

(Translation for reference purposes only)

Stock code: 8570

January 10, 2023

**AEON Financial Service Co., Ltd.**

Head Office:

Kanda Nishiki-cho 1-1, Chiyoda-ku, Tokyo

Headquarters:

Kanda Nishiki-cho 3-22, Chiyoda-ku, Tokyo

President and CEO: Kenji Fujita

To the Shareholders of AEON Financial Service Co., Ltd.:

**Notice of the Extraordinary General Meeting of Shareholders**

We are pleased to announce the Extraordinary General Meeting of Shareholders of AEON Financial Service Co., Ltd., to be held as described below:

For those who will be attending the meeting in person, we request that you submit the enclosed Form for Exercising Voting Rights to a receptionist at the meeting venue. Those who are unable to attend may vote in writing or on the Internet. Please cast your vote by 6:00 p.m. on Tuesday, January 24, 2023 after reviewing the enclosed Reference Documents for the General Meeting of Shareholders.

**1. Date and Time:** Wednesday, January 25, 2023; 10:00 a.m. (Reception will open at 9 a.m.)

**2. Place:** 3F Hall, TKP GARDEN CITY PREMIUM Jimbocho  
TERRACE SQUARE, Kanda Nishiki-cho 3-22, Chiyoda-ku, Tokyo

**3. Objectives of Meeting**

**Matters to be resolved:**

Agenda Item: Partial amendments to the Articles of Incorporation

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- Any subsequent revisions to the Reference Documents for the General Meeting of Shareholders will be posted on the Company's website.
- To ensure that information is furnished in a timely manner, the content of this notice was disclosed on the Company's website before it was sent out.

The Company's website      (<https://www.aeonfinancial.co.jp/en/>)

*Notes:*

1. *This English version is a translation of points summarized from an original notice written in Japanese. When discrepancies in interpretation arise, the content of the Japanese notice shall take precedence.*
2. *Please note that Internet voting is not available to such persons as those who are not residents of Japan and who have appointed a custodian in Japan for handling of their shares according to the Rules for the Handling of Shares of the Company.*
3. *AEON Financial Service Co., Ltd.'s ordinary share issue*      *Local code: 8570*  
*SEDOL# 6037734 JP*  
*ISIN# JP 3131400008*

### **[Electronic Voting Platform for Institutional Investors]**

Institutional shareholders, including standing proxies such as master trust banks, who have applied in advance to the ICJ Proxy e-Voting Platform Service (the Platform Service) offered by ICJ Inc., a joint venture established by Tokyo Stock Exchange, Inc., Japan Securities Dealers Association and Broadridge Financial Solutions, Inc., are entitled to use the Platform Service to exercise their votes.

## Reference Documents for the General Meeting of Shareholders

### Agenda Item and Reference Information

#### Agenda Item: Partial amendments to the Articles of Incorporation

##### 1. Reasons for the proposal

The Company aims to create a new platform that goes past the boundaries of the Group's financial commodities, services, and customer base, and in order to strategically utilize management resources across the Group, the Company plans to carry out an absorption-type merger with AEON CREDIT SERVICE CO., LTD. (hereafter "ACS"), a wholly owned subsidiary of the Company, and to further expand its payment network.

As a result, the Company resolved at its Board of Directors meeting held on November 24, 2022 to enter into a merger agreement (hereafter the "Merger Agreement") with the effective date of March 1, 2023 (provided, however, that if there is a recognizable reason to change that date to facilitate smooth progress of the merger proceedings, or other such reason, the effective date may be changed if there is joint agreement to do so from both the Company and ACS) under which the Company would carry out the absorption-type merger with the Company as the surviving company and ACS as the company that dissolves. The Company has entered into the Merger Agreement on December 1, 2022.

Accordingly, in order for the Company to acquire a new license for ACS so that it can continue running its licensed business, as well as start new businesses in the future, the Company proposes to add the business purposes and new business purposes for ACS to the business purposes stipulated in the Company's Articles of Incorporation.

##### 2. Details of the amendments

Details of the amendments are as follows.

(Amendments are underlined.)

Pre-amended Articles of Incorporation	Proposed Amendments
Article 1 (Omitted)	Article 1 (Unchanged)
(Purpose)	(Purpose)
Article 2 The purpose of the Company shall be to engage in the following business activities:	Article 2 The purpose of the Company shall be to engage in the following business activities:
1. Business activities pertaining to the management of the business activities of the relevant company through ownership of shares;	1. Business activities pertaining to the management of the business activities of the relevant company through ownership of shares;
2. Investment business;	2. Investment business;
3. Credit card business and business activities related thereto;	3. Credit card business and business activities related thereto;

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Pre-amended Articles of Incorporation	Proposed Amendments
(New)	<u>4. Contract conclusion business for handling credit card numbers, etc.;</u>
(New)	<u>5. Financial commodity brokerage, and financial service brokerage businesses;</u>
(New)	<u>6. Credit purchase intermediary business;</u>
4. Loan of funds and possession, operation, management, purchase, and sale of securities and other financial commodities and financial derivative products;	7. Loan of funds and possession, operation, management, purchase, and sale of securities and other financial commodities and financial derivative products;
(New)	<u>8. Money collection agency, and accounting work agency businesses;</u>
(New)	<u>9. Bank agency business;</u>
(New)	<u>10. Maintenance and management business for ATMs and cash dispensers;</u>
(New)	<u>11. Advanced payment certificate issuance business, funds transfer business;</u>
(New)	<u>12. Issuance, sale and management business for digital cash and electronic value information thereof (business enabling purchase, use or exchange of articles, information or services);</u>
(New)	<u>13. Electronic payment agency business;</u>
5. Operation of point, virtual currency, and other services;	14. Operation of point, virtual currency, and other services;
6. Credit guarantee, money collection agency, and accounting work agency businesses;	15. Credit guarantee, money collection agency, and accounting work agency businesses;
7. Development, manufacturing, sale, lease, repair, and maintenance of electronic devices and system software;	16. Development, manufacturing, sale, lease, repair, and maintenance of electronic devices and system software;
(New)	<u>17. Operation and agency business for internet payment settling systems;</u>
(New)	<u>18. Information processing services, information providing services, internet provider, and outsourcing call center business;</u>
(New)	<u>19. Letter and magnetic tape processing business for credit cards and other types of cards, etc.;</u>
(New)	<u>20. Non-life insurance agency, life insurance solicitation businesses, and insurance agency business based on the Automobile Liability Security Act;</u>
(New)	<u>21. Small amount and short term insurance agency business;</u>

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Pre-amended Articles of Incorporation	Proposed Amendments
(New)	<u>22. General lease, commission and work agency business thereof;</u>
(New)	<u>23. General rental business;</u>
(New)	<u>24. Advertising and advertising agency business;</u>
(New)	<u>25. Restaurant business;</u>
(New)	<u>26. Travel and travel agency businesses;</u>
8. Lease of assets of real estate, etc.;	<u>27. Lease and management businesses</u> of assets of real estate, etc.;
<u>9. Production, manufacturing, and sale of products for individuals;</u>	(Deleted)
<u>10. Development and sale and brokerage of services for individuals;</u>	(Deleted)
<u>11. Production, manufacturing, and sale of products for corporations;</u>	(Deleted)
<u>12. Development and sale and brokerage of services for corporations; and</u>	(Deleted)
(New)	<u>28. Warehouse business;</u>
(New)	<u>29. Production, manufacturing, sale, wholesale and retail businesses for various products;</u>
(New)	<u>30. Trade and consignment sales of used products;</u>
(New)	<u>31. Various services businesses, and brokerage and commission businesses; and</u>
13. Any and all business activities incidental or related to any of the preceding items.	<u>32. Any and all business activities incidental or related to any of the preceding items.</u>
Articles 3 to 39 (Omitted)	Articles 3 to 39 (Unchanged)
(Supplementary Provisions) (Omitted)	(Supplementary Provisions) (Unchanged)