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(Securities Code: 7189) June 5, 2025

To Shareholders with Voting Rights:

Hideyuki Murakami President **Nishi-Nippon Financial Holdings, Inc.** 1-1, Hakata-ekimae 3-chome, Hakata-ku, Fukuoka, Japan

NOTICE OF CONVOCATION OF THE 9TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

We would like to express our appreciation for your continued support and patronage.

You are hereby notified that the 9th Annual General Meeting of Shareholders of Nishi-Nippon Financial Holdings, Inc. (the "Company," with its subsidiaries, the "Group") will be held for the purposes described below.

In convening this general meeting of shareholders, the Company has taken measures for providing information in electronic format (the "measures for electronic provision") and has posted matters subject to the measures for electronic provision as Shareholders Meeting 2025 on the website shown below.

The Company's website <u>https://www.nnfh.co.jp/english.html</u>

In addition to the website shown above, the Company has also posted the information on the website of Tokyo Stock Exchange (TSE). To view the information, please access the TSE website (Listed Company Search), input "Nishi-Nippon Financial Holdings" in the "Issue name (company name)" field, or input our securities code "7189" in the "Code" field, and click "Search," and then click "Basic information" and select "Documents for public inspection/PR information."

TSE website (Listed Company Search) https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show

If you do not attend the meeting in person, you may exercise your voting rights in wiring or via the Internet, etc. Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by Thursday, June 26, 2025 at 5:00 p.m. JST.

1 Date and Time:	Friday, June 27, 2025 at 10:00 a.m. JST (Reception begins: 9:00 a.m. JST)
2 Place:	Meeting Room on the third floor, Annex of Head Office of THE NISHI-NIPPON CITY BANK, LTD., 3-6, Hakata-ekimae 1-chome, Hakata-ku, Fukuoka, Japan
3. Meeting Agenda: Matters to be reported:	 Business Report and Consolidated Financial Statements for the Company's 9th Fiscal Year (from April 1, 2024 to March 31, 2025) and the results of the audits of the Consolidated Financial Statements by the Independent Auditor and the Audit and Supervisory Committee Non-consolidated Financial Statements for the Company's
-	9th Fiscal Year (from April 1, 2024 to March 31, 2025) I: Appropriation of Surplus Election of 5 Directors (excluding Directors who are Audit and

rroposal No. 2: Election of 5 Directors (excluding Directors who are Audit as Supervisory Committee Members)
 Proposal No. 3: Election of 1 Director who is an Audit and Supervisory Committee Member

Instructions for Exercise of Voting Rights

If exercising your voting rights in advance

Exercise of Voting Rights by Mail (in Writing)

Exercise deadline: Arrival by Thursday, June 26, 2025 at 5:00 p.m. JST

Voting rights may be exercised by mail. Please review the "Reference Documents for the General Meeting of Shareholders" posted as the matters subject to the measures for electronic provision, indicate your vote for or against the proposals on the Voting Rights Exercise Form, and return it. If neither approval nor disapproval of a proposal is indicated on the Voting Rights Exercise Form, it shall be deemed a vote of approval for the proposal.

Exercise of Voting Rights Online

Exercise deadline: By Thursday, June 26, 2025 at 5:00 p.m. JST

- The Portal of Shareholders' Meeting: https://www.soukai-portal.net
- Voting website:<u>https://www.e-sokai.jp</u> (both available in Japanese only)

Please access the portal or the voting website online, follow the instructions there, and indicate your vote for or against the proposals.

If you vote both in writing and via the Internet, only your vote placed via the Internet will be valid. Additionally, if you submit your vote multiple times via the Internet, only the last vote will be valid.

If attending the General Meeting of Shareholders

Date and time of the General Meeting of Shareholders:

Friday, June 27, 2025 at 10:00 a.m. JST

(The reception is scheduled to begin at 9:00 a.m. JST)

Please submit the enclosed Voting Rights Exercise Form at the reception desk on the day of the meeting for identification.

For resource-saving, please bring your own copy of this notice of convocation.

End

- The Company has delivered the documents containing matters subject to the measures for electronic provision for this General Meeting of Shareholders to all of our shareholders, regardless of whether they have requested it or not. However, of the matters subject to the measures for electronic provision, the following matters are not included in the physical documents delivered to the shareholders who requested it, in accordance with provisions of laws and regulations as well as the Articles of Incorporation of the Company. The Independent Auditor and the Audit and Supervisory Committee have audited documents which are in the scope of audit, including the following matters.
 - 1) "The Systems to Secure the Appropriateness of Operations" of the Business Report
 - 2) "Consolidated Statement of Changes in Net Assets" of the Consolidated Financial Statements and Notes to the Consolidated Financial Statements
 - 3) "Non-consolidated Statement of Changes in Net Assets" of the Non-consolidated Financial Statements and the Notes to the Non-consolidated Financial Statements
- If any amendments are made to the matters subject to the measures for electronic provision, such amendments will be posted on the respective websites where the matters are posted.

Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Appropriation of Surplus

Concerning the appropriation of surplus, the Company's basic policy is to strengthen its financial standing via appropriate enrichment of internal reserves and to conduct stable dividends. In the medium term, the Company aims to provide returns to shareholders equivalent to approximately 40% of the net income attributable to shareholders of the Company, and in consideration of factors such as contemporary economic trends, financial conditions, and business results forecasts, determines the returns for each fiscal year.

Based on the above policy, the Company proposes the year-end dividend for the 9th fiscal year as follows:

Matters concerning year-end dividend

1. Kind of dividend property

Cash

2. Matters concerning the allotment of dividend property to shareholders and the total amount thereof

45 yen per share of common stock

The total amount of dividends 6,273,911,115 yen

Furthermore, as 30 yen were paid per share as an interim dividend during this fiscal period, the annual dividend will amount to 75 yen per share.

3. Effective date of the distribution of surplus

June 30, 2025

Proposal No. 2: Election of 5 Directors (excluding Directors who are Audit and Supervisory Committee Members)

The terms of office of all of the 5 Directors (excluding Directors who are Audit and Supervisory Committee members) will expire at the conclusion of this Annual General Meeting of Shareholders. It is proposed that 5 Directors (excluding Directors who are Audit and Supervisory Committee members) be elected.

The Audit and Supervisory Committee has stated that the Committee has no objection to this proposal.

The candidates are as follows:

(Reference) List of the candidates

No.	Name		Current position, etc. at the Company
1	Hiromichi Tanigawa	Reappointment	Chairman (Representative Director)
2	Hideyuki Murakami	Reappointment	President (Representative Director)
3	Hiroyuki Irie	Reappointment	Director In charge of the Corporate Planning Division and the Group Strategy Planning Division
4	Hiroyuki Takeo	Reappointment	Director In charge of the Internal Audit Division
5	Takashige Honda	Reappointment	Director In charge of the Compliance & Risk Management Division and Deputy in charge of the Corporate Planning Division

No.	Name (Date of birth)	Past experience,	Number of shares of the Company held					
1	Hiromichi Tanigawa (Jul. 17, 1953) [Reappointment]	BANK, LTD.	Joined the Ministry of Finance Director-General of Yokohama Customs, the Ministry of Finance Deputy Director-General of Minister's Secretariat, the Ministry of Finance Managing Director, Japan Finance Corporation Joined THE NISHI-NIPPON CITY BANK, LTD. (the "Bank") Advisor, the Bank Executive Director, the Bank Representative Director (Representative Director), the Bank Representative Director) Head of Kitakyushu & Yamaguchi Region, the Bank Deputy President (Representative Director) Head of Kitakyushu & Yamaguchi Region, the Bank President (Representative Director), the Bank President (Representative Director), the Company Deputy Chairman (Representative Director), the Company Chairman (Representative Director), the Bank (current position) Chairman (Representative Director), the Company Chairman (Representative Director), the Bank (current position) chairman (Representative Director), the Bank (current position) Chairman (Representative Director), the Company (Chairman (Representative Director), the Sank (current position) Chairman (Representative Director), the Sank (current position) Chairman (Representative Director), the Company (current position) Chairman (Representative Director), the Company (current position) Chairman (Representative Director), the Company (current position) (Patistica)	25,600 shares				
	[Reasons for nomination as a candidate for director] Since taking office as director in 2011 at THE NISHI-NIPPON CITY BANK, LTD., a bank of the Group, Mr. Hiromichi Tanigawa has been in charge of the bank's core operations, such as the Internal Audit Division, the Corporate Risk Management & Compliance Division, the Corporate Planning Division and Head of Kitakyushu & Yamaguchi Region. Since taking office as president of the bank in June 2014, he has been at the forefront of leading initiatives toward improving business results of the bank. Additionally, he was appointed president of the Company in October 2016, deputy chairman of the Company in June 2021, and chairman of the Company in June 2024. The Company nominates him as a candidate for director as he has been judged to be a person who can contribute to the Company's management from his experience, capability, personality and knowledge as a top-level executive.							

No.	Name (Date of birth)	Past experience, (s:	Number of shares of the Company held	
		Apr. 1983	Joined NISHI-NIPPON SOGO BANK (NISHI-NIPPON BANK) (currently, THE NISHI-NIPPON CITY BANK, LTD.) (the "Bank")	
		May 2007	General Manager of Hakataeki Higashi Branch, the Bank	
		May 2008	General Manager of the Human Resources Division and the Human Resource Development Office, the Bank	
	Hideyuki	Jun. 2010	Executive Officer General Manager of the Human Resources Division and the Human Resource	
	2	May 2012	Development Office, the Bank Executive Officer	
	Murakami (Mar. 14, 1961)	1viay 2012	General Manager of the Corporate Planning Division, the Bank	9,700 shares
	[Reappointment]	Jun. 2012	Senior Executive Officer General Manager of the Corporate Planning Division, the Bank	
		Jun. 2014	Managing Director, the Bank	
		Oct. 2016	Director, the Company	
2		Jun. 2018	Executive Director, the Bank	
2		Jun. 2021	President (Representative Director), the	
		Jun. 2021	Company (current position) President (Representative Director), the Bank (current position)	
		(Significant concurr		
		President (Rep		
		BANK, LTD.		
		Director, DAII Vice Chairman		
	Mr. Hideyuki Murak Resources Division a LTD., a bank of the C core operations, such Division, the Corpora Compliance Risk Sup Transaction Division 2021, he has been at Additionally, he was 2021. The Company	nd General Manager o Group. Since taking off as the Head of Tokyo ate Risk Management a pervisory Division, the and the International I the forefront of leading appointed director of t nominates him as a can	director] Manager of Hakataeki Higashi Branch, General M f the Corporate Planning Division at THE NISHI- fice as director in 2014 at the bank, he has been in Headquarters, the Internal Audit Division, the Cor & Compliance Division, the Corporate Risk Manag Treasury & Portfolio Investment Division, the Tre Business Division. Since taking office as president g initiatives toward improving business results of t the Company in October 2016 and president of the ndidate for director as he has been judged to be a p from his experience, capability, personality and know	NIPPON CITY BANK, charge of the bank's porate Planning gement Division, the easury & Securities of the bank in June he bank. Company in June erson who can

No.	Name (Date of birth)	Past experience,	Number of shares of the Company held					
3	Hiroyuki Irie (Nov. 11, 1957) [Reappointment]	Apr. 1981 Jun. 2008 Oct. 2009 Jun. 2010 Jun. 2011 Jun. 2015 Oct. 2016 Jun. 2019 Jun. 2020 Apr. 2023 Jun. 2023 Jun. 2024 (Significant concurred Deputy Preside CITY BANK,	ent (Representative Director), THE NISHI-NIPPON	9,200 shares				
	[Reasons for nomination as a candidate for director] Since taking office as director in 2010 at THE NISHI-NIPPON CITY BANK, LTD., a bank of the Group, Mr. Hiroyuki Irie has been in charge of the business divisions, the Regional Relationship Management Headquarters, and the Corporate Business Solution Division, and is familiar with business operations in general. Additionally, he was appointed director of the Company in October 2016, executive officer of the Company in June 2019, and director of the Company in June 2023. The Company nominates him as a candidate for director as he has been judged to be a person who can contribute to the Company's management from his experience, capability, personality and knowledge.							

No.	Name (Date of birth)	Past experience,	Number of shares of the Company held					
4	Hiroyuki Takeo (Sep. 19, 1958) [Reappointment]	CITY BANK, Director servin Sangyo Co., L	ent (Representative Director), THE NISHI-NIPPON LTD. g as Audit and Supervisory Committee member, Ohishi	2,310 shares				
	 [Reasons for nomination as a candidate for director] Since taking office as director in 2016 at THE NISHI-NIPPON CITY BANK, LTD., a bank of the Group, Mr. Hiroyuki Takeo has been in charge of the bank's core operations, such as the credit supervision division and the business division, and is familiar with financing and business operations in general. Additionally, he was appointed director of the Company in October 2016, executive officer of the Company in June 2018, and director of the Company in June 2024. The Company nominates him as a candidate for director as he has been judged to be a person who can contribute to the Company's management from his experience, capability, personality and knowledge. 							

No.	Name (Date of birth)	Past experience, I (s	Number of shares of the Company held				
5	Takashige Honda (Dec. 23, 1965) [Reappointment]	Audit & Superv	tor, THE NISHI-NIPPON CITY BANK, LTD. isory Board Member, Showa Manufacturing Co., Ltd. isory Board Member, KYUSHU LEASING	3,931 shares			
	[Reasons for nomination as a candidate for director] Since taking office as director in 2020 at THE NISHI-NIPPON CITY BANK, LTD., a bank of the Group, Mr. Takashige Honda has been in charge of the Corporate Planning Division, the Treasury & Portfolio Investment Division, the Treasury & Securities Transaction Division, the Compliance & Risk Management Division, and the Corporate Administration Division, and has accumulated experience in business operations. Additionally, after serving as General Manager of the Corporate Planning Division from October 2016, he was appointed executive officer in June 2020 and director in June 2021 at the Company. The Company nominates him as a candidate for director as he has been judged to be a person who can contribute to the Company's management from his experience, capability, personality and knowledge.						

(Notes) 1. There is no special interest between each candidate for director and the Company.

2. The Company has entered into a directors and officers liability insurance contract with an insurance company under which all of the directors, corporate auditors, and executive officers of the Company and its subsidiaries are the insured, as provided for in Article 430-3, Paragraph 1 of the Companies Act. The said insurance contract covers compensation for damages (damages under laws and litigation costs) incurred by the insured due to a claim for damages filed for an act (or omission) of the insured in his or her duties. The Company bears the entire amount of the premium for the insurance contract. Meanwhile, as a measure to ensure that the insured should not be demotivated to appropriately execute his or her duties, the insurance contract does not cover compensation for damages arising from an event where the insured has unlawfully received personal benefit or advantage, or arising from a criminal act of the insured or any act etc. performed by the insured while he or she is aware that such act etc. constitutes a violation of laws and regulations. If the appointment of each candidate as director is approved, they will be the insured parties covered by the said insurance contract and the Company intends to renew the contract during their terms of office.

Proposal No. 3: Election of 1 Director who is an Audit and Supervisory Committee Member

Of the 4 Directors who are Audit and Supervisory Committee members, the term of office of Mr. Chiharu Kubo will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of 1 Director who is an Audit and Supervisory Committee member is proposed.

This proposal has been approved by the Audit and Supervisory Committee.

The candidate is as follows:

No.	Name (Date of birth)	Past experie	nce, positions and responsibilities at the Company (significant concurrent positions)	Number of shares of the Company held				
1	Chiharu Kubo March 9, 1948 [Reappointment] Outside Independent Director	President, Na	Joined Department of Psychosomatic Medicine, School of Medicine, Kyushu University Professor of Medical Sciences, School of Medicine, Kyushu University Director, Kyushu University Hospital Vice President, International University of Health and Welfare (resigned in September 2014) President, Kyushu University (resigned in September 2020) Professor, Nakamura Gakuen University President, Nakamura Gakuen University (current position) Director, Audit and Supervisory Committee member, the Company (current position) current positions) akamura Gakuen University d President, KYUSHU CITIZENS' COLLEGE	– shares				
	[Reasons for nomination as a candidate for outside director who is an Audit and Supervisory Committee member an expected roles] Mr. Chiharu Kubo has expertise as a doctor and a university professor as well as considerable experience and comprehensive knowledge as a university manager such as Director of Kyushu University Hospital and President o Kyushu University. The Company nominates him as a candidate for outside director who is an Audit and Supervisory Committee member in the expectation that he will contribute to strengthening the supervisory function							

(Notes) 1. There are banking transactions between Mr. Chiharu Kubo and the Group. However, they are ordinary banking transactions, and there is no special interest between Mr. Chiharu Kubo and the Group.

- 2. There are ordinary banking transactions between Nakamura Gakuen University, of which Mr. Chiharu Kubo, a candidate for director who is an Audit and Supervisory Committee member, serves as President and Kyushu University, of which he served as President, and the Group. However, concerning each of the 2 universities, the sales from transactions with the Group accounts for less than 1% of the total sales, and the gross operating profit from transactions with each of the 2 universities also accounts for less than 1% of the total gross operating profit of the Company on a consolidated basis.
- 3. Mr. Chiharu Kubo is a candidate for outside director who is an Audit and Supervisory Committee member.
- 4. Mr. Chiharu Kubo has not been directly involved in corporate management. Nevertheless, the Company believes that he has the capabilities to appropriately execute duties as outside director who is an Audit and Supervisory Committee member, because he has expertise as a doctor and a university professor as well as extensive experience and comprehensive knowledge as a university manager.
- 5. The term of office of Mr. Chiharu Kubo as outside director who is an Audit and Supervisory Committee member will have been four (4) years at the conclusion of this Annual General Meeting of Shareholders.
- 6. The Company has already entered into an agreement with Mr. Chiharu Kubo, a director who is an Audit and Supervisory Committee member, pursuant to Article 427, Paragraph 1 of the Companies Act to limit his liabilities to the minimum liability amount stipulated in Article 425, Paragraph 1 of the Act when he is in good faith and without gross negligence in performing duties as a non-executive director. In addition, if this

proposal is approved as originally proposed, the Company plans to continue the same agreement to limit liabilities with him.

- 7. The Company has entered into a directors and officers liability insurance contract with an insurance company under which all of the directors, corporate auditors, and executive officers of the Company and its subsidiaries are the insured, as provided for in Article 430-3, Paragraph 1 of the Companies Act. The said insurance contract covers compensation for damages (damages under laws and litigation costs) incurred by the insured due to a claim for damages filed for an act (or omission) of the insured in his or her duties. The Company bears the entire amount of the premium for the insurance contract. Meanwhile, as a measure to ensure that the insured should not be demotivated to appropriately execute his or her duties, the insurance contract does not cover compensation for damages arising from an event where the insured has unlawfully received personal benefit or advantage, or arising from a criminal act of the insured or any act etc. performed by the insured while he or she is aware that such act etc. constitutes a violation of laws and regulations. If the appointment of Mr. Chiharu Kubo as director is approved, he will be the insured party covered by the said insurance contract and the Company intends to renew the contract during his term of office.
- 8. Mr. Chiharu Kubo is an outside director as stipulated in Article 2, Item 15 of the Companies Act. He has been registered as an independent director with the Tokyo Stock Exchange and the Fukuoka Stock Exchange.

(Reference) Skills Matrix of Candidates

If proposals Nos. 2 and 3 are approved as originally proposed, the skills matrix of directors will be as follows:

1.	Directors (excluding Directors who are	Audit and Supervisory Committee members)
		Specialty

			Specialty						
Name	Position, etc. at the Compan	y	Corporate management	Finance and economy	affairs and	Legal affairs and risk management	IT and digital	Human resource and diversity	Regional revitalization and regional sales
Hiromichi Tanigawa	Chairman (Representative Director)	Male	•	•	•	•		•	•
Hideyuki Murakami	President (Representative Director)	Male	•	•	•	•	•	•	•
Hiroyuki Irie	Director In charge of the Corporate Planning Division and the Group Strategy Planning Division	Male	•	•	•				•
Hiroyuki Takeo	Director In charge of the Internal Audit Division	Male	•	•	•				•
Takashige Honda	Director In charge of the Compliance & Risk Management Division and Deputy in charge of the Corporate Planning Division	Male		•	•	•	٠		•

				Specialty						
Name	Position,	etc. at the Comp	any	Corporate management	Finance and economy	Financial affairs and accounting	Legal affairs and risk management	digital	Human resource and diversity	Regional revitalization and regional sales
Tomoko Ito	Director Audit and Supervisory Committee member		Female		•	•	•	•		•
Hiroshi Fujioka	Director Audit and Supervisory Committee member	Outside Independent Director	Male		•	•	•			
Chiharu Kubo	Director Audit and Supervisory Committee member	Outside Independent Director	Male	•		•	•		•	
Sachiko Miyamoto	Director Audit and Supervisory Committee member	Outside Independent Director	Female		•	•	•	•	•	

2. Directors who are Audit and Supervisory Committee members

(Notes)

1. The above areas of specialty do not represent all of the knowledge and experience that directors possess.

The position of each director states a planned position for a respective director to assume.
 The name of Ms. Sachiko Miyamoto on the family register is Sachiko Miki.

End