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Securities code: 8541

June 6, 2025

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

## **To Shareholders with Voting Rights:**

Yoshinori Nishikawa President The Ehime Bank, Ltd. 2-1 Katsuyama-cho, Matsuyama, Ehime, Japan

# NOTICE OF THE 121st ANNUAL GENERAL MEETING OF SHAREHOLDERS

#### Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

We hereby inform you that the 121st Annual General Meeting of Shareholders of The Ehime Bank, Ltd. (the "Bank") will be held as described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing or via the Internet. Please review the Reference Documents for the General Meeting of Shareholders below and exercise your voting rights by 5:30 p.m. on Thursday, June 26, 2025 in accordance with the instructions below.

1. Date and Time: Friday, June 27, 2025 at 10:00 a.m. Japan time

**2. Place:** Meeting Hall, 5F, Head Office of the Bank 2-1 Katsuyama-cho, Matsuyama, Ehime, Japan

#### 3. Meeting Agenda:

Matters to be reported:1. Business Report and Non-Consolidated Financial Statements for the Bank's 121st Fiscal Year (April 1, 2024 – March 31, 2025)

 Consolidated Financial Statements for the Bank's 121st Fiscal Year (April 1, 2024 - March 31, 2025) and results of audits by the Independent Auditor and the Board of Auditors of the Consolidated Financial Statements

#### Proposals to be resolved:

#### **Company Proposals**

**Proposal 1:** Appropriation of Surplus

Proposal 2: Election of Eleven (11) Directors

**Proposal 3:** Election of Two (2) Corporate Auditors

## **Shareholder Proposal**

**Proposal 4:** Increase of Dividends

Proposal 4 is proposed by one shareholder, and the Board of Directors opposes this proposal.

■ Matters regarding measures for electronic provision

The Bank has taken measures for electronic provision of materials for this convocation of General Meeting of Shareholders and have posted matters regarding measures for electronic provision on the following website on the internet.

[the Bank's website]

https://www.himegin.co.jp/english/stockholder/stock\_information/general\_meeting.html In addition to the above website, the Bank posted the information on the website below (Tokyo Stock Exchange (TSE) Website).

[TSE Website (TSE Listed Company Search)]

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

(Please enter the Issue name ("Ehime Bank") or Code ("8541"), press Search button and select "Basic Information", "Documents for public inspection/PR information" to confirm the information.)

- At this General Meeting of Shareholders, regardless of whether a request for delivery of the document has been made, the Bank will send a document that containing the matters regarding measures for electronic provision uniformly.
- Among the matters regarding measures for electronic provision, the following matters are not included in this convocation notice and the documents attached, in accordance with the provisions of laws and regulations and Article 16 of the Bank's Articles of Incorporation.
  - (1) Systems for Ensuring the Appropriateness of Operations, and the Operational Status of Such Systems
  - (2) Non-Consolidated Statements of Changes in Net Assets
  - (3) Notes to the Non-Consolidated Financial Statements
  - (4) Consolidated Statements of Changes in Net Assets
  - (5) Notes to the Consolidated Financial Statements

Accordingly, said document is only a portion of the Business Report, Non-Consolidated Financial Statements and Consolidated Financial Statements audited by the Independent Auditor and the Corporate Auditors in the preparation of the Accounting Audit Report and the Audit Report.

- If the seats at the meeting hall are fully occupied, shareholders may have to proceed to the second meeting hall, etc. We appreciate your understanding on this matter.
- Should any revisions be made to the matters regarding measures for electronic provision of materials, the revised versions shall be posted on the aforementioned websites.
- Any major changes in the operation of the General Meeting of Shareholders will be announced on the Bank's website below.

https://www.himegin.co.jp/english/stockholder/stock information/general meeting.html

## Reference Documents for the General Meeting of Shareholders

## **Proposals and References**

## [Company Proposals]

**Proposal 1:** Appropriation of Surplus

With regard to year-end dividends and the appropriation of other surplus for the 121st term, based on the basic policy of continuously paying stable dividends while enhancing internal reserves, the Bank shall appropriate surplus as follows.

- 1. Matters regarding year-end dividends
  - (1) Type of dividend property Cash
  - (2) Matters regarding allocation of dividend property and the total amount thereof \$\\\\$17 per share of the Bank's common stock Total: \$\\\\$667,747,590
  - (3) Effective date of dividends of surplus June 30, 2025
- 2. Matters regarding appropriation of other surplus

  - (2) Item and amount of surplus to be decreased
    Retained earnings brought forward \$\quad \text{\cute{43,500,000,000}}\$

## **Proposal 2:** Election of Eleven (11) Directors

The terms of office for all of the eleven (11) Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Bank proposes the election of eleven (11) Directors.

The candidates for Director are as follows:

No.	Name		Current positions and responsibilities at the Bank
1	Yoshinori Nishikawa	[Reappointment]	President (Representative Director), in charge of supervision of all operations and Audit Department
2	Masamitsu Toyoda	[Reappointment]	Senior Managing Director (Representative Director) In charge of Risk Management Department and Corporate Management Department
3	Toshiyuki Yano	[Reappointment]	Managing Director In charge of Planning and Public Relations Department and Securities and International Affairs Department
4	Yoshikatsu Akiyama	[Reappointment]	Managing Director In charge of Credit Department I, Credit Department II, and Shipping Finance Department
5	Shinji Akihiro	[Reappointment]	Managing Director In charge of Customer Service Department, Administrative Systems Department, and Human Resources and Training Department
6	Koji Matsui	[New appointment]	Managing Executive Officer General Manager, General Affairs Department
7	Masanori Mukai	[New appointment]	Managing Executive Officer General Manager, Imabari Branch and General Manager, Loan Center (Imabari)
8	Chitose Kondo	[Reappointment] [Outside] [Independent]	Director
9	Ryuichi Inaba	[Reappointment] [Outside] [Independent]	Director
10	Chika Tadokoro	[Reappointment] [Outside] [Independent]	Director
11	Morichika Hattori	[New appointment] [Outside] [Independent]	_

No.	Name (Date of birth)		er summary, positions, responsibilities, nd significant concurrent positions	Number of shares of the Bank held
1	[Reappointment]  Yoshinori Nishikawa (August 4, 1962)	April 1985 February 2002 March 2006 February 2012  June 2012  July 2015  February 2017 June 2017 June 2018 [Responsibilities] In charge of super	Joined the Bank General Manager, Morimatsu Branch General Manager, Mishima Branch Deputy General Manager, Head Office Sales Department and General Manager, Corporate Banking Promotion Department Director, General Manager, Head Office Sales Department and General Manager, Prefectural Central Hospital Sub-branch Director, General Manager, Tokyo Branch and General Manager, Tokyo Office Managing Director Senior Managing Director President (to present)  vision of all operations and Audit Department	11,800

Yoshinori Nishikawa had served numerous positions including as General Manager of the Head Office Sales Department and General Manager of Tokyo Branch, and has been serving as Director since 2012. He was appointed President in 2018, and has fulfilled his duties and responsibilities fairly and appropriately.

He has a wealth of experience and a proven track record in bank management, and the Bank has determined that he can be expected to contribute to the further development of the Bank by drawing on his advanced capabilities and insight, and therefore renominated him as a candidate for Director.

	<i>5</i> /	April 1985	Joined the Bank	
		August 2003	General Manager, Furukawa Branch	
		March 2006	General Manager, Dogo Branch	
		June 2012	General Manager, Human Resources and Training	
	[Dannointment]		Department	
	[Reappointment]	June 2016	Director, General Manager, Uwajima Branch and	
			General Manager, Uwajimashinmachi Sub-branch	8,800
	Masamitsu Toyoda	August 2018	Director, General Manager, Administrative	0,000
	(January 26, 1962)		Systems Department	
	•	June 2019	Managing Director	
2		June 2023	Senior Managing Director (to present)	
		[Responsibilities]		
		In charge of Risk	Management Department and Corporate	
		Management Dep	artment	

[Reason for nomination as candidate for Director]

Masamitsu Toyoda has a wealth of business experience, having served as General Manager of branches and General Manager of the Human Resources and Training Department. He was appointed Director in 2016, Managing Director in 2019 and has served as Senior Managing Director since 2023.

He has appropriately fulfilled his duties and responsibilities as Director, and the Bank has determined that he can be expected to contribute to the further development of the Bank by drawing on his advanced capabilities and insight, and therefore renominated him as a candidate for Director.

No.	Name (Date of birth)		Career summary, positions, responsibilities, and significant concurrent positions	
3	[Reappointment]  Toshiyuki Yano (February 13, 1963)	_	Joined the Bank General Manager, Furukawa Branch General Manager, Planning and Public Relations Department General Manager, General Affairs Department Director, General Manager, General Affairs Department Managing Executive Officer, General Manager, General Affairs Department Managing Executive Officer, General Manager, Corporate Management Department and General Manager, General Affairs Department Managing Director (to present)  Ining and Public Relations Department and Securities Affairs Department	16,700

Toshiyuki Yano has a wealth of business experience, having served numerous positions including as General Manager of a branch, General Manager of the Planning and Public Relations Department, General Manager of the General Affairs Department, and General Manager of the Corporate Management Department, and is well versed in all aspects of the Bank's operations. He has served as Managing Director since 2020.

The Bank has determined that he can be expected to contribute to the further development of the Bank by drawing on his advanced capabilities and insight, and therefore renominated him as a candidate for Director.

No.	Name (Date of birth)		er summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Bank held
4	[Reappointment]  Yoshikatsu Akiyama (December 1, 1968)	April 1991 February 2009 February 2011 February 2014 August 2017 August 2018  June 2019  August 2020 June 2021 June 2022 [Responsibilities] In charge of Cred-Finance Department	it Department I, Credit Department II, and Shipping	7,000

Yoshikatsu Akiyama has held numerous important positions at key branches and served as General Manager of major branches, and since 2020, he has executed the Bank's strategies in the human resources division overall as General Manager of the Human Resources and Training Department. He has served Managing Director since 2022.

The Bank has determined that he can be expected to contribute to the further development of the Bank by drawing on his advanced capabilities and insight, and therefore renominated him as a candidate for Director.

No.	Name (Date of birth)		eer summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Bank held
5	[Reappointment] Shinji Akihiro (June 28, 1965)	_	Joined the Bank Examiner, Personal Loan Department Deputy General Manager, Personal Loan Department General Manager, Personal Loan Department General Manager, Customer Service Department Executive Officer, General Manager, Customer Service Department and General Manager, Himegin Direct Center Managing Executive Officer, General Manager of Customer Service Department and General Manager of Himegin Direct Center Executive Officer, General Manager, Customer Service Department and Head of Digital Strategy Office Managing Executive Officer, General Manager, Customer Service Department Managing Director(to present)  omer Service Department, Administrative Systems Human Resources and Training Department	9,900

Since his assignment to the Personal Loan Department in 2004 through his position as General Manager of the Customer Service Department, Shinji Akihiro has been playing a pivotal role in the personal loan department at the Bank and executing all aspects of the Bank's digital operations based on his outstanding knowledge and experience. He has served Managing Director since 2024.

The Bank has determined that he can be expected to contribute to the further development of the Bank by drawing on his advanced capabilities and insight, and therefore renominated him as a candidate for Director.

No.	Name (Date of birth)		Career summary, positions, responsibilities, and significant concurrent positions	
6	[New appointment]  Koji Matsui (December 29, 1968)	April 1991 August 2008 February 2009 August 2012 February 2014 February 2017 August 2017 February 2020 June 2021 August 2022 June 2024	Joined the Bank Examiner, Furusato Development and Promotion Department General Manager, Secretariat, General Affairs Department General Manager, Dogo Branch Assistant General Manager, Human Resources and Training Department Deputy General Manager, Human Resources and Training Department Deputy General Manager, Tokyo Branch and Deputy General Manager, Tokyo Office General Manager, Tokyo Office Executive Officer, General Manager, Tokyo Branch and General Manager, Tokyo Office Executive Officer, General Manager, General Affairs Department Managing Executive Officer, General Manager, General Affairs Department (to present)	200

Koji Matsui has served as General Manager of key branches and held numerous posts in the Secretariat and the Human Resources and Training Department which are important departments at the headquarters. Since 2022, he has been executing all aspects of the Bank's general affairs based on his broad knowledge and experience as General Manager of the General Affairs Department.

The Bank has determined that he can be expected to contribute to the further development of the Bank by drawing on his advanced capabilities and insight, and therefore nominated him as a candidate for Director.

No.	Name (Date of birth)		er summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Bank held
7	[New appointment]  Masanori Mukai (February 17, 1973)	April 1995 February 2010 February 2012 November 2013 February 2017 August 2018 February 2020 June 2023 June 2024	Joined the Bank Corporate Banking Promotor, Head Office Sales Department General Manager, Kuko-dori Branch Examiner, Human Resources and Training Department Assistant General Manager, Human Resources and Training Department Assistant General Manager, Head Office Sales Department Deputy General Manager, Head Office Sales Department Executive Officer, General Manager, Imabari Branch and General Manager, Loan Center (Imabari) Managing Executive Officer, General Manager, Imabari Branch and General Manager, Loan Center (Imabari) (to present)	4,400

Masanori Mukai has held numerous important positions at key branches and served as General Manager of major branches. He has also executed the Bank's human resources division overall in the Human Resources and Training Department, which is an important department of the headquarter. Since 2023, he has been executing operations as General Manager of Imabari Branch.

The Bank has determined that he can be expected to contribute to the further development of the Bank by drawing on his advanced capabilities and insight, and therefore nominated him as a candidate for Director.

[Reappointment] [Outside] [Independent]  Chitose Kondo (June 5, 1956)  [Narch 1979  April 1979  Joined Ehime Tobu Yakult, Co., Ltd.  March 1982  Retired from Ehime Tobu Yakult, Co., Ltd.  April 1982  Joined Kondo Bussan Co., Ltd.  September 1998  Director and Vice President  August 2009  Representative Director and President  [Significant concurrent positions]  Representative Director and President, Kondo Bussan Co., Ltd.  Director (Part-time), Goshiki Soumen Co., Ltd.	No.	Name (Date of birth)		er summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Bank held
	8	[Outside] [Independent] Chitose Kondo	March 1982 April 1982 September 1998 August 2009 June 2021 [Significant concu Representative Din	Retired from Ehime Tobu Yakult, Co., Ltd. Joined Kondo Bussan Co., Ltd. Director and Vice President Representative Director and President Outside Director, the Bank (to present) rrent positions] rector and President, Kondo Bussan Co., Ltd.	0

[Reason for nomination as candidate for Outside Director and expected roles]

Chitose Kondo has gained excellent management capabilities and a wealth of experience through her long service as Representative Director and President of Kondo Bussan Co., Ltd., a company based in Niihama City, Ehime Prefecture. The Bank particularly expects her to play an active role in the initiative to promote diversity, including recommendations from the perspective of female customers and promoting women's active roles in the Bank in the future. The Bank has determined that she will also contribute to the enhancement and strengthening of the Bank's corporate governance system, and therefore renominated her as a candidate for Outside Director.

	April 1974	Joined Nikko Securities Co., Ltd.	
	August 1975	Resigned from Nikko Securities Co., Ltd.	
[Dannaintmant]	October 1975	Joined Daiichi Gas Corporation	
[Reappointment]	October 1985	Managing Director	
[Outside]	August 1989	President (Representative Director)	
[Independent]	August 2021	Chairman (Representative Director)	40
	June 2023	Outside Director, the Bank (to present)	40
Ryuichi Inaba	[Significant conci	urrent positions]	
(November 22, 1949)	Chairman (Repres	sentative Director), Daiichi Gas Corporation	
(November 22, 1949)	President (Repres	entative Director), Taiyo Corporation	
	President (Repres	entative Director), Green Energy Kyushu Co., Ltd	
	Director, Maruwa	a Foods Co., Ltd.	

Reason for nomination as candidate for Outside Director and expected roles

Ryuichi Inaba has long served as the Representative Director of Daiichi Gas Corporation based in Matsuyama city, Ehime Prefecture, and possesses excellent management capabilities and has a wealth of experience. Additionally, he has a proven track record of serving as Chairman of Ehime Association of Corporate Executives for two terms, totaling four years, demonstrating a wide network and an advanced insight regarding the local economy.

The Bank expects him to fulfill his function of supervising the Bank's overall management from these perspectives. The Bank has determined that he will contribute to the effective enhancement of the decision-making and supervisory functions of the Board of Directors of the Bank in aiming at its sustainable growth and improvement of corporate value as a regional financial institution, and therefore nominated him as a candidate for Outside Director.

No.	Name (Date of birth)		er summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Bank held
	[Reappointment] [Outside]	December 2017 December 2017	Registered with Ehime Bar Association Joined Tadokoro Law Office	
	[Independent]	January 2018	Director, Tadokoro Law Office	0
10	Chika Tadokoro (August 19, 1989)	June 2024 [Significant concurrence Director, Tadokon	<u> </u>	

[Reason for nomination as candidate for Outside Director and expected roles]

Chika Tadokoro has practiced law as the Director of Tadokoro Law Office in Matsuyama, Ehime Prefecture.

The Bank has determined that she will contribute to the effective enhancement of the decision-making and supervisory functions of the Board of Directors of the Bank in aiming at its sustainable growth and improvement of corporate value as a regional financial institution and can be expected to further strengthen corporate governance, and therefore nominated her as a candidate for Outside Director.

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ı			April 1987	Joined The Bank of Japan	
			July 2011	General Manager, Kitakyushu Branch	
			April 2013	General Manager, Shizuoka Branch	
			November 2015	Principal Examiner (in charge of Major Banks), Financial System and Bank Examination Department	
		[New appointment] [Outside]	March 2016	Deputy Director-General (Examination Supervisor), Financial System and Bank Examination Department	
		[Independent]	April 2017	Director-General, Internal Auditors' Office	0
l			May 2018	Retired from The Bank of Japan	0
		Morichika Hattori (February 26, 1963)	June 2018	Managing Member of the Board, The Second Association of Regional Banks, General Incorporated Association	
			July 2018	Management Committee Member, Agriculture, Forestry and Fisheries Credit Foundations,	
	11		July 2022	Independent Administrative Agency Senior Advisor, Planning Division, Seven Bank, Ltd.	
			November 2022	Partner, Digital Base Capital inc.	
			July 2023	Advisor, Linkers Corporation (to present)	

[Reason for nomination as candidate for Outside Director and expected roles]

After joining The Bank of Japan, Morichika Hattori held numerous important positions including General Manager of the Shizuoka Branch and those at the Head Office Financial System and Bank Examination Department, and he has played an active role in a wide range of fields, including as Managing Member of the Board at the Second Association of Regional Banks, General Incorporated Association and his current post, Senior Advisor at the Planning Division of the Seven Bank, Ltd. He has a wide network and advanced insight in addition to a wealth of knowledge and experience in financial administration, and the Bank expects him to fulfill his function of supervising the Bank's overall management from these perspectives. The Bank has determined that he will contribute to the effective enhancement of the decision-making and supervisory functions of the Board of Directors of the Bank in aiming at its sustainable growth and improvement of corporate value as a regional financial institution, and therefore nominated him as a candidate for Outside Director.

Notes: 1. There are no special interests between each candidate and the Bank.

- 2. Chitose Kondo, Ryuichi Inaba, Chika Tadokoro, and Morichika Hattori are candidates for Outside Director.
- 3. Chitose Kondo, Ryuichi Inaba, and Chika Tadokoro are incumbent Outside Directors of the Bank, and will have served as such for four years, two years, and one year respectively, at the conclusion of this General Meeting of Shareholders.
- 4. Chitose Kondo, Ryuichi Inaba, and Chika Tadokoro are independent directors as prescribed by the Tokyo Stock Exchange, and the Bank will continue to designate them as independent directors if they are elected as proposed. The Bank also plans to file Morichika Hattori as an independent director with the said Exchange.
- The Bank has recurring financial transactions with Kondo Bussan Co., Ltd., at which Chitose Kondo serves as Representative, but she meets the Bank's independence criteria for independent outside directors.
- 6. The Bank has recurring financial transactions with Daiichi Gas Corporation, Taiyo Corporation, and Green Energy Kyushu Co., Ltd, where Ryuichi Inaba serves as Representative Director, but he meets the Bank's independence criteria for independent outside directors.
- 7. The Bank has recurring financial transactions and consultations on legal matters with Tadokoro Law Office, at which Chika Tadokoro serves as the representative, but she meets the Bank's independence criteria for independent outside directors.
- 8. The Bank has entered into a directors and officers liability insurance policy with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act, to cover damages and litigation expenses incurred by the insured. Each candidate will be insured under the said insurance policy.
- 9. The Bank has entered into agreements with the Outside Directors and Outside Corporate Auditors in accordance with Article 427, Paragraph 1 of the Companies Act to limit their liability for damages to an amount equal to the minimum liability amount set forth in Article 425, Paragraph 1 of the Act. The Bank intends to continue these liability limitation agreements with Chitose Kondo, Ryuichi Inaba, and Chika Tadokoro and to enter into the same liability limitation agreement with Morichika Hattori.

## **Proposal 3:** Election of Two (2) Corporate Auditors

The term of office of Corporate Auditor Kazuhiko Abe will expire and Corporate Auditor Tsuyoshi Koami will resign at the conclusion of this General Meeting of Shareholders. Accordingly, the Bank proposes the election of two(2) Corporate Auditors.

The consent of the Board of Corporate Auditors has been obtained for this proposal.

The candidates for Corporate Auditors are as follows:

No.	Name (Date of birth)	Career summary, positions and significant concurrent positions		Number of shares of the Bank held		
1	[New appointment]  Katsuhisa Kurokawa (August 3, 1964)	April 1987 February 2009 January 2010 May 2012 August 2016 February 2021 June 2022	Joined the Bank General Manager, Unomachi Branch Examiner, Sales Administration Department Inspector, Audit Department Assistant General Manager, Audit Department Deputy General Manager, Audit Department Executive Officer, General Manager, Audit Department and Group Manager, Management Audit Group General Manager, Audit Department (to present)	6,300		
	[Reason for nomination as candidate for Corporate Auditor] Since joining the Bank, Katsuhisa Kurokawa has gained experience as a branch general manager and is well versed in all aspects of internal auditing through his long service in the Audit Department. Particularly, given the recent demand for more sophisticated internal auditing at a regional financial institution, he is valuable with high expertise based on his long experience. The Bank has determined that he can execute audits of the Bank's management overall accurately and efficiently, and therefore nominated him as a candidate for Corporate Auditor.					

	Auditor.			
		April 1988	Joined the Ministry of Finance	
		July 2016	Director of the Shizuoka Local Finance Office,	
	[New appointment]     [Outside]     [Independent]  Mitsutoshi Kodama     (July 7, 1963)		Tokai Local Finance Bureau	
		July 2018	Director of the Financial Division, Hokkaido	
			Finance Bureau	
		July 2019	Director of the Planning and Administration	
			Division, Hokkaido Finance Bureau	
		July 2020	Director of the Planning and Administration	
			Division, Kinki Finance Bureau	0
		July 2023	Director-General of the Shikoku Finance Bureau	
		July 2024	Retired from the Ministry of Finance	
2		September 2024	Special Advisor, Business Development Division,	
			FinTech Global Incorporated	
		April 2025	Director, Public Management Consulting Corp. (to	
			present)	
		[Significant concu		
		Director, Public N		

[Reason for nomination as candidate for Outside Corporate Auditor]

Mitsutoshi Kodama has broad knowledge and insight in financial industry in addition to his long experience in financial administration. He made efforts for activating the economy of Shikoku area as Director-General of the Shikoku Finance Bureau in 2023.

Based on his experience, the Bank has determined that he can execute audits of the Bank's management overall accurately and efficiently, and therefore nominated him as a candidate for Outside Corporate Auditor.

Notes: 1. There are no special interests between each candidate and the Bank.

- 2. Mitsutoshi Kodama is a candidate for Outside Corporate Auditor.
- 3. The Bank plans to file Mitsutoshi Kodama as an independent auditor with the Tokyo Stock Exchange if he is elected as proposed.
- 4. The Bank has entered into a directors and officers liability insurance policy with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act, to cover damages and litigation expenses incurred by the insured. The candidates will be insured under the said insurance policy.
- 5. The Bank has entered into agreements with the Outside Directors and Outside Corporate Auditors in accordance with Article 427, Paragraph 1 of the Companies Act to limit their liability for damages to an amount equal to the minimum liability amount set forth in Article 425, Paragraph 1 of the Act. The Bank intends to enter into the same liability limitation agreement with Mitsutoshi Kodama.

■ Specializations and Experience of the Directors and Corporate Auditors of the Bank

■ Specializations and Experience of the Directors and Corporate Auditors of the Bank											
			Specializations and Experience								
Name		Current Position	Corporate management	Sales strategy	Credit	Finance/ Accounting	Legal/Compliance/ Risk Management	Regional revitalization/ Regional finance	IT systems/Digital	Market investment	Ships and shipping
	Yoshinori Nishikawa	Representative Director President	0	0	0	0	0	0	0	0	0
	Masamitsu Toyoda	Representative Director Senior Managing Director	0	0	0		0	0	0		
	Toshiyuki Yano	Managing Director	0	0		0	0	0		0	
	Yoshikatsu Akiyama	Managing Director	0	0	0		0	0			0
OrS	Shinji Akihiro	Managing Director	0	0			0	0	0		
Directors	Koji Matsui	Managing Executive Officer		0			0	0			0
	Masanori Mukai	Managing Executive Officer		0			0	0			0
	Chitose Kondo	Outside Director	0	0		0	0				
	Ryuichi Inaba	Outside Director	0	0		0	0				
	Chika Tadokoro	Outside Director	0				0				
	Morichika Hattori	_		0		0	0	0	0	0	
orate itors	Ryohei Sakai	Standing Corporate Auditor		0			0	0	0		
	Masao Katayama	Part-time Corporate Auditor (Outside)				0	0	0			
Corporate Auditors	Katsuhisa Kurokawa	General Manager, Audit Department		0			0	0	0		
	Mitsutoshi Kodama	_	0	0		0	0	0			

<sup>\*</sup> The above is not an exhaustive representation of all specializations and experiences of the Directors and Corporate Auditors.

## **■** Reasons for Selection of skills

Skill	Reason for Selection				
Corporate management	The Bank requires knowledge and experience in corporate management for the Bank's sustainable growth in the rapidly changing financial industry.				
Sales strategy	The Bank requires knowledge and experience to put into action strategies that leverage the respective characteristics of Headquarters and the sales branches to achieve the medium-term management plan.				
Credit	Because banks have a highly public nature and shoulder an important mission of contributing widely to the economy and society, the Bank requires knowledge and experience for making credit judgments to carry out the Bank's financial intermediary function and pursue the soundness of loan assets.				
Finance/Accounting	The Bank requires knowledge and experience to practice accurate financial reporting and the sustainable enhancement of corporate value.				
Legal/Compliance/Risk Management	The Bank requires Directors and Corporate Auditors with certain knowledge and experience in the areas of corporate governance, risk management, and compliance, which are the core of the management foundations.				
Regional revitalization/Regional finance	To practice the Bank's management philosophy of "a bank that is of service to the development of <i>furusato</i> (home region)" into perpetuity, it requires knowledge and experience for the deployment of the finance intermediary business that leverage the characteristics of individual regions.				
IT systems/Digital	The Bank requires knowledge and experience that will enable it to introduce fast-evolving digital technologies that will be effective both within and outside the Bank, deploy services that are suited to the times, and to control the maintenance and management of such systems.				
Market investment	The Bank requires specialist knowledge and experience for achieving soundness and profitability in the increasingly diverse and advance area of securities investment.				
Ships and shipping	The Bank requires specialist knowledge and experience to contribute to the perpetual growth and development of Ehime's world-class shipping and shipbuilding industries.				

## [Shareholder Proposal]

Proposal 4 is a proposal submitted by a shareholder. The number of voting rights held by the shareholder proponent (one person) is 327.

The content of the proposal and the reason for the proposal are shown here as they appear in the original except for corrections in terms of formatting.

## **Proposal 4: Increase of Dividends**

## 1. Content of Proposal

- (i) To increase dividends from \\$34 per year to \\$38 per year\*\*Note.
- (ii) To set as the benchmark for dividends an annual "payout ratio" of 30% or higher and eventually aim for a total return ratio of 40%.
  - As part of shareholder returns, many companies listed on the Tokyo Stock Exchange are increasing dividends and thereby enhancing shareholder returns. The Company had been keeping its dividends unchanged for over a decade (aside from commemorative dividend increase) despite the growth in profits, until it implemented a dividend increase of \(\frac{\pmathbf{4}}{4}\) last year.

\*Note: The Bank interprets the gist of the shareholder proponent to be a proposal of a year-end dividend of \(\frac{\pma}{2}\)1 (an increase of \(\frac{\pma}{4}\)4), based on the idea of combining the year-end dividend with the \(\frac{\pma}{17}\) dividend paid for the first half of the previous fiscal year to make an annual dividend of \(\frac{\pma}{3}\)8, pursuant to the Articles of Incorporation.

## 2. Reason for Proposal

In 2000, the Company consolidated its shares with a ratio of five shares into one share and consequently revised its dividends from \(\frac{1}{2}\)6 to \(\frac{1}{2}\)30. In the previous fiscal year, the annual dividend was increased by \(\frac{1}{2}\)4 to \(\frac{1}{2}\)34. However, considering the past performance, the Company has not increased dividends (aside from commemorative dividends) for over a decade, which is considered to be a major cause of its floundering share price. While share prices on the Tokyo Stock Exchange are hitting new highs in 34 years since the bubble era, the Company's share price has fallen by 87% from the post-listing high of \(\frac{1}{2}\)1,630 (February 1990) to \(\frac{1}{2}\)214 (\(\frac{1}{2}\)1,073 as of March 31, 2025), taking into account the share consolidation (five shares into one share). In its Consolidated Financial Results for the Year Ended March 31, 2025, and the Business Report for the 120th fiscal year, the Company reports that it aims to achieve a payout ratio of 30% or higher. The amount of annual dividends paid is currently \(\frac{1}{2}\)34 (\(\frac{1}{2}\)1,335.04 million). If increased to \(\frac{1}{2}\)38, it would be \(\frac{1}{2}\)1,492.00 million, which is not an unreasonable amount in the light of the earnings forecast for this term. Therefore, a dividend of \(\frac{1}{2}\)38 is hereby proposed.

## Opinion of the Board of Directors on Proposal 4

## The Board of Directors is against this shareholder proposal.

Maintaining a certain level of capital adequacy ratio is indispensable to sustained growth amid instability in Japan and abroad and with downside risks to the local economy on the rise. The Bank's capital adequacy ratio is not at a high level. The Bank believes that enhancing its ability to supply funds to the local area, while maintaining a capital adequacy ratio of 8% or higher, will lead to improving the corporate value of the Bank that works under the motto of contributing to the local area as well as the stakeholders' views of the Bank. The dividend of ¥17 represents a level decided by the Board of Directors in careful consideration of a balance between shareholder dividends and the enhancement of equity capital necessary for a sustained growth.

With regard to the payout ratio, last year, the Bank has decided to increase its ordinary dividends, which had remained unchanged for many years, by ¥4, and recently introduced a shareholder benefit program. In addition to this, the Bank is planning to pay a commemorative dividend of ¥2, in addition to ordinary dividends, in the fiscal year ending March 31, 2026. As such, the Bank is making concrete and steady efforts in shareholder returns. The Bank will strive first and foremost towards achieving a payout ratio of 30%, which is a goal for the final year of its 18th Mediumterm Plan.