholders.

Article 29 (Limitation of Liabilities of Directors)

1. The Company may, by a resolution of the Board of Directors, exempt Directors (including ex-Directors) failing to perform their duties from their liabilities for damage pursuant to Article 426, Paragraph 1 of the Companies Act to the extent permitted by laws and regulations.
2. The Company may enter into an agreement with Directors (excluding those with authority on business execution, etc.), pursuant to Article 427, Paragraph 1 of the Companies Act, which limits the maximum amount of their liabilities for damage regarding failure to perform their duties; provided, however, that such limitation of liability under the relevant agreement shall be limited to the extent permitted by laws and regulations.

CHAPTER V
Audit and Supervisory Committee

Article 30 (Notice of Convocation)

1. Notice of convocation of a meeting of the Audit and Supervisory Committee shall be dispatched to each Audit and Supervisory Committee Member not later than three (3) days prior to the date set for such meeting; provided, however, in the case of urgency, this period may be shortened.
2. Upon the consent of all of the Audit and Supervisory Committee Members, a meeting of the Audit and Supervisory Committee may be held without taking the procedures for convocation.

Article 31 (Method of Adopting Resolutions)

A resolution of the meeting of the Audit and Supervisory Committee shall be adopted by a majority of votes by Audit and Supervisory Committee Members provided a majority of the Audit and Supervisory Committee Members are in attendance.

Article 32 (Regulations of the Audit and Supervisory Committee)

Matters concerning the Audit and Supervisory Committee shall be governed by the Regulations of the Audit and Supervisory Committee established by the Audit and Supervisory Committee in addition to laws or ordinances or these Articles of Incorporation.

CHAPTER VI
ACCOUNTS

Article 33 (Business Year)

The business year of the Company shall be one (1) year, commencing on April 1 of each year and ending on March 31 of the following year.

Article 34 (Record Date of Dividends)

1. The Company’s Record Date of payment of year-end dividends shall be March 31 of each year.
2. In addition to the previous paragraph, the Company may set the Record Date and pay dividends

to shareholders.

Article 35 (Interim Dividends)

The Company may, by a resolution of the Board of Directors, pay interim dividends on September 30 of each year as Record Date.

Article 36 (Expiration Period for Dividends)

In case where dividends from its surplus are distributed by cash, which are not received within three (3) years after the beginning of the payment date thereof, the Company shall be discharged from its payment obligation thereof.

Supplementary Provisions

(Transitional Measure Regarding Limitation of Liabilities of Company Auditors)

The Company may, by a resolution of the Board of Directors, exempt Company Auditors (including ex-Company Auditors) failing to perform their duties assigned prior to partial amendment to the Articles of Incorporation which was resolved at the 40th Ordinary General Meeting of Shareholders taking effect, from their liabilities for damage pursuant to Article 426, Paragraph 1 of the Companies Act to the extent permitted by laws and regulations.

Established on:	October 12, 1978
Amended on:	May 21, 1979
Amended on:	February 20, 1980
Amended on:	February 25, 1983
Amended on:	February 27, 1984
Amended on:	August 25, 1984
Amended on:	February 27, 1985
Amended on:	February 27, 1986
Amended on:	June 27, 1986
Amended on:	June 26, 1987
Amended on:	June 29, 1988
Amended on:	June 29, 1989
Amended on:	June 27, 1991
Amended on:	June 26, 1992
Amended on:	June 25, 1993
Amended on:	June 29, 1994
Amended on:	June 29, 1995
Amended on:	June 27, 1997
Amended on:	June 29, 1999
Amended on:	June 27, 2002
Amended on:	June 27, 2003
Amended on:	June 24, 2004
Amended on:	June 23, 2005
Amended on:	June 22, 2006
Amended on:	June 20, 2008
Amended on:	June 25, 2009
Amended on:	June 21, 2013
Amended on:	June 24, 2015
Amended on:	June 22, 2017