



September 30, 2026

To whom it may concern:

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Notice Concerning Convocation of Extraordinary General Meeting of Shareholders and General Meeting of Class Shareholders (Common Shareholders), and Partial Amendments to Articles of Incorporation

As announced in the “Preparation of Share Transfer Plan for Establishment of Joint Holding Company (Joint Share Transfer) Between The Chiba Bank, Ltd. and The Chiba Kogyo Bank, Ltd.” separately disclosed today, subject to obtaining approval at a general meeting of shareholders of both The Chiba Kogyo Bank, Ltd. (“**Chiba Kogyo Bank**”) and The Chiba Bank, Ltd. (“**Chiba Bank**”), approval at a general meeting of class shareholders (common shareholders) of Chiba Kogyo Bank, and the approvals, permits, and authorizations of the relevant authorities, Chiba Kogyo Bank and Chiba Bank plan to establish Chiba Financial Group, Inc. (the “**Joint Holding Company**”), which will become the wholly owning parent company of Chiba Kogyo Bank and Chiba Bank through a joint share transfer (the “**Share Transfer**”).

Chiba Kogyo Bank hereby announces that, at a meeting of its Board of Directors held today, Chiba Kogyo Bank resolved to convene an extraordinary general meeting of shareholders (the “**Extraordinary General Meeting of Shareholders**”) for the purpose of obtaining approval of the share transfer plan relating to the Share Transfer (the “**Share Transfer Plan**”) and partial amendments to the Articles of Incorporation, and a general meeting of class shareholders (common shareholders) (the “**General Meeting of Class Shareholders**”) for the purpose of obtaining approval of the Share Transfer Plan. The details are as follows.

Details

1. Date, Time, and Venue of the Extraordinary General Meeting of Shareholders and the General Meeting of Class Shareholders and Proposals to Be Submitted
 - (1) Date, time, and venue of the Extraordinary General Meeting of Shareholders and the General Meeting of Class Shareholders (Expected)

Date and time	Wednesday, December 23, 2026, at 10:00 a.m.
Venue	7th Floor, Conference Room, Head Office of Chiba Kogyo Bank 1-2, Saiwaicho 2-chome, Mihama-ku, Chiba City

- (2) Proposals to be submitted to the Extraordinary General Meeting of Shareholders and the General Meeting of Class Shareholders

(Extraordinary General Meeting of Shareholders)

Proposal No. 1 Approval of the Share Transfer Plan with The Chiba Bank, Ltd.
For details, please refer to the “Preparation of Share Transfer Plan for Establishment of Joint Holding Company (Joint Share Transfer) Between The Chiba Bank, Ltd. and The Chiba Kogyo Bank, Ltd.” separately disclosed today.

Proposal No. 2 Partial Amendments to the Articles of Incorporation

(General Meeting of Class Shareholders)

Proposal Approval of the Share Transfer Plan with The Chiba Bank, Ltd.

2. Partial Amendments to the Articles of Incorporation

- (1) Purpose of the amendments

In order to facilitate the smooth implementation of administrative procedures relating to the convocation of an annual general meeting of shareholders and other matters, Chiba Kogyo Bank has prescribed, pursuant to Article 124, paragraph (3) of the Companies Act, the record date for an annual general meeting of shareholders in Article 25 (Record Date for General Meeting of Shareholders) of the current Articles of Incorporation. However, if the proposals above regarding the approval of the share transfer plan for the Share Transfer are approved at the Extraordinary General Meeting of Shareholders and the General Meeting of Class Shareholders, and the Share Transfer becomes effective on April 1, 2027, the Joint Holding Company is expected to become the sole shareholder of Chiba Kogyo Bank. Accordingly, the provision concerning the record date for an annual general meeting of shareholders will no longer be necessary. Therefore, Chiba Kogyo Bank has decided to abolish the record date system for an annual general meeting of shareholders, and to delete Article 25 (Record Date for General Meeting of Shareholders) of the current Articles of Incorporation in its entirety and renumber the subsequent articles accordingly (these partial amendments to the Articles of Incorporation shall be hereinafter referred to as the “**Partial Amendments to the Articles of Incorporation**”).

The Partial Amendments to the Articles of Incorporation are subject to the conditions set forth in (4) below.

(For reference)

With respect to the dividend of surplus (year-end dividend) for the fiscal year ending March 31, 2027 (from April 1, 2026 to March 31, 2027), Chiba Kogyo Bank plans to make payment, in accordance with Article 52 of the current Articles of Incorporation (Article 51 after the amendments), to the shareholders or registered pledgees of shares recorded or registered in the final shareholder registry as of March 31, 2027.

- (2) Details of the amendments

The details of the amendments are as follows.

(Amended portions are underlined.)

Current Articles of Incorporation	Proposed Amendment
Articles 1 through 10 (Omitted)	Articles 1 through 10 (Unchanged)

(Preferred Dividends and Maximum Amount Thereof, etc.)

Article 11 With respect to fiscal year-end dividends of surplus prescribed in Article 52, Chiba Kogyo Bank shall pay, to shareholders holding preferred shares (the “**Preferred Shareholders**”), trustees holding preferred shares in trust (the “**Preferred Share Trustees**”), and registered share pledgees of preferred shares (the “**Registered Preferred Share Pledgees**”), in preference to shareholders holding common shares (the “**Common Shareholders**”), trustees holding common shares in trust (the “**Common Share Trustees**”), and registered share pledgees of common shares (the “**Registered Common Share Pledgees**”), dividends in money in the amount determined by resolution of the Board of Directors at the time of issuance of each class of preferred shares (the “**Preferred Dividends**”), not exceeding the corresponding amount set forth below:

- 320 yen per annum for each share of Class 2 Preferred Stock;
- An amount calculated by multiplying the amount equivalent to the paid-in amount per share by an annual rate of 8% for each share of Class 4 Preferred Stock;
- An amount calculated by multiplying the amount equivalent to the paid-in amount per share by an annual rate of 8% for each share of Class 5 Preferred Stock;
- An amount calculated by multiplying the amount equivalent to the paid-in amount per share by an annual rate of 8% for each share of Class 6 Preferred Stock; and
- An amount calculated by multiplying the amount equivalent to the paid-in amount

(Preferred Dividends and Maximum Amount Thereof, etc.)

Article 11 With respect to fiscal year-end dividends of surplus prescribed in Article 51, Chiba Kogyo Bank shall pay, to shareholders holding preferred shares (the “**Preferred Shareholders**”), trustees holding preferred shares in trust (the “**Preferred Share Trustees**”), and registered share pledgees of preferred shares (the “**Registered Preferred Share Pledgees**”), in preference to shareholders holding common shares (the “**Common Shareholders**”), trustees holding common shares in trust (the “**Common Share Trustees**”), and registered share pledgees of common shares (the “**Registered Common Share Pledgees**”), dividends in money in the amount determined by resolution of the Board of Directors at the time of issuance of each class of preferred shares (the “**Preferred Dividends**”), not exceeding the corresponding amount set forth below:

- 320 yen per annum for each share of Class 2 Preferred Stock;
- An amount calculated by multiplying the amount equivalent to the paid-in amount per share by an annual rate of 8% for each share of Class 4 Preferred Stock;
- An amount calculated by multiplying the amount equivalent to the paid-in amount per share by an annual rate of 8% for each share of Class 5 Preferred Stock;
- An amount calculated by multiplying the amount equivalent to the paid-in amount per share by an annual rate of 8% for each share of Class 6 Preferred Stock; and
- An amount calculated by multiplying the amount equivalent to the paid-in amount

per share by an annual rate of 8% for each share of Class 7 Preferred Stock. Provided, however, that if all or part of the interim preferred dividends prescribed in Article 12 have been paid in the relevant fiscal year, the amount of the interim preferred dividends shall be deducted from the payable amounts of the Preferred Dividends. If, in any fiscal year, all or part of the Preferred Dividends are not paid to the Preferred Shareholders, the Preferred Share Trustees, and the Registered Preferred Share Pledgees, the unpaid amount shall not accumulate in or after the succeeding fiscal year. No dividends in excess of the Preferred Dividends shall be paid to the Preferred Shareholders, the Preferred Share Trustees, and the Registered Preferred Share Pledgees.	per share by an annual rate of 8% for each share of Class 7 Preferred Stock. Provided, however, that if all or part of the interim preferred dividends prescribed in Article 12 have been paid in the relevant fiscal year, the amount of the interim preferred dividends shall be deducted from the payable amounts of the Preferred Dividends. If, in any fiscal year, all or part of the Preferred Dividends are not paid to the Preferred Shareholders, the Preferred Share Trustees, and the Registered Preferred Share Pledgees, the unpaid amount shall not accumulate in or after the succeeding fiscal year. No dividends in excess of the Preferred Dividends shall be paid to the Preferred Shareholders, the Preferred Share Trustees, and the Registered Preferred Share Pledgees.
(Interim Preferred Dividends and Maximum Amount Thereof) Article 12 If Chiba Kogyo Bank pays interim dividends prescribed in Article <u>53</u>, Chiba Kogyo Bank shall pay, to the Preferred Shareholders, the Preferred Share Trustees, and the Registered Preferred Share Pledgees, in preference to the Common Shareholders, the Common Share Trustees, and the Registered Common Share Pledgees, money in the amount determined by resolution of the Board of Directors at the time of issuance of the relevant preferred shares (hereinafter referred to as the “Interim Preferred Dividends” in these Articles of Incorporation), not exceeding one-half of the Preferred Dividends for each preferred share.	(Interim Preferred Dividends and Maximum Amount Thereof) Article 12 If Chiba Kogyo Bank pays interim dividends prescribed in Article <u>52</u>, Chiba Kogyo Bank shall pay, to the Preferred Shareholders, the Preferred Share Trustees, and the Registered Preferred Share Pledgees, in preference to the Common Shareholders, the Common Share Trustees, and the Registered Common Share Pledgees, money in the amount determined by resolution of the Board of Directors at the time of issuance of the relevant preferred shares (hereinafter referred to as the “Interim Preferred Dividends” in these Articles of Incorporation), not exceeding one-half of the Preferred Dividends for each preferred share.
Articles 13 through 22 (Omitted)	Articles 13 through 22 (Unchanged)
(Statute of Limitations) Article 23 The provisions of Article <u>54</u> shall apply mutatis mutandis to the payment of Preferred Dividends and Interim Preferred Dividends.	(Statute of Limitations) Article 23 The provisions of Article <u>53</u> shall apply mutatis mutandis to the payment of Preferred Dividends and Interim Preferred Dividends.

Article 24 (Omitted)	Article 24 (Unchanged)
<u>(Record Date for General Meeting of Shareholders)</u> Article 25 The record date for voting rights at an annual general meeting of shareholders of Chiba Kogyo Bank shall be March 31 of each year.	(Deleted)
Articles 26 through 29 (Omitted)	Articles 25 through 28 (Unchanged)
(General Meeting of Class Shareholders) Article 30 The provisions of Articles 25, 26, 27, and 29 shall apply mutatis mutandis to general meeting of class shareholders. In addition, the provisions of Article 28 shall apply mutatis mutandis to general meeting of class shareholders after replacing the phrase “a resolution prescribed in Article 309, paragraph (2) of the Companies Act” in that article with “a resolution of a general meeting of class shareholders prescribed in Article 324, paragraph (2) of the Companies Act.” 2. and 3. (Omitted)	(General Meeting of Class Shareholders) Article 29 The provisions of Articles 25, 26, and 28 shall apply mutatis mutandis to general meeting of class shareholders. In addition, the provisions of Article 27 shall apply mutatis mutandis to general meeting of class shareholders after replacing the phrase “a resolution prescribed in Article 309, paragraph (2) of the Companies Act” in that article with “a resolution of a general meeting of class shareholders prescribed in Article 324, paragraph (2) of the Companies Act.” 2. and 3. (Unchanged)
Articles 31 through 54 (Omitted)	Articles 30 through 53 (Unchanged)

(3) Schedule for the amendments

Date of holding of a general meeting of shareholders for amendments to the Articles of Incorporation

Wednesday, December 23, 2026 (Expected)

Effective date of amendments to the Articles of Incorporation

Wednesday, March 31, 2027 (Expected)

(4) Conditions for the amendments

The Partial Amendments to the Articles of Incorporation are subject to (i) Proposal No. 1 above (Approval of the Share Transfer Plan) being approved at the Extraordinary General Meeting of Shareholders as originally proposed, (ii) the proposal above being approved at the General Meeting of Class Shareholders as originally proposed, and (iii) neither the share transfer plan having ceased to be effective nor the Share Transfer having been canceled by the day immediately preceding March 31, 2027.

End