



May 13, 2026

Company name: THE TOCHIGI BANK, LTD.  
Representative: Hiroyuki Nakada, President  
(Securities code: 8550, Tokyo Stock Exchange Prime Market)  
Inquiries: Kenichi Akimoto, Executive Officer,  
General Manager of Corporate  
Planning Division  
(Tel: +81-28-633-1241)

## **Notice Concerning Partial Amendments to the Articles of Incorporation**

THE TOCHIGI BANK, LTD. (the “Bank”) hereby announces that it has resolved at Board of Directors meeting held today to submit a proposal for partial amendments to the Articles of Incorporation, subject to approval at the 123rd Annual General Meeting of Shareholders scheduled to be held in June 2026, as described below.

### 1. Purpose of the Amendments

- (1) In connection with the transition to a Company with an Audit and Supervisory Committee, the Bank will establish new provisions concerning the Audit and Supervisory Committee and the members of the Audit and Supervisory Committee, delete provisions concerning Statutory Auditors, and make other necessary additions, deletions, and changes.
- (2) In conjunction with the foregoing changes, the Bank will change article numbers and the like, and will make necessary editorial revisions, including adjustments to and modifications of certain wording.

### 2. Details of the Amendments

The details of the amendments are as set forth in the attached document.

### 3. Schedule of the Amendments

- Date of the General Meeting of Shareholders concerning the amendments to the Articles of Incorporation June 25, 2026 (scheduled)
- Effective date of the amendments to the Articles of Incorporation June 25, 2026 (scheduled)

End

(Attachment)

(Underlined text indicates where changes were made)

Current Articles of Incorporation	Proposed amendments
<p>Chapter 1 - General Provisions Articles 1 to 3 (Text omitted)</p> <p>(Corporate Bodies) Article 4 In addition to the General Meeting of Shareholders and directors, the Bank shall have the following organs. (1) Board of Directors (2) <u>Corporate Auditors</u> (3) <u>Board of Corporate Auditors</u> (4) Accounting Auditor</p> <p>Articles 5 (Text omitted)</p>	<p>Chapter 1 - General Provisions Articles 1 to 3 (As currently provided)</p> <p>(Corporate Bodies) Article 4 In addition to the General Meeting of Shareholders and directors, the Bank shall have the following organs. (1) Board of Directors (2) <u>Audit and Supervisory Committee</u> Deleted (3) Accounting Auditor</p> <p>Articles 5 (As currently provided)</p>
<p>Chapter II Shares Articles 6 to 11 (Text omitted)</p>	<p>Chapter II Shares Articles 6 to 11 (As currently provided)</p>
<p>Chapter III General Meeting of Shareholders Articles 12 to 17 (Text omitted)</p>	<p>Chapter III General Meeting of Shareholders Articles 12 to 17 (As currently provided)</p>
<p>Chapter IV Directors and Board of Directors (Number) Article 18 The Bank shall have no more than <u>20</u> directors. (Newly established)</p>	<p>Chapter IV Directors and Board of Directors (Number) Article 18 The Bank shall have no more than <u>15</u> directors. <u>2 Of the directors in the preceding paragraph, the number of directors who are Audit and Supervisory Committee members shall be no more than seven.</u></p>
<p>(Election) Article 19 The Bank's directors shall be elected at a General Meeting of Shareholders.</p> <p>2 (Text omitted) 3 (Text omitted)</p>	<p>(Election) Article 19 The Bank's directors shall be elected at a General Meeting of Shareholders, <u>distinguishing between directors who are Audit and Supervisory Committee members and other directors.</u> 2 (As currently provided) 3 (As currently provided)</p>
<p>(Term of office) Article 20 The term of office of directors shall be until the conclusion of the Ordinary General Meeting of Shareholders pertaining to the final fiscal year ending within one year after their election. 2 <u>The term of office of directors elected as alternates or due to an increase in the number of directors shall be until the time when the term of office of the other incumbent directors expires.</u>  (Newly established)  (Newly established)</p>	<p>(Term of office) Article 20 The term of office of directors (<u>excluding those who are Audit and Supervisory Committee members</u>) shall be until the conclusion of the Ordinary General Meeting of Shareholders pertaining to the final fiscal year ending within one year after their election. <u>(Deleted)</u>  2 <u>The term of office of directors who are Audit and Supervisory Committee members shall be until the conclusion of the Ordinary General Meeting of Shareholders pertaining to the final fiscal year ending within two years after their election.</u> 3 <u>The term of office of a director who is an Audit and Supervisory Committee member elected as a substitute for a director who is an Audit and Supervisory Committee member who retired before the expiration of his/her term of office shall be until the time</u></p>

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<p>(Board of Directors) Article 21 (Text omitted)</p> <p>(Convocation of Board of Directors) Article 22 The Board of Directors shall be convened by the Chairman of the Board, who shall act as chairperson. If there is a vacancy in or an accident befalls the Chairman of the Board, another director shall act in his/her place in the order previously determined by resolution of the Board of Directors.</p> <p>2 A notice of convocation of a meeting of the Board of Directors shall be given to each director <u>and each corporate auditor</u> no later than three days prior to the date of the meeting. However, in cases of emergency, such period may be shortened further.</p> <p>3 The Board of Directors may be held without convocation procedures if all directors <u>and corporate auditors</u> consent. (Newly established)</p> <p>(Representative Directors and Directors with Titles) Article 23 The Bank may have one Chairman of the Board, one President, a number of Deputy Presidents, Senior Managing Directors, and Managing Directors.</p> <p>2 The Chairman of the Board, the President, the Deputy Presidents, the Senior Managing Directors, and the Managing Directors shall be selected from among the directors by resolution of the Board of Directors.</p> <p>3 The Chairman of the Board and the President shall represent the Bank. By its resolution, the Board of Directors may select, in addition to the Chairman of the Board and the President, a number of other directors as Representative Directors from among the other directors, and each Representative Director shall represent the Bank.</p> <p>4 (Text omitted) 5 (Text omitted) 6 (Text omitted) 7 (Text omitted)</p> <p>(Method of resolutions of the Board of Directors) Article 24 (Text omitted)</p> <p>(Compensation, etc.) Article 25 Compensation, bonuses, and other property benefits received by directors from the Bank as consideration for the execution of their duties (hereinafter referred to as</p>	<p><u>when the term of office of the retired director who was an Audit and Supervisory Committee member expires.</u></p> <p>(Board of Directors) Article 21 (As currently provided)</p> <p>(Convocation of Board of Directors) Article 22 The Board of Directors shall be convened by the Chairman of the Board, who shall act as chairperson. If there is a vacancy in or an accident befalls the Chairman of the Board, another director shall act in his/her place in the order previously determined by resolution of the Board of Directors.</p> <p>2 A notice of convocation of a meeting of the Board of Directors shall be given to each director <u>(Deleted)</u> no later than three days prior to the date of the meeting. However, in cases of emergency, such period may be shortened further.</p> <p>3 The Board of Directors may be held without convocation procedures if all directors <u>(Deleted)</u> consent.</p> <p><u>4 Notwithstanding paragraph 1, the Audit and Supervisory Committee member selected by the Audit and Supervisory Committee may convene the Board of Directors.</u></p> <p>(Representative Directors and Directors with Titles) Article 23 The Bank may have one Chairman of the Board, one President, a number of Deputy Presidents, Senior Managing Directors, and Managing Directors.</p> <p>2 The Chairman of the Board, the President, the Deputy Presidents, the Senior Managing Directors, and the Managing Directors shall be selected from among the directors <u>(excluding those who are Audit and Supervisory Committee members)</u> by resolution of the Board of Directors.</p> <p>3 The Chairman of the Board and the President shall represent the Bank. By its resolution, the Board of Directors may select, <u>from among the directors (excluding those who are Audit and Supervisory Committee members)</u>, in addition to the Chairman of the Board and the President, a number of other directors <u>(excluding those who are Audit and Supervisory Committee members)</u> as Representative Directors, and each Representative Director shall represent the Bank.</p> <p>4 (As currently provided) 5 (As currently provided) 6 (As currently provided) 7 (As currently provided)</p> <p>(Method of resolutions of the Board of Directors) Article 24 (As currently provided)</p> <p>(Compensation, etc.) Article 25 Compensation, bonuses, and other property benefits received by directors from the Bank as consideration for the execution of their duties (hereinafter referred to as “compensation, etc.”)</p>

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<p>“compensation, etc.”) shall be determined by resolution of the General Meeting of Shareholders.</p> <p>(Limitation of liability agreements with directors)  Article 26 Pursuant to Article 427, paragraph 1 of the Companies Act, the Bank may enter into agreements with directors (excluding those who are executive directors, etc.) to limit their liability under Article 423, paragraph 1 of the Companies Act to the amount prescribed by laws and regulations.</p> <p>(Newly established)</p> <p>Chapter V <u>Corporate Auditors and Board of Corporate Auditors</u></p> <p><u>(Number)</u>  Article 27 <u>The Bank shall have no more than four corporate auditors.</u></p> <p><u>(Election)</u>  Article 28 <u>The Bank’s corporate auditors shall be elected at a General Meeting of Shareholders.</u>  <u>2 Resolutions to elect corporate auditors shall be adopted by a majority of the voting rights of the shareholders present at the meeting, where shareholders holding one-third or more of the voting rights of shareholders entitled to exercise voting rights are present.</u></p> <p><u>(Term of office)</u>  Article 29 <u>The term of office of corporate auditors shall be until the conclusion of the Ordinary General Meeting of Shareholders pertaining to the final fiscal year ending within four years after their election.</u>  <u>2 The term of office of a corporate auditor elected as a substitute for a corporate auditor who retired before the expiration of his/her term of office shall be until the time when the term of office of the retired corporate auditor expires.</u></p> <p><u>(Board of Corporate Auditors)</u>  Article 30 <u>The corporate auditors shall constitute a Board of Corporate Auditors.</u>  <u>2 Matters concerning the Board of Corporate Auditors shall be governed by the Rules of the Board of Corporate Auditors as determined by the Board of Corporate Auditors.</u></p>	<p>shall be determined by resolution of the General Meeting of Shareholders, <u>distinguishing between directors who are Audit and Supervisory Committee members and other directors.</u></p> <p>(Limitation of liability agreements with directors)  Article 26 Pursuant to Article 427, paragraph 1 of the Companies Act, the Bank may enter into agreements with directors (excluding those who are executive directors, etc.) to limit their liability under Article 423, paragraph 1 of the Companies Act to the amount prescribed by laws and regulations.</p> <p><u>(Delegation to directors to decide important business execution)</u>  <u>Article 27 Pursuant to Article 399-13, paragraph 6 of the Companies Act, the Bank may, by resolution of the Board of Directors, delegate to directors all or part of decisions on important business execution (excluding the matters listed in each item of paragraph 5 of the same Article).</u></p> <p>Chapter V <u>Audit and Supervisory Committee</u></p> <p>(Deleted)</p> <p>(Deleted)</p> <p>(Deleted)</p> <p><u>(Audit and Supervisory Committee)</u>  Article 28 <u>The Audit and Supervisory Committee shall be constituted by Audit and Supervisory Committee members.</u>  <u>2 Matters concerning the Audit and Supervisory Committee shall be governed by the Rules of the Audit and Supervisory Committee as determined by the Audit and Supervisory Committee.</u></p>

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<p>(Convocation of <u>the Board of Corporate Auditors</u>)  Article <u>31</u> A notice of convocation of a meeting of <u>the Board of Corporate Auditors</u> shall be given to each <u>corporate auditor</u> no later than three days prior to the date of the meeting. However, in cases of emergency, such period may be shortened further.  2 <u>The Board of Corporate Auditors</u> may be held without convocation procedures if all <u>corporate auditors</u> consent.</p>	<p>(Convocation of <u>the Audit and Supervisory Committee</u>)  Article <u>29</u> A notice of convocation of a meeting of <u>the Audit and Supervisory Committee</u> shall be given to each <u>Audit and Supervisory Committee member</u> no later than three days prior to the date of the meeting. However, in cases of emergency, such period may be shortened further.  2 <u>The Audit and Supervisory Committee</u> may be held without convocation procedures if all <u>Audit and Supervisory Committee members</u> consent.</p>
<p>(Full-time <u>corporate auditors</u>)  Article <u>32</u> The Board of <u>Corporate Auditors</u> shall, by its resolution, select full-time <u>corporate auditors</u>.</p>	<p>(Full-time <u>Audit and Supervisory Committee members</u>)  Article <u>30</u> The <u>Audit and Supervisory Committee</u> shall, by its resolution, select full-time <u>Audit and Supervisory Committee members</u>.</p>
<p>(<u>Compensation, etc.</u>)  Article <u>33</u> <u>Compensation, etc. of corporate auditors shall be determined by resolution of the General Meeting of Shareholders.</u></p>	<p>(Deleted)</p>
<p>(<u>Limitation of liability agreements with corporate auditors</u>)  Article <u>34</u> Pursuant to Article 427, paragraph 1 of the <u>Companies Act, the Bank may enter into agreements with corporate auditors to limit their liability under Article 423, paragraph 1 of the Companies Act to the amount prescribed by laws and regulations.</u></p>	<p>(Deleted)</p>
<p>Chapter VI Accounting</p>	<p>Chapter VI Accounting</p>
<p>(Business year)  Article <u>35</u> The Bank's business year shall be one year from April 1 of each year to March 31 of the following year.</p>	<p>(Business year)  Article <u>31</u> The Bank's business year shall be one year from April 1 of each year to March 31 of the following year.</p>
<p>(<u>Disposition of surplus</u>)  Article <u>36</u> Except as otherwise provided by laws and regulations, <u>the surplus for each business year of the Bank shall be disposed of</u> by resolution of the General Meeting of Shareholders.</p>	<p>(<u>Decision-making body for disposition of surplus, etc.</u>)  Article <u>32</u> <u>With respect to the matters set forth in each item of Article 459, paragraph 1 of the Companies Act concerning disposition of surplus, etc., the Bank shall, except as otherwise provided by laws and regulations, determine the same</u> by resolution of the General Meeting of Shareholders.</p>
<p>(Record date for dividends of surplus)  Article <u>37</u> The record date for year-end dividends of the Bank shall be March 31 of each year.   (Newly established)   (Newly established)</p>	<p>(Record date for dividends of surplus)  Article <u>33</u> The record date for year-end dividends of the Bank shall be March 31 of each year.   2 <u>The record date for interim dividends of the Bank shall be September 30 of each year.</u>   3 <u>In addition to the preceding two paragraphs, the Bank may set a record date for dividends of surplus.</u></p>
<p>(Interim dividends)  Article <u>38</u> By resolution of the Board of Directors, the Bank may pay dividends of surplus as provided in Article 454, paragraph 5 of the Companies Act to shareholders or registered pledgee of shares who are recorded or</p>	<p>(Interim dividends)  Article <u>34</u> By resolution of the Board of Directors, the Bank may pay dividends of surplus as provided in Article 454, paragraph 5 of the Companies Act to shareholders or registered pledgee of shares who are recorded or</p>

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<p>registered in the register of shareholders as of September 30 of each year.</p> <p>(Exclusion period for dividends)  Article <u>39</u> In cases where the dividend property is cash, the Bank shall be relieved of the obligation to pay if five full years have elapsed from the date on which payment commenced.  2 (Text omitted)</p> <p>(Newly established)</p>	<p>registered in the register of shareholders as of September 30 of each year.</p> <p>(Exclusion period for dividends)  Article <u>35</u> In cases where the dividend property is cash, the Bank shall be relieved of the obligation to pay if five full years have elapsed from the date on which payment commenced.</p> <p>2 (As currently provided)</p> <p><u>Supplementary Provisions</u></p> <p><u>With respect to liability limitation agreements concluded with corporate auditors (including those who were corporate auditors) prior to the conclusion of the 123rd Annual General Meeting of Shareholders to be held in June 2026, the previous provisions shall continue to apply.</u></p>