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Securities identification code: 8361

June 6, 2025

(Start date of measures for electronic provision: May 29, 2025)

To our shareholders:

Takaharu Hayashi President **The Ogaki Kyoritsu Bank, Ltd.** 98, Kuruwamachi 3-chome, Ogaki, Gifu, Japan

# NOTICE OF THE 213TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

The 213th Ordinary General Meeting of Shareholders of the Ogaki Kyoritsu Bank, Ltd. (the "Company") will be held as described below.

When convening this general meeting of shareholders, the Company takes 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 posts this information as "Notice of the 213th Ordinary General Meeting of Shareholders" on the Company's website. Please access the Company's website by using the internet address shown below to review the information.

The Company's website:

https://www.okb.co.jp/investor/i-top.html (in Japanese)

Access the Company's website, then scroll down to the section labeled "General Meeting of Shareholders."

In addition to the above website, this information is also posted on the website of the Tokyo Stock Exchange (TSE).

TSE website (Listed Company Search)

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

Access the TSE website shown above, enter "The Ogaki Kyoritsu Bank, Ltd." in "Issue name (company name)" or "8361" 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]."

If you are unable to attend the meeting in person, you may exercise your voting rights via the Internet or by postal mail. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by no later than 5:45 p.m., Monday, June 23, 2025 (Japan Standard Time).

1. Date and Time: Tuesday, June 24, 2025 at 10:00 a.m. (Japan Standard Time)

2. Venue: Unkai-no-ma 3F, Ogaki Forum Hotel

31, Mangoku 2-chome, Ogaki, Gifu, Japan

## 3. Purposes:

## Items to be reported:

1. Business Report and Non-Consolidated Financial Statements for the 213th Term from April 1, 2024 to March 31, 2025

2. Consolidated Financial Statements for the 213th Term from April 1, 2024 to March 31, 2025 and the results of audit of the Consolidated Financial Statements by the Accounting Auditor and Board of Auditors

## Items to be resolved:

**Proposal 1:** Appropriation of surplus

Proposal 2: Election of eight (8) Directors
Proposal 3: Election of one (1) Auditor

**Proposal 4:** Election of one (1) Substitute Auditor

## Proposals and Reference Documents for the 213th General Meeting of Shareholders

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

The Company's basic policy regarding profit distribution is to pay steady dividends to shareholders while taking steps to strengthen our financial standing through maintaining management soundness and retaining internal reserves. In line with this premise, we aim for an approximate 30% total payout ratio based on steady dividends as the core return to shareholders, with additional payouts via increased dividends and purchasing of treasury shares after comprehensively assessing the level of equity ratio in the future, the outlook for business performance, and the external business environment. In accordance with this basic policy, and in recognition of the constant support provided by our shareholders, we plan to appropriate surplus as follows.

### 1. Matters related to year-end dividends

We plan to provide a year-end dividend of 55 yen per common share, an increase of 20 yen from the 35 yen per share initially forecast. Therefore, the aggregate amount of annual dividend for the fiscal term will be equivalent to 90 yen per share.

(1) Type of dividend property

Cash

(2) Allocation of dividend property and total amount thereof

55 yen per common share of the Company

Total amount of dividends: 2,289,804,770 yen

(3) Effective date of distribution of dividends of surplus

June 25, 2025

#### 2. Matters related to other appropriation of surplus

We plan to strengthen our financial standing in anticipation of robust development and in consideration of the future business environment. To this end, we propose to appropriate surplus as follows.

(1) Item of surplus to be increased and amount thereof

Special reserve fund: 9,000,000,000 yen

(2) Item of surplus to be decreased and amount thereof

Retained earnings brought forward: 9,000,000,000 yen

## **Proposal 2:** Election of eight (8) Directors

The tenures of nine (9) incumbent Directors will expire at the conclusion of this General Meeting of Shareholders. Therefore, the Company proposes the election of eight (8) Directors including three (3) External Directors.

The candidates for Directors are as follows:

No.	Name	Current position in the Company	Attendance at the Board of Directors meeting (2024)
1	Toshiyuki Sakai Reelection Male	Chairman (Representative Director)	100% (12/12)
2	Takaharu Hayashi Reelection Male	President (Representative Director)	100% (12/12)
3	Satoshi Tsuchiya Reelection Male	Director and Managing Executive Officer	100% (12/12)
4	Yoshinori Goto Reelection Male	Director and Managing Executive Officer	100% (10/10)
5	Yasushi Kanamori Reelection Male	Director and Managing Executive Officer	100% (10/10)
6	Yuko Moriguchi Reelection, External, Independent Officer Female	External Director	100% (12/12)
7	Chihiro Shimizu Reelection, External, Independent Officer Male	External Director	100% (10/10)
8	Masanori Aikyo New candidate, External, Independent Officer Male	-	-

Note: The number of Board of Directors meetings attended by Yoshinori Goto, Yasushi Kanamori and Chihiro Shimizu is for the Board of Directors meetings held after they assumed their office on June 19, 2024.

No.	Name (Date of birth)		Career summary, position and responsibilities (Significant concurrent positions outside the Company)	
1	Managing Director in June 2 Working principally in Plann	ector in June 20 018, President i ing and Manag	agement	4,300
	duties as Director. On this ba	sis, the Compa	ny believes that he will duly perform his duties nominated him as a candidate for Director.	

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)		Number of the Company's shares owned			
		Apr. 1982	Joined the Company				
		May 2000	General Manager of Ichinomiya Minami Branch of the Company				
		May 2002	General Manager of Noritake Branch of the Company				
		Mar. 2005	General Manager of Kenchomae Branch of the Company				
		May 2007	General Manager of Operations Development Division of the Company				
	Takaharu Hayashi (November 28, 1959)	May 2010	General Manager of Hashima Branch of the Company				
	Reelection	May 2012	General Manager of Gifu Branch of the Company				
2		Apr. 2013	Corporate Officer, General Manager of Gifu Branch of the Company	5,200			
		June 2014	President of OKB Front Co., Ltd.				
		June 2015	President of Myojo Co., Ltd.				
		June 2019	Managing Director of the Company				
		June 2024	President of the Company (present position)				
		(Area of responsibility) Overall management, Audit Division					
	(Reason for election as the ca						
			or in June 2019, and President in June 2024. He ultivated in business administration outside of				
			state business and the creation of new business				
	at Myojo Co., Ltd., in addition to working in planning and product development of the						
			his basis, the Company believes that he will rward; therefore, it has nominated him as a				
	candidate for Director.	rector going to	i ward, therefore, it has nonlinated fiffi as a				

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)		Number of the Company's shares owned
3	Satoshi Tsuchiya (February 16, 1980)  Reelection  (Reason for election as the contract of Satoshi Tsuchiya became Didirector and Managing Exect knowledge at the Keio University working at ORIX Corporation of Supervision, consulting, and	May 2014  May 2014  May 2016  June 2017  May 2018  June 2018  June 2018  May 2019  June 2024  (Area of resp Management Division, Lo Administrati Systems Devented and June 20 Coutive Officer in June 20 Coutive O	Joined ORIX Corporation Joined Mizuho Financial Group, Inc. (Mizuho Bank, Ltd.; Mizuho Trust & Banking Co., Ltd.)  Joined the Company Deputy General Manager of Nagoya Branch of the Company Corporate Officer, General Manager of Nagoya Branch of the Company Director, General Manager of Nagoya Branch of the Company Director, General Manager of Nagoya Branch of the Company Director, General Manager of Aichi Corporate Sales Division of the Company Managing Director, General Manager of Aichi Corporate Sales Division of the Company Managing Director of the Company Director and Managing Executive Officer of the Company (present position)	
	branch management at the C	ompany. On thi	s basis, the Company believes that he will duly d; therefore, it has nominated him as a candidate	

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)		Number of the Company's shares owned
		Apr. 1987	Joined the Company	
		May 2008	Vice President of Kyoritsu Research Institute Co., Ltd. (currently OKB Research Institute Co., Ltd.)	
		May 2011	Deputy General Manager of Nagoya Branch of the Company	
		May 2013	General Manager of Kachigawa Branch of the Company	
		May 2015	Corporate Officer of the Company President of Kyoritsu Research Institute Co., Ltd. (currently OKB Research Institute Co., Ltd.)	
	Yoshinori Goto (June 23, 1964)	June 2017	Director of the Company President of OKB Research Institute Co., Ltd.	
	Reelection	June 2020	Senior Executive Officer of the Company President of OKB Research Institute Co., Ltd.	
4		May 2021	Senior Executive Officer, General Manager of Planning & Coordination Division of the Company	4,600
		June 2024	Director and Managing Executive Officer, General Manager of Planning & Coordination Division of the Company	
		May 2025	Director and Managing Executive Officer of the Company (present position)	
			oonsibility) Coordination Division, Public Relations rsonnel Division, General Affairs Division	
	(Reason for election as the			
			17, Senior Executive Officer in June 2020, and June 2024. He has abundant experience and	
			of Group companies, including serving as	
	President of OKB Research	Institute Co., Lt	d., a consolidated subsidiary of the Company, in	
			ell as in Planning and Management	
			believes that he will duly perform his duties as ninated him as a candidate for Director.	

No.	Name (Date of birth)		Career summary, position and responsibilities (Significant concurrent positions outside the Company)	
5	Yasushi Kanamori (September 23, 1964)  Reelection  (Reason for election as the cay Yasushi Kanamori became Somanaging Executive Officer Divisions of the Company and cultivated an impressive tracking the company and cultivated and cultivated and cultivated an impressive tracking the company and cultivated and cultivated an impressive tracking the company and cultivated an impressive tracking the cultivated and cultivated and cultivated and cultivated an impressive tracking the cultivated and cultivated	Apr. 1987 Apr. 2015 May 2016 May 2017 Apr. 2021 May 2021 June 2021 June 2024  (Area of respressed Related Busing States of the Company of the	Joined the Company Assistant General Manager of Related Business Division of the Company General Manager of Treasury Division of the Company Corporate Officer, General Manager of Treasury Division of the Company General Manager assistant to Related Business Division of the Company General Manager of Related Business Division of the Company Senior Executive Officer, General Manager of Related Business Division of the Company Director and Managing Executive Officer, General Manager of Related Business Division of the Company (present position)	Company's shares owned

No.	Name (Date of birth)		Career summary, position and responsibilities (Significant concurrent positions outside the Company)	
		Dec. 1975	Joined the Japan Ladies Professional Golfers' Association (JLPGA)	
		1990	Received the Gifu Prefecture Sports Honor Award	
		1992	Obtained permanent exemption status on the JLPGA Tour	
	Yuko Moriguchi	1994	Received the Gifu Prefecture People's Honor Award	
	(April 13, 1955)	Mar. 2012	Gifu Prefectural Board of Education	
		June 2015	External Director of GOLDWIN INC.	
	Reelection,	Jan. 2019	Enshrined in the Japan Professional Golf Hall of Fame	
	External, Independent Officer	June 2020	External Director of the Company (present position)	
6		Mar. 2024	External Director of FIT EASY Inc. (present position)	930
		June 2024	Chair of Gifu Seki Country Club (present position)	
		(Significant of External Direction of Gift		
	(Reason for election as the car Yuko Moriguchi became Ext insight and abundant experies she has not been involved in officer, the Company expects advice on the Company's ovimportant role in ensuring ar management; therefore, it has be noted that she will have so of the conclusion of this Gen			

No.	Name (Date of birth)		Career summary, position and responsibilities (Significant concurrent positions outside the Company)			
		Apr. 1992	Joined Japan Real Estate Institute			
		Nov. 2000	Senior Researcher of Housing Research Institute (currently SUUMO Research Center), Recruit Co., Ltd.			
		Apr. 2010	Professor of Faculty of Economics and Business Administration and Graduate School of Economics, Reitaku University			
		Apr. 2016	Professor of College of Sports Sciences, Nihon University			
		Apr. 2018	Special Research Fellow of Financial Research Center, Financial Services Agency			
		Nov. 2021	Outside Director of RMTrust Inc.			
	Chihiro Shimizu (May 28, 1967)	Apr. 2022	Outside Director of property technologies Inc.			
	Reelection,	Nov. 2022	Representative Director and President of Regional Future Creation National College, Next Generation City Creation School			
	External,		(present position)			
	Independent Officer	Apr. 2023	Professor of Graduate School of Social Data Science, Hitotsubashi University (present position)			
7		Apr. 2023	Outside Director of Kufu Company Inc. (currently Kufu Company Holdings Inc.) (present position)	500		
		June 2024	External Director of the Company (present position)			
		Representative Creation National School Professor of Hitotsubashi	concurrent positions outside the Company) ve Director and President of Regional Future cional College, Next Generation City Creation  Graduate School of Social Data Science, University cotor of Kufu Company Holdings Inc.			
	(Reason for election as the candidate for External Director and overview of expected roles) Chihiro Shimizu became External Director of the Company in June 2024. He has broad insights and abundant experience in real estate, finance, and information science fostered for many years as an economics researcher. While he has not been involved in company management other than in his capacity as External officer, the Company expects that going forward, he will provide appropriate proposals and advice on the Company's overall management as External Director, and that he will play an important role in ensuring and					
	improving the transparency anominated him as a candidate	and fairness of t te for External D of the Company	he Company's management; therefore, it has birector. It should be noted that he will have for one (1) year as of the conclusion of this			

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)		Number of the Company's shares owned
		Apr. 1992	Professor of Graduate School of International Development, Nagoya University	
		Apr. 2000	Professor of Graduate School of Law, Nagoya University	
	Masanori Aikyo	Apr. 2002	Professor of Center for Asian Legal Exchange (CALE), Nagoya University	
	(July 28, 1950)	Apr. 2006	Professor of Graduate School of Law, Nagoya University	
	New candidate,	Apr. 2006	Director of Center for Asian Legal Exchange (CALE), Nagoya University	
	External,	Apr. 2010	Dean, School and Graduate School of Law, Nagoya University	
8	Independent Officer	Apr. 2012	Trustee and Vice President of Nagoya University	0
		Apr. 2015	President of Aichi Public University Corporation	
		Apr. 2015	Professor Emeritus of Nagoya University (present position)	
	(Reason for election as the ca Masanori Aikyo has broad ins laws fostered for many years from his involvement in mana Vice President of Nagoya Uni Therefore, the Company expe the Company's overall manag role in ensuring and improvin management; therefore, it has			

Notes:

- 1. There is no special interest between the candidates and the Company.
- 2. Yuko Moriguchi's name on her family register is Yuko Sekiya.
- 3. Masanori Aikyo's name on his family register is Masanori Tateishi.
- 4. Yuko Moriguchi, Chihiro Shimizu and Masanori Aikyo are candidates for the post of External Director.
- 5. The Company has registered Yuko Moriguchi and Chihiro Shimizu as Independent Officers as stipulated in the regulations of the Tokyo Stock Exchange and the Nagoya Stock Exchange. If reelected, Yuko Moriguchi and Chihiro Shimizu will continue to serve as Independent Officers. Furthermore, Masanori Aikyo satisfies the requirements for an Independent Officer as provided for by the Tokyo Stock Exchange and the Nagoya Stock Exchange, and the Company plans to submit notification to the aforementioned exchanges concerning his appointment as an Independent Officer.
- 6. Based on Article 26 of the Company's Articles of Incorporation, the Company has concluded a limited liability agreement with Yuko Moriguchi and Chihiro Shimizu that limits their liabilities as provided in Article 423, paragraph (1) of the Companies Act to the amount specified by laws and regulations. If Yuko Moriguchi and Chihiro Shimizu are reappointed, the Company intends to continue the said limited liability agreement with them, respectively. If the election of Masanori Aikyo is approved, the Company plans to enter into the same limited liability agreement with him.
- 7. The Company has entered into a directors and officers liability insurance agreement with an insurance company, as stipulated in Article 430-3, paragraph (1) of the Companies Act, to cover damages incurred by the officers who are the insured in the event that they are sued for compensation for damages due to their actions in the course of their duties. If elected as Director, he or she will be included as an insured of this insurance agreement. The agreement will be renewed with the same terms and conditions at the next renewal.

## [Reference] Expertise and Experience of Directors After Election

	Expertise and Experience								
Name	Corporate Management / Corporate Strategy	Sales CS	Risk Management/ Legal Affairs/ Compliance	Accounting Finance	Personnel/ Human Resource Development	IT/ Systems	Market Operation	Global Experience	
Toshiyuki Sakai	•	•	•	•	•	•	•	•	
Takaharu Hayashi	•	•	•	•	•	•	•		
Satoshi Tsuchiya	•	•	•		•	•	•	•	
Yoshinori Goto	•	•		•	•				
Yasushi Kanamori	•		•				•		
Yuko Moriguchi		•			•			•	
Chihiro Shimizu	•					•	•	•	
Masanori Aikyo	•		•		•			•	

This skill matrix does not represent all of the expertise and experience possessed by each person.

#### Proposal 3: Election of one (1) Auditor

The tenure of Auditor Toshio Oshitani will expire at the conclusion of this General Meeting of Shareholders. Therefore, the Company proposes the election of one (1) Auditor.

The candidate for Auditor is as follows:

The Board of Auditors has given its consent to this proposal.

Name (Date of birth)	(Signif	Career summary and position icant concurrent positions outside the Company)	Number of the Company's shares owned
	Apr. 1986	Joined the Company	
	May 2007	General Manager of Ogase Branch of the Company	
	Apr. 2010	General Manager of Kitagata Branch of the Company	
	May 2012	General Manager of Kuwana Branch of the Company	
	May 2015	General Manager of Loan & Credit Supervision Division and General Manager of Business Innovation Support Center, Loan & Credit Supervision Division of the Company	
Kohei Tanabe	May 2018	Corporate Officer, General Manager of Branch Banking Division of the Company	
(March 9, 1964)	May 2019	Corporate Officer, General Manager of Corporate Business Division of the Company	
New Candidate	May 2020	President of OKB Guarantee Co., Ltd.	
	May 2023	General Manager of Business Promotion Division of the Company	900
	June 2023	Senior Executive Officer, General Manager of Business Promotion Division of the Company	
	May 2024	Senior Executive Officer, General Manager of Business Management Division of the Company	
	June 2024	Director and Managing Executive Officer, General Manager of Business Management Division of the Company	
	May 2025	Director and Managing Executive Officer of the Company (present position)	
(Reason for election as the candidate f Kohei Tanabe became Senior Executi Officer in June 2024. Working in the r of OKB Guarantee Co., Ltd., a consolid Offices, Business Promotion and Bran- Rebuilding Divisions, he has cultivate basis, the Company believes that he w has nominated him as a candidate for			

Notes: 1. There is no special interest between the candidate and the Company.

2. The Company has entered into a directors and officers liability insurance agreement with an insurance company, as stipulated in Article 430-3, paragraph (1) of the Companies Act, to cover damages incurred by the officers who are the insured in the event that they are sued for compensation for damages due to their actions in the course of their duties. If Kohei Tanabe is elected as Auditor, he will be included as an insured of this insurance agreement. The agreement will be renewed with the same terms and conditions at the next renewal.

## [Reference] Composition of the Board of Auditors After Election

Name	Current position in the Company	Attendance at the Board of Directors meeting (2024)	Attendance at the Board of Auditors meeting (2024)
Tetsuya Uramatsu Current Male	Full-Time Auditor	90% (9/10)	90% (9/10)
Kohei Tanabe New candidate Male	Director and Managing Executive Officer	100% (10/10)	-
Yukio Ikemura Current, External, Independent Officer Male	External Auditor	92% (11/12)	100% (12/12)
Yoshiro Tominari Current, External, Independent Officer Male	External Auditor	100% (10/10)	100% (10/10)

Notes: 1. The number of Board of Directors meetings and Board of Auditors meetings attended by Tetsuya Uramatsu and Yoshiro Tominari is for the Board of Directors meetings and Board of Auditors meetings held after they assumed their office on June 19, 2024.

2. The number of Board of Directors meetings attended by Kohei Tanabe is for the Board of Directors meetings held after he assumed his office on June 19, 2024.

#### [Reference] Expertise and Experience of Auditors After Election

Name	Expertise and Experience							
	Corporate Management / Corporate Strategy	Sales CS	Risk Management/ Legal Affairs/ Compliance	Accounting Finance	Personnel/ Human Resource Development	IT/ Systems	Market Operation	Global Experience
Tetsuya Uramatsu	•	•		•				
Kohei Tanabe	•	•	•					•
Yukio Ikemura	•	•	•	•			•	•
Yoshiro Tominari	•		•			•		•

This skill matrix does not represent all of the expertise and experience possessed by each person.

## **Proposal 4:** Election of one (1) Substitute Auditor

The effective term of the current Substitute Auditor will expire at the beginning of this Ordinary General Meeting of Shareholders. Therefore, the Company proposes that one (1) Substitute Auditor be elected to prepare for a case where the number of Auditors falls below the number stipulated by laws and regulations.

The candidate for Substitute Auditor is as follows:

The Board of Auditors has given its consent to this proposal.

Name (Date of birth)	(Signif	Number of the Company's shares owned	
Tetsuro Mori	Apr. 1982	Registered with Osaka Bar Association Worked for Professional Corporation, Chuo Sogo Law Office	
(March 6, 1953) Reelection,	Apr. 1986	Registered with Gifu Prefecture Bar Association Founded Mori Law Office	
External, Independent Officer	Apr. 2005	Chairman of Gifu Prefecture Bar Association Governor of Japan Federation of Bar Associations	0
	June 2010	Substitute Auditor of the Company (present position)	
(Reason for election as the candidate for S As a lawyer, Tetsuro Mori has expert legal insigh business operations in an objective and neutral for Substitute External Auditor.  While he has not been involved in compa legal expert, the Company believes that h			

Notes:

- 1. There is no special interest between the candidate and the Company.
- 2. Tetsuro Mori is a candidate for Substitute External Auditor.
- 3. Tetsuro Mori satisfies the requirements for an Independent Officer as provided for by the Tokyo Stock Exchange and the Nagoya Stock Exchange, and the Company plans to submit notification to the aforementioned exchanges concerning his appointment as an Independent Officer.
- 4. If Tetsuro Mori is elected as Auditor, based on Article 39 of the Company's Articles of Incorporation, the Company plans to conclude a limited liability agreement with him that limits his liability as provided in Article 423, paragraph (1) of the Companies Act to the amount specified by laws and regulations.
- 5. The Company has entered into a directors and officers liability insurance agreement with an insurance company, as stipulated in Article 430-3, paragraph (1) of the Companies Act, to cover damages incurred by the officers who are the insured in the event that they are sued for compensation for damages due to their actions in the course of their duties. If Tetsuro Mori is elected as Auditor, he will be included as an insured of this insurance agreement. The agreement will be renewed with the same terms and conditions at the next renewal.