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(Securities Code: 8368)

June 3, 2026

(Commencement date of electronic provision of information: May 29, 2026)

**To Shareholders with Voting Rights:**

Masakazu Sugiura  
Director and President  
THE HYAKUGO BANK, LTD.  
21-27, Iwata, Tsu City, Mie, Japan

**NOTICE OF CONVOCATION OF  
THE 211TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

We are pleased to notify you that the 211th Ordinary General Meeting of Shareholders of THE HYAKUGO BANK, LTD. (the “Bank”) will be held for the purposes as described below.

For this General Meeting of Shareholders, the Bank electronically provides information contained in the Reference Documents for the General Meeting of Shareholders, and the information is posted on the following websites. You are kindly requested to access any of these websites and check the information.

Bank’s website (<https://www.hyakugo.co.jp/ir/stock-info/meeting/>)

Tokyo Stock Exchange’s website (Listed Company Search)  
(<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>)

Please access the Tokyo Stock Exchange’s website above, enter and search for “HYAKUGO BANK” in the “Issue name (company name)” field or “8368,” the securities code of the Bank in the “Code” field, select “Basic information” and “Documents for public inspection/PR information,” in that order, and see the information posted in “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting]” under “Filed information available for public inspection.”

If you do not attend the meeting, you can exercise your voting rights in writing by submitting the enclosed Voting Rights Exercise Form by postal mail, or via electromagnetic means (the Internet, etc.). Please review the Reference Documents for the General Meeting of Shareholders (described hereinafter) and exercise your voting rights by Tuesday, June 23, 2026 at 5:15 p.m. Japan time.

- 1 Date and Time:** Wednesday, June 24, 2026 at 10:00 a.m. Japan time (Reception begins at 9:00 a.m.)
- 2 Place:** 2F, Auditorium, Marunouchi Headquarters Building of the Bank, 31-21, Marunouchi, Tsu City, Mie, Japan  
\* (Please refer to “The Venue Information for the General Meeting of Shareholders” (Japanese only) at the back of this document.)  
We will live stream the Ordinary General Meeting of Shareholders on the day. Shareholders will be able to watch it on a website. Please see instructions on pages 7 through 9 (in Japanese only) to consider using the service.
- 3 Meeting Agenda:**  
**Matters to be reported:**
1. The Business Report and Non-consolidated Financial Statements for the Bank’s 211th Fiscal Term (from April 1, 2025 to March 31, 2026)
  2. Consolidated Financial Statements for the Bank’s 211th Fiscal Term (from April 1, 2025 to March 31, 2026) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Board of Corporate Auditors
- Proposals to be resolved:**
- Proposal No. 1:** Appropriation of Surplus  
**Proposal No. 2:** Partial Amendments to the Articles of Incorporation  
**Proposal No. 3:** Election of One (1) Director

#### 4 Matters Decided for the Convocation of the Meeting:

- (1) Of matters to be provided electronically, the following items are excluded from paper copies delivered to shareholders who have made a request for delivery of such documents in accordance with the provisions of laws and regulations and Article 18 of the Bank's Articles of Incorporation. In addition, Corporate Auditors and the Accounting Auditor have audited the documents subject to audit including the following matters.
  - 1) Matters Regarding Stock Acquisition Rights, etc., and System for Ensuring Appropriate Conduct of Operations of the Bank in the Business Report
  - 2) Non-consolidated Statement of Changes in Shareholders' Equity and Notes to Non-consolidated Financial Statements in the Non-consolidated Financial Statements
  - 3) Consolidated Statement of Changes in Shareholders' Equity and the Notes to Consolidated Financial Statements in the Consolidated Financial Statements
- (2) If you vote both via the Internet and by mail, only your vote placed via the Internet will be valid. In addition, if you submit your vote multiple times via the Internet, only the last vote will be valid.
- (3) If you make no indication whether you are voting for or against the proposals on the returned Voting Rights Exercise Form, you shall be deemed to have voted FOR the proposals.

#### 5 Instructions on Exercising Voting Rights, etc.:

- (1) Exercise of Voting Rights in Writing by mailing the Voting Rights Exercise Form  
Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it so that it is received by the aforementioned deadline.
- (2) Exercise of Voting Rights via Electromagnetic Means (the Internet, etc.)  
Please access the Bank's designated voting website (<https://evote.tr.mufg.jp/>), follow the instructions on the voting website, and indicate your vote for or against the proposals by the aforementioned deadline. For more details, please refer to "Exercise of Voting Rights via the Internet, etc." described below.

End

- ◎ When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- ◎ Please note that persons other than shareholders able to exercise voting rights, such as proxies and accompanying persons, will not be admitted to the meeting.
- ◎ As no parking spaces are available, please use public transportation, etc. when attending the meeting.
- ◎ Please note that no souvenirs will be provided to the shareholders attending the general meetings of shareholders.
- ◎ If revisions to the matters provided electronically arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on the above Bank's website and the Tokyo Stock Exchange's website.
- ◎ Other information for shareholders will be posted on the Bank's website (<https://www.hyakugo.co.jp/>). Please check the Bank's website for the latest information as necessary.
- ◎ The system for electronic provision of materials for general meetings of shareholders has been introduced in accordance with the revisions to the Companies Act.  
As in the past, this Notice of Convocation will be sent in writing to all shareholders, regardless of whether or not a written request has been made.  
[Inquiries regarding the system for electronic provision of materials for general meetings of shareholders]  
Stock Transfer Agency, Mitsubishi UFJ Trust and Banking Corporation  
0120-696-505 (toll free, within Japan only)  
Reception hours: 9:00 a.m. to 5:00 p.m. (excluding weekends and holidays)

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal No. 1: Appropriation of Surplus

In order to secure a stable management base for the long term, the Bank holds a basic policy of taking enrichment of internal reserves into consideration, while also providing stable return of profits to shareholders. Concerning year-end dividends and other appropriation of surplus for the fiscal year under review, in consideration of business results and future business expansion, the Bank proposes the following.

1. Matters concerning year-end dividends
  - (1) Type of dividend property  
Cash
  - (2) Matters concerning the allotment of dividend property and the total amount  
21.0 yen per share of common stock,  
The total amount of dividends in this case is 5,096,018,991 yen
  - (3) Effective date of distribution of surplus  
June 25, 2026
2. Other matters concerning the appropriation of surplus
  - (1) Item and the amount of surplus to be increased  
General reserve 12,000,000,000 yen
  - (2) Item and the amount of surplus to be decreased  
Retained earnings brought forward 12,000,000,000 yen

**Proposal No. 2: Partial Amendments to the Articles of Incorporation**

1. Reasons for the proposal

The Company will shorten the terms of office of Directors prescribed in Article 24 of the current Articles of Incorporation from two years to one year in order to strengthen corporate governance and establish a management structure that is capable of swiftly responding to changes in the business environment.

The amendments will include a supplementary provision to clarify that the existing provision will apply to the terms of office of Directors elected at the 210th Ordinary General Meeting of Shareholders held on June 23, 2025.

2. Details of the amendments

Details of the amendments are as follows.

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p style="text-align: center;">Chapter 4: Directors and the Board of Directors</p> <p>Article 24 (Terms of Office) The terms of office of Directors shall expire at the conclusion of the Ordinary General Meeting of Shareholders relating to the last fiscal year ending within <u>two (2) years</u> after their election. The terms of office of Directors elected to increase the number of Directors or as substitute Directors shall expire at the expiration of the terms of office of the other incumbent Directors.</p> <p style="text-align: center;">(Newly established)</p>	<p style="text-align: center;">Chapter 4: Directors and the Board of Directors</p> <p>Article 24 (Terms of Office) The terms of office of Directors shall expire at the conclusion of the Ordinary General Meeting of Shareholders relating to the last fiscal year ending within <u>one (1) year</u> after their election. The terms of office of Directors elected to increase the number of Directors or as substitute Directors shall expire at the expiration of the terms of office of the other incumbent Directors.</p> <p><u>Supplementary Provision</u> <u>(Transitional Measures Concerning Terms of Office of Directors)</u> <u>Notwithstanding the provisions of Article 24 of the Articles of Incorporation, the terms of Directors elected at the 210th Ordinary General Meeting of Shareholders held on June 23, 2025 shall expire at the conclusion of the Ordinary General Meeting of Shareholders relating to the fiscal year ending March 31, 2027. The supplementary provisions shall be deleted after the lapse of such period.</u></p>

**Proposal No. 3: Election of One (1) Director**

Mr. Atsushi Nakamura will resign as Director at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the election of one (1) new Director is proposed. The term of office will expire at the conclusion of the Ordinary General Meeting of Shareholders to be held in June 2027.

Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions		Number of shares of the Bank held
Toshiya Watanabe (May 3, 1969)  [New candidate] [Outside Director] [Independent Director]	Apr. 1993	Joined Meiji Life Insurance Company (currently Meiji Yasuda Life Insurance Company)	0
	Apr. 2014	Manager, Marketing Planning & Research Group, Marketing Planning & Research Department, Meiji Yasuda Life Insurance Company	
	Apr. 2017	General Manager, Okazaki Regional Office, Meiji Yasuda Life Insurance Company	
	Apr. 2020	General Manager, Corporate Planning Department, Meiji Yasuda Life Insurance Company	
	Apr. 2022	Operating Officer and General Manager, Corporate Planning Department, Meiji Yasuda Life Insurance Company	
	Apr. 2024	Managing Executive Officer, Meiji Yasuda Life Insurance Company	
	Apr. 2026	Managing Operating Officer, Meiji Yasuda Life Insurance Company (current)  (Significant concurrent positions) Managing Operating Officer, Meiji Yasuda Life Insurance Company	
<p>Reasons for nomination as a candidate for Outside Director and overview of expected roles            He has a wealth of experience and broad insight in the finance industry, having been involved in the management of a life insurance company for many years. Based on the judgment that he will significantly contribute to the enhancement of the effectiveness of the Board of Directors' decision-making and supervising functions in order to promote the Bank's sustainable growth and improve its medium- to long-term corporate value, the Bank has nominated him as a new candidate for Outside Director.</p>			

- (Notes)
1. There are no special interests between the Bank and the candidate for Director, Mr. Toshiya Watanabe.
  2. Mr. Toshiya Watanabe is a candidate for Outside Director. Furthermore, he satisfies the requirements for Independent Director as stipulated by the Tokyo Stock Exchange, Inc. and the Nagoya Stock Exchange, Inc. If his election is approved, the Bank plans to designate him as an Independent Director.
  3. A summary of liability limitation agreements with Outside Directors is as follows.  
 As stipulated in the Articles of Incorporation and based on stipulations of Article 427, Paragraph 1 of the Companies Act, the Bank has concluded liability limitation agreements with Outside Directors to limit liabilities as set forth in Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability borne under the agreement shall be limited to the lower limit amount stipulated in Article 425, Paragraph 1 of the Companies Act, assuming that there is no willful misconduct or gross negligence during the execution of duties by the Outside Director. If Mr. Toshiya Watanabe is elected as an Outside Director at this General Meeting of Shareholders, the Bank is scheduled to conclude this agreement with him.
  4. A summary of Directors and Officers Liability Insurance contract that insures each candidate for Director is as follows.  
 The Bank has concluded a Directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act with Directors of the Bank as the insured. The insurance contract covers damages that may arise when the insured assumes liability for the execution of his or her duties or receives a claim related to the pursuit of such liability. Mr. Toshiya Watanabe will be insured under the D&O liability insurance contract if he is elected as an Outside Director. The contract will be renewed in February 2027. The Bank fully bears the insurance premiums.

## Reference

The Bank has the policy of disclosing the main areas of expertise and experience of its Directors and Corporate Auditors. Assuming that Proposal 3 is approved, the skill matrix of the Directors and Corporate Auditors will be as shown below.

Name			Position in the Bank	Main areas of expertise and experience possessed by Directors and Corporate Auditors					
				Corporate strategy / corporate management	Compliance / risk management / market operations	Regional development / sustainability	Sales / consulting	Human resources / diversity	IT / DX
Kei Yamazaki		Male	Director and Chairman	•	•		•	•	
Masakazu Sugiura		Male	Director and President (Representative Director)	•	•	•	•		
Tetsuya Kato		Male	Director and Senior Managing Executive Officer (Representative Director)	•	•		•		•
Yasuhiro Urata		Male	Director and Senior Managing Executive Officer (Representative Director)	•	•	•			•
Yasuhisa Igarashi		Male	Director and Managing Executive Officer	•			•	•	
Koji Kawakami		Male	Director and Managing Executive Officer	•		•	•		
Hisashi Kawakita	Independent	Male	Outside Director	•		•	•		
Keiko Nishioka	Independent	Female	Outside Director	•		•		•	
Keiko Hirota	Independent	Female	Outside Director		•	•		•	
Hitoshi Ando	Independent	Male	Outside Director	•			•		•
Toshiya Watanabe	Independent	Male	Outside Director	•				•	•
Takashi Nakagawa		Male	Standing Corporate Auditor	•	•				•
Masato Urade		Male	Standing Corporate Auditor			•	•	•	
Shinji Tsuruoka	Independent	Male	Outside Corporate Auditor			•		•	•
Ikuko Kawabata	Independent	Female	Outside Corporate Auditor		•	•		•	
Masahiro Nakamura	Independent	Male	Outside Corporate Auditor	•		•	•		

- The above tables highlight the areas of particular strengths of each Director and Corporate Auditor or those in which some of the expertise, experience and knowledge of each individual are expected to come in useful. They do not represent all expertise, experience and knowledge possessed by each Director and Corporate Auditor.
- “Independent” indicates Independent Director as prescribed by Tokyo Stock Exchange, Inc. and Nagoya Stock Exchange, Inc.

**Criteria for determining the independence of Outside Directors and Corporate Auditors of the Bank**

Independent Officers (including candidates) of the Bank shall not fall under any of the following criteria.

1. Persons whose major business partner is the Bank<sup>\*1</sup>, or, if such persons are corporations or other entities, their executive officers<sup>\*2</sup>.
2. Our major business partners<sup>\*3</sup>, or, if they are corporations or other entities, their executive officers.
3. Lawyers, certified public accountants, tax accountants, consultants, or similar professionals who receive more than 10 million yen per year in cash or other property from the Bank, excluding executive compensation.
4. Our major shareholders<sup>\*4</sup>, or, if they are corporations or other entities, their executive officers.
5. Persons who receive donations, etc. exceeding 10 million yen per year from the Bank, or, if such persons are corporations or other entities, their executive officers.
6. Close relatives<sup>\*5</sup> of persons who fall under any of 1 to 5 stated above

(Notes)

- (1) Persons whose major business partner is the Bank are those whose business continuity is deemed to be significantly influenced by the Bank's lending stance in financing transactions.
- (2) Executive officers shall be persons specified in Article 2, Paragraph 3, Item 6 of the Regulations for Enforcement of the Companies Act.
- (3) The major business partners of the Bank are defined as those whose outstanding loans from the Bank account for 2% or more of the Bank's total loan balance.
- (4) The major shareholders of the Bank are defined as those who own 10% or more of the voting rights.
- (5) Close relatives are defined as those within the second degree of kinship.

End