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(Securities Code: 8522)

Date of sending by postal mail: May 29, 2026

Start date of measures for electronic provision: May 22, 2026

To our shareholders:

Ichiro Fujiwara,  
President  
**The Bank of Nagoya, Ltd.**  
19-17 Nishiki 3-chome, Naka-ku,  
Nagoya City, Aichi

## Notice of the 108th Annual General Meeting of Shareholders

Greetings:

We cordially announce that the 108th Annual General Meeting of Shareholders of the Bank of Nagoya, Ltd. (the “Bank”) will be held as described below.

When convening this general meeting of shareholders, the Bank takes measures for providing in electronic format the information that constitutes the content of reference documents for the shareholders meeting, etc. (matters for which measures for providing information in electronic format are to be taken). This information is posted on each of the following websites, so please access either of those websites to confirm the information.

**【Bank’s website】**

<https://www.meigin.com/ir/shareholder/index.html> (in Japanese)

**【Website for posted informational materials for the general meeting of shareholders】**

<https://d.sokai.jp/8522/teiji/> (in Japanese)

**【TSE website (Listed Company Search)】**

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

\* Enter “The Bank of Nagoya, Ltd.” in “Issue name (company name)” or the Bank’s securities code “8522” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”

**If you are unable to attend the Meeting on the day, you may exercise your voting rights in writing (by postal mail) or via the Internet in advance, so please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights no later than 5:30 p.m. on Thursday, June 25, 2026 (JST).**

- 1. Date and Time:** Friday, June 26, 2026, at 10:00 a.m. (JST)  
(Reception will open at 9:00 a.m.)
- 2. Venue:** 9F hall, Head Office, the Bank of Nagoya, Ltd.  
19-17 Nishiki 3-chome, Naka-ku, Nagoya City, Aichi

### 3. Purpose of the Meeting

#### Matters to be reported

1. The Business Report and the Non-consolidated Financial Statements for the 108th fiscal year (from April 1, 2025 to March 31, 2026)
2. The Consolidated Financial Statements and the Audit Reports by the Financial Auditor and the Audit and Supervisory Committee on the Consolidated Financial Statements for the 108th fiscal year (from April 1, 2025 to March 31, 2026)

#### Matters to be resolved

**Proposal No. 1:** Appropriation of Surplus

**Proposal No. 2:** Election of Seven Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

**Proposal No. 3:** Election of Four Directors Who Are Audit and Supervisory Committee Members

- Notes on the General Meeting of Shareholders
- Among the matters subject to measures for electronic provision, in accordance with the provisions of laws and regulations and the Bank's Articles of Incorporation, the following matters are not provided in the paper-based documents delivered to shareholders who have made a request for delivery of such documents. The Audit and Supervisory Committee has audited the documents subject to audit, including the following matters (i) through (iii). The Accounting Auditor has audited the documents subject to audit, including the following matters (ii) and (iii).
  - (i) "Matters Related to Stock Acquisition Rights of the Bank," "Basic Policy Concerning Persons Who Control Decisions on Financial and Business Policies," "System to Ensure the Propriety of Operations," "Matters Concerning Specified Wholly Owned Subsidiaries," "Matters Concerning Transactions with Parent Companies, etc.," "Matters Concerning Accounting Counsel," and "Others" in the Business Report
  - (ii) "Non-consolidated Statement of Changes in Net Assets" and the "Notes to Non-consolidated Financial Statements" in the Non-consolidated Financial Statements
  - (iii) "Consolidated Statement of Changes in Net Assets" and the "Notes to Consolidated Financial Statements" in the Consolidated Financial Statements
- In the event of any corrections to matters subject to measures for electronic provision, a notification to that effect, and the corrected and pre-corrected versions of these matters will be made available on the website of the Bank, and on the website for General Meeting of Shareholders materials and website of the Tokyo Stock Exchange.

## **Information on Exercise of Voting Rights, etc.**

You may exercise your voting rights using one of the following three methods.

### **Exercise of voting rights by attending the Annual General Meeting of Shareholders**

Please present the enclosed voting form at the reception. (No seal is necessary.)

Date and Time: **Friday, June 26, 2026, at 10:00 a.m. (JST)**  
**(Reception will open at 9:00 a.m.)**

Venue: **9F hall, Head Office, the Bank of Nagoya, Ltd.**

### **Exercise of voting rights in writing (by postal mail)**

Please indicate your vote of approval or disapproval of each proposal on the voting form and return it to the Bank. You do not need to affix a stamp.

When you do not indicate “approval” or “disapproval” for each Proposal on the voting form returned to us, it will be treated as if you indicated “approval” for each Proposal.

Voting Deadline: **To arrive no later than 5:30 p.m., Thursday, June 25, 2026 (JST)**

### **Exercise of voting rights via the Internet**

Please access the designated website for the exercise of the voting rights (<https://soukai.mizuho-tb.co.jp/>) from your computer or smartphone. Enter your “voting code” and “temporary password” printed on the back of the right-hand page of the voting form and enter your approval or disapproval of each proposal in accordance with the instructions on the screen.

Voting Deadline: **To be completed no later than 5:30 p.m., Thursday, June 25, 2026 (JST)**

- (1) If you exercise your voting right in duplicate both via the Internet and in writing, the vote cast via the Internet shall be deemed valid.
- (2) If you exercise your voting right more than once via the Internet, the last vote cast shall be deemed valid.
- (3) In order to prevent unauthorized access (web spoofing) or alteration of the voting by nonshareholders, you will be asked to change your password on the voting website.
- (4) The Bank will notify you of the new voting code and password at each convocation of the General Meeting of Shareholders.
- (5) Each shareholder shall bear any fees for accessing the voting website (Internet connection fees, communications fees, etc.).

### **To institutional investors**

Institutional investors may use the electronic voting platform operated by ICJ, Inc.

## Reference Documents for the General Meeting of Shareholders

### Proposal No. 1: Appropriation of Surplus

Taking into consideration our shareholder return policy and performance for the fiscal year under review, and other factors comprehensively, and with the aim of increasing the attractiveness of investment in shares of the Bank for greater return of profits, the Bank proposes the following year-end dividends for the 108th fiscal year.

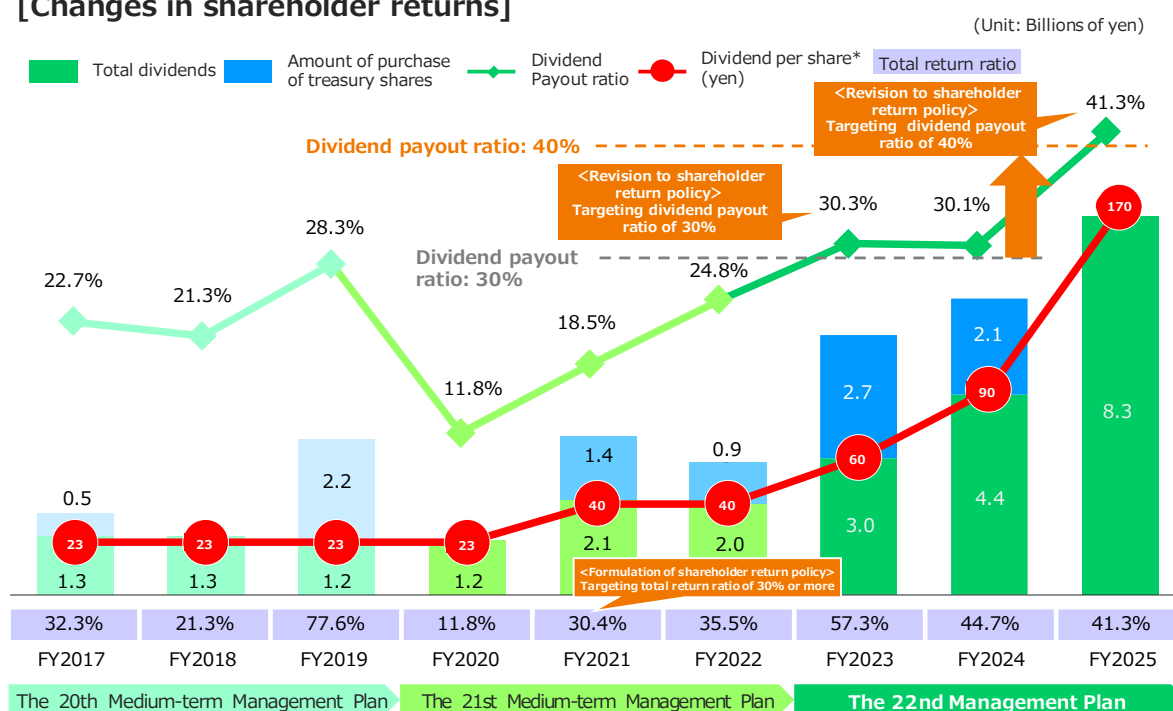
Year-end dividends

- (1) Type of dividend property  
Cash
- (2) Allotment of dividend property and their aggregate amount  
¥120 per common share of the Bank  
The total dividends: ¥5,903,639,640

\* Effective October 1, 2025, the Bank has implemented a stock split of one-for-three. The interim dividend of ¥150 per share paid on the record date of September 30, 2025, is equivalent to ¥50 per share after the stock split. Therefore, the total annual dividend for the fiscal year under review, including the year-end dividend, amounts to ¥170 per share.

- (3) Effective date of dividends of surplus  
Monday, June 29, 2026

### [Changes in shareholder returns]



\*The dividend per share has been adjusted retroactively to reflect the impact of the stock split implemented on October 1, 2025 (rounded down to the nearest whole number)

**Proposal No. 2: Election of Seven Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)**

The terms of office of all seven (7) Directors (excluding the Directors who are Audit and Supervisory Committee Members; the same shall apply hereinafter in this proposal) will expire upon the conclusion of this meeting. Therefore, the Bank proposes to elect seven (7) Directors.

Concerning this proposal, the Audit and Supervisory Committee has confirmed that those candidates were nominated through appropriate procedures at the Nomination and Remuneration Committee, which consists of independent outside Directors as major constituent members, and conducted review, and has judged that the candidates for Director are appropriate.

The candidates for Director are as follows:

Candidate No.	Name	Gender	Current position in the Bank	Attendance at Meetings of the Board of Directors
1	Reelection Ichiro Fujiwara	Male	President (Representative Director)	100% (19/19)
2	Reelection Masao Minamide	Male	Senior Managing Director (Representative Director)	100% (19/19)
3	Reelection Hideki Mizuno	Male	Managing Director	100% (19/19)
4	Reelection Kazu Kondo	Male	Managing Director	100% (19/19)
5	Reelection Sadaharu Shimizu	Male	Managing Director	100% (19/19)
6	Reelection Sachie Kinugawa Outside Independent officer	Female	Outside Director	100% (19/19)
7	Reelection Akemi Yoshida Outside Independent officer	Female	Outside Director	100% (14/14)

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Bank, and significant concurrent positions outside the Bank	Number of the Bank's shares owned
1	Ichiro Fujiwara (January 12, 1965)  Reelection	<p>Apr. 1987      Joined The Industrial Bank of Japan, Limited</p> <p>Aug. 2003      Joined the Bank, Deputy General Manager of Credit Supervision Division</p> <p>Oct. 2004      Head General Manager of Area No. 3, and General Manager of Nagoya Ekimae Branch</p> <p>June 2005      Executive Officer, Head General Manager of Area No. 3, and General Manager of Nagoya Ekimae Branch</p> <p>June 2006      Managing Director</p> <p>June 2013      Director and Vice President</p> <p>June 2017      President To the present</p> <p>[Responsibility] Internal Audit Division</p> <p>[Reasons for nomination as candidate for Director] Ichiro Fujiwara has worked in corporate planning division and sales promotion division, among other divisions, and has abundant experience, knowledge, and expertise. He has been fulfilling his roles appropriately as President, including those in deciding important management matters and undertaking supervision over business executions. Accordingly, the Bank once again nominates him for Director.</p>	63,064
2	Masao Minamide (September 5, 1965)  Reelection	<p>Apr. 1988      Joined the Bank</p> <p>Oct. 2010      General Manager of Narumi Branch</p> <p>June 2012      Supervising Deputy General Manager of General Planning Division</p> <p>Jan. 2014      Deputy General Manager of General Planning Division</p> <p>Apr. 2014      General Manager of Toyota Minami Branch</p> <p>Apr. 2016      General Manager of Personal Banking Division</p> <p>Apr. 2018      General Manager of Corporate Planning Division</p> <p>June 2018      Executive Officer, General Manager of Corporate Planning Division</p> <p>June 2020      Director, General Manager of Corporate Planning Division</p> <p>June 2021      Managing Director</p> <p>June 2024      Senior Managing Director To the present</p> <p>[Responsibility] Corporate Planning Division, Business Supporting Division</p> <p>[Significant concurrent positions outside the Bank] Director of Nagoya Business Service Co., Ltd. Director of NAIS Co., Ltd.</p> <p>[Reasons for nomination as candidate for Director] Masao Minamide has worked in personal banking division and corporate planning division, among other divisions, and has abundant experience, knowledge, and expertise. He has been fulfilling his roles appropriately as Senior Managing Director, including those in deciding important management matters and undertaking supervision over business executions. Accordingly, the Bank once again nominates him for Director.</p>	20,355

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Bank, and significant concurrent positions outside the Bank	Number of the Bank's shares owned
3	Hideki Mizuno (March 4, 1968)  Reelection	<p>Apr. 1990      Joined the Bank</p> <p>June 2012     General Manager of Kobutsume Branch</p> <p>Apr. 2014     Deputy General Manager of General Planning Division</p> <p>Oct. 2014     Supervising Deputy General Manager of General Planning Division</p> <p>July 2015     Deputy General Manager of Corporate Planning Division</p> <p>Oct. 2018     General Manager of Imaike Branch</p> <p>May 2020     General Manager assigned to Corporate Planning Division, and Head of Next-Phase System Transition Office</p> <p>Sep. 2020     General Manager of Systems &amp; Operations Division</p> <p>June 2021     Executive Officer, General Manager of Corporate Planning Division</p> <p>June 2022     Director, General Manager of Corporate Planning Division</p> <p>June 2023     Managing Director To the present</p>	11,104
		<p>[Responsibility]</p> <p>Operations Division, Internal Control Division, Career Development Division, and Tokyo Representative Office</p>	
		<p>[Significant concurrent positions outside the Bank]</p> <p>Director and President of Nagoya Business Service Co., Ltd. Director of Nagoya Capital Partners Co., Ltd.</p>	
		<p>[Reasons for nomination as candidate for Director]</p> <p>Hideki Mizuno has worked in systems &amp; operations division and corporate planning division, among other divisions, and has abundant experience, knowledge, and expertise. He has been fulfilling his roles appropriately as Managing Director, including those in deciding important management matters and undertaking supervision over business executions. Accordingly, the Bank once again nominates him for Director.</p>	

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Bank, and significant concurrent positions outside the Bank	Number of the Bank's shares owned	
4	Kazu Kondo (January 18, 1967)  Reelection	Apr. 1990      Joined the Bank	11,245	
		Jan. 2012      Deputy General Manager of General Planning Division		
		Apr. 2014      Supervising Deputy General Manager of General Planning Division		
		Oct. 2014      General Manager of Hamamatsu Branch		
		Apr. 2017      Deputy General Manager of Capital Markets & Treasury Division		
Apr. 2019      General Manager of Strategic Investment Division	June 2021      Executive Officer, General Manager of Strategic Investment Division	June 2022      Director, General Manager of Strategic Investment Division	June 2023      Director, General Manager of Corporate Planning Division	June 2024      Managing Director To the present
[Responsibility] Strategic Investment Division	[Significant concurrent positions outside the Bank] Director and President of Nagoya Capital Partners Co., Ltd.	[Reasons for nomination as candidate for Director] Kazu Kondo has worked in corporate planning division and strategic investment division, among other divisions, and has abundant experience, knowledge, and expertise. He has been fulfilling his roles appropriately as Managing Director, including those in deciding important management matters and undertaking supervision over business executions. Accordingly, the Bank once again nominates him for Director.		

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Bank, and significant concurrent positions outside the Bank	Number of the Bank's shares owned
5	Sadaharu Shimizu (December 25, 1966)  Reelection	<p>Apr. 1989      Joined the Bank</p> <p>June 2010     General Manager of Aisai Branch</p> <p>June 2012     General Manager of Biwajimadori Branch</p> <p>July 2014     General Manager of Rokubanchou Branch</p> <p>Apr. 2016     General Manager of Toyohashi Branch</p> <p>Apr. 2018     Head General Manager of Nagoya Kita Area and General Manager of Fujigaoka Branch</p> <p>June 2020     Executive Officer, Head General Manager of Kamimaezu Area, and General Manager of Kamimaezu Branch</p> <p>June 2023     Director, General Manager of Business Supporting Division</p> <p>June 2025     Managing Director To the present</p>	13,918
		<p>[Responsibility]</p> <p>General Manager of Business Planning &amp; Promotion Headquarters (Business Planning Division, Business Promotion Division, Personal Banking Division)</p>	
		<p>[Significant concurrent positions outside the Bank]</p> <p>Director of Nagoyalease Co., Ltd.</p> <p>Director of Nagoya Card, Ltd.</p> <p>Director of NAGOYA MC CARD Co., Ltd.</p> <p>Director of Nagoya Capital Partners Co., Ltd.</p>	
		<p>[Reasons for nomination as candidate for Director]</p> <p>Sadaharu Shimizu assumed positions such as Branch General Manager, Area Head General Manager, and has abundant experience, knowledge, and expertise. He has been fulfilling his roles appropriately as Managing Director, including those in deciding important management matters and undertaking supervision over business executions. Accordingly, the Bank once again nominates him for Director.</p>	

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Bank, and significant concurrent positions outside the Bank	Number of the Bank's shares owned
6	Sachie Kinugawa (November 26, 1964)  Reelection  Outside  Independent officer	<p>Apr. 1988      Joined The Fuji Bank, Limited</p> <p>Aug. 2004      Head of Department, Fixed Income Business Division Fixed Income Sales Dept. 4 of Mizuho Securities Co., Ltd.</p> <p>June 2008      General Manager of Diversity Promotion Office, Human Resources Department</p> <p>Apr. 2010      General Manager of Wealth Management Department</p> <p>Apr. 2013      General Manager of Seijo Branch</p> <p>Apr. 2015      General Manager of Nagoya-Ekimae Branch</p> <p>Apr. 2017      Executive Officer, General Manager of Nagoya Branch</p> <p>Apr. 2019      Executive Officer, in charge of Retail &amp; Business Banking Division</p> <p>Apr. 2021      Representative Director and President of Mizuho Business Partner Co., Ltd. (retired in Mar. 2025)</p> <p>June 2023      Outside Director of the Bank (current position)</p> <p>June 2025      Outside Director (Audit and Supervisory Committee Member) of RIKEN TECHNOS CORPORATION (current position)</p> <p>June 2025      Outside Audit &amp; Supervisory Board Member of Nissan Chemical Corporation (current position)</p> <p>June 2025      Outside Director of TAKACHIHO KOHEKI CO., LTD. (current position) To the present</p>	—
		<p>[Significant concurrent positions outside the Bank]</p> <p>Outside Director (Audit and Supervisory Committee Member) of RIKEN TECHNOS CORPORATION</p> <p>Outside Audit &amp; Supervisory Board Member of Nissan Chemical Corporation</p> <p>Outside Director of TAKACHIHO KOHEKI CO., LTD.</p>	
		<p>[Reasons for nomination as candidate for outside Director and summary of expected roles]</p> <p>Sachie Kinugawa has held a number of important positions in the financial business and is well versed in the financial market in Aichi Prefecture with abundant experience and broad knowledge. The Bank judges that she would contribute to reinforcement of the effectiveness of the decision making or supervisory functions of the Board of Directors, giving advice and making proposals on the Bank's management and diversity, and supervising business execution, etc. from a viewpoint independent from the executives, and accordingly the Bank once again nominates her for outside Director.</p>	

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Bank, and significant concurrent positions outside the Bank	Number of the Bank's shares owned
7	Akemi Yoshida (March 29, 1957)	Apr. 2000 Assistant Professor of Faculty of Human Services, Hiroshima Bunkyo Women's University (currently Hiroshima Bunkyo University)	—
		Apr. 2007 Professor of Faculty of Human Relations, Sugiyama Jogakuen University (current position)	
		Apr. 2022 Professor of Graduate School of Human Relations (current position)	
		Apr. 2022 Head of Career Development Center	
		Apr. 2024 Head of Total Life Design Center (current position)	
		June 2025 Outside Director of the Bank (current position)	
		Apr. 2026 Director of Sugiyama Jogakuen (current position) To the present	
	Reelection	[Significant concurrent positions outside the Bank]	
	Outside	Professor of Faculty of Human Relations, Sugiyama Jogakuen University	
	Independent officer	Professor of Graduate School of Human Relations, Sugiyama Jogakuen University Head of Total Life Design Center, Sugiyama Jogakuen University Director of Sugiyama Jogakuen	
		[Reasons for nomination as candidate for outside Director and summary of expected roles] Akemi Yoshida has abundant experience and broad knowledge as a university professor. The Bank judges that she would contribute to reinforcement of the effectiveness of the decision making or supervisory functions of the Board of Directors, giving advice and making proposals on the Bank's management and diversity, and supervising business execution, etc. from a viewpoint independent from the executives, and accordingly the Bank once again nominates her for outside Director. She has never been directly involved in the corporate management in the past by any means other than being an outside Director. However, the Bank judges she will appropriately fulfill her duties as an outside Director based on the above reasons.	

- Notes:
1. There is no special interest between any of the candidates and the Bank.
  2. Sachie Kinugawa and Akemi Yoshida are candidates for outside Director.
  3. Sachie Kinugawa and Akemi Yoshida are currently outside Directors of the Bank, and their tenure as outside Directors will have been three years and one year, respectively, at the conclusion of this meeting.
  4. The Bank has designated Sachie Kinugawa and Akemi Yoshida as independent officers as stipulated by the Tokyo Stock Exchange and the Nagoya Stock Exchange and has filed them with the Exchanges. If their reelection is approved, the Bank will continue to designate them as independent officers.
  5. The Bank has entered into an agreement with Sachie Kinugawa and Akemi Yoshida to limit their liability for damages under Article 423, paragraph (1) of the Companies Act, pursuant to Article 427, paragraph (1) of the Companies Act and the Bank's Articles of Incorporation. The maximum amount of liability for damages under such agreement is the minimum liability amount stipulated in Article 425, paragraph (1) of the Companies Act. If their reelection is approved, the Bank will renew the agreement with them.
  6. The Bank has concluded a liability insurance contract for officers, etc. as set forth in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The contract is to cover the insured including directors against damages that could arise from assuming liability regarding the performance of their duties or being subject to a claim for compensation regarding the said liability. If candidates for Director are elected and assume office, they will be the insured under the relevant insurance contract. The relevant insurance contract is also scheduled to be renewed on the same terms at the next renewal.

### Proposal No. 3: Election of Four Directors Who Are Audit and Supervisory Committee Members

The terms of office of all four (4) Directors who are Audit and Supervisory Committee Members will expire upon the conclusion of this meeting. Therefore, the Bank proposes to elect four (4) Directors who are Audit and Supervisory Committee Members.

In addition, the consent of the Audit and Supervisory Committee has been obtained for this proposal.

Candidates for the role of Director who is an Audit and Supervisory Committee Member are as follows:

Candidate No.	Name	Gender	Current position in the Bank	Attendance at Meetings of the Board of Directors and Meetings of the Audit and Supervisory Committee
1	New election Katsuaki Kondo	Male	General Manager of Internal Control Division	—
2	Reelection Etsuo Ogawa Outside Independent officer	Male	Outside Director (Audit and Supervisory Committee Member)	Board of Directors 100% (19/19) Audit and Supervisory Committee 100% (16/16)
3	Reelection Yutaka Watanabe Outside Independent officer	Male	Outside Director (Audit and Supervisory Committee Member)	Board of Directors 100% (19/19) Audit and Supervisory Committee 100% (16/16)
4	Reelection Miho Mori Outside Independent officer	Female	Outside Director (Audit and Supervisory Committee Member)	Board of Directors 94% (18/19) Audit and Supervisory Committee 100% (16/16)

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Bank, and significant concurrent positions outside the Bank	Number of the Bank's shares owned
1	<p>Katsuaki Kondo (September 1, 1968)</p> <p>New election</p>	<p>Apr. 1991      Joined the Bank</p> <p>July 2017      Deputy General Manager of Internal Control Division</p> <p>Jan. 2020      Supervising Deputy General Manager of Internal Control Division</p> <p>July 2021      Deputy General Manager of Internal Control Division</p> <p>June 2023      General Manager of Internal Control Division To the present</p>	<p>6,000</p>
<p>[Reasons for nomination as candidate for Director who is an Audit and Supervisory Committee Member]</p> <p>Katsuaki Kondo has extensive experience, knowledge and expertise in compliance and risk management as General Manager of Internal Control Division, and the Bank judges he will appropriately fulfill his duties as a Director who is an Audit and Supervisory Committee Member.</p>			
2	<p>Etsuo Ogawa (December 8, 1951)</p> <p>Reelection</p> <p>Outside</p> <p>Independent officer</p>	<p>Apr. 1974      Joined Aichi Prefectural Office</p> <p>Apr. 2002      Coordinating Director of Office of the Governor, General Affairs Department, Aichi Prefectural Office</p> <p>Apr. 2004      Deputy General Manager of General Affairs Department, Aichi Prefectural Office</p> <p>Apr. 2007      Director of the Governor's Policy Bureau, Aichi Prefectural Office</p> <p>Apr. 2010      Vice-Governor of Aichi Prefecture</p> <p>May 2014      Director of Aichi Health Promotion Public Interest Foundation</p> <p>July 2015      Chairman of Credit Guarantee Corporation of Aichi Prefecture (retired in Sep. 2020)</p> <p>June 2024      Outside Director (Audit and Supervisory Committee Member) of the Bank (current position) To the present</p>	<p>—</p>
<p>[Reasons for nomination as candidate for outside Director who is an Audit and Supervisory Committee Member and summary of expected roles]</p> <p>Etsuo Ogawa, who has held important positions in Aichi Prefectural Office and the like, has abundant experience and broad knowledge. In addition, he served as the chairman of the Credit Guarantee Corporation of Aichi Prefecture and has appropriate knowledge of finance and accounting. The Bank judges that he would contribute to reinforcement of the effectiveness of decision making or supervisory functions of the Board of Directors, giving advice and making proposals on the Bank's management, and supervising business execution, etc. from a viewpoint independent from the executives, and accordingly the Bank once again nominates him for outside Director who is an Audit and Supervisory Committee Member. He has never been directly involved in the corporate management in the past by any means other than being an outside Director. However, the Bank judges he will appropriately fulfill his duties as an outside Director who is an Audit and Supervisory Committee Member based on the above reasons.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Bank, and significant concurrent positions outside the Bank	Number of the Bank's shares owned
3	<p>Yutaka Watanabe (September 27, 1955)</p> <p>Reelection</p> <p>Outside</p> <p>Independent officer</p>	<p>Apr. 1978      Joined Chubu Electric Power Co., Inc.</p> <p>July 2007      Executive Officer, General Manager of Corporate Sales Department, Sales Division, Chubu Electric Power Co., Inc.</p> <p>July 2008      Executive Officer, General Manager of Sales Department, Sales Division, Chubu Electric Power Co., Inc.</p> <p>July 2009      Managing Executive Officer, General Manager of Sales Department, Sales Division, Chubu Electric Power Co., Inc.</p> <p>July 2011      Director, Senior Managing Executive Officer, General Manager of Sales Division, Chubu Electric Power Co., Inc.</p> <p>July 2012      Director, Senior Managing Executive Officer, General Manager of Customer Service Division, Chubu Electric Power Co., Inc.</p> <p>June 2015      Director and President of Chuden Auto Lease Co., Ltd.</p> <p>Apr. 2018      Director and President of Chuden Real Estate Co.,Inc. (retired in Mar. 2023)</p> <p>June 2024      Outside Director (Audit and Supervisory Committee Member) of the Bank (current position) To the present</p>	—
<p>[Reasons for nomination as candidate for outside Director who is an Audit and Supervisory Committee Member and summary of expected roles]</p> <p>Yutaka Watanabe, who has assumed important positions as a corporate manager, has abundant experience and knowledge in auditing and finance and accounting. The Bank judges that he would contribute to reinforcement of the effectiveness of the decision making or supervisory functions of the Board of Directors, giving advice and making proposals on the Bank's management, and supervising business execution, etc. from a viewpoint independent from the executives, and accordingly the Bank once again nominates him for outside Director who is an Audit and Supervisory Committee Member.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Bank, and significant concurrent positions outside the Bank	Number of the Bank's shares owned
4	Miho Mori (September 30, 1963)  Reelection  Outside  Independent officer	<p>Apr. 1996 Registered as an attorney at law (Nagoya Bar Association (currently Aichi Bar Association))</p> <p>Apr. 1996 Joined Nasu Kunihiro Law Office</p> <p>Sep. 2002 Established Mori Miho Law Office (currently Mori Law Office), Representative (current position)</p> <p>June 2021 Outside Director of PROTO CORPORATION</p> <p>Mar. 2022 Outside Director (Audit and Supervisory Committee Member) of HATSUHO SHOUJI CO.,Ltd. (current position)</p> <p>June 2024 Outside Director (Audit and Supervisory Committee Member) of the Bank (current position) To the present</p> <p>[Significant concurrent positions outside the Bank] Representative of Mori Law Office Outside Director (Audit and Supervisory Committee Member) of HATSUHO SHOUJI CO.,Ltd.</p> <p>[Reasons for nomination as candidate for outside Director who is an Audit and Supervisory Committee Member and summary of expected roles] Miho Mori has abundant experience and broad knowledge in the legal world. The Bank judges that she would contribute to reinforcement of the effectiveness of the decision making or supervisory functions of the Board of Directors, giving advice and making proposals on the Bank's management and diversity, and supervising business execution, etc. from a viewpoint independent from the executives, and accordingly the Bank once again nominates her for outside Director who is an Audit and Supervisory Committee Member. She has never been directly involved in the corporate management in the past by any means other than being an outside Director. However, the Bank judges she will appropriately fulfill her duties as an outside Director who is an Audit and Supervisory Committee Member based on the above reasons.</p>	—

- Notes:
1. There is no special interest between any of the candidates and the Bank.
  2. Etsuo Ogawa, Yutaka Watanabe, and Miho Mori are candidates for outside Director.
  3. Etsuo Ogawa, Yutaka Watanabe, and Miho Mori are currently outside Directors of the Bank, and their tenure as outside Directors will have been two years, respectively, at the conclusion of this meeting.
  4. The Bank has designated Etsuo Ogawa, Yutaka Watanabe, and Miho Mori as independent officers as stipulated by the Tokyo Stock Exchange and the Nagoya Stock Exchange and has filed them with the Exchanges. If their reelection is approved, the Bank will continue to designate them as independent officers.
  5. The Bank has entered into an agreement with Etsuo Ogawa, Yutaka Watanabe, and Miho Mori to limit their liability for damages under Article 423, paragraph (1) of the Companies Act, pursuant to Article 427, paragraph (1) of the Companies Act and the Bank's Articles of Incorporation. The maximum amount of liability for damages under such agreement is the minimum liability amount stipulated in Article 425, paragraph (1) of the Companies Act. If their reelection is approved, the Bank will renew the agreement with them. If the election of Katsuaki Kondo is approved, the Bank will enter into similar limited liability agreement with him.
  6. The Bank has concluded a liability insurance contract for officers, etc. as set forth in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The contract is to cover the insured including Directors who are Audit and Supervisory Committee Members against damages that could arise from assuming liability regarding the performance of their duties or being subject to a claim for compensation regarding the said liability. If candidates for Directors who are Audit and Supervisory Committee Members are elected and assume office, they will be the insured under the relevant insurance contract. The relevant insurance contract is also scheduled to be renewed on the same terms at the next renewal.

**[For Reference]**

The list below is prepared on the assumption that the proposal for the election of Directors (excluding Directors who are Audit and Supervisory Committee Members) and the proposal for the election of Directors who are Audit and Supervisory Committee Members at this meeting are approved as originally proposed.

**1. Composition of Board of Directors and Nomination and Remuneration Committee**

Board of Directors				Nomination and Remuneration Committee
Name		Position		
Ichiro Fujiwara	Male	President (Representative Director)		Member
Masao Minamide	Male	Senior Managing Director (Representative Director)		Member
Hideki Mizuno	Male	Managing Director		
Kazu Kondo	Male	Managing Director		
Sadaharu Shimizu	Male	Managing Director		
Sachie Kinugawa	Female	Outside Director	Independent officer	Chairperson
Akemi Yoshida	Female	Outside Director	Independent officer	Member
Katsuaki Kondo	Male	Director (Full-time Audit and Supervisory Committee Member)		
Etsuo Ogawa	Male	Outside Director (Audit and Supervisory Committee Member)	Independent officer	Member
Yutaka Watanabe	Male	Outside Director (Audit and Supervisory Committee Member)	Independent officer	Member
Miho Mori	Female	Outside Director (Audit and Supervisory Committee Member)	Independent officer	Member

## 2. Fields Especially Expected by the Bank for Directors

Name	Position	Corporate strategy	Finance and accounting	Legal affairs and risk management	Career development and diversity	Sales strategy and marketing	International affairs and market investment	IT and systems
Ichiro Fujiwara	President (Representative Director)	○	○	○	○	○		
Masao Minamide	Senior Managing Director (Representative Director)	○	○		○	○	○	
Hideki Mizuno	Managing Director	○	○	○	○			○
Kazu Kondo	Managing Director	○	○				○	
Sadaharu Shimizu	Managing Director	○	○			○		
Sachie Kinugawa	Outside Director	○	○		○		○	
Akemi Yoshida	Outside Director				○			
Katsuaki Kondo	Director (Full-time Audit and Supervisory Committee Member)		○	○				
Etsuo Ogawa	Outside Director (Audit and Supervisory Committee Member)	○	○					
Yutaka Watanabe	Outside Director (Audit and Supervisory Committee Member)	○	○			○		
Miho Mori	Outside Director (Audit and Supervisory Committee Member)			○	○			

\*Above list does not indicate all of the knowledge of Director candidates.

### [Reasons for Selecting the Expected Fields]

The Bank has outlined the fields especially expected by the Bank for Directors, along with the reasons for their selection.

Expected field	Reasons for selection
Corporate strategy	In line with the Bank's purpose of "Business of Creating Better Futures," it is a key role of the Board of Directors to formulate and oversee the Bank's medium- to long-term management strategy, including initiatives addressing sustainability challenges. The Bank has identified this as an essential skill for effectively fulfilling this role.
Finance and accounting	Since this expertise is essential for ensuring the alignment of capital strategy, ALM, profitability, and risk tolerance, and thus for supporting the Bank's commitment to "sound management," the Bank has identified this as a critical skill, as the Board of Directors oversees the assessment of capital efficiency and the enhancement of disclosure transparency, with the aim of balancing medium- to long-term growth investments with financial soundness.
Legal affairs and risk management	Given that these skills are essential for the integrated management of multifaceted risks such as credit, market, and liquidity risks, based on compliance and ethics, the Bank has identified these as critical skills for the Board of Directors to effectively exercise its governance functions, including internal controls and incident response.
Career development and diversity	Since strengthening human capital and ensuring diversity are critical management priorities for the Bank's sustainable growth, the Board of Directors comprehensively oversees initiatives such as employee development programs and measures to enhance job satisfaction. The Bank has identified these as critical skills for the Board of Directors to enhance corporate value.
Sales strategy and marketing	The Bank has identified these as critical skills from the perspective of the Board of Directors' responsibility to appropriately oversee the Bank's guiding direction and status of implementation with reference to a range of initiatives, from understanding customer needs to proposal development and validation. The Bank views these skills as necessary expertise for enhancing the Bank's ability to deliver value that contributes to the provision of solution-oriented sales and other activities to solve the challenges faced by customers.
International affairs and market investment	As changes in the market environment affect profitability and financial soundness, there is a need for a comprehensive perspective that evaluates ALM and international transactions. Therefore, the Bank has identified this as a critical skill from the perspective of maintaining a stable management foundation, as the Board of Directors oversees the appropriateness of business operations, including those at overseas locations.
IT and systems	Since strengthening the infrastructure that supports digital transformation (DX) including data utilization, digitalization, and cybersecurity is a key management priority, the Bank has identified this as a critical skill for overseeing IT investments and data governance from a company-wide perspective and ensuring they lead to appropriate value creation.

## Notice to Our Shareholders

### 1. Memorandum of Understanding Regarding Business Integration with Shizuoka Financial Group, Inc.

Building on the spirit of equality based on mutual understanding and mutual respect fostered through the Shizuoka Nagoya Alliance (comprehensive business alliance between The Shizuoka Bank and the Bank) entered in April 2022, the Bank and Shizuoka Financial Group, Inc. (hereinafter referred to as the “Companies”) came to recognize that further boosting the regional financial capability by way of proactive business integration between the Companies, is the optimal choice for achieving value co-creation with all stakeholders and for sustainable corporate value enhancement. Accordingly, on March 27, 2026, the Companies entered into a memorandum of understanding to commence discussions and deliberations toward realizing the business integration (hereinafter referred to as the “Business Integration”).

Building on the relationships of trust that the Companies have cultivated through their deep roots in the community, the Business Integration aims to develop the Companies into a top-tier regional bank financial group in terms of both scale and quality of business, by promoting a broader-area collaboration among the Companies, and also reinforcing the regional financial capability by strengthening the function of offering various solution-oriented sales to solve the challenges faced by customers.

- Guiding principles and objectives of the Business Integration
  - Enhancing corporate values by the financial group structure after the business integration
  - Contributing to local communities and the customers as regional financial institutions
  - Evolution of human capital management
- Synergies anticipated from the integration
  - Broader-area collaboration covering key areas of Japan’s economic activities
  - Improving efficiency through sharing management resources and leveraging economies of scale
  - Enhancing capital efficiency (ROE) through realizing synergies and deploying capital policies after the Business Integration

#### [Background of the Business Integration]



□ Upcoming schedule

March 2027	(scheduled) Execution of the definitive agreement and the share exchange agreement concerning the Business Integration
December 2027	(scheduled) Extraordinary general meeting of shareholders at the Bank
April 1, 2028	(scheduled) Effective date of the share exchange

- \* For Shizuoka Financial Group, Inc., the Business Integration is planned to be conducted without obtaining the approval for the share exchange agreement regarding the Business Integration from the general meeting of shareholders, pursuant to the simplified share exchange procedures set forth in Article 796, Paragraph 2 of the Companies Act. However, depending on the share exchange ratio to be determined through future discussions, the Business Integration may not qualify as a simplified share exchange. Whether the approval of the general meeting of shareholders at Shizuoka Financial Group, Inc. is required will be confirmed by the time the definitive agreement is concluded.
- \* Execution of the Business Integration is contingent upon obtainment of the necessary permits and approvals from the relevant authorities (including the filing of a Form F-4 registration statement with the U.S. Securities and Exchange Commission (the “SEC”) and having the registration statement be declared effective).

## 2. Partial Revision of Intermediate Financial Targets in the 22nd Management Plan

Although the Bank revised its intermediate financial targets in May 2025, the business environment has since changed significantly due to factors such as shifts in monetary policy. As a result, the Bank has achieved both profit (consolidated) and ROE (consolidated) targets set following that revision ahead of schedule.

In light of these circumstances, the Bank has decided to revise part of the intermediate financial targets for fiscal 2027 in order to ensure flexibility for strategic investments aimed at growth and to further enhance corporate value.

By working towards achieving these new goals, the Bank aims to contribute to the local economy.

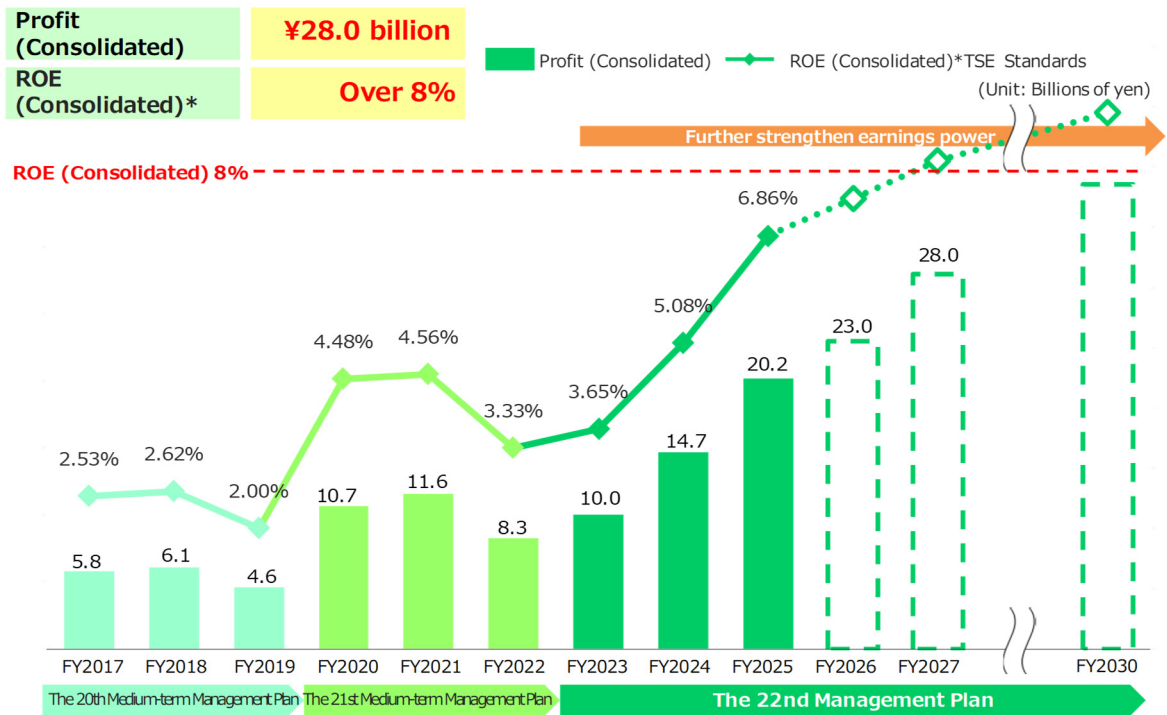
Announced in May 2026	Before revised targets for FY2027	After revised targets for FY2027	Change	<Reference> Results for FY2025
<b>Profit (Consolidated)</b>	¥20.0 billion	<b>¥28.0 billion</b>	<b>+¥8.0 billion</b>	¥20.2 billion
<b>ROE (Consolidated) (TSE Standards)</b>	Over 6%	<b>Over 8%</b>	<b>+2.0 p</b>	6.86%
<b>Core OHR</b>	50%+	<b>50%+</b>	<b>Same</b>	49.4%
<b>Total of deposits and loans</b> (Deposits, etc.* + loans)	¥10 trillion	<b>¥10 trillion</b>	<b>Same</b>	¥9.8 trillion

\*Deposits, etc. = Deposits + Negotiable certificates of deposit

Announced in November 2025	Before revised targets for FY2027	After revised targets for FY2030
	<b>Reduction in strategically held listed stocks (acquisition cost basis)</b>	<b>Ratio of the total amount (market value basis) of cross-shareholdings and deemed holdings to consolidated net assets</b>
<b>Reduction of cross-shareholdings</b>	<ul style="list-style-type: none"> <li>&gt; 30% compared to FY2022-end (¥12.4 billion)</li> <li>&gt; Ratio to single net assets on a market value basis is well below 50%</li> </ul>	<b>Under 20%</b>

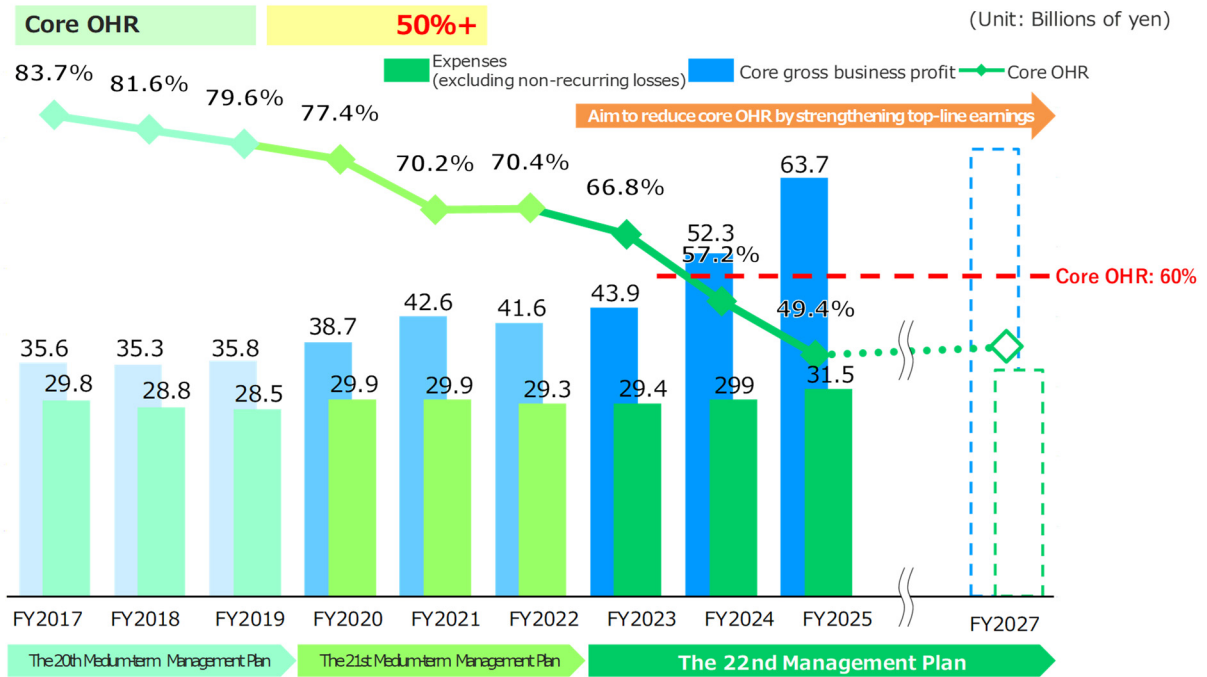
<Reference> Changes in Profit (Consolidated) and ROE (Consolidated)

<Intermediate Financial Targets for Fiscal 2027 (After Revision)>



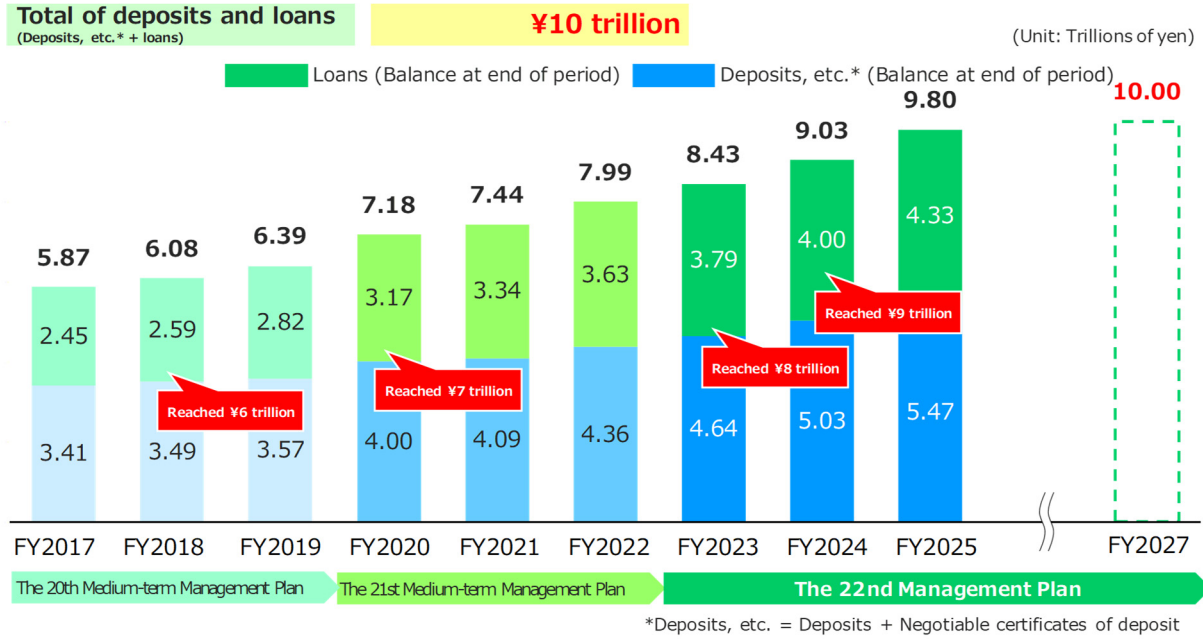
<Reference> Changes in Core OHR

<Intermediate Financial Targets for Fiscal 2027>



<Reference> Changes in Total of Deposits and Loans (Deposits, etc.\* + Loans)

<Intermediate Financial Targets for Fiscal 2027>



### 3. Revision of Target for Reduction of Cross-Shareholdings

In accordance with the spirit of the Corporate Governance Code, the Bank established a target for reducing its cross-shareholdings in listed companies as part of the intermediate financial targets for fiscal 2027 under its 22nd Management Plan. The Bank has proceeded with this reduction after assessing the appropriateness of its cross-shareholdings and engaging in sufficient dialogue with the invested companies.

Since the Bank has achieved the target for reducing its cross-shareholdings in listed companies, which was revised in April 2024 ahead of schedule, the Bank has decided to revise it once again.

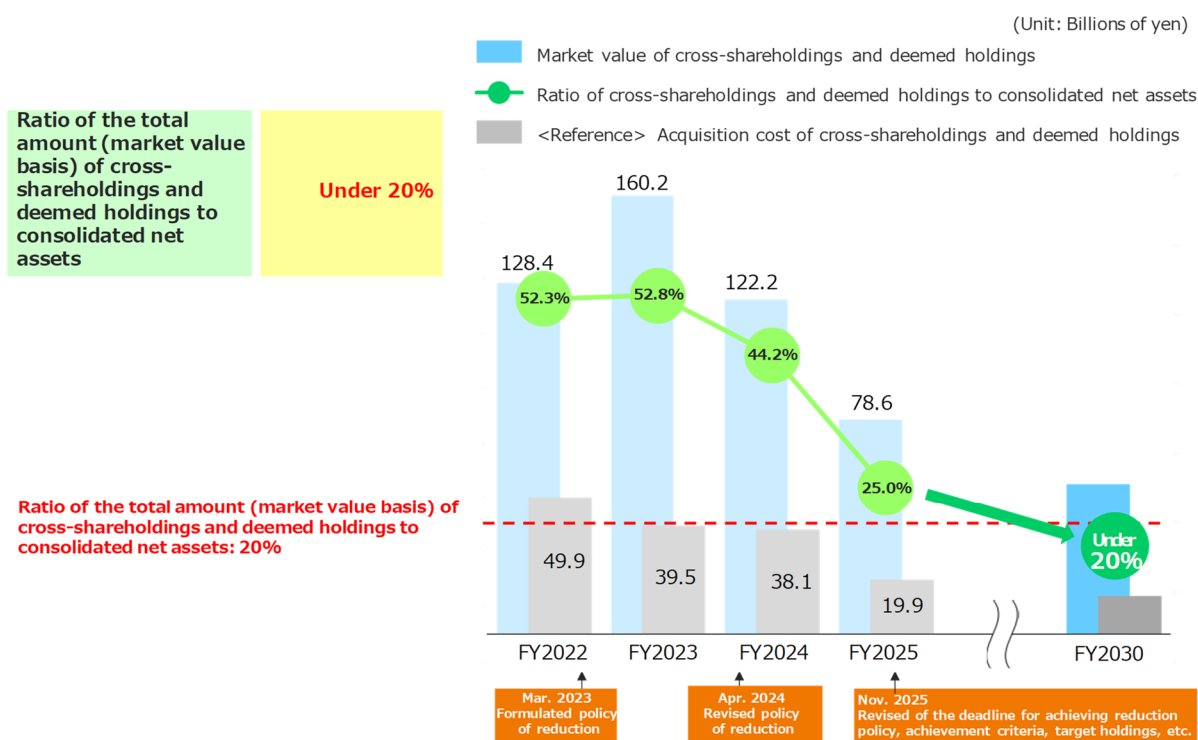
□ Announced in November 2025

[Changes]

	After the change	Before the change
Deadline	FY2030	FY2027
Target shares	Strategically held stocks (listed and unlisted) and deemed shareholdings	Strategically held listed stocks
Setting criteria	On market value basis	Acquisition cost basis
Achievement criteria	The combined value of strategically held stocks and deemed shareholdings accounts for less than 20% of consolidated net assets	30% reduction from the end of FY2022 (¥12.4 billion)

As of the end of March 2026, the combined market value of strategically held stocks and deemed shareholdings accounted for 25.0% of consolidated net assets.

<Financial Targets for Fiscal 2030>



#### 4. Partial Revision of Non-Financial Targets in the 22nd Management Plan

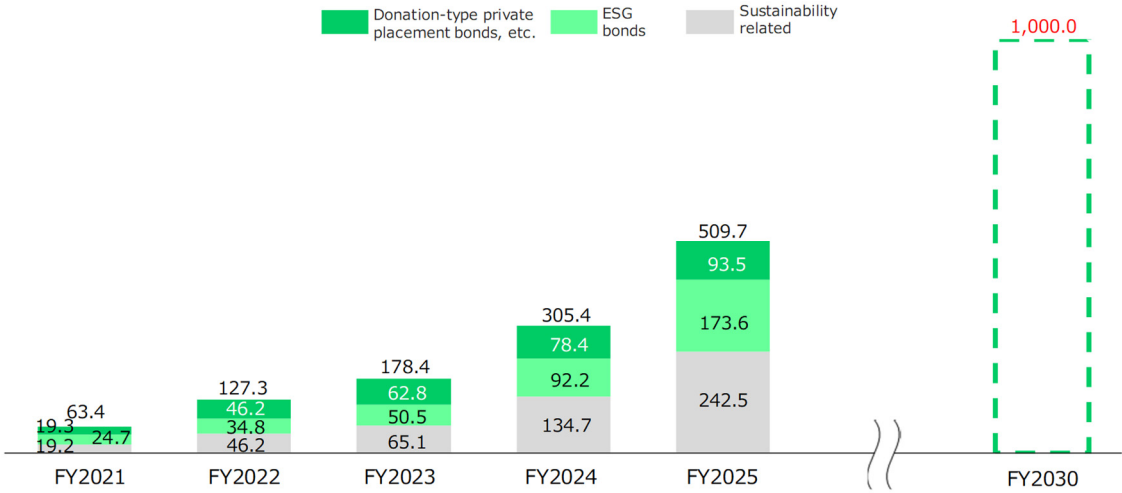
□ Announced in May 2026

	Before revised targets for FY2030	After revised targets for FY2030	Change	<Reference> Results for FY2025
<b>ESG investments and loans</b> (10-year cumulative amount through FY2030)	¥500.0 billion	<b>¥1 trillion</b>	<b>+¥500.0 billion</b>	¥509.7 billion

> As the cumulative achievement for FY2025 reached ¥509.7 billion ahead of schedule, a review of the goals and criteria was conducted

#### <ESG investment and loans trends>

(Unit: Billions of yen)



**5. Revision of Shareholder Return Policy**

The Group has been committed to achieving both sustainable growth in corporate value and stable shareholder returns, while ensuring an optimal balance between soundness of capital and opportunities for investment in growth. In light of its stable financial position, and with a view to further enhancing returns to our shareholders, the Bank has decided to revise its shareholder return policy effective from fiscal 2025 (fiscal year ended March 31, 2026).

□ Announced in February 2026

[Changes]

Before the change	We will provide shareholder returns that strike the optimal balance between soundness of capital and opportunities for investment in growth. We are targeting a payout ratio of 30% for shareholder returns. In addition, purchase of treasury shares will continue to be implemented flexibly as a shareholder return policy that contributes to capital efficiency.
After the change	We will provide shareholder returns that strike the optimal balance between soundness of capital and opportunities for investment in growth. We are targeting a payout ratio of 40% for shareholder returns. In addition, purchase of treasury shares will continue to be implemented flexibly as a shareholder return policy that contributes to capital efficiency.

<Changes in Dividend Payout Ratio>

