

The following is an English translation of the Notice of the 38th Ordinary General Meeting of Shareholders of J TRUST Co., Ltd.

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Securities Code: 8508

June 11, 2014

To Our Shareholders

Nobuyoshi Fujisawa
President and CEO
J Trust Co., Ltd.

1-7-12 Toranomom, Minato-ku,
Tokyo, Japan

NOTICE OF THE 38TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

We express our deep appreciation to each of you for your continuous support to us.

Please be advised that you are cordially invited to attend the 38th Ordinary General Meeting of Shareholders of J Trust Co., Ltd (“the Company”). The meeting will be held as described below.

If you are unable to attend the meeting in person on the day of the meeting, you are entitled to vote by mail. In this case, we cordially request you to kindly review the attached Reference Document for the Ordinary General Meeting of Shareholders, indicate “for” or “against” for each of the proposals in the enclosed Voting Right Exercise Form, and return the form to us no later than 6:00 p.m., Wednesday, June 25, 2014 (Japan Standard Time).

- 1. Date and Time** June 26, 2014 (Thursday) at 10:00 a.m.
- 2. Venue** “Nadao Hall,” Shin-Kasumigaseki Bldg. LB Floor,
3-3-2 Kasumigaseki, Chiyoda-ku, Tokyo
- 3. Agenda:**
- Matters for Reporting:**
1. The 38th Business Year (from April 1, 2013 to March 31, 2014)
Business Report, Consolidated Financial Statements, and Results on the Audits of Consolidated Financial Statements by the Accounting Auditor and the Board of Corporate Auditors
 2. The 38th Business Year (from April 1, 2013 to March 31, 2014)
Report on Non-Consolidated Financial Statements
- Matters for Resolution:**
- Proposal 1** Partial Amendment to the Articles of Incorporation
- Proposal 2** Election of Eight (8) Directors

4. Decisions Regarding the Convocation of the Ordinary General Meeting of Shareholders

Out of the documents which should be provided for this Notice of the Convocation, the documents listed below are not stated in the attached documents to this Notice of the Ordinary General Meeting of Shareholders because they are made available at the Company's website (<http://www.jt-corp.co.jp/en>) pursuant to the applicable laws and regulations and Article 15 of the Article of Incorporation of the Company.

(i) Notes to Consolidated Financial Statements of the Company

(ii) Notes to Non-Consolidated Financial Statements of the Company

Accordingly, in addition to the attached documents to this Notice of the Ordinary General Meeting of Shareholders, these documents above are also included as matters in the consolidated financial statements and non-consolidated financial statements audited by the Corporate Auditors in preparing the board of corporate auditors' report and also by the Accounting Auditor in preparing the accounting auditor's report.

* When you attend the meeting in person, please submit the enclosed Voting Right Exercise Form at the reception counter. In addition, you are also kindly requested to bring this Notice as meeting materials when you attend.

* If exercising your voting rights by proxy, you can appoint any one of other shareholders with voting rights of the Company. Please note that such shareholder or your proxy is required to present a document evidencing his/her appointment as proxy at the reception counter.

* Any revisions in Business Report, Consolidated Financial Statements, Non-Consolidated Financial Statements and Reference Document for the Ordinary General Meeting of Shareholders will be disclosed on the website of the Company. (<http://www.jt-corp.co.jp/en>)

Attached document

BUSINESS REPORT

(For the Period from April 1, 2013 to March 31, 2014)

1. Condition of the Corporate Group

(1) Business Developments and Results

Looking back on fiscal year ended March 31, 2014, while the debt crisis in Europe and the slowdown in the growth in emerging economy give cause for concern, the Japan's economy saw the positive sign in the business confidence and the recovery in the consumer sentiment due to the progress of depreciation of yen and increase of stock price on the back of government's financial and economic measures. Nevertheless the rise in prices of commercial products along with the depreciation of yen and the hike in the consumption tax did not allow the economy to lead to the full-fledged recovery and the future outlook remains unclear. The J Trust Group (hereinafter, "the Group") revolves around comprehensive financial business. In Japan's consumer & business finance industry, the ratio of decrease in the volume of refund claims & cash-out has been less noticeable. Nevertheless, there was an increase in the volume of non-collateral loan contracts in consumer finance compared to the previous year. This signals a halt to the decline in the market which had suddenly scaled down in the past. In the credit card industry, although the balance of cash advances has decreased due to the impact of total volume control and etc., there has been an expanding trend in purchase volume due to diversification of service contents; expansion of service areas for making credit card payment; and enhanced convenience. In the real estate industry, by preferential measures for housing acquisition implemented by the government and low interest rates, the number of new residential constructions has gradually started to increase while still remaining at low levels due to a concern that the consumption after the hike in the consumption tax might generate a push-back. Although a sign of gradual recovery of the real estate market has been seen, a full-fledged recovery is still a long way off. Similarly in the amusement industry, weak trends have prevailed due to budget minded consumer spending on entertainment.

Given this economic environment, the Group has continued, since the previous year, to pro-actively conduct purchase of receivables and organizational restructuring, effectively utilizing the management resources of the Group and streamlining its management in order to work toward strengthening the management base across the entire Group. Domestically, in June 2013, Adores, Inc. (hereinafter, "Adores") abolished its construction and design business (mainly involving planning/construction/design of pachinko parlors and other various commercial facilities) and transferred the business to Keynote Co., Ltd. (hereinafter, "Keynote"), its subsidiary, in a business reorganization. Subsequently in March 2014, the Company acquired the whole shares of NUCS Co., Ltd (hereinafter, "NUCS") to make it a consolidated subsidiary for the purpose of enhancement of the credit card business and installment services. Internationally, in June 2013, Chinae Savings Bank Co., Ltd. (hereinafter, "Chinae Savings Bank") in South Korea took over the consumer loan receivables from HK Savings Bank Co., Ltd. (main office location: Seoul Special City, South Korea). Moreover, in March 2014, the Company acquired the whole shares of KJI Consumer Finance LLC (hereinafter, "KJI Consumer Finance") that develops consumer finance services in South Korea as well as the whole shares of Hicapital Co., Ltd (hereinafter, "Hicapital") to make them a subsidiary. In addition, in October 2013, the Company established J Trust Asia Pte. Ltd. (hereinafter, "J Trust Asia") in Singapore, as the Group's business hub of financial business, amusement business, and other business opportunities with high growth potentials within the growing South East Asian region. In December 2013, J Trust Asia acquired partial shares of, and concluded business tie-up with Bank Mayapada International Tbk PT, a major commercial bank of Indonesia. The Group has been conducting Rights Offering (Non-Commitment/Gratis Allotment of Listed Subscription Rights) as a fundraising method for the funds which are required to flexibly secure the cash reserves and to improve the equity capital to further promote the purchase of loan receivables, M&A and etc.

With regard to credit guarantee business which is one target of the Company's medium- to long- term management strategy, KC Card Co., Ltd. (hereinafter, "KC Card") concluded guarantee tie-up agreement with Tomato Bank, Ltd in August 2013, and Nihon Hoshou Co., Ltd (hereinafter, "Nihon Hoshou") concluded guarantee tie-up with Seikyo Credit Union in March 2014. The Group is currently tied up with eight regional banks including Tomato Bank and Seikyo Credit Union for credit guarantee operations.

Furthermore, in the same month, Nihon Hoshou concluded another guarantee tie-up for credit guarantee operations pertaining to the rental housing loans with Saikyo Bank. As to measures for strengthening financial platform of the Group, the Company made full-repayment of borrowings and etc. to Resolution and Collection Corporation (hereinafter, "RCC") in December 2013 by using partial funds obtained by the Rights Offering, in an effort to improve the Company's equity capital.

Thus far, in preparation of the consolidated financial statements, consolidated subsidiaries such as Nihon Hoshou and Chinae Savings Bank whose fiscal year end differs from that of the parent company (the Company) have covered an individually different financial period by, for example, adopting each fiscal year end of those subsidiaries as the basis for financial statements. Recently, in terms of providing timely disclosure by using the accounting standard which is unified across the Group, the Company has decided to change to prepare the financial statements for such consolidated subsidiaries based on tentative settlement of accounts closed as of the consolidated fiscal year end, whereby the period subject to the consolidated financial statements is unified with that of the parent company. As a result, the accounting period for the fiscal year under review covers 13 months for Nihon Hoshou and 15 months for Chinae Savings Bank. Also, Chinae Savings Bank has posted allowance for doubtful accounts based on the accounting standard stipulated in the Mutual Savings Bank Law due to insufficiency of the data to calculate the loan loss ratio. However, there are some bad debts available of which historical data can be calculated with one year passed since the acquisition of original monetary claims, Chinae Savings Bank accordingly started to record allowance for doubtful accounts based on the loan loss ratio. This has triggered the increase of operating profit by 6,904 million yen during the fiscal year under review.

Operating revenue in the fiscal year under review was 61,926 million yen (an increase of 11.2% year-on-year). In addition to the impact of changes in preparation method of consolidated financial statements mentioned above, the revenue in the amusement business from Adores, which became a consolidated subsidiary in the previous fiscal year, contributed during the fiscal year under review and there was an increase in the guarantee commission received, which also contributed to the increase in operating revenue. Operating income was 13,745 million yen (an increase of 14.5% year-on-year).

Although personnel and other expenses increased along with the expansion of the Group's business scale in addition to the profit-declining factor that the Chinae Savings Bank of which the profit generating system is not completed has been in the scope of consolidated settlement of accounts for past 15 months, there was the reversal of provision for loss on guarantees, which was provided for contingent liabilities held by Credia Co., Ltd. (hereinafter, "Credia") when the Company paid off the borrowings and etc. to RCC.

Ordinary income was 13,351 million yen (a decrease of 2.6% year-on-year) as expenses for fundraising through Rights Offering have been posted as non-operating expenses. Net income was 11,145 million yen (a decrease of 16.3% year-on-year) as extraordinary loss amounting to 2,951 million yen has been posted which is provided as provision for loss on litigation in line with the verdict of the first hearing from Tokyo District Court against Credia on December 16, 2013 despite the amount of 1,060 million yen arising from negative goodwill associated with multiple M&A activities, etc. posted as the extraordinary income.

Segment results are as follows.

(i) Financial business

(Business loan services)

Business loan services are provided mainly by Nihon Hoshou. The volume of commercial notes, which was once in decreasing trend, increased year-on-year as a result of strong efforts on the back of the increases in the volume of commercial notes handled by the partnered financial institutions. Accounts receivable-operating loans slightly decreased year-on-year as a result of smooth collection on loans, despite the Group's endeavor to increase the balance of mortgage loans and securities-based loans.

The overall loan balance is listed as follows; commercial notes: 2,369 million yen (up 43.0% year-on-year), accounts receivable-operating loans: 2,201 million yen (down 1.5% year-on-year), long-term operating loans receivable: 54 million yen (down 27.7% year-on-year), the total balance of business loan including long-term operating loans receivable: 4,624 million yen (up 16.6 % year-on-year).

(Consumer loan services)

Consumer loan services are provided mainly by Nihon Hoshou, Credia, and Saikyo Card Co., Ltd.

(assumed by Saikyo Bank, Ltd. in January 2014, hereinafter, “Saikyo Card”).

The balance of consumer loans for fiscal year under review decreased as collection on loans from Takefuji’s consumer finance business (current TFK Corporation; acquired by Nihon Hoshou) proceeded well and the Saikyo Card was sold off.

The overall loan balance is listed as follows; accounts receivable-operating loans: 6,733 million yen (down 44.0% year-on-year), long-term operating loans receivable: 1,242 million yen (down 11.6% year-on-year), the total balance of loans receivable including long-term operating loans receivable was 7,976 million yen (down 40.6% year-on-year).

(Credit and consumer credit services)

Credit card services are provided by KC Card and NUCS, and its expansion has been one target of the Group’s medium- to-long- term business plan. Efforts have been made toward retaining credit card revenue by increasing credit card holders as well as billing per customer, through provision of various services to optimize credit card’s payment system such as B to C business. Nevertheless, the volume of loan balance decreased mainly because collection on cash advances proceeded well. Consumer credit services involving installment sales method are provided by Nihon Hoshou, NUCS and Saikyo Card. However, the Group saw the decrease in the services as Saikyo Card was sold off. For NUCS, balance sheet is only consolidated during the fiscal year under review.

The overall loan balance is listed as follows; advances paid-installment: 39,776 million yen (down 17.4% year-on-year), long-term operating loans receivable: 1,037 million yen (down 67.6% year-on-year), the total balance of advances paid-installment including long-term operating loans receivable was 40,814 million yen (down 20.5% year-on-year).

(Credit guarantee services)

Credit guarantee are provided mainly by Nihon Hoshou and KC Card. Having declared the expansion of credit guarantee business as one focus of its medium-to long-term strategies, the Group has tied up with 8 regional banks. Going forward, the Group intends to increase the number of tie-up financial institutions as well as to expand credit guarantee balance. Also, by benefiting from the credit know-how in the Group’s financial business which synergizes with the brand power of partnered financial institutions, the Group will endeavor to expand the credit guarantee business and to retain the stable revenue through increase of the number of tie-up financial institutions for credit guarantee business while meeting the wide range of customers’ financial requirements.

The overall credit guarantee balance is listed as follows; debt guarantee on collateral loans: 19,832 million yen (up 18.5% year-on-year), debt-guarantee on non-collateral loans: 21,007 million yen (up 27.6% year-on-year), the total balance of credit guarantee: 40,839 million yen (up 23.0% year-on-year).

(Purchase of accounts receivable)

Purchase of accounts receivable is carried out by the Company, Nihon Hoshou, Partir Servicer, United Partir, United Partir One and United Partir KC. They have proactively been purchasing new receivables. However, the balance of purchased receivables for the fiscal year under review was 2,527 million yen (down 0.1% year-on-year) because the amount of collection on loans exceeded purchase volume.

As a result of all the above, operating revenue in financial business was 25,300 million yen (down 24.2% year-on-year), and segment income was 11,435 million yen (down 7.0% year-on-year).

Saikyo Card, an operator of consumer credit and consumer finance, became excluded from the scope of consolidation as the Company sold all of its holdings of Saikyo Card’s stock (80% that was held) to Saikyo Bank, Ltd. in January 2014.

(ii) Real estate business

Keynote provides housing-related services that involve sales and brokerage of ready-built housing, built-to-order housing and renovation of second-hand housing. Adores has launched profit-earning real estate business in an attempt to benefit from the synergy between real estate and financial business. It endeavors to deliver profitability through operations that involve stocking and selling of profit-earning real estate properties particularly in metropolitan areas.

Operating revenue in real estate business was 4,975 million yen (up 16.0% year-on-year), and segment income was 496 million yen (up 83.8% year-on-year).

(iii) Amusement business

With regard to amusement business, Break Co., Ltd. sells assorted merchandise for amusement machines, and Adores undertakes management of amusement facilities and relevant operations.

On the background of improving economic climate in Japan, they continuously endeavored to acquire new customer bases, based on their most important management mission – “to attract customers.” In medal game genre*, which is their core operation, various measures were implemented: full scale review on unit price; reinforced sales promotion by making use of the media; and giving a number of highly unique events. As a result of such efforts, not only did the number of customers for medal game genre increase significantly compared to the previous year, but the amount of sales was also higher than year-earlier level. In prize game genre*, due to reinforced cooperation between those of two companies, year-earlier level of sales has been retained. In manufacturing and sales sectors for amusement machine toys (prizes), performance has relatively been stable, backed up by steady operation of amusement facilities.

As a result, operating revenue was 16,597 million yen (up 22.3% year-on-year), and segment income was 951 million yen (up 280.0% year-on-year).

(*) Medal game refers to arcade game machines that utilize medals

(*) Prize game refers to arcade games machines whose purpose is to acquire a prize

(iv) International business

In South Korea, Neoline Credit Co., Ltd., KJI Consumer Finance and Hicapital conduct consumer finance business and Chinae Saving Bank has been operating savings bank business. Furthermore in Singapore, J Trust Asia has been conducting investment business and management support of companies in which J Trust Asia made investment. With regard to KJI Consumer Finance and Hicapital, balance sheet is only consolidated for the fiscal year under review.

The loan balance is listed as follows; Accounts receivable-operating loans: 40,307 million yen (up 916.1% year-on-year), long-term operating loans receivable: 1,617 million yen (0 yen for the previous fiscal year), and the total loan balance including long-term operating loans receivable: 41,924 million yen (up 956.9% year-on-year). The loan balance at the end of the fiscal year under review increased as KJI Consumer Finance and Hicapital newly became a consolidated subsidiary. Furthermore, Loans by banking business were 46,701 million yen (down 3.1% year-on-year) as the collection on loan proceeded despite the increase made by Chinae Savings Bank by assumption of consumer loan receivables from HK Savings Bank in June 2013.

As a result, operating revenue in overseas business was 13,214 million yen (up 373.0% year-on-year). Segment income was 3,046 million yen (336 million yen of segment loss in the previous year) as Chinae Savings Bank started to post allowance of doubtful accounts based on the historical data of bad debts.

(v) Other business

System development and computer operational and administrative services for the Group are provided by J Trust System Co., Ltd.

Keynote conducts design & construction business (transferred from Adores upon business reorganization in June 2013). AAD Co., Ltd. provides printing services, and NL Value Capital Co., Ltd. conducts investment business. JT Investment Co., Ltd., which had involved in investment business, business management consulting, and group management, is currently under the process of liquidation.

As a result of all the above, operating revenue in other business was 3,072 million yen (up 1.2% year-on-year), segment income was 70 million yen (down 58.6% year-on-year).

(2) Status of capital investment

Capital investments made by the Group during the consolidated fiscal year under review totaled 6,415 million yen, consisting of 2,879 million yen in Financial business, 1,512 million yen in Real estate business, 1,189 million yen in Amusement business, 824 million yen in International business, 2 million yen in Other business, and 6 million yen in corporate (common).

(3) Status of fundraising

The balance of fundraising at the end of the consolidated fiscal year under review was 120,907 million yen, consisting of 2,173 million yen from notes discounted, 4,486 million yen from corporate bonds, 37,103 million yen from borrowings, and 77,142 million yen from deposits for banking business.

In addition, the Company issued subscription rights to shares via Rights Offering (Non-Commitment/Gratis Allotment of Listed Subscription Rights) during the fiscal year under review and raised 97,682 million yen by the exercise of the subscription rights to shares.

(4) Trends of business results and assets of the Group

Category	35 th Business Year (from April 1, 2010 to March 31, 2011)	36 th Business Year (from April 1, 2011 to March 31, 2012)	37 th Business Year (from April 1, 2012 to March 31, 2013)	38 th Business Year (Fiscal year under review) (from April 1, 2013 to March 31, 2014)
Operating revenue (million yen)	16,908	24,508	55,683	61,926
Ordinary income (million yen)	4,323	5,486	13,704	13,351
Net income (million yen)	3,233	34,500	13,309	11,145
Net income per share (yen)	54.30	575.96	214.44	109.66
Total assets (million yen)	37,862	117,546	218,706	334,736
Net assets (million yen)	13,961	49,471	70,895	184,230
Net assets per share (yen)	232.39	798.17	1,013.89	1,502.54

Notes

1. Net income, total assets and net assets increased due to the recognition of negative goodwill as an extraordinary income during the 36th business year as a result of acquisition of the shares of KC Card Co., Ltd. as a fair market valuation thereof. In addition, total assets also increased due to the acquisition of a consumer credit business from Takefuji Corporation, a corporation under the Reorganization and Rehabilitation Act through an absorption-type company split.
2. The Company conducted a 2-for-1 split of its common shares during the 37th business year. Net income per share and net assets per share above have been calculated as if the stock split were conducted at the beginning of the 35th business year.
3. Operating revenue increased as a result of consolidation of Adores, Inc. during the 37th business year. Total assets also increased because Chinae Savings Bank Co., Ltd. acquired partial assets & liabilities from Mirae Savings Bank Co., Ltd. and consumer loans receivables from Solomon Savings Bank Co., Ltd.
4. Total assets and net assets increased during the consolidated fiscal year under review, due to the exercise of the subscription rights to shares by the Rights Offering (Non-Commitment/Gratis Allotment of Listed Subscription Rights) issued on May 31, 2013.

(5) Key issues to be addressed

The Group revolves around comprehensive financial business. In Japan's consumer & business finance industry, halt is signaled to the decline in the market which had suddenly scaled down in the past. In the credit card industry, although the environment surrounding cash advances remains harsh, there has been an expanding trend in purchase volume in card shopping due to diversification of service contents; expansion of service areas for making credit card payment; and enhanced convenience, however, the uncertainty for the future prevails. Moreover, in the real estate industry, by preferential measures for housing acquisition implemented by the government and low interest rates, the number of new residential constructions has

gradually started to increase while still remaining at low levels due to a concern that the consumption after the hike in the consumption tax might generate a push-back. Although a sign of gradual recovery of the real estate market has been seen, a full-fledged recovery is still a long way off. Similarly in the amusement industry, weak trends have prevailed due to budget minded consumer spending on entertainment.

In order to flexibly respond to changes in the severe operating environment, the Group has put efforts into management strategies, in a wide variety of fields, corresponding to changes in the market environment. In the future, the Company aims to capture the changes in the ever-changing times and establish new business models that can adapt to the times, by actively expanding its business in areas that are expected to generate synergistic effects with the Group's core businesses. At the same time, the Company considers exploring ways of securing income sources to be a key issue. Also, the Company believes that realizing the long-term stable growth is an important mission while retaining the growth potential so far. In addition, due to the Group's carrying out aggressive M&As and reorganizations, as of March 31, 2014, the number of Group companies including the Company is 23, and the number of employees is 2,322. Thus, as operations expand, in the future, as a part of system development based on the "Basic Policy on Constructing the Internal Control System," further enhancement and strengthening of the internal audit system, as well as improvement of the risk management system and the compliance system, are major challenges for not only the Company but the Group as a whole. Furthermore, having made our overseas corporations subsidiaries, strengthening internal controls—including observance of various laws and ordinances, social norms, senses of ethics, as well as other social rules broadly defined—is a major challenge not only in Japan but also in the country of incorporation.

(6) Status of significant subsidiaries (as of March 31, 2014)

Name of subsidiary	Capital stock or investments in capital	Ratio of voting	Principal business
Nihon Hoshou Co., Ltd.	95 million yen	100%	Financial services; Credit guarantee; Consumer credit
KC Card Co., Ltd.	3,055 million yen	98.54%	Financial services; Credit guarantee; Consumer credit; Credit card
Partir Servicer Co., Ltd.	500 million yen	100%	Purchase of receivables; Collection of claims
Credia Co., Ltd.	100 million yen	100%	Financial services
NUCS Co., Ltd.	90 million yen	100%	Financial services; Consumer credit; Credit card
Adores, Inc.	4,405 million yen	42.91%	Amusement; Real estate
Break Co., Ltd.	75 million yen	(42.91%)	Amusement
Keynote Co., Ltd.	30 million yen	(42.91%)	Real estate
J Trust System Co., Ltd.	80 million yen	100%	Operation of computer and system development
AAD Co., Ltd.	30 million yen	100%	Printing
Chinae Savings Bank Co., Ltd.	KRW 68,900 million	(98.54%)	Savings banking services
Neoline Credit Co., Ltd.	KRW 13,000 million	100%	Financial services
KJI Consumer Finance LLC	KRW 8,750 million	100%	Financial services
Hicapital Co., Ltd.	KRW 16,400 million	100%	Financial services
J Trust Asia Pte. Ltd.	SGD 125 million	100%	Investment

Notes:

1. Figures in parentheses indicate indirect holding ratios.
2. The number of consolidated subsidiaries is 22, including the significant subsidiaries above.
3. The Company established J Trust Asia Pte. Ltd. as a consolidated subsidiary on October 7, 2013.
4. Saikyo Card Co., Ltd. is no longer a subsidiary of the Company since all shares thereof held by the Company were divested on January 28, 2014.
5. On March 14, 2014, the Company acquired the whole shares of KJI Consumer Finance LLC and made it a consolidated subsidiary.
6. On March 19, 2014, the Company acquired the whole shares of Hicapital Co., Ltd. and made it a consolidated subsidiary.
7. On March 28, 2014, the Company acquired the whole shares of NUCS Co., Ltd. and made it a consolidated subsidiary.

(7) Main business lines (as of March 31, 2014)

- (i) Financial
- (ii) Credit guarantee
- (iii) Consumer credit
- (iv) Credit card
- (v) Purchase of receivables and collection of claims
- (vi) Real estate
- (vii) Amusement
- (viii) Operation of computer and system development
- (ix) Printing
- (x) Savings banking services
- (xi) Investment

(8) Main offices (as of March 31, 2014)

(J Trust Co., Ltd.)

Head Office	1-7-12 Toranomom, Minato-ku, Tokyo
Osaka Branch	2-8-8 Higashinodamachi, Miyakojima-ku, Osaka City

Note: Osaka Branch was relocated to the address above from “4-4-12 Kitahama, Chuo-ku, Osaka City” on June 24, 2013.

(Significant subsidiaries)

Nihon Hoshou Co., Ltd.	1-7-12 Toranomom, Minato-ku, Tokyo
KC Card Co., Ltd.	3-4-2 Hakata-Ekimae Hakata-ku Fukuoka City
Partir Servicer Co., Ltd.	1-7-12 Toranomom, Minato-ku, Tokyo
Credia Co., Ltd.	10-5 Minami-cho, Suruga-ku, Shizuoka City
NUCS Co., Ltd.	4-17 Chigusa-cho, Miyazaki City
Adores, Inc.	1-7-12 Toranomom, Minato-ku, Tokyo
Break Co., Ltd.	1-7-12 Toranomom, Minato-ku, Tokyo
Keynote Co., Ltd.	1-6-2 Higashiyama, Meguro-ku, Tokyo
J Trust System Co., Ltd.	1-7-12 Toranomom, Minato-ku, Tokyo
AAD Co., Ltd.	2-16-4 Higashi-Nihonbashi, Chuo-ku, Tokyo
Chinae Savings Bank Co., Ltd.	317 Teheran-ro, Gangnam-gu, Seoul Special City
Neoline Credit Co., Ltd.	420 Teheran-ro, Gangnam-gu, Seoul Special City

Translation for your reference purpose only

KJI Consumer Finance LLC	401 Teheran-ro, Gangnam-gu, Seoul Special City
Hicapital Co., Ltd.	97 Toegye-ro, Jung-gu, Seoul Special City
J Trust Asia Pte. Ltd.	20 Collyer Quay #18-01, Singapore

(9) Status of employees (as of March 31, 2014)

Classification	Number of employees	
Financial business	1,038	(66)
Real estate business	31	(2)
Amusement business	215	(655)
International business	842	(87)
Other business	99	(10)
Corporate (common)	97	(-)
Total	2,322	(820)

Notes:

1. The number of employees represents the number of persons employed regularly within the Group (i.e., exclusive of those loaned from within the Group to outside the Group and inclusive of those loaned from outside the Group to within the Group), and the number of temporary employees (contracted employees and dispatched employees from staffing firms) represents the annual average number (shown in parentheses).
2. The number of employees increased by 217 from the end of the previous consolidated fiscal year, due mainly to an increase in consolidated subsidiaries.
3. The number of employees stated in corporate (common) represents the number of persons belonging to back office division.

(10) Main lenders (as of March 31, 2014)

Lender	Balance of borrowings outstanding
The Osaka Kosei Shinkin Bank	4,270 million yen
Seikyo Credit Union	1,710 million yen
Kinki Sangyo Credit Union	1,550 million yen
The Resona Bank, Limited	1,187 million yen
The Tokyo Star Bank, Limited	1,035 million yen

(11) Other significant matters regarding the current status of the Group

Litigation

(i) On December 28, 2011, the Company concluded a sponsorship agreement (hereinafter, "Sponsorship Agreement") with Takefuji Corporation, a corporation under the Reorganization and Rehabilitation Act (now renamed TFK Corporation; hereinafter, "Takefuji") regarding the Company's support on reconstruction of Takefuji's business. On June 19, 2012, A&P Financial Co., Ltd. filed the action for damages with the Tokyo District Court against the Company, its officers and administrative receiver for an alleged joint tort in the process of appointing a sponsor for Takefuji, demanding 20,215,971,862 yen together with the interest at the rate of 5% per annum from December 28, 2011 up to the full payment date.*

However, the sponsorship agreement was concluded between the Company and Takefuji after the termination by Takefuji of the Sponsorship Agreement between Takefuji and the plaintiff, a former sponsor of Takefuji, due to the plaintiff's failure to meet the obligations to make payment of the monetary amount equivalent in value of Takefuji's corporate split under the Sponsorship Agreement. As there was no fact that the Company engaged in alleged joint tort in the process of appointing a sponsor for Takefuji, the Company strongly requested the court to reject the plaintiff's claim.

This lawsuit is currently pending in the Tokyo District Court.

(*) On November 25, 2013, the complainant filed an amended petition to change the claim for compensation to "2,126,047,927 yen together with the interest at the rate of 5% per annum from December 28, 2011 up to the full payment date."

(ii) On December 28, 2011, the Company concluded a sponsorship agreement with Takefuji regarding the Company's support on reconstruction of Takefuji's business. On June 19, 2012, Mr. Yoon Choi, Representative Director of A&P Financial Co., Ltd. filed the action for damages (secondary claim) with the Tokyo District Court against the Company, its officers and administrative receiver for an alleged joint tort in the process of appointing a sponsor for Takefuji, demanding 15,298,462,080 yen together with the interest at the rate of 5% per annum from December 28, 2011 up to the full payment date.*

However, the sponsorship agreement was concluded between the Company and Takefuji after the termination by Takefuji of the sponsorship agreement between Takefuji and the former sponsor of Takefuji, due to the former sponsor's failure to meet the obligations to make payment of the monetary amount equivalent in value of Takefuji's corporate split under the sponsorship agreement. As there was no fact that the Company engaged in alleged joint tort in the process of appointing a sponsor for Takefuji, the Company strongly requested the court to reject the plaintiff's claim.

This lawsuit is currently pending in the Tokyo District Court.

(*) On November 25, 2013, the complainant filed an amended petition to change the claim for compensation to "2.0 billion yen together with the interest at the rate of 5% per annum from December 28, 2011 up to the full payment date."

(iii) On February 19, 2010, the Company's consolidated subsidiary, Credia Co., Ltd. (hereinafter, "Credia") made loans in the amount of 8.0 billion yen to SF Corporation Co., Ltd. (hereinafter, "SF Corp"). Subsequently, Credia received repayment in the amount of 5,462,671,224 yen until June 30, 2011 (hereinafter, "this repayment"). As collateral for these loans, SF Corp provided its own loan receivable (hereinafter, "this collateral setting"). However, the plaintiff, Mr. Ginjiro Suzuki, bankruptcy trustee of SF Corp, insists that Credia must have known that SF Corp was insolvent, being the parent company of SF Corp between March 23, 2010 and August 20, 2010. The plaintiff also insists that Credia must have had a malicious intent to continue receiving repayment from SF Corp and firmly denies the legitimacy of such this repayment and this collateral setting. As compensation for alleged damages, the plaintiff seeks to receive 5,464,671,224 yen (Breakdown: total of 5,462,671,224 yen of the repayment once made by SF Corp; and 2,000,000 yen for the loss of collateral by this collateral setting), plus 6% annual rate of the said 5,464,671,224 yen as delinquency charges.

Credia disagreed with the verdict of the first hearing from Tokyo District Court on December 16, 2013 concerning the lawsuit, and filed an appeal with the Tokyo High Court on December 27, 2013. This lawsuit is currently pending in the Tokyo High Court.

The Company booked 2,951 million yen extraordinary loss as provision for loss on litigation in the consolidated financial statements for the consolidated fiscal year under review.

Business alliance

The Company and J Trust Asia Pte. Ltd., a consolidated subsidiary of the Company, at each of board of directors meeting held on December 24, 2013, resolved to acquire the shares of and conclude business tie-up with Bank Mayapada International Tbk PT, (hereinafter, "Bank Mayapada"), a major commercial bank of Indonesia, and entered into a share sale and purchase agreement and a business alliance agreement, the brief summary of which are as given below.

a. Purposes of stock acquisition and business alliance

To generate a synergistic effect between the parties, achieve an expansion of business scale and enhancement of earnings capability of the Group and contribute a further development of Indonesian economy through combing the Group's knowhow in its business model as represented by retail finance business established in Japan with Bank Mayapada's knowhow in financial business and license established as a commercial bank in Indonesia.

b. Name of investee, capital stock and business

1) Name	Bank Mayapada International Tbk PT
2) Capital stock	464.4 billion IDR (as of December 31, 2012)
3) Business	Commercial banking business

c. Details of business alliance agreement

As a first step in this direction, Bank Mayapada will set up a department related to retail finance operations on which it places emphasis within the bank, and J Trust Group will then dispatch human resources with expertise to Bank Mayapada for the purpose of initiating and expanding the business. The conditions of detailed business alliance and the procedures, etc. will be determined through discussions between the parties.

d. Stock acquisition date

December 27, 2013

e. Number of shares acquired, acquisition price, and percentage of equity stake after the acquisition

1) Number of shares acquired	347,832,000 shares
2) Acquisition price	57 million SGD
3) Percentage of equity stake after the acquisition	10%

2. Matters regarding the shares of the Company (as of March 31, 2014)

(1) Number of shares authorized	240,000,000
(2) Number of shares outstanding	118,385,834
(3) Number of shareholders	21,924
(4) Major shareholders (top 10 shareholders)	

Name of shareholder	Number of shares owned	Percentage of equity stake
Nobuyoshi Fujisawa	31,398,744	26.6%
The Taiyo Fund, L.P.	9,520,800	8.0%
NLHD Co., Ltd.	6,000,000	5.0%
Japan Trustee Services Bank, Ltd. (Trust Account)	4,552,000	3.8%
The Master Trust Bank of Japan, Ltd. (Trust Account)	3,800,200	3.2%
J.P.Morgan Whitefriars Inc. London Branch	3,791,900	3.2%
Goldman Sachs International	2,922,465	2.4%
The Saikyo Bank, Ltd.	2,890,000	2.4%
The Resolution and Collection Corporation (Resolution and Collection Bank Account)	2,640,000	2.2%
Taiyo Hanei Fund, L.P.	2,377,700	2.0%

Notes:

1. Percentage of equity stake is calculated excluding the number of treasury stock (409,372 shares).
2. NLHD Co., Ltd. is wholly owned by Mr. Nobuyoshi Fujisawa, the President & CEO of the Company.

(5) Other significant matters regarding the shares of the Company

(i) The number of shares outstanding increased by 54,267,902 shares due to the exercise of the subscription rights to shares by the Rights Offering (Non-Commitment/Gratis Allotment of Listed Subscription Rights) issued on May 31, 2013.

(ii) The number of shares outstanding increased by 955,640 shares due to the exercise of the subscription rights to shares (stock options).

(iii) The Company received a copy of the Change Report (the Change Report pertaining to Report of Possession of Large Volume) dated April 4, 2014 sent by Taiyo Fund Management Co. LLC and its joint holders to notice that it held 14,185,900 shares (shareholding ratio of 11.99%) as of March 28, 2014, but the Company did not include them in the major shareholders above as the Company could not confirm the number of shares beneficially held by them as of the end of the consolidated fiscal year under review.

(iv) The Company received a copy of the Change Report (the Change Report pertaining to Report of Possession of Large Volume) dated April 2, 2014 sent by JP Morgan Asset Management Co., Ltd. and its joint holders to notice that it held 12,309,000 shares (shareholding ratio of 10.40%) as of March 26, 2014, but the Company did not include them in the major shareholders above as the Company could not confirm the number of shares beneficially held by them as of the end of the consolidated fiscal year under review.

3. Matters regarding subscription rights to shares of the Company, etc.

(1) Status of subscription rights to shares, etc. at the end of each business year

	Ikko 1st round subscription rights to shares (Stock option) issued on July 25, 2008	J Trust 1st round subscription rights to shares (Stock option) issued on November 27, 2009	J Trust 2nd round subscription rights to shares (Stock option) issued on November 29, 2010	J Trust 3rd round subscription rights to shares (Stock option) issued on August 31, 2011	J Trust 5th round subscription rights to shares (Stock option) issued on August 31, 2013
Number of subscription rights to shares	1 unit	8 units	466 units	2,055 units	2,000 units
Type and number of stock as objects of subscription rights to shares	Common stock: 2,000 shares (2,000 shares per subscription right to share)	Common stock: 16,000 shares (2,000 shares per subscription right to share)	Common stock: 93,200 shares (200 shares per subscription right to share)	Common stock: 411,000 shares (200 shares per subscription right to share)	Common stock: 200,000 shares (100 shares per subscription right to share)
Amount to be paid in for each subscription right to share	Gratis	Gratis	Gratis	Gratis	Gratis
Exercise price for each subscription right to share	100,000 yen per unit	172,000 yen per unit	22,000 yen per unit	26,800 yen per unit	200,700 yen per unit
Period during which subscription rights to shares may be exercised	from August 1, 2010 to July 31, 2015	from December 1, 2011 to July 31, 2016	from December 1, 2012 to July 31, 2017	from September 1, 2013 to July 31, 2018	from September 1, 2015 to August 31, 2020
Conditions for exercise of subscription rights to shares	Notes 1 & 2	Notes 1 & 2	Notes 1 & 2	Notes 1 & 2	Notes 1 & 2

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	J Trust N-6th round subscription rights to shares (Stock option) issued on April 30, 2012	J Trust N-7th round subscription rights to shares (Stock option) issued on April 30, 2012	J Trust N-8th round subscription rights to shares (Stock option) issued on April 30, 2012	J Trust N-9th round subscription rights to shares (Stock option) issued on April 30, 2012	J Trust N-10th round subscription rights to shares (Stock option) issued on April 30, 2012
Number of subscription rights to shares	900 units	170 units	3,070 units	4,100 units	4,500 units
Type and number of stock as objects of subscription rights to shares	Common stock: 3,600 shares (4 shares per subscription right to share)	Common stock: 680 shares (4 shares per subscription right to share)	Common stock: 12,280 shares (4 shares per subscription right to share)	Common stock: 16,400 shares (4 shares per subscription right to share)	Common stock: 18,000 shares (4 shares per subscription right to share)
Amount to be paid in for each subscription right to share	Gratis	Gratis	Gratis	Gratis	Gratis
Exercise price for each subscription right to share	512 yen per unit	1,392 yen per unit	1,552 yen per unit	3,016 yen per unit	1,092 yen per unit
Period during which subscription rights to shares may be exercised	from April 30, 2012 to March 10, 2019	from April 30, 2012 to April 28, 2019	from April 30, 2012 to December 15, 2019	from December 15, 2012 to December 14, 2020	from December 14, 2013 to December 13, 2021
Conditions for exercise of subscription rights to shares	Notes 1 & 2	Notes 1 & 2	Notes 1 & 2	Notes 1 & 2	Notes 1 & 2

Notes:

1. The acquisition of subscription rights to shares (stock options) by transfer shall require approval by a resolution of the Board of Directors of the Company.
2. In the case that a holder of subscription rights to shares (stock options) waives the offered subscription rights to shares (stock options), he/she may not exercise such offered subscription rights to shares (stock options).
3. As a result of conducting a share exchange with Next Japan Holdings Company limited effective April 30, 2012, the Company took over the subscription rights to shares (stock options) issued by Next Japan Holdings Company limited in the form of J Trust N-6th, N-7th, N-8th, N-9th and N-10th round subscription rights to shares (stock options).
4. As a result of conducting a stock split dated June 1, 2012, whereby each share was divided into 2 shares, the Company adjusted the exercise price of subscription rights to shares (stock options).
5. Upon issuance of new shares resulting from the exercise of subscription rights to shares by Rights Offerings (Non-Commitment/Gratis Allotment of Listed Subscription Rights) exercisable during the period between July 5, 2013 and July 30, 2013, the Company adjusted the exercise prices of subscription rights to shares (stock options) issued with the reference date of August 12, 2013, excluding J Trust 5th round subscription rights to shares (stock options).

(2) Status of subscription rights to shares held by Directors of the Company at the end of the business year under review

	Description of subscription rights to shares	Number of units	Number of holders
Directors	J Trust 2nd round subscription rights to shares (Stock option)	150	1
	J Trust 3rd round subscription rights to shares (Stock option)	220	2
	J Trust 5th round subscription rights to shares (Stock option)	1,870	8
	J Trust N-6th round subscription rights to shares (Stock option)	500	1
	J Trust N-8th round subscription rights to shares (Stock option)	500	1
Outside Directors	J Trust 3rd round subscription rights to shares (Stock option)	50	1
	J Trust 5th round subscription rights to shares (Stock option)	130	1

(3) Status of subscription rights to shares granted to employees, etc. of the Company as the compensation for their performance of duties during the business year under review

Not applicable. The details of subscription rights to shares granted to Directors based on the resolution of the Board of Directors' meeting held on August 9, 2013, are as described in above (1) & (2) "J Trust 5th round subscription rights to shares (Stock option)."

(4) Other significant matters regarding subscription rights to shares, etc.

At the Board of Directors' meeting held on May 14, 2013, the Company resolved to implement the Rights Offering to all shareholders except the Company (Non-Commitment/Gratis Allotment of Listed Subscription Rights) and issued subscription rights to shares with the reference date of May 30, 2013.

(i) Overview of Rights Offering

Description of subscription rights to shares	J Trust 4th round subscription rights to shares
Resolution date for issuance	May 14, 2013
Number of subscription rights to shares	63,100,652 units (1 share of common stock per subscription right to share)
Amount to be paid in for each subscription right to share	Gratis
Exercise price	1,800 yen per share
Period during which subscription rights to shares may be exercised	From July 5, 2013 to July 30, 2013
Eligible persons to whom the subscription rights to shares are allotted	All shareholders except the Company
Period during which subscription rights to shares are listed	From May 31, 2013 to July 24, 2013

(ii) Result of the exercise of the rights

Number of subscription rights to shares exercised during the exercise period	54,267,902 units
Percentage of subscription rights to shares exercised	86.00%
Number of shares granted as a result of the exercise of subscription rights to shares	54,267,902 shares
Total amount paid in	97,682,223,600 yen

4. Matters regarding corporate officers

(1) Names and other information regarding Directors and Auditors at the end of the business year under review

Name	Position and assignment	Significant concurrent positions
Nobuyoshi Fujisawa	President & CEO	Representative Director & Chairman, Adores, Inc. Managing Director, CEO, J Trust Asia Pte. Ltd. Chairman, Chinae Savings Bank Co., Ltd. President & Representative Director, NLHD Co., Ltd.
Nobiru Adachi	Managing Director	
Makoto Miyoshi	Director in charge of Corporate Strategy Dept., Treasury Dept., and Public Relations and Investor Relations Dept.	
Kazunori Kuroda	Director in charge of Internal Control & Risk Management Dept., and Legal Dept.	
Teruhiko Miwa	Director, General Manager of Corporate Management Dept.	
Taiji Hitachi	Director, General Manager of Accounting & Planning Dept.	Corporate Auditor, JT Investment Co., Ltd. Director, NUCS Co., Ltd.
Norio Uemura	Director	President & Representative Director, Partir Servicer Co., Ltd.
Satoshi Ando	Director	President and Representative Director, KC Card Co., Ltd.
Nobuiku Chiba	Director	Director, Chinae Savings Bank Co., Ltd. Director, KC Card Co., Ltd. Director, Nihon Hoshou Co., Ltd. Director, J Trust System Co., Ltd.
Noriyuki Nishi	Director	
Masao Onishi	Full-time Corporate Auditor	Corporate Auditor, Nihon Hoshou Co., Ltd. Corporate Auditor, NUCS Co., Ltd.
Hideki Yamane	Full-time Corporate Auditor	Corporate Auditor, Partir Servicer Co., Ltd.
Masato Inoue	Corporate Auditor	Representative, Inoue Office
Kinya Naito	Corporate Auditor	Lawyer of Mizuho Partners Law Office

Notes:

1. Director, Mr. Noriyuki Nishi is an Outside Director.
2. President, Mr. Nobuyoshi Fujisawa resigned from Representative Director & Chairman, Adores, Inc. on May 2, 2014 and appointed as Chairman, Adores, Inc. on the same day.
3. Corporate Auditors, Messrs. Hideki Yamane and Kinya Naito are Outside Corporate Auditors. The Company appointed Corporate Auditor, Mr. Kinya Naito as an independent corporate auditor as provided for in the regulations of the Tokyo Stock Exchange, Inc. and notified the exchange to that effect.

(2) Changes in position and assignment of Directors during the business year under review

Name	New position and assignment	Former position and assignment	Transfer date
Makoto Miyoshi	Director in charge of Corporate Strategy Dept., Treasury Dept., and Public Relations and Investor Relations Dept.	Director & General Manager of Corporate Strategy Dept.	June 27, 2013
Kazunori Kuroda	Director in charge of Internal Control & Risk Management Dept., and Legal Dept.	Director in charge of Accounting & Planning Dept.	June 27, 2013
Norio Uemura	Director	Director in charge of Sales	June 27, 2013
Nobiru Adachi	Managing Director	-	June 27, 2013
Teruhiko Miwa	Director, General Manager of Corporate Management Dept.	-	June 27, 2013
Taiji Hitachi	Director, General Manager of Accounting & Planning Dept.	-	June 27, 2013
Satoshi Ando	Director	-	June 27, 2013
Yasushi Hashimoto	Resigned	Director in charge of Credit Analysis	June 27, 2013
Yukihiro Nishikawa	Resigned	Director & General Manager of Legal Department	June 27, 2013

(3) Changes in position and assignment of Directors and Corporate Auditors on or after April 1, 2014

Not applicable.

(4) Total amount of remuneration paid to Directors and Corporate Auditors during the business year under review

Category	Number (persons)	Total amount of remuneration
Directors	12	165 million yen
(Outside Directors)	(1)	(8 million yen)
Corporate Auditors	4	30 million yen
(Outside Corporate Auditor)	(2)	(17 million yen)
Total	16	195 million yen

Notes:

1. The total amount of remuneration paid to Directors does not include the compensation that they receive for being employees, if they are employees as well as Directors.
2. The amount includes the expenses of 48 million yen for the allotment of subscription rights to shares as stock option which is recorded for the business year under review.
3. 12 Directors include two Directors who retired at the Ordinary General Meeting of Shareholders held on June 27, 2013.

(5) Matters regarding Outside Directors and Outside Corporate Auditors

(i) Significant concurrent position of Outside Directors and Outside Corporate Auditors for other entities and relationships between the Company and such other entities

Category	Name	Significant concurrent positions
Corporate Auditor	Hideki Yamane	Corporate Auditor, Partir Servicer Co., Ltd.
Corporate Auditor	Kinya Naito	Lawyer of Mizuho Partners Law Office

Notes

1. Partir Servicer Co., Ltd. is a subsidiary of the Company.
2. No special relationship exists between the Company and Mizuho Partners Law Office.

(ii) Main activities during the business year under review

Category	Name	Main activities
Director	Noriyuki Nishi	Mr. Noriyuki Nishi attended 35 out of 36 Board of Directors meetings (attendance rate: 97.2%) held during the business year under review, and expressed opinions and suggestions, where appropriate, based on his abundant knowledge and experience in financial institutions.
Corporate Auditor	Hideki Yamane	Mr. Hideki Yamane attended 36 out of 36 Board of Directors meetings (attendance rate: 100%) and 14 out of 14 Board of Corporate Auditors meetings (attendance rate: 100%) held during the business year under review, and expressed opinions and suggestions, where appropriate, based on his abundant knowledge and experience in financial institutions.
Corporate Auditor	Kinya Naito	Mr. Kinya Naito attended 27 out of 36 Board of Directors meetings (attendance rate: 75.0%) and 14 out of 14 Board of Corporate Auditors meetings (attendance rate: 100%) held during the business year under review, and expressed opinions and suggestions, where appropriate, mainly from the expert viewpoint of an attorney at law.

(iii) Outline of the liability limitation agreement

In accordance with the provisions of Article 427, paragraph 1 of the Companies Act, the Company entered into an agreement with Outside Directors and Outside Corporate Auditors (excluding Mr. Hideki Yamane, Full-time Corporate Auditor) to limit their liability provided for in Article 423, paragraph 1 of Companies Act. Their relevant liabilities for damages under the agreement shall be limited to the minimum liability amount as stipulated by laws and regulations.

5. Matters regarding Accounting Auditor

(1) Name of Accounting Auditor

Osaka Audit Corporation

(2) Amount of remuneration for Accounting Auditor for the business year under review

Category	Amount paid
(i) Amount of remuneration, etc., to be paid by the Company to the Accounting Auditor pertaining to the business year under review	36 million yen
(ii) Sum of money and other financial profits to be paid by the Company and its subsidiaries to the Accounting Auditor	69 million yen

Notes:

1. The audit agreement entered into by the Accounting Auditor and the Company does not distinguish the amount derived from the audit under the Companies Act and the one derived from the audit under the Financial Instruments and Exchange Act, and the two amounts cannot be substantially distinguished from each other. Therefore, the amount of remuneration, etc., to be paid by the Company to the Accounting Auditors pertaining to the business year under review indicates the total of these two kinds of amounts.
2. Adores, Inc., a domestic subsidiary of the Company, has been audited by Koa Audit Corporation.
3. Some of the overseas subsidiaries of the Company are audited by firms other than the Accounting Auditor of the Company.

(3) Details of non-audit services

The Company does not consign any services other than the services as defined in Article 2, Paragraph 1 of the Certified Public Accountants Act.

(4) Policy for determining the dismissal or non-reappointment of Accounting Auditor

If the Board of Corporate Auditors judges it necessary to do so, for example, in case of any event that may raise a significant question in its employment of the Accounting Auditor regarding the performance of appropriate audits, the Board of Corporate Auditors shall request the Board of Directors to submit a proposal for the dismissal or non-reappointment of the Accounting Auditor as an agenda to a General Meeting of Shareholders.

If there are grounds for dismissal under the provisions of Article 340, Paragraph 1 of the Companies Act, the Board of Corporate Auditors of the Company will dismiss the Accounting Auditor, subject to approval by all Corporate Auditors. In this case, a Corporate Auditor selected by the Board of Corporate Auditors shall report such dismissal of the Accounting Auditor and the reason for the dismissal at a General Meeting of Shareholders which will be first held after the dismissal.

6. The Company's framework and guidelines

In order to ensure framework to implement appropriate and efficient operations, the Company defines the "Basic Policy for Internal Control System" by the resolution of the Board of Directors as indicated below. (Latest revision: May 21, 2013)

(i) Framework to ensure compliance of the execution of duties by Directors and Employees with laws, regulations and the Articles of Incorporation

Based on "Ethics Charter," "Corporate Philosophy" and "Behavioral Principles" as essential management fundamentals, the Company commits itself to improving its operational efficiency, accuracy of information and compliance framework in order to ensure sound management of its assets. In order to put these ideas into practice, the Company requires its officers and employees to strictly comply with Code of Conduct and Corporate Ethics on the basis of "Compliance Rules" and other regulations as separately defined, not to mention of observance of laws and regulations. In addition, Directors and Employees are required to take the initiative to observe and spread these social norms and ethics, laws and regulations with

the aim of realize fair and appropriate corporate activities and achieve harmony with civil society.

Furthermore, the Company will strengthen its compliance framework further through the role of Compliance and Risk Management Committee, which was established for the purpose of monitoring, reviewing and improving these systems.

(ii) Framework for storage and management of information related to execution of duties by Directors

The department in charge as set forth in the Document Regulations shall store and manage, in an appropriate manner, the relevant documents, such as information on execution of important duties of Directors, as well as legal minutes and any management meetings' documents together with accompanying materials. In addition, these documents shall be kept available for inspection at any time in preparation for cases where a request is made by a Director or Corporate Auditor.

(iii) Regulations and other framework concerning risk management against damages or losses incurred by the Company

Risk management shall be addressed in the following manner.

a. Based on the "Risk Management Regulations," the Company shall establish a basic policy and system regarding operational risk management and improve the awareness of risk at all times.

b. Based on the "Risk Management Regulations," the Company shall establish "Risk Management Manual" with detailed description of specific steps based on the above regulations, and identify and evaluate potential risks with the aim of securing quick and practical measures against such risks.

c. If any unexpected event occurs contrary to the above measures, the Company shall immediately establish a task force headed by Chief Risk Officer. The task force will conduct a survey and take measures immediately.

d. In conjunction with Internal Control and Risk Management Departments with key roles of predicting and organizing potential risks both in Japan and abroad accurately and taking preventive measures, the task force shall commit itself to enhance the systems further in each department of the Company and its subsidiaries.

(iv) Framework to ensure efficient execution of duties by Directors

a. The Board of Directors shall resolve important operating matters individual issues at its ordinary meeting held on a monthly basis and its extraordinary meeting held as needed. In addition, a Management Committee meeting, whose members consist of officers of the Company and its subsidiaries, shall be held twice a month. The meeting shall manage and review performance and progress of each business unit as well as execution status thereof in order to take appropriate steps.

b. The Company will use electronic decision-making system enabling each Director and Corporate Auditor to access information on a request for decision and make an approval from outside the office, in order to speed up decision making and improve management efficiency.

c. With regard to the execution of functions based on a decision-making, each Director shall instruct persons in charge to conduct the decision in accordance with "Organization Regulations", "Regulations for Segregation of Duties" and "Regulations for Official Authority." In the case of an inter-department issue, adjustment shall be made between and among Directors in charge of the issue to ensure efficient enforcement system.

(v) Framework to ensure propriety of operations by the Group consisting of the Company and its subsidiaries

a. As a general rule, the posts of Directors or Corporate Auditors are assumed by employees of the Company, to monitor the appropriateness of duties. Also in subsidiaries, the monitoring is made by Audit Department and the Board of Corporate Auditors of the Company, and their reports are directly submitted to the president of the Company.

b. With regard to calculative management of subsidiaries, the duties are divided between Treasury Department and Accounting Department which supervise creation of consolidated financial statements.

c. At management meetings participated by Directors of the Company and its subsidiaries, discussions are made regarding matters pertaining to execution of duties of subsidiaries and appropriate measures are implemented.

d. In principle, each subsidiary shall have a board of directors as long as it is a joint-stock company.

(vi) Matters related to employees assigned to assist Corporate Auditors in their duties and independence of the employees from Directors

a. If a Corporate Auditor determines the necessity, an employee may be appointed as an assistant to the Corporate Auditor. In such case, personnel matters such as appointment, transfer, and evaluation of the assistant require prior agreement by Corporate Auditors, to ensure independence of such employees from Directors.

b. Assistants are dedicated to Corporate Auditors and shall not concurrently assume positions involved in execution of duties of the Company and its subsidiaries.

(vii) Framework to ensure reporting from Directors and Employees to Corporate Auditors and framework to ensure that auditing by Corporate Auditors be performed effectively

a. Directors and Employees shall make reports on execution of duties if requested by Corporate Auditors.

b. For any matters that may cause serious harm to the Company, and for any major violation by Directors and Employees, immediate reports shall be made to Corporate Auditors.

c. Corporate Auditors may directly seek explanation to Directors and Employees at any time when necessary.

d. Corporate Auditors may also attend the Board of Directors' meetings, management meetings, committee meetings, etc. to understand decision-making processes and status of execution. Also Corporate Auditors shall regularly communicate with the president in pursuit of mutual understanding, such as confirming management policy, and so forth.

e. Prompt reporting system to Corporate Auditors with regard to legal violations and other compliance issues is ensured by appropriate operation of internal reporting system or external consultant.

(viii) Basic policy against anti-social forces and its development status

a. The Company and its subsidiaries shall exclude any relationship with anti-social forces, and shall not accept any unreasonable demands from anti-social forces and takes legal proceedings resolutely.

b. If the Company receives unreasonable demands from anti-social forces, Corporate Management Department shall address the issue, and shall closely work with internal department heads and external specialist organizations such as the police and so forth, to prevent damages by anti-social forces properly and systematically.

7. Policy for deciding the dividends from surplus and other related matters

The Company identifies the return of profits to shareholders as one of the important corporate management policies. In addition, the Company's Articles of Incorporation stipulates that the decision of dividends, etc. of surplus shall be resolved by the Board of Directors' meeting with the aim of realizing flexible capital and dividend policy in accordance with the provisions of Article 459, paragraph 1 of the Companies Act.

The year-end dividend for the business year under review was decided to be 5 yen per share. The payment date will be June 27, 2014. Accordingly, the annual dividend will be 10 yen per share, including the interim dividend.

Note: As for fractions less than the respective units in this Business Report, the amounts are rounded down.

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CONSOLIDATED BALANCE SHEET

(as of March 31, 2014)

(Millions of yen)

Assets		Liabilities	
Item	Amount	Item	Amount
Current assets	289,872	Current liabilities	118,904
Cash and deposits	132,235	Notes discounted	2,173
Commercial notes	2,369	Corporate bonds redeemable within one year	2,610
Accounts receivable-operating loans	49,242	Short-term loans payable	6,225
Loans by banking business	46,701	Current portion of long-term loans payable	16,423
Advances paid - installment	39,776	Income taxes payable	1,034
Purchased receivables	2,527	Deposits for banking business	77,142
Subrogation receivable	798	Provision for point card certificates	139
Securities	10,787	Provision for loss on interest repayment	4,055
Merchandise and finished goods	2,152	Provision for loss on business liquidation	28
Work in process	418	Other	9,070
Deferred tax assets	3,013	Noncurrent liabilities	31,601
Other	11,506	Corporate bonds	1,875
Allowance for doubtful accounts	(11,657)	Long-term loans payable	14,454
Noncurrent assets	44,863	Provision for loss on interest repayment	9,382
Property, plant and equipment	12,309	Provision for loss on guarantees	441
Buildings and structures	3,984	Net defined benefit liability	197
Amusement machine	1,848	Provision for loss on litigation	2,951
Land	4,825	Other	2,296
Other	1,650	Total liabilities	150,505
Intangible assets	8,633	Net assets	
Goodwill	5,694	Shareholders' equity	170,928
Other	2,939	Capital stock	53,578
Investments and other assets	23,919	Capital surplus	52,920
Investment securities	9,036	Retained earnings	64,626
Net defined benefit asset	127	Treasury stock	(197)
Long-term operating loans receivable	3,951	Accumulated other comprehensive income	6,335
Deferred tax assets	365	Valuation difference on available-for-sale securities	3,330
Other	14,936	Foreign currency translation adjustment	3,032
Allowance for doubtful accounts	(4,498)	Remeasurements of defined benefit plans	(27)
		Subscription rights to shares	117
		Minority interests	6,848
		Total net assets	184,230
Total assets	334,736	Total liabilities and net assets	334,736

CONSOLIDATED STATEMENT OF INCOME

(from April 1, 2013 to March 31, 2014)

(Millions of yen)

Item	Amount	
Operating revenue		
Discount revenue	183	
Interest on loans	3,054	
Collection from purchased receivable	3,018	
Installment payment paying for commission	7,463	
Commission fee	258	
Sales on real estate business	4,970	
Interest on deposits	67	
Other financial revenue	3,091	
Sales on amusement business	16,510	
Banking business revenue	12,392	
Other operating revenue	10,915	61,926
Operating expenses		
Discount on notes payable expense	50	
Interest on loans	979	
Cost of purchased receivable	700	
Cost of sales-real estate	4,045	
Cost of sales on amusement business	13,982	
Banking business expenses	4,630	
Other operating expenses	1,950	26,339
Operating gross profit		35,586
Selling, general and administrative expenses		21,841
Operating income		13,745
Non-operating income		
Interest income	5	
Dividends income	173	
House rent income	164	
Foreign exchange gains	243	
Contributed income	244	
Miscellaneous income	179	1,010
Non-operating expenses		
Interest expenses	219	
Depreciation	23	
Stock issuance cost	1,109	
Miscellaneous loss	51	1,404
Ordinary income		13,351
Extraordinary income		
Gain on sales of noncurrent assets	65	
Gain on sales of investment securities	462	
Gain on sales of stocks of subsidiaries and affiliates	216	
Gain on negative goodwill	1,060	
Other	97	1,902
Extraordinary loss		
Loss on sales of noncurrent assets	75	
Loss on abandonment of noncurrent assets	47	
Impairment loss	429	
Loss on valuation of investment securities	0	
Provision for loss on litigation	2,951	
Business structure improvement expenses	27	
Other	33	3,564
Income before income taxes and minority interests		11,689
Income taxes-current	558	
Income taxes-deferred	(644)	(85)
Income before minority interests		11,774
Minority interests in income		629
Net income		11,145

CONSOLIDATED STATEMENT OF CHANGES IN NET ASSETS

(from April 1, 2013 to March 31, 2014)

(Millions of yen)

	Shareholders' equity				
	Capital stock	Capital surplus	Retained earnings	Treasury stock	Total shareholders' equity
Balance at the beginning of current period	4,625	3,966	54,320	(194)	62,716
Changes of items during the period					
Issuance of new shares	48,953	48,953			97,907
Dividends from surplus			(839)		(839)
Net income			11,145		11,145
Purchase of treasury stock				(2)	(2)
Disposal of treasury stock		0		0	0
Net changes of items other than shareholders' equity					
Total changes of items during the period	48,953	48,954	10,306	(2)	108,211
Balance at the end of current period	53,578	52,920	64,626	(197)	170,928

	Accumulated other comprehensive income				Subscription rights to shares	Minority interests	Total net assets
	Valuation difference on available-for-sale securities	Foreign currency translation adjustment	Remeasurements of defined benefit plans	Total accumulated other comprehensive income			
Balance at the beginning of current period	(10)	918	-	908	140	7,130	70,895
Changes of items during the period							
Issuance of new shares							97,907
Dividends from surplus							(839)
Net income							11,145
Purchase of treasury stock							(2)
Disposal of treasury stock							0
Net changes of items other than shareholders' equity	3,340	2,114	(27)	5,427	(22)	(281)	5,123
Total changes of items during the period	3,340	2,114	(27)	5,427	(22)	(281)	113,334
Balance at the end of current period	3,330	3,032	(27)	6,335	117	6,848	184,230

NON-CONSOLIDATED BALANCE SHEET

(as of March 31, 2014)

(Millions of yen)

Assets		Liabilities	
Item	Amount	Item	Amount
Current assets	78,176	Current liabilities	1,608
Cash and deposits	63,250	Short-term loans payable	10
Securities	10,000	Current portion of long-term loans payable	1,170
Short-term loans receivable from subsidiaries and affiliates	3,923	Accounts payable	201
Other	1,002	Income taxes payable	211
Noncurrent assets	45,530	Other	15
Property, plant and equipment	73	Noncurrent liabilities	9,955
Buildings	10	Long-term loans payable	9,740
Land	56	Deferred tax liabilities	42
Other	6	Long-term guarantee deposited	171
Intangible assets	838	Other	1
Goodwill	822	Total liabilities	11,564
Other	16	Net assets	
Investments and other assets	44,618	Shareholders' equity	112,024
Investment securities	2	Capital stock	53,578
Stocks of subsidiaries and affiliates	27,288	Capital surplus	52,920
Investments in capital of subsidiaries and affiliates	11,292	Legal capital surplus	52,919
Long-term loans receivable from subsidiaries and affiliates	5,400	Other capital surplus	0
Other	653	Retained earnings	5,823
Allowance for doubtful accounts	(19)	Other retained earnings	5,823
		Retained earnings brought forward	5,823
		Treasury stock	(297)
		Subscription rights to shares	117
		Total net assets	112,142
Total assets	123,707	Total liabilities and net assets	123,707

NON-CONSOLIDATED STATEMENT OF INCOME

(from April 1, 2013 to March 31, 2014)

(Millions of yen)

Item	Amount	
Operating revenue		
Interest income	318	
Dividends income	3,697	
Interest on deposits	42	
Other financial revenue	241	
Other operating revenue	283	4,583
Operating expenses		
Interest on loans	797	797
Operating gross profit		3,785
Selling, general and administrative expenses		1,953
Operating income		1,832
Non-operating income		
Dividends income	17	
Foreign exchange gains	69	
Miscellaneous income	10	97
Non-operating expenses		
Stock issuance cost	1,100	
Miscellaneous loss	0	1,101
Ordinary income		828
Extraordinary income		
Gain on sales of noncurrent assets	0	
Gain on sales of investment securities	462	
Gain on sales of stocks of subsidiaries and affiliates	0	
Gain on reversal of subscription rights to shares	0	464
Extraordinary loss		
Loss on sales of noncurrent assets	0	
Loss on abandonment of noncurrent assets	0	
Loss on valuation of investment securities	0	0
Income before income taxes		1,292
Income taxes-current		23
Net income		1,268

Translation for your reference purpose only

NON-CONSOLIDATED STATEMENT OF CHANGES IN NET ASSETS

(from April 1, 2013 to March 31, 2014)

(Millions of yen)

	Shareholders' equity							
	Capital stock	Capital surplus			Retained earnings		Treasury stock	Total shareholders' equity
		Legal capital surplus	Other capital surplus	Total capital surplus	Other retained earnings	Total retained earnings		
Balance at the beginning of current period	4,625	3,966	0	3,966	5,394	5,394	(295)	13,690
Changes of items during the period								
Issuance of new shares	48,953	48,953		48,953				97,907
Dividends from surplus					(839)	(839)		(839)
Net income					1,268	1,268		1,268
Purchase of treasury stock							(2)	(2)
Disposal of treasury stock			0	0			0	0
Net changes of items other than shareholders' equity								
Total changes of items during the period	48,953	48,953	0	48,954	428	428	(2)	98,333
Balance at the end of current period	53,578	52,919	0	52,920	5,823	5,823	(297)	112,024

	Subscription rights to shares	Total net assets
Balance at the beginning of current period	140	13,831
Changes of items during the period		
Issuance of new shares		97,907
Dividends from surplus		(839)
Net income		1,268
Purchase of treasury stock		(2)
Disposal of treasury stock		0
Net changes of items other than shareholders' equity	(22)	(22)
Total changes of items during the period	(22)	98,311
Balance at the end of current period	117	112,142

Accounting Auditor's Report on Consolidated Financial Statements

<u>Independent Auditor's Report</u>		May 21, 2014
J Trust Co., Ltd. The Board of Directors		
	Osaka Audit Corporation	
Designated and Engagement Partner	Certified Public Accountant	Shozo Ikejiri (Seal)
Designated and Engagement Partner	Certified Public Accountant	Koichi Aki (Seal)
Engagement Partner	Certified Public Accountant	Naoya Hayashi (Seal)
<p>Pursuant to Article 444, Paragraph 4 of the Companies Act, we have audited the consolidated financial statements, namely, Consolidated Balance Sheet, Consolidated Statement of Income, Consolidated Statement of Changes in Net Assets and Notes to Consolidated Financial Statements of J Trust Co., Ltd. ("the Company") for the fiscal year from April 1, 2013 to March 31, 2014.</p>		
<p>Management's Responsibility for the Consolidated Financial Statements Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in Japan, and for such internal control that management determines is necessary to enable the preparation and fair presentation of consolidated financial statements that are free of material misstatement, whether due to fraud or error.</p>		
<p>Accounting Auditor's Responsibility Our responsibility is to express an opinion on these consolidated financial statements based on our audit performed from an independent standpoint. We conducted our audit in accordance with the auditing standards generally accepted in Japan. Those standards require that we implement our audit plan and perform the audit based on the plan to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement.</p>		

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the Accounting Auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control. An audit also includes evaluating the appropriateness of accounting policies used, the method of their application and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence that we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Audit Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Group, comprising of the Company and its consolidated subsidiaries as of March 31, 2014, and the results of their operations for the fiscal year then ended in conformity with the accounting principles generally accepted in Japan.

Matters for Emphasis

As described in Notes to Consolidated Financial Statements: "1. Significant Matters Pertaining to the Preparation of Consolidated Financial Statements; (7) Matters regarding change in accounting estimates," the Company changed the estimates of allowance for doubtful accounts in its consolidated subsidiary.

This matter does not have an impact on our opinion.

Interest

Our firm and the engagement partners do not have any interest in the Company for which disclosure is required under the provisions of Certified Public Accountants Act.

End

The above represents a translation, for convenience only, of the original report issued in the Japanese language.

Accounting Auditor's Report on Non-Consolidated Financial Statements

INDEPENDENT AUDITOR'S REPORT

May 21, 2014

J Trust Co., Ltd.
The Board of Directors

		Osaka Audit Corporation
Designated and Engagement Partner	Certified Public Accountant	Shozo Ikejiri (Seal)
Designated and Engagement Partner	Certified Public Accountant	Koichi Aki (Seal)
Engagement Partner	Certified Public Accountant	Naoya Hayashi (Seal)

Pursuant to Article 436, Paragraph 2, Item 1 of the Companies Act, we have audited the non-consolidated financial statements, namely, Non-Consolidated Balance Sheet, Non-Consolidated Statement of Income, Non-Consolidated Statement of Changes in Net Assets and Notes and Schedules to Non-Consolidated Financial Statements of J Trust Co., Ltd. ("the Company") for the 38th business year from April 1, 2013 to March 31, 2014.

Management's Responsibility for the Non-Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these non-consolidated financial statements and its supporting schedules in accordance with accounting principles generally accepted in Japan, and for such internal control that management determines is necessary to enable the preparation and fair presentation of non-consolidated financial statements that are free of material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these non-consolidated financial statements and its supporting schedules based on our audit performed from an independent standpoint. We conducted our audit in accordance with the auditing standards generally accepted in Japan. Those standards require that we implement our audit plan and perform the audit based on the plan to obtain reasonable assurance about whether the financial statements and the related supplementary schedules are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the non-consolidated financial statements and its supporting schedules. The procedures selected depend on the Accounting Auditors' judgment, including the assessment of the risks of material misstatement of the non-consolidated financial statements and its supporting schedules, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the preparation and fair presentation of the non-consolidated financial statements and its supporting schedules in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control. An audit also includes evaluating the appropriateness of accounting policies used, the method of their application and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the non-consolidated financial statements and its supporting schedules.

We believe that the audit evidence that we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Audit Opinion

In our opinion, the non-consolidated financial statements and its supporting schedules referred to above present fairly, in all material respects, the non-consolidated financial position of the Company as of March 31, 2014 and results of its operations for the business year then ended in conformity with the accounting principles generally accepted in Japan.

Interest

Our firm and the engagement partners do not have any interest in the Company for which disclosure is required under the provisions of Certified Public Accountants Act.

End

The above represents a translation, for convenience only, of the original report issued in the Japanese language.

Board of Corporate Auditors' Report

AUDIT REPORT OF CORPORATE AUDITORS

With respect to the Directors' performance of their duties during the 38th business year from April 1, 2013 to March 31, 2014, the Board of Corporate Auditors has prepared this Audit Report after deliberation based on the audit reports prepared by each Corporate Auditor. We hereby report as follows.

1. Method and Contents of Audit by the Corporate Auditors and Board of Corporate Auditors

In addition to establishing auditing policies and segregation of duties, and receiving reports from each Corporate Auditor on the implementation status and results of the audit, the Board of Corporate Auditors received reports from Directors and the like and accounting auditors on the performance of their duties and requested further explanations as deemed necessary.

In compliance with the standards for audit by Corporate Auditors established by the Board of Corporate Auditors, pursuant to the auditing policies and segregation of duties, each Corporate Auditor communicated with Directors, internal audit staff and other employees in order to collect information, improve the audit environment, and at the same time, attended meetings of the Board of Directors and other important meetings, received reports from Directors and employees, etc. on the performance of their duties, requested further explanations as deemed necessary, reviewed important electronic internal approval-granting documents, and inspected the status of business operations and assets at the head office and main offices. In addition, we periodically received reports from Directors and employees, etc. and required their explanations as deemed necessary with respect to the contents of the resolutions of the Board of Directors concerning the development of a system to ensure that the performance of duties of Directors comply with laws and regulations and the Articles of Incorporation as described in the Business Report hereto and the system as defined in Article 100, Paragraphs 1 and 3 of the Regulations for Enforcement of the Companies Act of Japan to ensure the fairness of the operations of the Company as a joint stock company as well as the status of development and implementation of the structural system (internal control system) that has been developed based on the resolutions. With regard to the internal control over financial reporting, we received reports on the status of audit and evaluation of the internal control from Directors and Osaka Audit Corporation and requested further explanations as deemed necessary. With respect to the subsidiaries, each Corporate Auditor endeavored to facilitate a mutual understanding and exchanged information with the directors and corporate auditors, etc. of each subsidiary including overseas subsidiaries, and received reports on their respective business from the subsidiaries as deemed necessary. Based on the above methods, we reviewed the business report and its supporting schedules for the fiscal year ended on March 31, 2014.

In addition, we monitored and reviewed whether the Accounting Auditors maintained their independent positions and conducted the audit properly, received reports from the Accounting Auditors on the performance of their duties, and requested further explanations as deemed necessary. Furthermore, we were informed by the Accounting Auditor that they are establishing a "System to ensure the appropriate performance of duties" (Matters as defined in each item of Article 131 of the Company Accounting Regulations) pursuant to "Quality control standards of audit" (October 28, 2005; the Business Accounting Council), and requested their explanations as deemed necessary.

Based on the above methods, we examined the non-consolidated financial statements (Non-Consolidated Balance Sheet, Non-Consolidated Statement of Income, Non-Consolidated Statement of Changes in Net Assets and Notes and Schedules to Non-Consolidated Financial Statements) and its supporting schedules, as well as the consolidated financial statements (Consolidated Balance Sheet, Consolidated Statement of Income, Consolidated Statement of Changes in Net Assets and Notes to Consolidated Financial Statements) related to the relevant business year.

2. Results of Audit

(1) Results of Audit of Business Report and Other Relevant Documents

(i) The business report and its supporting schedules of the Company accurately presents the financial positions of the Company in conformity with applicable laws and regulations and the Articles of Incorporation of the Company.

(ii) No irregularity or violation of applicable laws or regulations or the Articles of Incorporation of the Company was found with respect to the activities of the Directors.

(iii) The contents of the resolutions of the meeting of the Board of Directors with respect to the internal control system are appropriate. In addition, there are no matters to be pointed out regarding the descriptions included in the business report concerning the internal control system and the performance of duties of Directors.

(2) Results of Audit of Non-Consolidated Financial Statements and its Supporting Schedules

In our opinion, the methods and results of audit performed by Osaka Audit Corporation, the accounting auditor of the Company, are appropriate.

(3) Results of Audit of Consolidated Financial Statements

In our opinion, the methods and results of audit performed by Osaka Audit Corporation, the accounting auditor of the Company, are appropriate.

May 22, 2014

**Board of Corporate Auditors of
J Trust Co., Ltd.**

Full-time Corporate Auditor	Masao Onishi	(Seal)
Full-time Outside Corporate Auditor	Hideki Yamane	(Seal)
Corporate Auditor	Masato Inoue	(Seal)
Outside Corporate Auditor	Kinya Naito	(Seal)

End

REFERENCE DOCUMENT FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

Proposal 1 Partial Amendment to the Articles of Incorporation

1. Reason for the proposal

J Trust has engaged in improvement of agility in business expansion and promotion as a holding company which develops comprehensive business strategies for each subsidiary under which it manages and supports their business activities. A proposal was made to amend Article 2. (Purpose) of the current Articles of Incorporation in order to clarify the J Trust’s decisive position as a holding company and reinforce its structure so that it can accelerate the growth of the group through development and implementation of business strategies in a swifter manner.

2. Details of amendment

Details of amendment are as follows.

(Underlined sections are proposed to be amended)

Current Articles of Incorporation	After amendment
<p>Article 2. (Purpose) The purpose of the Company shall be to engage in the following areas of business:</p> <ol style="list-style-type: none"> 1. <u>Money lending and credit guarantee business</u> 2. <u>Real estate sales and brokerage</u> 3. <u>Corporate credit research and management consulting</u> 4. <u>Property and casualty insurance representation, insurance agency services based on the Automobile Liability Security Act, and operations related to life insurance subscription</u> 5. <u>Operations related to the planning, development, design, management, administration and sales of credit management systems</u> 6. <u>Monetary claims, such as sales, intermediary services for sales, and business pertaining to agencies</u> 7. <u>Agency or intermediary services for advertising</u> 8. <u>Agency services for office phone reception</u> 9. Management and control of companies by holding their shares or equity (including foreign companies) and the business activities of other similar entities 10. Any other business incidental to the foregoing 	<p>Article 2. (Purpose) The purpose of the Company shall be to engage in the following areas of business:</p> <p style="text-align: center;">(Delete) (Delete) (Delete) (Delete) (Delete) (Delete) (Delete) (Delete)</p> <ol style="list-style-type: none"> 1. Management and control of companies by holding their shares or equity (including foreign companies) and the business activities of other similar entities 2. Any other business incidental to the foregoing

Proposal 2 Election of Eight (8) Directors

The terms of office for all ten (10) Directors will expire upon conclusion of this Ordinary General Meeting of Shareholders. In this regard, we propose to reduce the number of Directors on its Board of Directors by two (2) to eight (8) and the election of eight (8) Directors in a manner that will allow the Board to make a strategic and flexible decision. Accordingly, we would like you to approve the election of eight (8) Directors (consisting of five (5) reappointed and three (3) newly appointed Directors).

The candidates for Director are as follows:

No.	Name (Date of birth)	Brief personal profile, position, responsibilities and significant concurrent positions	Number of the Company's shares held (shares)
1	Nobuyoshi Fujisawa (January 17, 1970)	<p>Aug 2007 Representative Director & Chairman, Kazaka Purchase of accounts receivable Co., Ltd. (current Partir Servicer Co., Ltd.)</p> <p>Jun 2008 Representative Director & Chairman, J Trust Co., Ltd. Director, Mass Work Co., Ltd. (current Keynote Co., Ltd.)</p> <p>Oct 2008 President & Representative Director, Next Japan Holdings Co., Ltd. (current J Trust Co., Ltd.)</p> <p>Mar 2009 President & Representative Director, NLHD Co., Ltd. (Incumbent)</p> <p>Jul 2009 President & Representative Director, Neoline Holdings Co., Ltd. (current JT Investment Co., Ltd.)</p> <p>Jun 2010 Director, J Trust Co., Ltd. Director, Adores, Inc.</p> <p>Oct 2010 Director & Supreme Advisor, J Trust Co., Ltd. Representative Director & Chairman, Next Japan Holdings Co., Ltd. (current J Trust Co., Ltd.)</p> <p>May 2011 Representative Director & Chairman, Adores, Inc.</p> <p>Jun 2011 President & CEO, J Trust Co., Ltd. (Incumbent)</p> <p>Oct 2013 Managing Director, CEO, J Trust Asia Pte. Ltd. (Incumbent)</p> <p>Jan 2014 Chairman, Chinae Savings Bank Co., Ltd. (Incumbent)</p> <p>May 2014 Chairman, Adores, Inc. (Incumbent)</p>	31,398,744

No.	Name (Date of birth)	Brief personal profile, position, responsibilities and significant concurrent positions	Number of the Company's shares held
2	Nobiru Adachi (March 21, 1958)	Apr 1980 Joined Ministry of Finance Jul 1986 Director, Onomichi Tax Office Jun 1997 Director, Vice Minister of Finance for International Affairs, Minister's Secretariat Jun 1999 Budget Examiner, Budget Bureau Jun 2002 Director of the Research Division, International Bureau Jun 2004 Director, Policy Research Institute, Ministry of Finance Jun 2005 Director-General, Hakodate Customs Apr 2006 Officer, JASDAQ Securities Exchange, Inc. Jun 2006 Executive Officer, JASDAQ Securities Exchange, Inc. Oct 2008 Country Head for Japan, ETF Securities Ltd. Oct 2011 Representative Director and Chairman, M&A Solutions Japan Co., Ltd. Apr 2013 Advisor, J Trust Co., Ltd. Jun 2013 Managing Director, J Trust Co., Ltd. (Incumbent)	500
3	Makoto Miyoshi (September 25, 1978)	Apr 2001 Joined Casco Corporation (current Primex Capital Co., Ltd.) Nov 2008 Joined Phlox Co., Ltd. (current Credia Co., Ltd.) Dec 2008 Joined J Trust Co., Ltd. Mar 2010 Auditor, Saikyo Card Co., Ltd. Oct 2010 Director, Neoline Holdings Co., Ltd. (current JT Investment Co., Ltd.) May 2011 Advisor, J Trust Co., Ltd. Jun 2011 Director in charge of Management Planning of Corporate Strategy Department, J Trust Co., Ltd. Jan 2012 Director in charge of Corporate Strategy Department, J Trust Co., Ltd. May 2012 Outside Director, Next Japan Holdings Co., Ltd. (current J Trust Co., Ltd.) Jun 2012 Outside Director, Adores, Inc. Nov 2012 Director & General Manager of Corporate Strategy Dept., J Trust Co., Ltd. Jun 2013 Director in charge of Corporate Strategy Dept., Treasury Dept., and Public Relations and Investor Relations Dept., J Trust Co., Ltd. (Incumbent)	8,900

No.	Name (Date of birth)	Brief personal profile, position, responsibilities and significant concurrent positions	Number of the Company's shares held
4	Taiji Hitachi (November 28, 1976)	<p>Apr 1998 Joined Asahi & Co. (current KPMG AZSA LLC)</p> <p>Apr 2001 Registered as a Certified Public Accountant</p> <p>Nov 2008 Joined Phlox Co., Ltd. (current Credia Co., Ltd.)</p> <p>Oct 2009 Auditor, Next Japan Holdings Co., Ltd. (current J Trust Co., Ltd.)</p> <p>Jan 2010 Joined Neoline Holdings Co., Ltd. (current JT Investment Co., Ltd.)</p> <p>Oct 2011 General Manager of Accounting Dept., J Trust Co., Ltd.</p> <p>Jan 2012 General Manager of Accounting & Planning Dept., J Trust Co., Ltd.</p> <p>Jul 2012 Auditor, JT Investment Co., Ltd. (Incumbent)</p> <p>Jun 2013 Director, General Manager of Accounting & Planning Dept., J Trust Co., Ltd. (Incumbent)</p> <p>Mar 2014 Director, NUCS Co., Ltd. (Incumbent)</p>	0
5	Nobuiku Chiba (February 21, 1973)	<p>Jun 2008 Vice President & Director, J Trust Co., Ltd.</p> <p>Jul 2008 President & Director, Phlox Co., Ltd. (current Credia Co., Ltd.)</p> <p>Sep 2008 President & Representative Director, Credia Co., Ltd.</p> <p>Mar 2009 President & Representative Director, Station Finance Co., Ltd. (current Nihon Hoshou Co., Ltd.)</p> <p>May 2009 Director, J Trust System Co., Ltd. (Incumbent)</p> <p>Oct 2009 Corporate Executive Vice President & Director, J Trust Co., Ltd. in charge of J Trust Financial Service Co., Ltd. (current Nihon Hoshou Co., Ltd.)</p> <p>Jun 2010 President & Representative Director, J Trust Co., Ltd. Director & Chairman, J Trust Financial Service Co., Ltd. (current Nihon Hoshou Co., Ltd.)</p> <p>May 2011 Director, Lopro Corporation (current Nihon Hoshou Co., Ltd.) (Incumbent)</p> <p>Jun 2011 Vice President & Representative Director, J Trust Co., Ltd. President & Representative Director, Neoline Credit Co., Ltd.</p> <p>Aug 2011 Representative Director & Chairman, KC Card Co., Ltd.</p> <p>Aug 2012 Director, Chinae Co., Ltd. (current Chinae Savings Bank Co., Ltd.) (Incumbent)</p> <p>Oct 2012 Director, J Trust Co., Ltd. (Incumbent) Director, KC Card Co., Ltd. (Incumbent)</p>	257,208

No.	Name (Date of birth)	Brief personal profile, position, responsibilities and significant concurrent positions	Number of the Company's shares held
*6	Norio Igarashi (August 30, 1940)	<p>Apr 1966 Appointed as Prosecutor of the Tokyo District Public Prosecutors Office</p> <p>Jan 1991 Chief of the Special Investigation Department, the Tokyo District Public Prosecutors Office</p> <p>Jul 1993 Prosecutor of the Supreme Public Prosecutors' Office</p> <p>Sep 1993 Chief Public Prosecutor of the Oita District Public Prosecutors Office</p> <p>Apr 1995 Prosecutor of the Supreme Public Prosecutors' Office</p> <p>Jan 1996 Chief Public Prosecutor of the Utsunomiya District Public Prosecutors Office</p> <p>Jun 1997 Chief Public Prosecutor of the Chiba District Public Prosecutors Office</p> <p>Jul 1998 Chief Public Prosecutor of the Yokohama District Public Prosecutors Office</p> <p>May 2000 Notary, the Yaesu notary office</p> <p>May 2010 Registered as an attorney (Daini Tokyo Bar Association) Visiting attorney at Yamada Ozaki Law Office (Incumbent)</p>	0
*7	Ryuji Mizuta (January 7, 1952)	<p>Apr 1974 Joined National Police Agency</p> <p>Jul 1994 Chief of Miyazaki Prefectural Police</p> <p>Mar 1996 Chief, General Affairs, Chugoku Regional Police Bureau</p> <p>Aug 1996 Chief of Education and Training Division, National Police Agency</p> <p>Aug 1998 Chief of Gifu Prefectural Police</p> <p>Apr 2000 Head of Public Security Department, Kanto Regional Police Bureau</p> <p>Aug 2000 Director of First Intelligence Department, Public Security Intelligence Agency</p> <p>Aug 2002 Chief of Shizuoka Prefectural Police</p> <p>Aug 2004 Director, Japan Motorcycle Racing Organization (current The JKA Foundation)</p> <p>Mar 2006 Director-General of the Kyushu Regional Police Bureau</p> <p>Jun 2009 Managing Director, Japan Crime Prevention Association (currently, public interest incorporated foundation)</p> <p>Jul 2012 Corporate Adviser, Sumitomo Life Insurance Company (Incumbent)</p>	0

No.	Name (Date of birth)	Brief personal profile, position, responsibilities and significant concurrent positions	Number of the Company's shares held
*8	Kazuharu Anno (July 15, 1949)	<p>Apr 1973 Joined Yamaguchi Sogo Bank, Ltd. (current the Saikyo Bank, Ltd.)</p> <p>Oct 2003 Seconded to Marufuku Hotel as a representative of GA & HR Division of the Saikyo Bank, Ltd.</p> <p>Oct 2004 Joined Medical Corporation Wado-kai</p> <p>Aug 2006 Executive Managing Officer, the Saikyo Bank, Ltd.</p> <p>Oct 2006 Executive Managing Officer and Head of Sales Management Department, the Saikyo Bank, Ltd.</p> <p>Jun 2007 Director, Executive Officer and Head of Kan-fuku Region, the Saikyo Bank, Ltd.</p> <p>Jun 2008 Managing Director and Head of Sales Division, the Saikyo Bank, Ltd.</p> <p>Nov 2009 Managing Director and Head of Risk Management Department, the Saikyo Bank, Ltd.</p> <p>Jun 2010 Representative Senior Managing Director, the Saikyo Bank, Ltd.</p> <p>Apr 2012 Representative Chairman, the Saikyo Bank, Ltd.</p> <p>Jun 2013 Chairman, the Saikyo Bank</p> <p>Apr 2014 Member of Kudamatsu City Council (Incumbent)</p>	0

Notes

1. No specific conflict of interests exists between the Company and each candidate for Directors.
2. An asterisk mark attached to the number of candidate represents a candidate newly appointed for director.
3. Messrs. Norio Igarashi, Ryuji Mizuta and Kazuharu Anno are candidates for Outside Directors.
4. Special Notes Regarding Candidates for Outside Directors
 - (1) Mr. Norio Igarashi has been involved in corporate law as attorney at law after he held prominent positions such as Chief of the Special Investigation Department at the Tokyo District Public Prosecutors Office and Prosecutor of the Supreme Public Prosecutors' Office. The Company proposes that Mr. Igarashi be elected as Outside Director in the hope that he will be able to provide valuable guidance and instruction to the management of the Company, leveraging his abundant experiences and advanced expertise. Though he has had no experience of direct involvement in corporate management, the Company determines that he is the right person to assume the duty of Outside Director of the Company for the reasons above.
 - (2) Mr. Ryuji Mizuta has a wide range of insight and knowledge in crisis management, etc., including the exclusion of antisocial forces as well as wealth of experiences in important positions at the National Police Agency. The Company proposes that Mr. Mizuta be elected as Outside Director in the hope that he will be able to provide valuable guidance and instruction in these respects to the management of the Company. Though he has had no experience of direct involvement in corporate management, the Company determines that he is the right person to assume the duty of Outside Director of the Company for the reasons above.
 - (3) Mr. Kazuharu Anno has abundant experience and knowledge as the management of The Saikyo Bank, Ltd. The Company proposes that Mr. Anno be elected as Outside Director in the hope that he will be able to provide valuable guidance and instruction to the management of the Company in this regard.
 - (4) If Messrs. Norio Igarashi, Ryuji Mizuta and Kazuharu Anno are elected as Outside Directors, the

Company will, in accordance with Article 427, Paragraph 1 of the Companies Act, conclude an agreement with them concerning liability for damages as specified in Article 423, Paragraph 1 of the Companies Act. Their relevant liabilities for damages under the agreement shall be limited to the minimum liability amount as stipulated by laws and regulations.

- (5) Messrs. Norio Igarashi, Ryuji Mizuta and Kazuharu Anno meet the requirements that the Tokyo Stock Exchange defines as an independent officer. The Company intends to designate them as independent directors and notify the exchange to that effect.

End