

Please note that the following purports to be an accurate translation of a part of the original Notice of Convocation, prepared for the convenience of our shareholders with voting rights outside Japan for reference. In the case of any discrepancy between the translation and the Japanese original, the latter shall prevail.

(Securities Code: 8354)

June 5, 2025

(Commencement date of electronic provision measures: June 4, 2025)

Dear Shareholders:

Hisashi Goto  
Director & President  
Fukuoka Financial Group, Inc.  
8-3, Otemon 1-Chome, Chuo-ku, Fukuoka



## **Notice of Convocation of the 18th Annual Shareholders Meeting**

This is to inform you that the 18th Annual Shareholders Meeting will be held as described below.

In convening this Annual Shareholders Meeting, the Company has adopted electronic provision measures with regard to the details of the Reference Documents, etc. for the Annual Shareholders Meeting (matters subject to electronic provision measures), and has posted matters subject to electronic provision measures as the “Notice of Convocation of the 18th Annual Shareholders Meeting” on the following website:

The Company’s Website:

<https://www.fukuoka-fg.com/en/investor/stock/meeting.html>

In addition to the above, the information is also posted on the following website:

Tokyo Stock Exchange Website:

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

Please access the above website, enter our company name or securities code (8354) to perform the search, and select in the order of “Basic information” and “Documents for public inspection/PR information.”

If you choose not to attend on the day of the meeting, you can exercise your voting rights via the Internet or in writing. Please exercise your voting rights in accordance with the instructions on the following page by 5:00 p.m. on June 26, 2025 (Thursday), after careful examination of the Reference Documents for the Annual Shareholders Meeting posted as the matters subject to electronic provision measures.

1. Date and time: June 27, 2025 (Friday) at 10:00 a.m.
2. Place: 3-2, Shimokawabata-machi, Hakata-ku, Fukuoka  
Heian Ballroom, 4th Floor, the Hotel Okura Fukuoka

3. Purposes:

Matters to be reported:

1. 18th business year (April 1, 2024 through March 31, 2025)  
Business Report, Consolidated Financial Statements, and Audit Report on Consolidated Financial Statements by the Accounting Auditor and Audit & Supervisory Committee
2. 18th business year (April 1, 2024 through March 31, 2025)  
Non-Consolidated Financial Statements

Matters to be acted upon:

- |              |   |
|--------------|---|
| Agenda No. 1 | Appropriation of Surplus  |
| Agenda No. 2 | Election of Nine (9) Directors (Excluding Directors Serving as Audit & Supervisory Committee Members) |
| Agenda No. 3 | Election of Two (2) Substitute Directors Serving as Audit & Supervisory Committee Members             |

## Guidance on Exercise of Voting Rights

### Exercise of Voting Rights by Attending the Meeting

If you attend the meeting, please present the enclosed Voting Rights Exercise Form to the receptionist.

Date and time of meeting:  
10:00 a.m. on June 27, 2025  
(Friday)

### Exercise of Voting Rights in Writing

Please indicate on the Voting Rights Exercise Form enclosed herewith your approval or disapproval of the agendas and return the Form so as to ensure that such completed Form reaches Stock Transfer Agency Business Planning Dept. of Sumitomo Mitsui Trust Bank, Limited.

If no indication of approval or disapproval for an agenda is made on the voting form, it will be treated as an indication of approval.

Deadline for exercise:  
Forms to be returned no later than 5:00 p.m. on June 26, 2025  
(Thursday)

#### (1) Exercise of voting rights by proxy

If you wish to exercise your voting rights by proxy, such proxy must be a shareholder with voting rights. You may appoint only one (1) proxy.

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◎With the introduction of electronic provision measures under the amendments to the Companies Act, the shareholders are supposed to review the reference documents for the Annual Shareholders Meeting at the websites. Complete written reference documents for the Annual Shareholders Meeting (hereinafter referred to as the “Sent Document”) shall only be sent to the shareholders who have requested the delivery of written information by the cutoff date. For this Annual Shareholders Meeting, however, a part of reference documents for the Annual Shareholders Meeting are also sent to the shareholders who have not requested the delivery of written information so that they can review the agendas. In accordance with the applicable laws, regulations and the Company’s Articles of Incorporation, “Matters relating to Share Acquisition Rights, etc.,” “Basic Policies relating to Persons who Control Decisions on the Company’s Financial and Business Policies,” “Matters relating to Specified Wholly-owned Subsidiaries,” “Matters relating to Transactions with Parent Company, etc.,” “Matters relating to Accounting Advisors,” “System to Ensure Appropriate Business Operations” of the Business Report, as well as “Consolidated Statements of Changes in Shareholders’ Equity,” and “Notes on Consolidated Financial Statements” of Consolidated Financial Statements and “Non-Consolidated Statements of Changes in Shareholders’ Equity,” and “Notes on Non-Consolidated Financial Statements” of Non-Consolidated Financial Statements are not included in the Sent Document. Therefore, the items included in the Sent Document are a part of the Consolidated Financial Statements and the Non-Consolidated Financial Statements, etc. that were subject to the audit by the Accounting Auditor for the purpose of the preparation of Audit Report, as well as a part of the Business Report, the Consolidated Financial Statements and the Non-Consolidated Financial Statements, etc. that were subject to the audit by the Audit & Supervisory Committee for the purpose of the preparation of Audit Report by the Audit & Supervisory Committee. For the matters subject to electronic provision measures not included in the Sent Document, please refer to the Company’s website or the Tokyo Stock Exchange website, as described on page 1.

◎If any revisions are made to the matters subject to electronic provision measures, the contents of the revisions will be posted on the relevant websites.

◎Any changes in the operation of this Annual Shareholders Meeting will be announced on the Company’s website. Please access the website as necessary to confirm the information.

◎Each website may be temporarily unavailable due to scheduled maintenance or other reasons.

If you are unable to view the website, please access another website or try again later.

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## Reference Documents for the Annual Shareholders Meeting

### Agendas and Reference Materials

#### Agenda No. 1 Appropriation of Surplus

The agenda for the appropriation of surplus is as stated below.

Matters concerning year-end dividends

In order to meet the shareholders' expectations while improving the internal reserves from the viewpoint of securing long-term stable business base, the Company's policy is to make efforts to increase its dividend per share through profit growth in a stable and sustainable way, and to pay dividends based on the level of net income attributable to owners of the parent for the year.

(1) Type of dividend property

Cash

(2) Matters concerning allocation and total amount of dividends

With respect to the year-end dividend for common shares for the fiscal year under review, the Company proposes to pay ¥70 per share (¥135 per share annual dividends for the fiscal year under review, including interim dividends).

In this case, the total amount of year-end dividends for common shares is ¥13,251,718,830 (total annual dividends of ¥25,557,020,410 for the fiscal year under review, including interim dividends).

(3) Date on which dividends from surplus shall be effective

The Company proposes June 30, 2025.

## **Agenda No. 2 Election of Nine (9) Directors (Excluding Directors Serving as Audit & Supervisory Committee Members)**

The terms of office of all the seven (7) Directors (excluding Directors Serving as Audit & Supervisory Committee Members) will expire upon the conclusion of this Annual Shareholders Meeting. Accordingly, we ask for the election of nine (9) Directors (excluding Directors Serving as Audit & Supervisory Committee Members and including six (6) candidates for reelection).

This Agenda was deliberated by the Audit & Supervisory Committee but no particular opinions were expressed.

The candidates for Directors (excluding Directors Serving as Audit & Supervisory Committee Members) are as follows:

Candidate No.	Name		Present position at the Company
1	Takashige Shibato	Reelection	Director & Chairman [Representative Director]
2	Hisashi Goto	Reelection	Director & President [Representative Director]
3	Hiroshi Miyoshi	Reelection	Director & Deputy President [Representative Director]
4	Gakuto Naruse	New election	Executive Officer
5	Masahiro Hashizume	New election	Executive Officer
6	Toshihiro Sakamoto	Reelection	Director & Executive Officer
7	Nobuhiko Yamakawa	Reelection	Director & Executive Officer
8	Masahiko Fukasawa	Reelection External Officer Independent Director	Director (External)
9	Kumi Hanaoka	New election External Officer Independent Director	—

Candidate No.	Name Date of Birth	Career Summary (Position and Divisions in charge of at the Company and Status of Material Concurrent Positions)	Number of Shares of the Company Owned
1	Takashige Shibato Born on March 13, 1954  Reelection	<p>April 1976: Joined The Bank of Fukuoka, Ltd.</p> <p>June 2003: Director &amp; General Manager of the Corporate Planning Division of said bank</p> <p>April 2005: Managing Director of said bank</p> <p>June 2006: Director &amp; Managing Executive Officer of said bank</p> <p>April 2007: Director &amp; Senior Managing Executive Officer of said bank</p> <p>April 2007: Director of the Company</p> <p>June 2008: External Director of DAIICHI KOUTSU SANGYO Co., Ltd. (present position)</p> <p>April 2009: Director &amp; Executive Officer of the Company</p> <p>April 2010: Director &amp; Deputy President of The Bank of Fukuoka, Ltd.</p> <p>April 2011: Non-Executive Director of The Shinwa Bank, Ltd. (currently The Juhachi-Shinwa Bank, Ltd.)</p> <p>April 2012: Director, Deputy President &amp; Executive Officer of the Company</p> <p>June 2014: Director, President &amp; Executive Officer of the Company</p> <p>June 2014: Director &amp; President of The Bank of Fukuoka, Ltd.</p> <p>June 2018: External Director of RKB MAINICHI HOLDINGS CORPORATION (present position)</p> <p>April 2019: Director, Chairman, President &amp; Executive Officer of the Company</p> <p>April 2019: Director, Chairman &amp; President of The Bank of Fukuoka, Ltd.</p> <p>June 2020: External Director Serving as an Audit &amp; Supervisory Committee Member of Nishi-Nippon Railroad Co., Ltd. (present position)</p> <p>April 2022: Director &amp; Chairman of the Company (present position)</p> <p>April 2022: Director &amp; Chairman of The Bank of Fukuoka, Ltd. (present position)</p> <p>(Status of material concurrent positions) Director &amp; Chairman of The Bank of Fukuoka, Ltd.</p> <p>(Reasons for appointment of the candidate for Director) Takashige Shibato has held positions as the officer in charge of corporate planning, human resources strategy, auditing, compliance, credit supervision and general affairs, and served as President from June 2014, Chairman &amp; President from April 2019, and Chairman from April 2022 at the Group company, The Bank of Fukuoka, Ltd. At the Company, he has served as the officer in charge of the Group's corporate planning, human resources strategy, auditing, risk management and general affairs, and served as President from June 2014, Chairman &amp; President from April 2019, and Chairman from April 2022. Based on his experience, he possesses the quality and track record to properly manage and supervise general group management.</p> <p>He is appointed as a candidate for Director in the expectation that he will utilize his extensive management experience and insight accumulated so far to contribute to the medium- to long-term improvement of the corporate value of the Group.</p>	28,706 shares (of which 9,311 shares are scheduled to be delivered under the stock compensation scheme)



Candidate No.	Name Date of Birth	Career Summary (Position and Divisions in charge of at the Company and Status of Material Concurrent Positions)	Number of Shares of the Company Owned
2	Hisashi Goto Born on February 3, 1962  Reelection	<p>April 1985: Joined The Bank of Fukuoka, Ltd.</p> <p>April 2012: General Manager of the Corporate Planning Division of said bank</p> <p>April 2015: Executive Officer &amp; General Manager of the Sales Promotion Division of said bank</p> <p>October 2016: Executive Officer &amp; General Manager of the Sales Strategy Division and General Manager of the Financial Consultation Promotion Division of said bank</p> <p>October 2016: General Manager of the Sales Strategy Division and General Manager of the Financial Consultation Planning Division of the Company</p> <p>April 2017: Managing Executive Officer of The Bank of Fukuoka, Ltd.</p> <p>April 2017: Executive Officer of the Company</p> <p>April 2019: Director &amp; Managing Executive Officer of The Bank of Fukuoka, Ltd.</p> <p>April 2020: Director &amp; Senior Managing Executive Officer of said bank</p> <p>April 2020: Non-Executive Director of The Kumamoto Bank, Ltd.</p> <p>June 2021: Director &amp; Executive Officer of the Company</p> <p>April 2022: Director, President &amp; Executive Officer (CEO) of the Company (present position)</p> <p>April 2022: Director &amp; President of The Bank of Fukuoka, Ltd. (present position)</p> <p>June 2024: External Director Serving as an Audit &amp; Supervisory Committee Member of SAIBU GAS HOLDINGS CO., LTD.(present position)</p> <p>(Status of material concurrent positions) Director &amp; President of The Bank of Fukuoka, Ltd.</p> <p>(Reasons for appointment of the candidate for Director) Hisashi Goto has held positions as the general manager of divisions of corporate planning, sales planning and business strategy, and the officer in charge of human resources strategy, auditing, compliance, risk management, sales planning and general affairs, and served as Senior Managing Executive Officer from April 2020 and President from April 2022 at the Group company, The Bank of Fukuoka, Ltd. At the Company, he has served as the officer in charge of the Group's corporate planning, human resources strategy, auditing, compliance (CCO), risk management, sales planning and general affairs, and served as President from April 2022. Based on his experience, he possesses the quality and track record to properly manage and supervise general group management.</p> <p>He is appointed as a candidate for Director in the expectation that he will utilize his extensive management experience and insight accumulated so far to contribute to the medium- to long-term improvement of the corporate value of the Group.</p>	19,179 shares (of which 9,311 shares are scheduled to be delivered under the stock compensation scheme)

Candidate No.	Name Date of Birth	Career Summary (Position and Divisions in charge of at the Company and Status of Material Concurrent Positions)	Number of Shares of the Company Owned
3	Hiroshi Miyoshi Born on June 18, 1962  Reelection	<p>April 1986: Joined The Bank of Fukuoka, Ltd.</p> <p>April 2013: General Manager of the Credit Supervision Division of said bank</p> <p>January 2014: General Manager of the Public Solutions Division of said bank</p> <p>April 2015: General Manager of the Corporate Planning Division of said bank</p> <p>April 2015: General Manager of the Corporate Planning Division of the Company</p> <p>April 2017: Executive Officer &amp; General Manager of the Corporate Planning Division of The Bank of Fukuoka, Ltd.</p> <p>April 2017: Executive Officer &amp; General Manager of the Corporate Planning Division of the Company</p> <p>April 2018: Executive Officer of The Bank of Fukuoka, Ltd.</p> <p>April 2018: Executive Officer of the Company</p> <p>April 2019: Director &amp; Managing Executive Officer of The Bank of Fukuoka, Ltd.</p> <p>April 2020: Director &amp; Senior Managing Executive Officer of said bank</p> <p>December 2020: Non-Executive Director of Minna Bank, Ltd. (present position)</p> <p>June 2021: Director &amp; Executive Officer of the Company</p> <p>April 2022: Director &amp; Deputy President of the Company (present position)</p> <p>April 2022: Director &amp; Deputy President of The Bank of Fukuoka, Ltd. (present position)</p> <p>(Status of material concurrent positions) Director &amp; Deputy President of The Bank of Fukuoka, Ltd. Non-Executive Director of the Minna Bank, Ltd. (Divisions in charge of at the Company) Corporate Planning Division (CFO), DX Promotion Headquarters and Solution Business Headquarters (Reasons for appointment of the candidate for Director) Hiroshi Miyoshi has held positions as the general manager of divisions of corporate planning, public solutions and credit supervision, and the officer in charge of corporate planning, auditing, business strategy, DX strategy, sales planning and solution business, and served as Senior Managing Executive Officer from April 2020 and Deputy President from April 2022 at the Group company, The Bank of Fukuoka, Ltd. At the Company he has served as the officer in charge of the Group's corporate planning, auditing, business strategy, DX strategy, sales planning and solution business, and served as Deputy President from April 2022. Based on his experience, he possesses the quality and track record to properly manage and supervise general group management. He is appointed as a candidate for Director in the expectation that he will utilize his extensive management experience and insight accumulated so far to contribute to the medium- to long-term improvement of the corporate value of the Group.</p>	14,897 shares (of which 6,605 shares are scheduled to be delivered under the stock compensation scheme)

Candidate No.	Name Date of Birth	Career Summary (Position and Divisions in charge of at the Company and Status of Material Concurrent Positions)	Number of Shares of the Company Owned
4	Gakuto Naruse Born on August 25, 1965  New election	<p>April 1989: Joined The Bank of Fukuoka, Ltd.</p> <p>April 2014: General Manager of Kenchonai Branch of said bank</p> <p>April 2016: General Manager of Public &amp; Financial Institutions Division of said bank</p> <p>April 2020: Executive Officer of said bank</p> <p>April 2020: Executive Officer of the Company</p> <p>April 2021: Executive Officer (CCO) of the Company</p> <p>April 2022: Executive Officer of the Company</p> <p>April 2022: Managing Executive Officer of The Bank of Fukuoka, Ltd.</p> <p>April 2022: Non-Executive Director of The Juhachi-Shinwa Bank, Ltd.</p> <p>April 2023: Non-Executive Director of The Kumamoto Bank, Ltd. (present position)</p> <p>April 2024: Director &amp; Managing Executive Officer of The Bank of Fukuoka, Ltd.</p> <p>April 2025: Director &amp; Senior Managing Executive Officer of said bank (present position)</p> <p>April 2025: Executive Officer and Executive General Manager of the Solution Business Headquarters of the Company (present position)</p> <p>(Status of material concurrent positions)</p> <p>Director &amp; Senior Managing Executive Officer of The Bank of Fukuoka, Ltd.</p> <p>Non-Executive Director of The Kumamoto Bank, Ltd.</p> <p>(Divisions in charge of at the Company)</p> <p>General Affairs Division and Solution Business Headquarters</p> <p>(Reasons for appointment of the candidate for Director)</p> <p>Gakuto Naruse has held positions as the general manager of public and financial institutions, and the officer in charge of compliance, solution business, public, international businesses, credit supervision and general affairs, and served as Director &amp; Senior Managing Executive Officer from April 2025 at the Group company, The Bank of Fukuoka, Ltd. At the Company, he has served as Executive Officer from April 2020, and served as the officer in charge of the Group's compliance (CCO), solution business, regional revitalization promotion, international business, credit supervision and general affairs. Based on his experience, he possesses the quality and track record to properly supervise general group management and overall bank operations as a Director.</p> <p>He is appointed as a candidate for Director in the expectation that he will utilize his extensive management experience and insight accumulated so far to contribute to the medium- to long-term improvement of the corporate value of the Group.</p>	7,057 shares (of which 2,689 shares are scheduled to be delivered under the stock compensation scheme)

Candidate No.	Name Date of Birth	Career Summary (Position and Divisions in charge of at the Company and Status of Material Concurrent Positions)	Number of Shares of the Company Owned
5	Masahiro Hashizume Born on August 21, 1966  New election	<p>April 1989: Joined The Bank of Fukuoka, Ltd.</p> <p>October 2016: General Manager of the Sales Promotion Division of said bank</p> <p>April 2017: General Manager of the Business Solution Division of said bank</p> <p>April 2018: General Manager of the Industrial Finance Division of said bank</p> <p>April 2019: Executive General Manager of the Kitakyushu Business Promotion Division of said bank</p> <p>April 2020: Executive Officer &amp; Executive General Manager of the Kitakyushu Business Promotion Division of said bank</p> <p>April 2021: Executive Officer &amp; Executive General Manager of the Head Office Business Promotion Division of said bank</p> <p>April 2022: Managing Executive Officer of said bank</p> <p>April 2022: Executive Officer of the Company (present position)</p> <p>April 2023: Non-Executive Director of The Juhachi-Shinwa Bank, Ltd. (present position)</p> <p>April 2024: Director &amp; Managing Executive Officer of The Bank of Fukuoka, Ltd.</p> <p>April 2025: Director &amp; Senior Managing Executive Officer of said bank (present position)</p> <p>(Status of material concurrent positions) Director &amp; Senior Managing Executive Officer of The Bank of Fukuoka, Ltd. Non-Executive Director of The Juhachi-Shinwa Bank, Ltd. (Divisions in charge of at the Company) Corporate Planning Division (CSO, excluding Tokyo District) and Human Resources Strategy Division (CHRO) (Reasons for appointment of the candidate for Director) Masahiro Hashizume has held positions as the Executive General Manager of the Head Office Business Promotion Division and the general manager of divisions of sales planning, solution business and business investment &amp; finance, and the officer in charge of corporate planning, human resources strategy and sales planning, and served as Director &amp; Senior Managing Executive Officer from April 2025 at the Group company, The Bank of Fukuoka, Ltd. At the Company, he has served as Executive Officer from April 2022, and served as the officer in charge of the Group's corporate planning (CSO), human resources strategy (CHRO) and sales planning. Based on his experience, he possesses the quality and track record to properly supervise general group management and overall bank operations as a Director. He is appointed as a candidate for Director in the expectation that he will utilize his extensive management experience and insight accumulated so far to contribute to the medium- to long-term improvement of the corporate value of the Group.</p>	4,674 shares (of which 2,689 shares are scheduled to be delivered under the stock compensation scheme)

Candidate No.	Name Date of Birth	Career Summary (Position and Divisions in charge of at the Company and Status of Material Concurrent Positions)	Number of Shares of the Company Owned
6	Toshihiro Sakamoto Born on July 31, 1963  Reelection	<p>April 1987: Joined The Kumamoto Mutual Bank, Ltd. (currently The Kumamoto Bank, Ltd.)</p> <p>April 2006: General Manager of Tasaki Branch of said bank</p> <p>April 2007: General Manager of Higashitakuma Branch of said bank</p> <p>April 2010: General Manager of Suizenji Branch of said bank</p> <p>April 2013: General Manager of Kagoshima Branch of said bank</p> <p>April 2016: General Manager of the Corporate Planning Division of said bank</p> <p>April 2018: Executive Officer &amp; Executive General Manager of the Head Office Business Promotion Division of said bank</p> <p>March 2019: Executive Officer &amp; Executive General Manager of the Head Office Business Promotion Division &amp; General Manager of Kencho Branch of said bank</p> <p>April 2021: Director &amp; Managing Executive Officer of said bank</p> <p>October 2023: Director &amp; Managing Executive Officer &amp; General Manager of the Operations and the IT Management Divisions of said bank</p> <p>April 2024: Director &amp; President of said bank (present position)</p> <p>April 2024: Executive Officer of the Company</p> <p>June 2024: Director &amp; Executive Officer of the Company (present position)</p> <p>(Status of material concurrent positions) Director &amp; President of The Kumamoto Bank, Ltd.</p> <p>(Reasons for appointment of the candidate for Director) Toshihiro Sakamoto has held positions as the executive general manager of the head office business promotion division and the general manager of divisions of corporate planning, operations management and IT, and the officer in charge of corporate planning, human resources strategy, auditing, sales planning, solution business, operations management and IT, and served as President from April 2024 at the Group company, The Kumamoto Bank, Ltd. At the Company, he has served as Executive Officer from April 2024 and Director from June 2024. Based on his experience, he possesses the quality and track record to properly supervise general group management and overall bank operations as a Director.</p> <p>He is appointed as a candidate for Director in the expectation that he will utilize his extensive management experience and insight accumulated so far to contribute to the medium- to long-term improvement of the corporate value of the Group.</p>	2,593 shares (of which 927 shares are scheduled to be delivered under the stock compensation scheme)

Candidate No.	Name Date of Birth	Career Summary (Position and Divisions in charge of at the Company and Status of Material Concurrent Positions)	Number of Shares of the Company Owned
7	Nobuhiko Yamakawa Born on October 27, 1965  Reelection	<p>April 1989: Joined The Shinwa Bank, Ltd. (currently The Juhachi-Shinwa Bank, Ltd.)</p> <p>April 2013: Deputy General Manager of the Corporate Planning Division of said bank</p> <p>April 2016: General Manager of the Sales Promotion Division of said bank</p> <p>April 2018: General Manager of the Nagasaki Business Promotion Division of said bank</p> <p>April 2020: Executive Officer &amp; General Manager of the Sales Promotion Division of said bank</p> <p>April 2020: Executive Officer &amp; General Manager of the Sales Administration Division of The Eighteenth Bank, Limited (currently The Juhachi-Shinwa Bank, Ltd.)</p> <p>October 2020: Executive Officer &amp; General Manager of the Sales Promotion Division of The Juhachi-Shinwa Bank, Ltd.</p> <p>April 2022: Director &amp; President of said bank (present position)</p> <p>April 2022: Executive Officer of the Company</p> <p>June 2022: Director &amp; Executive Officer of the Company (present position)</p> <p>(Status of material concurrent positions) Director &amp; President of The Juhachi-Shinwa Bank, Ltd.</p> <p>(Reasons for appointment of the candidate for Director) Nobuhiko Yamakawa has held positions as the general manager of the division of sales planning and the general manager of the Nagasaki Business Promotion Division, and served as President from April 2022 at the Group company, The Juhachi-Shinwa Bank, Ltd. At the Company, he has served as Executive Officer from April 2022, and as a Director from June 2022. Based on his experience, he possesses the quality and track record to properly supervise general group management and overall bank operations as a Director.</p> <p>He is appointed as a candidate for Director in the expectation that he will utilize his extensive management experience and insight accumulated so far to contribute to the medium-to long-term improvement of the corporate value of the Group.</p>	10,676 shares (of which 2,870 shares are scheduled to be delivered under the stock compensation scheme)

Candidate No.	Name Date of Birth	Career Summary (Position and Divisions in charge of at the Company and Status of Material Concurrent Positions)	Number of Shares of the Company Owned
8	<p>Masahiko Fukasawa Born on November 25, 1960</p> <p>Reelection</p> <p>External Officer</p> <p>Independent Director</p> <p>Attendance at the meetings of the Board of Directors: 11/11 (100%)</p>	<p>April 1984: Joined Sumitomo Bank (currently Sumitomo Mitsui Banking Corporation)</p> <p>April 1993: Joined A.T.Kearney, Inc.</p> <p>May 2002: Japan Representative of A.T.Kearney, Inc. (concurrently served as Chairman of Korea Office since 2005)</p> <p>January 2007: Chairman of China Office of A.T.Kearney, Inc.</p> <p>May 2012: Joint Representative of Japan of AlixPartners Asia, LLC</p> <p>February 2014: Joint Representative of Asia and Joint Representative of Japan of AlixPartners Asia, LLC</p> <p>June 2016: External Director of the Company (present position)</p> <p>June 2016: Non-Executive Director of The Bank of Fukuoka, Ltd. (present position)</p> <p>January 2021: Managing Director of AlixPartners Asia, LLC</p> <p>July 2023: Senior Advisor of AlixPartners Asia, LLC</p> <p>April 2024: Managing Director &amp; Head of Global Portfolio Solutions Japan of Carlyle Japan Equity Management LLC (present position)</p> <p>(Status of material concurrent positions) Non-Executive Director of The Bank of Fukuoka, Ltd. (Reasons for appointment of the candidate for External Director and expected roles) Masahiko Fukasawa has held positions as the Japan Representative (concurrently served as Chairman of Korea Office) and the Chairman of China Office of A.T.Kearney. He, also, has held positions as the Joint Representative of Asia and Joint Representative of Japan, Managing Director and Senior Advisor of AlixPartners Asia, LLC. He has served as Managing Director &amp; Head of Global Portfolio Solutions Japan of Carlyle Japan Equity Management LLC from April 2024. As such, he possesses extensive practical experience and specialized knowledge in consulting on management strategy and business revitalization of a wide variety of companies. Additionally, he meets all the requirements of independence criteria set forth by the Company, and there is no issue with his independence (Note 5). He is appointed as a candidate for External Director in the expectation that he will supervise Directors and management of the Company from an independent and objective standpoint, while utilizing his extensive practical experience and insight accumulated so far to provide opinions, guidance, and advice to our top management in a timely and appropriate manner, thereby contributing to the medium- to long-term improvement of the corporate value of the Group.</p>	8,713 shares

Candidate No.	Name Date of Birth	Career Summary (Position and Divisions in charge of at the Company and Status of Material Concurrent Positions)	Number of Shares of the Company Owned
9	<p>Kumi Hanaoka Born on July 4, 1961</p> <p>New election</p> <p>External Officer</p> <p>Independent Director</p> <p>Attendance at the meetings of the Board of Directors: —</p>	<p>April 1985: Joined The Bank of Tokyo, Ltd. (currently MUFG Bank, Ltd.)</p> <p>October 2009: General Manager of the Derivatives Operations Division, Mitsubishi UFJ Securities Co., Ltd. (currently Mitsubishi UFJ Securities Holdings Co., Ltd.)</p> <p>April 2010: General Manager of the Derivatives Operations Division, Mitsubishi UFJ Securities Co., Ltd. (currently Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.)</p> <p>April 2012: General Manager of the Operations Division of said company</p> <p>October 2014: General Manager of the Transaction Business Administration Division of said company</p> <p>July 2016: General Manager of the Corporate Communications Division of said company</p> <p>July 2016: General Manager of the Corporate Communications Division, Mitsubishi UFJ Securities Holdings Co., Ltd.</p> <p>June 2019: Executive Officer, General Manager of the Corporate Communications Division, Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.</p> <p>June 2019: Executive Officer, General Manager of the Corporate Communications Division, Mitsubishi UFJ Securities Holdings Co., Ltd.</p> <p>June 2019: Executive Officer, Mitsubishi UFJ Financial Group, Inc.</p> <p>April 2021: Advisor, Mitsubishi UFJ Securities Holdings Co., Ltd.</p> <p>June 2021: Member of the Board of Directors, Mitsubishi UFJ Morgan Stanley Securities Co., Ltd. (present position)</p> <p>(Status of material concurrent positions)</p> <p>Non-Executive Director of The Bank of Fukuoka, Ltd. (scheduled to assume the position on June 27, 2025)</p>	0 shares



Candidate No.	Name Date of Birth	Career Summary (Position and Divisions in charge of at the Company and Status of Material Concurrent Positions)	Number of Shares of the Company Owned
		<p>(Reasons for appointment of the candidate for External Director and expected roles)</p> <p>Kumi Hanaoka has been engaged in market operations and public relations at banks and securities companies of Mitsubishi UFJ Financial Group, Inc. After serving as executive officers of Mitsubishi UFJ Morgan Stanley Securities Co., Ltd., Mitsubishi UFJ Securities Holdings Co., Ltd. and Mitsubishi UFJ Financial Group, Inc., she is currently a Member of the Board of Directors of Mitsubishi UFJ Morgan Stanley Securities Co., Ltd. In addition, she is working on the carrier support for female employees through seminars and mentoring activities. Thus, she possesses abundant practical experience and specialized knowledge regarding general finance and market investment, compliance and corporate social responsibility (CSR) through public relations, and human resources management, including advancement of women.</p> <p>Additionally, she meets all the requirements of independence criteria set forth by the Company, and there is no issue with her independence (Note 6).</p> <p>She is appointed as a candidate for External Director in the expectation that she will supervise Directors and management of the Company from an independent and objective standpoint, while utilizing her extensive practical experience and insight accumulated so far to provide opinions, guidance, and advice to our top management in a timely and appropriate manner, thereby contributing to the medium- to long-term improvement of the corporate value of the Group.</p>	

- (Notes)
1. No special interests exist between the candidates for the positions of Directors and the Company.
  2. Mr. Masahiko Fukasawa is a Non-Executive Director of The Bank of Fukuoka, Ltd, which is a business operator that has a special relationship with the Company (a subsidiary of the Company). Ms. Kumi Hanaoka is scheduled to assume the office of Non-Executive Director of The Bank of Fukuoka, Ltd, which is a business operator that has a special relationship with the Company (a subsidiary of the Company), as of June 27, 2025.
  3. Mr. Masahiko Fukasawa is a candidate for External Director. He is registered as an Independent Director as stipulated in the Securities Listing Regulations, having no potential conflict with the interests of general shareholders. Ms. Kumi Hanaoka is a candidate for new External Director. She is scheduled to be registered as an Independent Director as stipulated in the Securities Listing Regulations, having no potential conflict with the interest of general shareholders.
  4. Mr. Masahiko Fukasawa is an External Director for the Company with term of office of 9 years as of the conclusion of this Annual Shareholders Meeting.
  5. Transactions between Mr. Masahiko Fukasawa as individual and the Group, and between the company to which Mr. Masahiko Fukasawa belongs and the Group
    - There are no advisory contracts, consulting contracts or business relationships between Mr. Masahiko Fukasawa as individual and the Group, and between Carlyle Japan Equity Management LLC to which Mr. Masahiko Fukasawa belongs and the Group (except for a stationary relationship as a general depositor with Mr. Masahiko Fukasawa as individual).
  6. Transactions between Ms. Kumi Hanaoka as individual and the Group, and between the company to which Ms. Kumi Hanaoka belongs and the Group
    - There are no advisory contracts, consulting contracts or business relationships between Ms. Kumi Hanaoka as individual and the Group (except for a stationary relationship as a general depositor with Ms. Kumi Hanaoka as an individual).
    - There are no advisory contracts or consulting contracts between Mitsubishi UFJ Morgan Stanley Securities Co., Ltd. to which Ms. Kumi Hanaoka belongs and the Group.
    - Although there are business relationships between the said company and the Group for the Group's market investment business, the amount of transactions between the said company and the Group is less than 1% of the said company's net sales and the Company's consolidated operating gross profit, which is a small amount for both parties.
  7. Liability Limitation Agreements with External Directors
    - The Company has executed agreements with its External Directors to the effect that their liabilities shall be limited to the amount prescribed in Article 425, Paragraph 1 of the Companies Act, as long as they are in good faith and without gross negligence in performing their duties.
    - If the election of Mr. Masahiko Fukasawa is approved at this Annual Shareholders Meeting, the Company shall continue said agreement with him, and if the election of Ms. Kumi Hanaoka is approved, the Company shall enter into the same agreement with her.
  8. Directors and officers liability insurance insuring all of the candidates for Directors
    - The Company executed a Directors and officers liability insurance agreement with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act and each Director is included thereunder as an insured party. The agreement covers damages and legal fees borne by the insured persons arising from an act or failure to act by those insured persons in connection with their positions, and the insurance premiums for all of the insured persons are paid in full by the Company. If the election of each of the candidates for Directors in this Agenda is approved, each of the candidates for Directors will be insured under said agreement. The Company intends to renew said agreement with the same conditions at the next renewal.
  9. Case that there were unfair executions of business at the company where a candidate for External Director has served as director in the last five years during her term of office
    - Mitsubishi UFJ Morgan Stanley Securities Co., Ltd. where Ms. Kumi Hanaoka, a candidate for External Director, has served as director (non-executive director, part-time) since June 2021, received a business improvement order from the Japan's Financial Services Agency, regarding the improper sharing of customer information between the said company and the banks of MUFG Financial Group Inc., etc., the flawed corporate information management system and the practice of securities-related businesses prohibited for banks.
    - Although she was not aware of these facts until they came to light, she has been regularly expressing her opinions from the perspective of legal compliance and raising awareness at the said company. In addition, after these facts were discovered, she has expressed her opinion regarding the development of improvement measures for the prevention of recurrence.

(Reference)

### Board of Directors Skill Matrix

The Group's basic stance is to compose its Board of Directors so that their overall knowledge, experience, capabilities and other qualities are well-balanced in order to realize sustainable growth and medium- to long-term improvement in corporate value of the Company.

The matrix below indicates the knowledge, experience, capabilities and other qualities that the Company believes its Board of Directors should possess, and those possessed by the candidates for Directors proposed for election as Directors at this Annual Shareholders Meeting necessary to discuss medium- to long-term strategies for realizing the Group's goal of "Economically, materially, and spiritually enriched society".

Name	Knowledge, experience, capabilities, etc. that the Company's Board of Directors should possess							
	Corporate management	Finance/Accounting	Legal affairs/Compliance	Risk management	Consulting/Marketing	Market/Investment strategy	Human resources strategy/DE&I	DX strategy
Takashige Shibato	○	○	○	○		○	○	○
Hisashi Goto	○		○	○	○		○	○
Hiroshi Miyoshi	○	○			○	○		○
Gakuto Naruse	○			○		○		
Masahiro Hashizume	○				○		○	
Toshihiro Sakamoto	○				○		○	○
Nobuhiko Yamakawa	○			○	○	○		
Masahiko Fukasawa	○	○			○			
Kumi Hanaoka			○			○	○	
Tetsuya Maruta					○		○	
Hideo Yamada		○			○			
Nobuko Ishibashi			○				○	

### **Agenda No. 3 Election of Two (2) Substitute Directors Serving as Audit & Supervisory Committee Members**

The appointment of the current Substitute Directors Serving as Audit & Supervisory Committee Members remains in effect until the holding of this Annual Shareholders Meeting. Accordingly, in preparation for instances in which the number of Directors Serving as Audit & Supervisory Committee Members is short of the statutory minimum, we once again ask for the election of two (2) Substitute Directors Serving as Audit & Supervisory Committee Members.

The following are the candidates for Substitute Directors Serving as Audit & Supervisory Committee Members. We ask for the election of Mr. Ryuichi Fukunaga as the substitute for Director Serving as an Audit & Supervisory Committee Member Mr. Tetsuya Maruta, and Ms. Yoshiko Namitome as the substitute for External Director Serving as an Audit & Supervisory Committee Member Mr. Hideo Yamada and External Director Serving as an Audit & Supervisory Committee Member Ms. Nobuko Ishibashi. The resolution for this Agenda shall remain in effect until the holding of the next Annual Shareholders Meeting.

The Audit & Supervisory Committee approved this Agenda.

Candidate No.	Name Date of Birth	Career Summary (Position and Divisions in charge of at the Company and Status of Material Concurrent Positions)	Number of Shares of the Company Owned
1	Ryuichi Fukunaga Born on September 27, 1969	<p>April 1992: Joined The Bank of Fukuoka, Ltd.</p> <p>October 2011: Assistant General Manager of the Corporate Planning Division of said bank</p> <p>April 2016: General Manager of Oita Branch of said bank</p> <p>April 2018: ALM General Manager of the Corporate Planning Division of said bank</p> <p>April 2019: General Manager of the Corporate Business of said bank</p> <p>April 2020: General Manager of the Sales Administration Division of said bank</p> <p>April 2021: General Manager of the Operations Management Division of said bank</p> <p>April 2023: General Manager of the Internal Audit Division of the Company</p> <p>April 2024: Director Serving as an Audit &amp; Supervisory Committee Member of The Bank of Fukuoka, Ltd. (present position)</p> <p>(Status of material concurrent positions) Director Serving as an Audit &amp; Supervisory Committee Member of The Bank of Fukuoka, Ltd.</p> <p>(Reasons for appointment of the candidate for Substitute Director Serving as an Audit &amp; Supervisory Committee Member) Ryuichi Fukunaga has worked in the planning division and held positions as the general manager of the branch and the general manager of divisions of sales and operations management, and served as Director Serving as an Audit &amp; Supervisory Committee Member from April 2024 at the Group company, The Bank of Fukuoka. At the Company, he has served as the general manager of the internal audit division. Based on his experience, he possesses the quality and track record to properly fulfill the role and responsibilities as a Director Serving as an Audit &amp; Supervisory Committee Member for general group management and overall banking operations.</p> <p>He is appointed as a candidate for Substitute Director Serving as an Audit &amp; Supervisory Committee Member in the expectation that he will utilize his extensive management experience and insight in financial practice to contribute to the establishment of a quality corporate governance structure that responds to social trust.</p>	1,521 shares

Candidate No.	Name Date of Birth	Career Summary (Position and Divisions in charge of at the Company and Status of Material Concurrent Positions)	Number of Shares of the Company Owned
2	Yoshiko Namitome Born on August 18, 1976  External Officer  Independent Director	<p>December 2014: Registered as lawyer</p> <p>December 2014: Joined Mitsukado Law Office (present position)</p> <p>(Reasons for appointment of the candidate for Substitute External Director Serving as an Audit &amp; Supervisory Committee Member and expected roles)</p> <p>Although Yoshiko Namitome has not been directly involved in the management of a corporation, she possesses extensive practical experience and professional insight in the overall legal affairs as an attorney.</p> <p>Additionally, she meets all the requirements of independence criteria set forth by the Company, and there is no issue with her independence (Note 4).</p> <p>She is appointed as a candidate for Substitute Director Serving as an Audit &amp; Supervisory Committee Member in the expectation that she will provide valuable advice to the Board of Directors and conduct objective and neutral audits of the Company to ensure legal compliance and appropriateness of the operation executions of the Company by utilizing her extensive practical experience and professional insight, thereby contributing to the establishment of a quality corporate governance structure that responds to social trust.</p>	0 shares

- (Notes)
1. No special interests exist between the candidates for the positions of Substitute Directors Serving as Audit & Supervisory Committee Members and the Company.
  2. Ms. Yoshiko Namitome is a candidate for Substitute External Director Serving as an Audit & Supervisory Committee Member.
  3. If Ms. Yoshiko Namitome assumes the office of External Director Serving as an Audit & Supervisory Committee Member, she is scheduled to be registered as an Independent Director as stipulated in the Securities Listing Regulations, having no potential conflict with the interest of general shareholders.
  4. Transactions between Ms. Yoshiko Namitome as individual and the Group, and between the law firm to which Ms. Yoshiko Namitome belongs and the Group
    - There are no advisory contracts, consulting contracts or business relationships between Ms. Yoshiko Namitome as individual and the Group, and between Mitsukado Law Office to which Ms. Yoshiko Namitome belongs and the Group (except for a stationary relationship as a general depositor with Ms. Yoshiko Namitome as an individual).
  5. Liability Limitation Agreements with Substitute External Directors Serving as Audit & Supervisory Committee Members
    - The Company plans to execute an agreement with Ms. Yoshiko Namitome, should she assume the office of External Director Serving as an Audit & Supervisory Committee Member, to the effect that her liability shall be limited to the amount prescribed in Article 425, Paragraph 1 of the Companies Act, as long as she is in good faith and without gross negligence in performing her duties.
  6. Directors and officers liability insurance insuring all of the candidates for Substitute Directors Serving as Audit & Supervisory Committee Members
    - The Company executed a Directors and officers liability insurance agreement with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act and each Director Serving as an Audit & Supervisory Committee Member is included thereunder as an insured party. The agreement covers damages and legal fees borne by the insured persons arising from an act or failure to act by those insured persons in connection with their positions, and the insurance premiums for all of the insured persons are paid in full by the Company. If the election of each of the candidates for Substitute Directors Serving as Audit & Supervisory Committee Members in this Agenda is approved and those candidates assume office as Directors Serving as Audit & Supervisory Committee Members, they will be insured under said agreement. The Company intends to renew said agreement with the same conditions at the next renewal.

**(Reference)**

**Fukuoka Financial Group**  
**Criteria for Independence**

To be deemed to have independence from the Company, the External Directors of the Company must fulfill the following requirements.

1. One cannot be a person or an entity whose principal customer is the Company or its subsidiary bank (Note 1) (hereinafter referred to as the Company or its subsidiaries) (Note 2) or cannot be an operating officer of such person or entity.
2. One cannot be a principal customer of the Company or its subsidiaries (Note 3) or cannot be an operating officer of such customer.
3. One cannot be a legal professional, accounting professional or consultant who receives a significant amount of cash or other form of asset (Note 4) other than Directors' compensation from the Company (in the case a recipient is an entity, such as a corporation or partnership, one cannot be an individual belonging to such entity).
4. One cannot be a principal shareholder of the Company (holding 10% or more of the total shareholder voting rights) or cannot be an operating officer of such shareholder.
5. One cannot be a relative within the third degree of kinship of persons described below (unless insignificant (Note 5)).
  - (1) Any person who does not meet the requirements listed in the items from 1 to 4 above
  - (2) Director, an operating officer such as Executive Officer, etc. of the Company or its subsidiaries
6. The Company may determine a person not meeting the requirements of items 1 through 5 above as being appropriately independent and elect that person as an External Director on condition that the Company provides reasons for the appropriateness.

(Notes) 1. "Subsidiary bank"

The banks that are subsidiaries of Fukuoka Financial Group, Inc.

2. "A person or an entity whose principal customer is the Company or its subsidiaries"

Judgment shall be determined by either of the following criteria:

- Annual transaction amount between such person or entity and the Company or its subsidiaries exceeds 2% of the annual consolidated sales of that person or entity
- When such person or entity is dependent on the Company or its subsidiaries in terms of financing to the extent that the person or entity has no alternative sources, such as a case where that person or entity has difficulty in borrowing funds from financial institutions other than the Company or its subsidiaries

3. "A principal customer of the Company or its subsidiaries"

Judgment shall be made based on whether annual operating gross profit resulting from transactions with such customer exceeds 2% of the annual consolidated operating gross profit of the Company

4. "Significant amount of cash or other form of asset"

Judgment shall be made based on the average for the past three fiscal years whether an individual recipient receives 10 million yen or more per annum or an entity recipient receives the amount equal to 2% or more of its annual sales.

5. "Insignificant"

An individual below the rank of Director, Executive Officer, Audit & Supervisory Board Members, or departmental head (for an individual from an entity such as a law firm or audit firm, an individual without a professional license such as an attorney at law or public accountant)