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Securities Code: 8349

June 2, 2025

To shareholders with voting rights:

Takeshi Sato  
Director and President  
**THE TOHOKU BANK, LTD.**  
3-1, Uchimaru, Morioka, Iwate, Japan

## **NOTICE OF CONVOCAION OF THE 105TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

We are pleased to announce the 105th Annual General Meeting of Shareholders of THE TOHOKU BANK, LTD. (the “Bank”), which will be held as described below.

In convening this General Meeting of Shareholders, the Company has taken measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and has posted the information on each of the following websites. Please access either of the websites to view the information.

The Bank’s website:

<https://www.tohoku-bank.co.jp/ir/library/shareholder/> (in Japanese)

TSE website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

(Access the TSE website by using the internet address shown above, enter “TOHOKU BANK” in “Issue name (company name)” or the Bank’s securities code “8349” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”)

If you are unable to attend the meeting in person, you may exercise your voting rights by either of the methods stated below. Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights.

### **(Exercising your voting rights via the internet)**

Please access to the website for exercising voting rights designated by the Bank (<https://evote.tr.mufg.jp/>) (in Japanese) and enter your approval or disapproval of proposals to exercise your voting rights by no later than 5:00 p.m., Monday, June 23, 2025 (Japan Standard Time).

### **(Exercising your voting rights in writing [by postal mail])**

Please indicate your approval or disapproval of the proposals on the voting form and return it by postal mail to reach us no later than 5:00 p.m., Monday, June 23, 2025 (Japan Standard Time).

- 1 Date and Time:** Tuesday, June 24, 2025 at 10:00 a.m.  
(The reception desk will open at 9:00 a.m.) (Japan Standard Time)
- 2 Venue:** 4th floor Hall, Head office of the Bank  
3-1, Uchimaru, Morioka, Iwate, Japan
- 3 Purposes of the Meeting:**  
**Items to be reported:**
1. Business Report and Non-Consolidated Financial Statements for the 105th Term (from April 1, 2024 to March 31, 2025)
  2. Consolidated Financial Statements, as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee for the 105th Term (from April 1, 2024 to March 31, 2025)
- Items to be resolved:**
- Proposal 1:** Appropriation of surplus
- Proposal 2:** Election of eight (8) Directors (excluding Directors who are Audit and Supervisory Committee Members)
- 4 Instructions on Exercise of Voting Rights**  
Please refer to the “Instructions on Exercise of Voting Rights” (in Japanese only).

## Reference Documents for the General Meeting of Shareholders

### **Proposal 1:** Appropriation of surplus

The Bank proposes the appropriation of surplus as follows:

Matters related to year-end dividends

1. Type of dividend property

Cash

2. Allocation of dividend property and total amount thereof

(1) Common Stock

As year-end dividend for the 105th term, we plan to pay ¥25 per share of common stock, taking into consideration the performance in the fiscal year under review and business development plans in the future.

The total amount of dividends will be ¥236,309,650.

(2) Class 1 preferred stock

We plan to pay ¥0.125 per share of class 1 preferred stock as stipulated under the Articles of Incorporation.

The total amount of dividends will be ¥500,000.

3. Effective date of distribution of dividends of surplus

June 25, 2025

**Proposal 2:** Election of eight (8) Directors (excluding Directors who are Audit and Supervisory Committee Members)

The terms of office of current nine (9) Directors (excluding Directors who are Audit and Supervisory Committee Members; the same applies to this proposal) will expire at the conclusion of this meeting. We therefore propose that eight (8) Directors be elected.

After considering this proposal, the Audit and Supervisory Committee has judged that each candidate is appropriate for the position of Director of the Bank.

Candidates for Director are as follows:

No.	Name	Current position in the Bank	Attribute	Attendance at meetings of the Board of Directors
1	(Male) Naoto Murakami	Representative Director and Chairman	Reelection	11/11 (100.0%)
2	(Male) Takeshi Sato	Representative Director and President	Reelection	11/11 (100.0%)
3	(Male) Junetsu Takahashi	Director, Senior Managing Executive Officer	Reelection	11/11 (100.0%)
4	(Male) Kazuei Tamotsu	Director, Managing Executive Officer	Reelection	11/11 (100.0%)
5	(Male) Hidenori Abe	Director, Managing Executive Officer	Reelection	9/9 (100.0%)
6	(Male) Saburo Murai	Outside Director	Reelection Outside Independent	11/11 (100.0%)
7	(Male) Keisuke Murasame	Outside Director	Reelection Outside Independent	10/11 (90.9%)
8	(Male) Yoshiyuki Shimoda	Outside Director	Reelection Outside Independent	9/9 (100.0%)

Reelection: Candidate for Director to be reelected

Outside: Candidate for Outside Director

Independent: Independent officer as provided for by stock exchanges and other institutions

### Candidates for Director

No.	Name (Date of birth)	Career summary, positions and responsibilities in the Bank, and significant concurrent positions outside the Bank	Number of the Bank's shares owned
1	(Male) Naoto Murakami (February 18, 1952) Reelection	<div>June 2006     Managing Director of the Bank</div> <div>June 2010     Senior Managing Director</div> <div>June 2011     Representative Director and Senior Managing Director</div> <div>June 2012     Representative Director and Vice President</div> <div>June 2014     Representative Director and President</div> <div>June 2022     Representative Director and Chairman (present)</div>	<div>Common Stock 13,400</div> <div>Attendance at meetings of the Board of Directors 11/11 (100.0%)</div>
	<p>[Reasons for nominating as candidate for Director]</p> <p>Assuming the office of Director in 2006, Murakami has engaged in management of the Bank mainly as Director in charge of credit, corporate planning, and personnel. He has abundant experience and broad knowledge. He has properly fulfilled his duties and responsibilities, assuming office as Representative Director and President from 2014, and Representative Director and Chairman from 2022.</p> <p>We judged that he will be able to continue to contribute to the Bank's management by utilizing his experience and knowledge. Accordingly, we have nominated him as a candidate for Director.</p>		
2	(Male) Takeshi Sato (June 6, 1966) Reelection	<div>June 2016     Managing Director/Manager of Area Support Div. of the Bank</div> <div>Apr. 2017     Managing Director</div> <div>June 2020     Senior Managing Director</div> <div>June 2022     Representative Director and President (present)</div>	<div>Common Stock 10,000</div> <div>Attendance at meetings of the Board of Directors 11/11 (100.0%)</div>
	<p>[Reasons for nominating as candidate for Director]</p> <p>Assuming the office of Director in 2016, Sato has achieved numerous accomplishments thanks to his abundant experience and knowledge in financial operations. He has properly fulfilled his duties and responsibilities in managing the Bank as Representative Director and President since 2022.</p> <p>Based on these accomplishments, we judged that he will be able to continue to contribute to the Bank's management through his capability of accurately and fairly executing management. Accordingly, we have nominated him as a candidate for Director.</p>		

No.	Name (Date of birth)	Career summary, positions and responsibilities in the Bank, and significant concurrent positions outside the Bank	Number of the Bank's shares owned
3	(Male) Junetsu Takahashi (February 9, 1962) Reelection	<p>June 2006     Manager of Credit Management Div. of the Bank</p> <p>Apr. 2009     Manager of Hachinohe Branch</p> <p>Feb. 2012     Manager of Corporate Planning Div.</p> <p>June 2013     Councilor/Manager of Corporate Planning Div.</p> <p>June 2015     Executive Officer/Manager of Corporate Planning Div.</p> <p>June 2016     Managing Director/Manager of Corporate Planning Div.</p> <p>Oct. 2017     Managing Director</p> <p>Mar. 2018     Managing Director/Manager of Credit Div.</p> <p>Apr. 2018     Managing Director</p> <p>June 2020     Director, Standing Audit and Supervisory Committee Member</p> <p>June 2024     Director, Senior Managing Executive Officer (present) (In charge of Business Operations Administration Div. and System Management Div.)</p>	<p>Common Stock 2,400</p> <p>Attendance at meetings of the Board of Directors 11/11 (100.0%)</p>
<p>[Reasons for nominating as candidate for Director]</p> <p>Takahashi has extensive knowledge and experience related to the field of corporate management, having served as Manager of Credit Management Div., Manager of Hachinohe Branch, and Manager of Corporate Planning Div. He also has a detailed knowledge of the Group's governance, internal control and auditing fields, having assumed the office of Director in 2016 and Director, Audit and Supervisory Committee Member in 2020.</p> <p>We judged that he will be able to continue to contribute to strengthening the supervision function of the Board of Directors by utilizing his experience and knowledge. Accordingly, we have nominated him as a candidate for Director.</p>			
4	(Male) Kazuei Tamotsu (May 10, 1960) Reelection	<p>Apr. 1983     Iwate Prefecture Employee</p> <p>Apr. 2008     Chief of Corporate Development Division, Department of Commerce, Industry, Labor and Tourism of Iwate Prefecture</p> <p>Apr. 2012     Supervisor of Policy Promotion Office and Supervisor of ILC Promotion, Policy and Regional Department of Iwate Prefecture</p> <p>Apr. 2013     Deputy Director and Chief Research Inspector of Secretariat and Public Relations Office of Iwate Prefecture</p> <p>Apr. 2015     Director of Iwate Prefecture (concurrently)</p> <p>Apr. 2016     Director of Secretariat and Public Relations Office of Iwate Prefecture</p> <p>Apr. 2018     Vice Governor of Iwate Prefecture</p> <p>Mar. 2022     Resigned as Vice Governor of Iwate Prefecture</p> <p>June 2022     Director, Executive Officer of the Bank</p> <p>June 2023     Director, Managing Executive Officer (present) (In charge of Personnel Div. and Future Creation Div.)</p>	<p>Common Stock 2,800</p> <p>Attendance at meetings of the Board of Directors 11/11 (100.0%)</p>
<p>[Reasons for nominating as candidate for Director]</p> <p>Tamotsu has extensive experience as an official of Iwate Prefecture in conjunction with a variety of business activities, including corporate development, finance, and policy coordination. He has properly fulfilled his duties and responsibilities, assuming office as Director in 2022.</p> <p>We judged that he will be able to continue to contribute to the Bank's management by utilizing his experience and knowledge. Accordingly, we have nominated him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, positions and responsibilities in the Bank, and significant concurrent positions outside the Bank		Number of the Bank’s shares owned
5	(Male) Hidenori Abe (February 22, 1964) Reelection	July 2007	Manager of Odori Branch of the Bank	Common Stock 3,100
		Feb. 2012	Manager of Ofunato Branch	
		Apr. 2015	Councilor/Manager of Ofunato Branch	
		Apr. 2016	Councilor/Manager of Kuji Branch	
		June 2020	Executive Officer/Manager of Kitakami Branch	Attendance at meetings of the Board of Directors 9/9 (100.0%)
		June 2023	Managing Executive Officer/Manager of Kitakami Branch	
		Oct. 2023	Managing Executive Officer/Manager of Kitakami Sales Div.	
		June 2024	Director, Managing Executive Officer (present) (In charge of Asset Management Support Div.)	
		[Reasons for nominating as candidate for Director] Abe has extensive experience and detailed knowledge of the banking business, serving as Manager of Odori Branch, Manager of Ofunato Branch, Manager of Kuji Branch, and Manager of Kitakami Sales Div. In addition, he has properly fulfilled his duties and responsibilities since assuming the office as Executive Officer in 2020. We judged that he will be able to continue to contribute to the Bank’s management by utilizing his experience and knowledge. Accordingly, we have nominated him as a candidate for Director.		
6	(Male) Saburo Murai (July 27, 1963) Reelection	Apr. 1990	Appointed as a Public Prosecutor	Common Stock —
		Mar. 2000	Retired from a Public Prosecutor	
		Apr. 2000	Registered as Attorney-at-Law	
		Nov. 2000	Opened Saburo Murai Law Office	
		Jan. 2010	Chairman of the Fair Duties Review Board for Morioka City (present)	Outside Independent Attendance at meetings of the Board of Directors 11/11 (100.0%)
		Apr. 2013	Chairman of Iwate Bar Association Director of Japan Federation of Bar Association	
		Apr. 2014	Director of Iwate Bar Association (present)	
		May 2014	Chairman of Iwate Human Rights Advocacy Committee Federation (present)	
		June 2015	Director of the Bank (present)	
		July 2022	Member of the Iwate Prefectural Public Safety Commission (currently Chairperson)	
[Reasons for nomination as candidate for Outside Director and expected roles] The Bank has nominated Murai as a candidate for reappointment as Outside Director, in view of his continued appropriate performance of his roles. This includes actively engaging as the most senior independent officer in the Board of Directors, using his extensive experience and broad expertise accumulated as an attorney-at-law, following his career as a public prosecutor, and providing leadership in deliberations of proposals in the Nomination and Remuneration Committee as the chair of that committee. It is also expected that he will continue to oversee and monitor the Bank’s management from an independent standpoint and provide valuable advice and opinions.				

No.	Name (Date of birth)	Career summary, positions and responsibilities in the Bank, and significant concurrent positions outside the Bank		Number of the Bank’s shares owned
7	(Male) Keisuke Murasame (July 20, 1972) Reelection	Apr. 1995	Joined MITSUI & CO., LTD.	Common Stock –
		Mar. 2005	Deputy General Manager of Metal II Department, MITSUI & CO. (CHINA) LTD.	
		Feb. 2007	Retired from MITSUI & CO., LTD.	Outside Independent Attendance at meetings of the Board of Directors 10/11 (90.9%)
		Apr. 2009	Registered as patent attorney	
		Apr. 2009	Joined SANSUI PATENT FIRM (present)	
		Oct. 2012	Established Morioka office of SANSUI PATENT FIRM, Representative of Morioka office (present)	
		June 2021	Director of the Bank (present)	
		[Reasons for nomination as candidate for Outside Director and expected roles] The Bank expects Murasame to continue performing such roles as actively engaging as an independent officer in the Board of Directors, using his extensive experience and broad expertise accumulated as a patent attorney equipped with detailed knowledge of the patent field and actively offering suggestions in the Nomination and Remuneration Committee as a member of that committee. Accordingly, the Bank has nominated him again as a candidate for Outside Director. It is also expected that he will continue to oversee and monitor the Bank’s management from an independent standpoint and provide valuable advice and opinions.		
8	(Male) Yoshiyuki Shimoda (April 28, 1964) Reelection	Aug. 1996	Joined Hokko Audit Corporation	Common Stock –
		Apr. 1999	Registered as certified public accountant	
		July 1999	Established a certified public accountant office (present)	Outside Independent Attendance at meetings of the Board of Directors 9/9 (100.0%)
		Nov. 1999	Registered as tax accountant Established a tax accountant office (present)	
		Dec. 2003	Representative Partner of Hokko Audit Corporation	
		June 2017	Retired from Hokko Audit Corporation	
		June 2024	Director of the Bank (present)	
		[Reasons for nomination as candidate for Outside Director and expected roles] The Bank expects Shimoda to continue performing such roles as actively engaging as an independent officer in the Board of Directors, using his extensive experience and broad expertise accumulated in accounting, taxation, and finance, cultivated through his career as a certified public accountant and tax accountant, and actively offering suggestions in the Nomination and Remuneration Committee as a member of that committee. Accordingly, the Bank has nominated him again as a candidate for Outside Director. It is also expected that he will continue to oversee and monitor the Bank’s management from an independent standpoint and provide valuable advice and opinions.		

- Notes:
1. None of the above candidates have any special interest in the Bank.
  2. Saburo Murai, Keisuke Murasame and Yoshiyuki Shimoda are candidates for Outside Director.
  3. At the conclusion of this meeting, the tenures of Saburo Murai, Keisuke Murasame and Yoshiyuki Shimoda as Outside Directors of the Bank will have been as follows.  
Saburo Murai 10 years  
Keisuke Murasame 4 years  
Yoshiyuki Shimoda 1 year
  4. Saburo Murai, Keisuke Murasame and Yoshiyuki Shimoda have never been involved in the management of a company except as an outside director.
  5. The Bank has submitted notification to Tokyo Stock Exchange that Saburo Murai, Keisuke Murasame and Yoshiyuki Shimoda have been designated as independent officers. If they are reelected, the Bank plans for their appointments as independent officers to continue.
  6. As provided for in Article 427, paragraph (1) of the Companies Act, the Bank has entered into a limited liability agreement with each of Saburo Murai, Keisuke Murasame and Yoshiyuki Shimoda who are Outside Directors. If they are reelected, the Bank plans to continue those agreements with them. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for under laws and regulations.
  7. The Bank has entered into a directors and officers liability insurance policy as set forth in Article 430-3, paragraph (1) of the Companies Act with an insurance company. Under the policy, the officers of the Bank are insureds. The policy will cover losses that may arise from liability incurred by an officer who is an insured in the course of their performance of duties, or receipt of claims pertaining to the pursuit of such liability. If the election of each candidate is approved, the Bank plans to include each of them as an insured in the insurance policy. In addition, the Bank plans to renew the insurance policy with the same terms on the next renewal.



(Reference)

[Skills Matrix for the Candidates for Director (excluding Director who is an Audit and Supervisory Committee Member)]

The following presents the areas of skills held by each candidate for Director (excluding any candidate for Director who is an Audit and Supervisory Committee Member) that are particularly expected of them.

Name	Management strategies	Finance & Accounting	Risk management	Personnel management	Marketing	Corporate credit rating	Market operations	System processes	Legal Affairs & Compliance	Local Economy
Naoto Murakami	○	○	○	○	○	○		○	○	○
Takeshi Sato	○	○	○	○	○	○	○		○	○
Junetsu Takahashi	○	○	○	○	○	○	○	○	○	○
Kazuei Tamotsu	○			○	○				○	○
Hidenori Abe	○				○	○			○	○
Saburo Murai									○	
Keisuke Murasame									○	
Yoshiyuki Shimoda		○								

\* The above table does not represent all of the knowledge each candidate possesses.

(Reference)

### Independence Standards Concerning Outside Directors

In order to ensure the independence from TOHOKU BANK Group (the Bank and consolidated subsidiaries; collectively, the “Group”), independent Outside Directors of the Bank must not fall under any of the following items:

- (i) A person who is a major shareholder of the Group or an executive of a company which is a major shareholder of the Group
- (ii) An executive of a company of which the Group is a major shareholder
- (iii) A person for whom the Group is a major trading partner or an executive of a company for which the Group is a major trading partner
- (iv) A person who is a major trading partner of the Group or an executive of a company which is a major trading partner of the Group
- (v) A person for whom the Group is a major lender or an executive of a company for which the Group is a major lender
- (vi) Any attorney-at-law, certified public accountant, certified public tax accountant, consultant or other expert who receives monies or other economic benefits above a certain amount from the Group, in addition to his or her remuneration as a director
- (vii) A person who belongs to a corporation or association such as audit corporation, tax accounting corporation, law firm or other entity which receives monies or other economic benefits above a certain amount from the Group
- (viii) A person who receives a large amount of donations or subsidies from the Group, or an executive of a corporation or association which receives a large amount of donations or subsidies from the Group
- (ix) A person who has fallen under one of the categories listed in items (i) through (viii) above in the past five (5) years
- (x) If a person falling under one of the categories listed in items (i) through (viii) above is an important person, that person’s spouse or relative within the second degree of kinship
- (xi) A person who has been an executive of the Group in the past ten (10) years
- (xii) The spouse or relative within the second degree of kinship of any person who is a Director, Executive Officer (*shikkoyakuin*), manager or other important employee

Notes:

- 1. The term “a major shareholder” refers to a person (or a company) who holds shares with 5% or more of the voting rights at the end of the latest fiscal year.
- 2. The term “an executive” refers to an executive director, executive officer (*shikkoyaku*), manager or other employee.
- 3. The term “a person (or a company) for whom/which the Group is a major trading partner” refers to a person (or a company) who has received payments from the Group amounting to 2% or more of the annual consolidated net sales of that person (or company) during the latest fiscal year, or ¥10 million, whichever is greater.
- 4. The term “a person (or a company) who/which is a major trading partner of the Group” refers to a person (or a company) who has paid the Group 2% or more of the annual consolidated ordinary income of the Group during the latest fiscal year, or a person (or a company) with a deposit or credit balance of 1% or more of the Group’s consolidated total assets.
- 5. The term “a person (or a company) for whom the Group is a major lender” refers to a person (or a company) with 50% or more of its loans repayable being loans from the Group, and with those loans repayable to the Group amounting to 10% or more of its consolidated total assets at the end of the latest fiscal year in the case of a corporation or more than ¥10 million loans repayable by a person (or company) in the case of an individual.
- 6. The term “a certain amount” refers to ¥10 million per year.
- 7. The term “a large amount” refers to 2% or more of the total net sales of the corporation or association during the latest fiscal year, or ¥10 million, whichever is greater.
- 8. The term “an important person” refers to a director, a corporate auditor, an accounting associate director, an executive officer (*shikkoyaku*) or an executive officer (*shikkoyakuin*).