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Securities Code: 8349

June 2, 2026

(Start date of measures for electronic provision: May 29, 2026)

To shareholders with voting rights:

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

NOTICE OF CONVOCATION OF THE 106TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

We are pleased to announce the 106th 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., Tuesday, June 23, 2026 (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., Tuesday, June 23, 2026 (Japan Standard Time).

- 1 Date and Time:** Wednesday, June 24, 2026 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 106th Term (from April 1, 2025 to March 31, 2026)
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 106th Term (from April 1, 2025 to March 31, 2026)

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)

Proposal 3: Election of three (3) 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 106th 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 ¥236,506,550.
 - (2) Class 1 preferred stock
We plan to pay ¥2.875 per share of class 1 preferred stock as stipulated under the Articles of Incorporation.
The total amount of dividends will be ¥11,500,000.
3. Effective date of distribution of dividends of surplus
June 25, 2026

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

The terms of office of current eight (8) 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 newly elected.

The Director candidates have been appropriately nominated following deliberations by the Board of Directors based on the results of discussions by the Nomination and Remuneration Committee. Each candidate has been determined to be suitably qualified to serve as a Director of the Bank. In addition, with respect to this proposal, the Audit and Supervisory Committee has considered the matter and has determined that there are no particular matters requiring the expression of an opinion at the General Meeting of Shareholders pursuant to the provisions of the Companies Act.

Candidates for Director are as follows:

No.	Name	Current position in the Bank	Attribute	Attendance at meetings of the Board of Directors
1	(Male) Takeshi Sato	Representative Director and President	Reelection	10/11 (90.9%)
2	(Male) Junetsu Takahashi	Director, Senior Managing Executive Officer	Reelection	11/11 (100.0%)
3	(Male) Hidenori Abe	Director, Managing Executive Officer	Reelection	11/11 (100.0%)
4	(Male) Hideaki Tanaka	Managing Executive Officer/Manager of Branch Management Div.	New election	–
5	(Male) Jun Sasaki	–	New election	–
6	(Male) Saburo Murai	Outside Director	Reelection Outside Independent	10/11 (90.9%)
7	(Male) Keisuke Murasame	Outside Director	Reelection Outside Independent	11/11 (100.0%)
8	(Male) Yoshiyuki Shimoda	Outside Director	Reelection Outside Independent	11/11 (100.0%)

Reelection: Candidate for Director to be reelected

New election: Candidate for Director to be newly elected

Outside: Candidate for Outside Director

Independent: Candidate for independent officer under the regulations of the Tokyo Stock Exchange

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) Takeshi Sato (June 6, 1966) Reelection	<p>May 2011 Manager of Strategy Managing Div. of the Bank</p> <p>June 2013 Councilor/General Manager of Miyako area/Manager of Miyako Branch</p> <p>Apr. 2015 Councilor/Manager of Area Support Div.</p> <p>June 2016 Managing Director/Manager of Area Support Div.</p> <p>Apr. 2017 Managing Director</p> <p>June 2020 Senior Managing Director</p> <p>June 2022 Representative Director and President (present)</p>	<p>Common Stock 12,100</p> <p>Attendance at meetings of the Board of Directors 10/11 (90.9%)</p>
<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 again as a candidate for Director.</p>			
2	(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 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 Corporate Planning Div., Financial Market Div., Business Operations Administration Div., and System Management Div.)</p>	<p>Common Stock 3,600</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 again 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) Hidenori Abe (February 22, 1964) Reelection	July 2007 Manager of Odori Branch of the Bank	Common Stock 4,200 Attendance at meetings of the Board of Directors 11/11 (100.0%)
		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	
		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. He has properly fulfilled his duties and responsibilities, assuming office as Executive Officer in 2020 and Director in 2024. 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 again as a candidate for Director.			
4	(Male) Hideaki Tanaka (February 23, 1970) New election	Apr. 2012 Senior Research Officer of Corporate Planning Div. of the Bank	Common Stock 2,420 Attendance at meetings of the Board of Directors -
		Apr. 2013 Manager of Financial Market Div.	
		Oct. 2019 Manager of Aoyama Branch and Odatecho Branch	
		Apr. 2021 Manager of Branch Management Div.	
		June 2021 Executive Officer/Manager of Branch Management Div.	
		June 2025 Managing Executive Officer/Manager of Branch Management Div. (present) (In charge of Branch Management Div.)	
[Reasons for nominating as candidate for Director] Tanaka has extensive experience and detailed knowledge of the banking business, serving as Manager of Financial Market Div., Manager of Aoyama Branch and Odatecho Branch, and Manager of Branch Management Div. He has fulfilled his duties and responsibilities, assuming office as Executive Officer in 2021 and Managing Executive Officer in 2025. 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 newly nominated him as a candidate 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
5	(Male) Jun Sasaki (April 2, 1960) New election	Apr. 1983 Iwate Prefecture Employee Apr. 2009 Chief of Administration Section, Regional Planning Office, Department of Regional Development of Iwate Prefecture Apr. 2010 Chief of Science and Manufacturing Promotion Division, Department of Commerce, Industry, Labor and Tourism of Iwate Prefecture Apr. 2013 Deputy Director General, Southern Iwate Regional Development Bureau of Iwate Prefecture Aug. 2019 Director General, ILC Promotion Bureau, of Iwate Prefecture Apr. 2020 Director General, Hometown Promotion Department of Iwate Prefecture Apr. 2024 Vice Governor of Iwate Prefecture May 2026 Retired as Vice Governor of Iwate Prefecture	Common Stock – Attendance at meetings of the Board of Directors –
<p>[Reasons for nominating as candidate for Director]</p> <p>After many years of service as an official of the Iwate Prefecture, engaging in duties including regional development support and industrial promotion, Sasaki successively served as Deputy Director General of the Southern Iwate Regional Development Bureau, Director General of the ILC Promotion Bureau, and Director General of the Hometown Promotion Department. In these key positions, he demonstrated leadership, and since April 2024, as Vice Governor, he has contributed to the development of the prefecture through capable administration and decision-making. We judged that incorporating and utilizing his extensive experience and exceptional insight will significantly contribute to the Bank's management. Accordingly, we have newly nominated him as a candidate for Director.</p>			
6	(Male) Saburo Murai (July 27, 1963) Reelection Outside Independent	Apr. 1990 Appointed as a Public Prosecutor 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) Apr. 2013 Chairman of Iwate Bar Association Director of Japan Federation of Bar Association Apr. 2014 Director of Iwate Bar Association May 2014 Chairman of Iwate Human Rights Advocacy Committee Federation June 2015 Director of the Bank (present) July 2022 Member of the Iwate Prefectural Public Safety Commission (present) July 2024 Chairperson of the Iwate Prefectural Public Safety Commission	Common Stock – Attendance at meetings of the Board of Directors 10/11 (90.9%)
<p>[Reasons for nomination as candidate for Outside Director and summary of expected roles]</p> <p>The Bank has nominated Murai again as a candidate for reappointment as Outside Director, in view of his 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, 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.</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
7	(Male) Keisuke Murasame (July 20, 1972) Reelection Outside Independent	Apr. 1995 Joined MITSUI & CO., LTD. Mar. 2005 Deputy General Manager of Metal II Department, MITSUI & CO. (CHINA) LTD. Feb. 2007 Retired from MITSUI & CO., LTD. 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)	Common Stock – Attendance at meetings of the Board of Directors 11/11 (100.0%)
		[Reasons for nomination as candidate for Outside Director and summary of expected roles] The Bank expects Murasame to continue appropriately 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 Outside Independent	Aug. 1996 Joined Hokko Audit Corporation Apr. 1999 Registered as certified public accountant July 1999 Established Yoshiyuki Shimoda Certified Public Accountant Office (present) Nov. 1999 Registered as tax accountant and established Yoshiyuki Shimoda 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)	Common Stock – Attendance at meetings of the Board of Directors 11/11 (100.0%)
		[Reasons for nomination as candidate for Outside Director and summary of expected roles] The Bank expects Shimoda to continue appropriately 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:
- None of the above candidates have any special interest in the Bank.
 - Saburo Murai, Keisuke Murasame and Yoshiyuki Shimoda are candidates for Outside Director.
 - 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 11 years
Keisuke Murasame 5 years
Yoshiyuki Shimoda 2 years
 - Saburo Murai, Keisuke Murasame and Yoshiyuki Shimoda have never been involved in the management of a company except as an outside director.
 - 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.
 - 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.
 - 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.

Proposal 3: Election of three (3) Directors who are Audit and Supervisory Committee Members

The terms of office of the three (3) Directors who are Audit and Supervisory Committee Members will expire at the conclusion of this meeting. We therefore propose that three (3) Directors who are Audit and Supervisory Committee Members be newly elected.

The candidates for Director who is an Audit and Supervisory Committee Member have been appropriately nominated following deliberations by the Board of Directors based on the results of discussions by the Nomination and Remuneration Committee. Each candidate has been determined to be suitably qualified to serve as a Director who is an Audit and Supervisory Committee Member of the Bank.

In addition, the consent of the Audit and Supervisory Committee has been obtained for the submission of this proposal. Candidates for Director who is an Audit and Supervisory Committee Member are as follows:

No.	Name	Current position in the Bank	Attribute	Attendance at meetings of the Board of Directors
1	(Male) Shinji Oniyanagi	Director, Standing Audit and Supervisory Committee Member	Reelection	11/11 (100.0%)
2	(Female) Sachiko Tatewaki	Outside Director, Audit and Supervisory Committee Member	Reelection Outside Independent	11/11 (100.0%)
3	(Female) Chieko Fukushi	Outside Director, Audit and Supervisory Committee Member	Reelection Outside Independent	10/11 (90.9%)

Reelection: Candidate for Director to be reelected

Outside: Candidate for Outside Director

Independent: Candidate for independent officer under the regulations of the Tokyo Stock Exchange

Candidates for Director who is an Audit and Supervisory Committee Member

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) Shinji Oniyanagi (October 5, 1962) Reelection	June 2011 Manager of Kitahanamaki Branch of the Bank June 2013 Manager of Risk Compliance Administration Div. Apr. 2015 Manager of Business Operations Administration Div. Apr. 2018 Councilor/Manager of Finance & Administration Div. June 2021 Representative Director and Senior Managing Director of Tohokugin Software Service Co.,Ltd Apr. 2024 Advisor for Personnel Div. of the Bank June 2024 Director, Standing Audit and Supervisory Committee Member (present)	Common Stock 800 Attendance at meetings of the Board of Directors 11/11 (100.0%)
<p>[Reasons for nominating as candidate for Director who is an Audit and Supervisory Committee Member] Oniyanagi has extensive experience of the banking business, having served as Manager of Kitahanamaki Branch, Manager of Risk Compliance Administration Div., Manager of Business Operations Administration Div., Manager of Finance & Administration Div., and as Representative Director of Tohokugin Software Service Co.,Ltd. We judged that he will be able to audit the execution of duties of Directors and exercise supervision over the management appropriately by utilizing his experience and knowledge. Accordingly, we have nominated him again as a candidate for Director who is an Audit and Supervisory Committee Member.</p>			
2	(Female) Sachiko Tatewaki (July 13, 1979) Reelection Outside Independent	Oct. 2006 Registered as Attorney-at-Law Mar. 2010 Joined YELL LAW OFFICE (present) Oct. 2011 Registered Professional of Guidelines for Individual Debtor Out-of-Court Workouts Nov. 2018 Secretary of Sendai Business Revitalization Study Group (present) Dec. 2018 Certified as Support Agencies for Business Innovation by the Small and Medium Enterprise Agency Apr. 2020 Family Mediation Committee Member, Sendai Family Court (present) June 2020 Director, Audit and Supervisory Committee Member of the Bank (present) Apr. 2026 Member of the Board of Governors of Sendai Bar Association (present)	Common Stock - Attendance at meetings of the Board of Directors 11/11 (100.0%)
<p>[Reasons for nomination as candidate for Outside Director who is an Audit and Supervisory Committee Member and summary of expected roles] Tatewaki has been demonstrating a track record as an attorney-at-law, and she has extensive experience and broad knowledge. We judged that her expertise can be utilized in the Bank's audit activities. Accordingly, we have nominated her again as a candidate for Outside Director who is an Audit and Supervisory Committee Member. It is also expected that she will continue to monitor the Bank's management from an independent standpoint and provide valuable advice and opinions.</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	(Female) Chieko Fukushi (July 17, 1960) Reelection Outside Independent	<p>Apr. 1983 Joined The Yomiuri Shimbun</p> <p>Nov. 2012 General Manager of Culture Dept. of Tokyo Headquarters</p> <p>Sept. 2013 Deputy Head of Editorial Office and General Manager of Culture Dept.</p> <p>June 2014 Director, Head of Media Office</p> <p>June 2016 Managing Director of Chuokoron Shinsha</p> <p>June 2017 Director, Head of Administrative Dept. of The Yomiuri Shimbun Tokyo Headquarters</p> <p>June 2020 President of Yomiuri Nippon Symphony Orchestra</p> <p>June 2022 Director, Vice President of TELEVISION IWATE CORP.</p> <p>June 2023 Representative Director and President (present)</p> <p>June 2024 Director, Audit and Supervisory Committee Member of the Bank (present)</p>	<p>Common Stock –</p> <p>Attendance at meetings of the Board of Directors 10/11 (90.9%)</p>
<p>[Reasons for nomination as candidate for Outside Director who is an Audit and Supervisory Committee Member and summary of expected roles]</p> <p>Fukushi has been involved in a news media company for many years, and she also has extensive experience and broad knowledge as a corporate manager. We judged that such experience can be utilized in the Bank's audit activities. Accordingly, we have nominated her again as an Outside Director who is an Audit and Supervisory Committee Member. It is also expected that she will continue to monitor the Bank's management from an independent standpoint and provide valuable advice and opinions.</p>			

- Notes:
- None of the above candidates have any special interest in the Bank.
 - Sachiko Tatewaki and Chieko Fukushi are candidates for Outside Director who is an Audit and Supervisory Committee Member.
 - At the conclusion of this meeting, the tenures of Sachiko Tatewaki and Chieko Fukushi as Outside Directors who are Audit and Supervisory Committee Members of the Bank will have been as follows.
Sachiko Tatewaki: 6 years
Chieko Fukushi: 2 years
 - The Bank has submitted notification to the Tokyo Stock Exchange, that Sachiko Tatewaki and Chieko Fukushi have been designated as independent officers. If they are reelected, the Bank plans for their appointments as independent officers to continue.
 - Chieko Fukushi is serving as the Representative Director and President of TELEVISION IWATE CORP., which is a business partner of the Bank. There are deposit and credit transactions between the Bank and that company. However, all such transactions account for less than 1% of the Group's consolidated total assets. Accordingly, it has been determined that Chieko Fukushi satisfies the Bank's independence standards.
 - As provided for in Article 427, paragraph (1) of the Companies Act, the Bank has entered into limited liability agreements with Sachiko Tatewaki and Chieko Fukushi who are non-executive 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.
 - 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 Directors]

If Proposal 2 and Proposal 3 are approved, the composition of the Board of Directors will be as follows.

The skill categories possessed by Inside Directors and the skill areas particularly expected of Outside Directors have been selected as indicated below.

[Inside Directors]

Name	Planned position upon appointment	Management strategies	Risk management	Personnel management	Corporate credit rating	Market operations	System processes	Regional revitalization
Takeshi Sato	Director	○	○	○	○	○		○
Junetsu Takahashi	Director	○	○	○	○	○	○	
Hidenori Abe	Director	○		○	○			○
Hideaki Tanaka	Director	○			○	○		
Jun Sasaki	Director						○	○
Shinji Oniyangi	Director (Audit and Supervisory Committee Member)		○		○		○	

[Outside Directors]

Name	Planned position upon appointment	Finance & Accounting	Legal Affairs & Compliance	Corporate Management
Saburo Murai	Director		○	
Keisuke Murasame	Director		○	
Yoshiyuki Shimoda	Director	○		
Sachiko Tatewaki	Director (Audit and Supervisory Committee Member)		○	
Chieko Fukushi	Director (Audit and Supervisory Committee Member)			○

- Notes:
1. The above tables do not represent all of the knowledge and experience each Director possesses.
 2. For Outside Directors, a circle (“○”) is placed in the single item that is considered the most strongly expected skill area.

(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*).