

These documents are partial translations of the Japanese originals for reference purposes only. In the event of any discrepancy between these translated documents and the Japanese originals, the originals shall prevail. The Bank assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translations.

(Securities Code:8551)

June 3, 2024

To Shareholders with Voting Rights:

Masamichi Ishizuka
Director and President
The Kita-Nippon Bank, Ltd.
6-7, Chuodori 1-chome, Morioka,
Iwate, Japan

**NOTICE OF CONVOCATION OF
THE 120TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

You are cordially invited to attend the 120th Annual General Meeting of Shareholders of the Kita-Nippon Bank, Ltd. (the “Bank”). The meeting will be held in the manner described below.

To convene the Annual General Meeting of Shareholders, the Bank has taken measures for electronic provision of materials for the General Meeting of Shareholders, which are posted on the Internet on the following websites.

Item	Website name and URL	How to access
1	Website of the Bank https://www.kitagin.co.jp/ir/stock_info/shareholders_meeting/	Please access at the URL on the left.
2	Website of the Tokyo Stock Exchange https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show	Enter the name of the Bank (Issue name) or the Securities Code and search, then select “Basic Information” and “Documents for Public Inspection / PR Information” to view the information.
3	The shareholder meeting portal (in Japanese) (JAPAN SECURITIES AGENTS, LTD.) https://www.soukai-portal.net	Scan the QR code printed on the enclosed Voting Rights Exercise Form or enter your ID and initial password.

If you are unable to attend the meeting on the day of the meeting, you can exercise your voting rights in writing by submitting the Voting Rights Exercise Form, or via the Internet. In that case, please review the Reference Documents for the General Meeting of Shareholders below and exercise your voting rights by no later than **5:10 p.m. on Tuesday, June 25, 2024 Japan time.**

- 1. Date and Time:** Wednesday, June 26, 2024 at 10:00 a.m. Japan time
2. Place: 3F, Large Meeting Room, Head Office of the Bank, 6-7, Chuodori 1-chome, Morioka, Iwate, Japan

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report and the Non-consolidated Financial Statements for the Bank’s 120th Fiscal Year (from April 1, 2023 to March 31, 2024)
 2. The Consolidated Financial Statements for the Bank’s 120th Fiscal Year (from April 1, 2023 to March 31, 2024) and the results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee

Proposals to be resolved:

- Proposal No. 1:** Appropriation of Surplus
Proposal No. 2: Election of Nine (9) Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)
Proposal No. 3: Election of Two (2) Directors Serving as Audit and Supervisory Committee Members

4. Exercise of Voting Rights:

- (1) Exercise of Voting Rights in Writing (by mail)
Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it so that the Bank receives it by no later than 5:10 p.m. on Tuesday, June 25, 2024 Japan time.
- (2) Exercise of Voting Rights via the Internet
Please read the “Procedures for Exercise of Voting Rights via the Internet” on page 4 (in Japanese), access the voting website for smartphones or the Bank’s designated voting website (<https://www.e-sokai.jp>), and indicate your vote for or against the proposals following the instructions on the screen by no later than 5:10 p.m. on Tuesday, June 25, 2024 Japan time.
- (3) Handling of Duplicate Voting
If you exercise your voting rights both in writing (by mail) and via the Internet, regardless of the dates on which the votes are received, only the vote placed via the Internet is deemed valid.
If you exercise your voting rights more than once via the Internet, only the last vote is deemed valid.
- (4) If neither approval nor disapproval of a proposal is indicated on the Voting Rights Exercise Form, it will be deemed a vote of approval.

End of Notice

-
- ◎ When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk of the Bank’s head office on the day of the meeting for confirmation.
 - ◎ The following items, in accordance with laws and regulations, and Article 16 of the Articles of Incorporation of the Bank, are not included in the attachment for those shareholders who have requested the delivery of paper copy. Accordingly, the attachment is a copy of part of the documents that have been audited by the Accounting Auditor and the Audit and Supervisory Committee for the preparation of the Audit Report.
(Business Report)
 - Matters related to the Bank’s share subscription rights and others
 - System to ensure appropriateness of business operations
(Non-consolidated Financial Statements)
 - Non-consolidated Statement of Changes in Net Assets
 - Notes to Non-consolidated Financial Statements
(Consolidated Financial Statements)
 - Consolidated Statement of Changes in Net Assets
 - Notes to Consolidated Financial Statements
 - ◎ Please note that, if there are any corrections to the materials that have been provided electronically, the corrected information will be posted on the websites where they are posted.

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Matters

Proposal No. 1: Appropriation of Surplus

In order to prepare for changes in the business environment surrounding financial institutions, paying heed to internal reserves to strengthen management structure while also taking into account the continuous provision of stable dividends to shareholders and the business results of this fiscal year in a comprehensive manner, the following payout is proposed.

1. Matters concerning year-end dividends
 - (1) Type of dividend property
Cash
 - (2) Matters concerning the allotment of dividend property and the total amount
50 yen per share of common stock of the Bank
The total amount of dividends 421,957,050 yen
 - (3) Effective date of distribution of surplus
Thursday, June 27, 2024

2. Other matters concerning the appropriation of surplus
 - (1) Item and amount of surplus to be decreased
Retained earnings brought forward 1,500,000,000 yen
 - (2) Item and amount of surplus to be increased
General reserve 1,500,000,000 yen

Proposal No. 2: Election of Nine (9) Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)

The term of office of all the nine (9) Directors (excluding Directors serving as Audit and Supervisory Committee Members; hereinafter, the same shall apply in this proposal) will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of nine (9) Directors is proposed.

In order to enhance transparency and fairness, the Board of Directors makes decisions on the selection of candidates for Directors based on the report of the Nominating Advisory Committee. The Audit and Supervisory Committee has reviewed this proposal, and there are no special matters that require a statement of opinion at the General Meeting of Shareholders in accordance with the provisions of the Companies Act.

Candidates for Directors are as follows:

Candidate No.	Name	Current position at the Bank	Attendance at Board of Directors' meetings
1	Reappointment Masamichi Ishizuka	Director and President	100% (13/13)
2	Reappointment Hiroshi Shimomura	Managing Director	100% (13/13)
3	Reappointment Tadashi Hamataira	Managing Director	100% (13/13)
4	New appointment Koki Ishikawa	Director serving as Audit and Supervisory Committee Member	100% (13/13)
5	Reappointment Yuta Kodera	Director	100% (13/13)
6	Reappointment Manabu Takahashi	Director	100% (11/11)
7	Reappointment Tetsuhiro Kon	Director	100% (11/11)
8	Reappointment Outside Director Independent Director Masato Komura	Outside Director	100% (13/13)
9	Reappointment Outside Director Independent Director Masatoshi Tanifuji	Outside Director	100% (11/11)

Candidate No.	Name (Date of birth)	Career summary (Positions, responsibilities and significant concurrent positions)		Number of shares of the Bank held
1	Masamichi Ishizuka (Apr. 18, 1960) Male <u>Reappointment</u>	Apr. 1984	Joined the Bank	32,000 shares
		Jun. 2007	Director, Branch Manager of Sendai Branch and Head of Sendai Loan Center	
		Apr. 2008	Director, Branch Manager of Sendai Branch	
		May 2009	Director	
		Jun. 2009	Managing Director	
		May 2011	Managing Director, Manager of Business Management Division	
		Apr. 2013	Managing Director	
		Jun. 2015	Senior Managing Director	
		Feb. 2020	Director and President (to present) (In charge of Audit Division)	
[Reason for Nomination as Candidate for Director] Mr. Masamichi Ishizuka has abundant operational experience at Head Office and branches, and possesses the abundant experience, broad insight, and sufficient social credibility to manage a bank in an accurate, fair, and efficient manner, as he has been demonstrating leadership at Head Office and branches since his appointment as Director in June 2007 and administering overall management since his appointment as Director and President in February 2020, and therefore the Bank proposes his election as Director.				
[Special Interests] There are no special interests between candidate Mr. Masamichi Ishizuka and the Bank.				
2	Hiroshi Shimomura (Nov. 22, 1966) Male <u>Reappointment</u>	Apr. 1990	Joined the Bank	11,000 shares
		Oct. 2008	Manager of Secretariat	
		Apr. 2012	Branch Manager of Mizusawa Branch	
		Apr. 2015	Manager of Corporate Planning Division	
		Jun. 2017	Director, Manager of Corporate Planning Division	
		Apr. 2019	Director, Manager of Business Management Division	
		Oct. 2020	Managing Director, Manager of Business Management Division	
		Apr. 2023	Managing Director (to present) (In charge of Personnel Division, Credit Supervision Division, Fund Investment Division, and Digital Strategy Office)	
[Reason for Nomination as Candidate for Director] Mr. Hiroshi Shimomura has abundant operational experience at Head Office and branches, and possesses the knowledge, experience, and social credibility required to manage a bank in an accurate, fair, and efficient manner, as he has been serving as a manager in the corporate planning and business management divisions since his appointment as Director in June 2017, and therefore the Bank proposes his election as Director.				
[Special Interests] There are no special interests between candidate Mr. Hiroshi Shimomura and the Bank.				

Candidate No.	Name (Date of birth)	Career summary (Positions, responsibilities and significant concurrent positions)		Number of shares of the Bank held
3	Tadashi Hamataira (Sep. 11, 1964) Male <u>Reappointment</u>	Apr. 1983	Joined the Bank	11,200 shares
		Oct. 2004	Branch Manager of Minami-Oodori Branch	
		Apr. 2008	Deputy Manager of Business Management Division	
		Apr. 2014	Branch Manager of Honcho Branch	
		Apr. 2017	Manager of Credit Supervision Division	
		Jun. 2019	Director, Manager of Credit Supervision Division	
		Apr. 2021	Director, assigned to President	
		Jun. 2021	Managing Director (to present) (In charge of Corporate Planning Division, Business Management Division, Life Support Division, and Secretariat)	
[Reason for Nomination as Candidate for Director] Mr. Tadashi Hamataira has abundant operational experience at branches, and possesses the knowledge, experience, and social credibility required to manage a bank in an accurate, fair, and efficient manner, as he has been serving as a manager in the credit supervision division since his appointment as Director in June 2019, and therefore the Bank proposes his election as Director.				
[Special Interests] There are no special interests between candidate Mr. Tadashi Hamataira and the Bank.				
4	Koki Ishikawa (Jul. 16, 1962) Male <u>New appointment</u>	Apr. 1981	Joined the Bank	1,500 shares
		Apr. 2006	Branch Manager of Kuji Branch	
		May 2009	Branch Manager of Shiogama Branch	
		Apr. 2013	Manager of Credit Supervision Division	
		Apr. 2017	Manager of Internal Audit Division	
		Jun. 2020	Full-time Corporate Auditor	
		Jun. 2021	Director and Full-time Audit and Supervisory Committee Member (to present)	
[Reason for Nomination as Candidate for Director] Mr. Koki Ishikawa has abundant operational experience from serving as a manager at branches, and in credit supervision and audit divisions, and possesses the knowledge, experience, and social credibility required to manage a bank in an accurate, fair, and efficient manner, as he has been administering audit operations since his appointment as Corporate Auditor in June 2020, and therefore the Bank proposes his election as Director.				
[Special Interests] There are no special interests between candidate Mr. Koki Ishikawa and the Bank.				

Candidate No.	Name (Date of birth)	Career summary (Positions, responsibilities and significant concurrent positions)		Number of shares of the Bank held	
5	Yuta Koderu (Jun. 6, 1968) Male <u>Reappointment</u>	Apr.	1991	Joined The Long-Term Credit Bank of Japan, Limited (currently SBI Shinsei Bank, Limited)	6,500 shares
		Sep.	2007	Joined The Sumitomo Trust and Banking Co., Ltd. (currently Sumitomo Mitsui Trust Bank, Limited)	
		May	2020	Joined the Bank, Adviser to Corporate Planning Division	
		Jun.	2020	Director, Manager of Corporate Planning Division	
		Apr.	2022	Director, Branch Manager of Tokyo Branch and Head of Tokyo Office (to present)	
[Reason for Nomination as Candidate for Director] Mr. Yuta Koderu has long years of experience in the financial industry and deep insight into laws and regulations applicable to banks and corporate management as well as financial market transactions both inside and outside Japan and risk management operation. He possesses the knowledge, experience, and social credibility required to manage a bank in an accurate, fair, and efficient manner, as he has been serving as a manager in the corporate planning division and a branch since his appointment as Director in June 2020, and therefore the Bank proposes his election as Director					
[Special Interests] There are no special interests between candidate Mr. Yuta Koderu and the Bank.					
6	Manabu Takahashi (Mar. 25, 1966) Male <u>Reappointment</u>	Apr.	1989	Joined the Bank	2,100 shares
		Apr.	2007	Branch Manager of Minamikoizumi Branch	
		Apr.	2010	Branch Manager of Fukushima Branch	
		Apr.	2012	Manager of Secretariat	
		Apr.	2015	Branch Manager of Oodori Branch	
		Apr.	2017	Manager of Personnel Division	
		Jun.	2020	Branch Manager of Tokyo Branch and Head of Tokyo Office	
		Apr.	2022	Manager of Corporate Planning Division	
		Jun.	2023	Director, Manager of Corporate Planning Division (to present)	
[Reason for Nomination as Candidate for Director] Mr. Manabu Takahashi has abundant operational experience at Head Office and branches, and possesses the knowledge, experience, and social credibility required to manage a bank in an accurate, fair, and efficient manner, as he has been serving as a manager in the corporate planning division since his appointment as Director in June 2023, and therefore the Bank proposes his election as Director.					
[Special Interests] There are no special interests between candidate Mr. Manabu Takahashi and the Bank.					

Candidate No.	Name (Date of birth)	Career summary (Positions, responsibilities and significant concurrent positions)	Number of shares of the Bank held
7	Tetsuhiro Kon (Dec. 26, 1967) Male <u>Reappointment</u>	Apr. 1991 Joined the Bank	1,500 shares
		Oct. 2012 Branch Manager of Motomiya Branch	
		Oct. 2014 Branch Manager of Koriyama Branch	
		Nov. 2017 Branch Manager of Kitakami Branch	
		Apr. 2020 Branch Manager of Aomori Branch	
		Apr. 2023 Manager of Head Office Business Division and Branch Manager of Ueda Branch	
		Jun. 2023 Director, Manager of Head Office Business Division and Branch Manager of Ueda Branch (to present)	
[Reason for Nomination as Candidate for Director] Mr. Tetsuhiro Kon has abundant operational experience at branches, and possesses the knowledge, experience, and social credibility required to manage a bank in an accurate, fair, and efficient manner, as he has been serving as a manager at a branch since his appointment as Director in June 2023, and therefore the Bank proposes his election as Director.			
[Special Interests] There are no special interests between candidate Mr. Tetsuhiro Kon and the Bank.			

Candidate No.	Name (Date of birth)	Career summary (Positions, responsibilities and significant concurrent positions)	Number of shares of the Bank held
8	<p>Masato Komura (Jul. 12, 1947) Male</p> <p><u>Reappointment</u></p> <p><u>Outside Director</u></p> <p><u>Independent Director</u></p>	<p>Apr. 1971 Joined Meiji Life Insurance Company (currently Meiji Yasuda Life Insurance Company)</p> <p>Jul. 1997 Director, General Manager, Finance Division of Meiji Life Insurance Company (currently Meiji Yasuda Life Insurance Company)</p> <p>Apr. 1998 Director, Deputy General Manager, Tokyo Marketing Headquarters of Meiji Life Insurance Company (currently Meiji Yasuda Life Insurance Company)</p> <p>Apr. 1999 Director, General Manager, Group Pension Management Division of Meiji Yasuda Life Insurance Company (currently Meiji Yasuda Life Insurance Company)</p> <p>Apr. 2000 Executive Managing Director of Meiji Life Insurance Company (currently Meiji Yasuda Life Insurance Company)</p> <p>Jan. 2004 Senior Executive Director, General Manager, Asset Management Division of Meiji Yasuda Life Insurance Company</p> <p>Jun. 2006 Representative Director and Chairman of Towa Kosan, Ltd.</p> <p>Jun. 2007 Director and Senior Executive Officer, General Manager of CSR Promotion Division of SANKI ENGINEERING CO., LTD.</p> <p>Jun. 2014 Full-time Audit & Supervisory Board Member of SANKI ENGINEERING CO., LTD.</p> <p>Jun. 2018 Director of SANKI ENGINEERING CO., LTD.</p> <p>Jun. 2020 Full-time Advisor of SANKI ENGINEERING CO., LTD. (to present)</p> <p>Jun. 2021 Director of the Bank (to present)</p> <p>(Significant concurrent position) Full-time Advisor of SANKI ENGINEERING CO., LTD.</p>	2,100 shares
<p>[Reason for Nomination as Candidate for Outside Director and Expected Role] Mr. Masato Komura has long been involved in investment management business at financial institutions and served as a director of several companies. To utilize his abundant experience and broad insight fostered in his career in the management of the Bank from a wide perspective, the Bank proposes his election as Outside Director.</p>			
<p>[Term of Office] Mr. Masato Komura will have served as Outside Director for three (3) years as of the conclusion of this General Meeting of Shareholders.</p>			
<p>[Special Interests] There are no special interests between candidate Mr. Masato Komura and the Bank.</p>			

Candidate No.	Name (Date of birth)	Career summary (Positions, responsibilities and significant concurrent positions)	Number of shares of the Bank held
9	Masatoshi Tanifuji (Mar. 31, 1960) Male <u>Reappointment</u> <u>Outside Director</u> <u>Independent Director</u>	<p>Oct. 1987 Joined Tohmatsu Awoki & Sanwa (Currently Deloitte Touche Tohmatsu LLC)</p> <p>Jun. 2001 Partner of Deloitte Touche Tohmatsu LLC</p> <p>Oct. 2008 Managing Partner of Morioka Office, Deloitte Touche Tohmatsu LLC</p> <p>Oct. 2010 Managing Partner of Sendai Office, Deloitte Touche Tohmatsu LLC</p> <p>Dec. 2015 Executive Officer (audit services division) of Deloitte Touche Tohmatsu LLC</p> <p>Jun. 2018 Board member and Audit Committee Chair of Deloitte Touche Tohmatsu LLC</p> <p>Jul. 2018 Board member and Audit Committee Chair of Deloitte Tohmatsu LLC</p> <p>Oct. 2022 Representative of Masatoshi Tanifuji Certified Public Accounting Firm (to present)</p> <p>Oct. 2022 Representative Director and Chief Executive Officer of MAT Triangle Kabushiki Kaisha (to present)</p> <p>Jun. 2023 Director of the Bank (to present)</p> <p>(Significant concurrent position) Representative of Masatoshi Tanifuji Certified Public Accounting Firm Representative Director and Chief Executive Officer of MAT Triangle Kabushiki Kaisha</p>	500 shares
[Reason for Nomination as Candidate for Outside Director and Expected Role] Mr. Masatoshi Tanifuji has long been involved in audit services, IPO support services and other consulting services as a certified public accountant at Deloitte Touche Tohmatsu LLC. In addition to having abundant experience and a high-level expertise in these areas, he has experience in the execution of corporate management as Executive Officer (audit services division) of Deloitte Touche Tohmatsu LLC, as well as a strong knowledge of governance based on his experience as a Board member and Audit Committee Chair of the said company and Deloitte Tohmatsu LLC. The Bank believes he will provide opinions from an objective and neutral viewpoint on the Bank's management and supervise the Bank's business execution utilizing his skills, and therefore proposes his election as Outside Director.			
[Term of Office] Mr. Masatoshi Tanifuji will have served as Outside Director for one (1) year as of the conclusion of this General Meeting of Shareholders.			
[Special Interests] There are no special interests between candidate Mr. Masatoshi Tanifuji and the Bank.			

- (Notes)
1. Mr. Masato Komura and Mr. Masatoshi Tanifuji have been notified as Independent Directors to the Tokyo Stock Exchange.
 2. Regarding Liability Limitation Agreements with Outside Directors
The Bank has entered into a liability limitation agreement with Mr. Masato Komura and Mr. Masatoshi Tanifuji in accordance with Article 427, Paragraph 1 of the Companies Act (the "Act") and the Articles of Incorporation to limit their liability for damages under Article 423, Paragraph 1 of the Act. The amount of their liability under the agreement is the minimum liability amount stipulated by laws and regulations in cases where their actions were made in good faith and no gross negligence is found.
If this Proposal is approved and passed, the Bank intends to continue the said agreements.
 3. The Bank has concluded a directors and officers liability insurance contract with an insurance company and each candidate will be insured under the said insurance contract. Please refer to the section on "Matters regarding Bank Officers" of the Business Report (in Japanese) for an outline of the content of the said insurance contract.
The Bank intends to retain the contract with the same terms and conditions at the time of the next renewal.

Proposal No. 3: Election of Two (2) Directors Serving as Audit and Supervisory Committee Members

Director serving as Audit and Supervisory Committee Member Mr. Koki Ishikawa will resign at the conclusion of this General Meeting of Shareholders.

Accordingly, the election of two (2) Directors Serving as Audit and Supervisory Committee Members is proposed with the addition of one (1) Director Serving as Audit and Supervisory Committee Member to further strengthen the audit structure.

In order to enhance transparency and fairness, the Board of Directors makes decisions on the selection of candidates for Directors serving as Audit and Supervisory Committee Members based on the report of the Nominating Advisory Committee. This Proposal has been approved by the Audit and Supervisory Committee. Candidates for Directors serving as Audit and Supervisory Committee Members are as follows:

Candidate No.	Name (Date of birth)	Career summary (Positions, responsibilities and significant concurrent positions)	Number of shares of the Bank held
1	Toshiyuki Nomura (Oct. 12, 1964) Male <u>New appointment</u>	Apr. 1987 Joined the Bank Apr. 2007 Branch Manager of Ootsutsumi Branch Apr. 2010 Branch Manager of Minami-Aomori Branch Oct. 2013 Branch Manager of Senmaya Branch Apr. 2016 Branch Manager of Zaimokucho Branch Apr. 2018 Deputy Manager of Internal Audit Division Apr. 2022 Manager of Internal Audit Division (to present)	1,200 shares
	<p>[Reason for Nomination as Candidate for Director serving as Audit and Supervisory Committee Member] Mr. Toshiyuki Nomura has abundant operational experience from serving as a manager at branches, and in audit division, and has abundant experience in business duties and management as well as the knowledge, experience, and social credibility required to accurately, fairly, and efficiently audit the business execution by Directors. As improvements to corporate governance and enhancements to audit functions are needed, the Bank expects that its audit structure will be strengthened through making use of the candidate's experience and knowledge, and therefore proposes his election as Director serving as Audit and Supervisory Committee Member.</p> <p>[Special Interests] There are no special interests between candidate Mr. Toshiyuki Nomura and the Bank.</p>		

Candidate No.	Name (Date of birth)	Career summary (Positions, responsibilities and significant concurrent positions)		Number of shares of the Bank held
2	Hiroo Kindaichi (Nov. 6, 1959) Male <div style="border: 1px solid black; padding: 2px;">New appointment</div> <div style="border: 1px solid black; padding: 2px;">Outside Director</div> <div style="border: 1px solid black; padding: 2px;">Independent Director</div>	Apr. 1983	Joined Bank of Japan	— Shares
		Jul. 2016	Principal Researcher of Ricoh Institute of Sustainability and Business	
Jun. 2018	Executive Officer of Okasan Securities Co., Ltd.			
Apr. 2020	Senior Executive Officer of Okasan Securities Co., Ltd. (in charge of corporate sales)			
Apr. 2023	Senior Executive Officer of Okasan Securities Co., Ltd. (in charge of global research division)			
Apr. 2024	Managing Executive Officer of Okasan Securities Co., Ltd. (in charge of global research division) (to present)			
		(Significant concurrent position) Managing Executive Officer of Okasan Securities Co., Ltd.		
[Reason for Nomination as Candidate for Outside Director serving as Audit and Supervisory Committee Member and Expected Role] Mr. Hiroo Kindaichi has abundant knowledge and experience in overall finance from his employment at Bank of Japan and involvement in corporate management at a securities company. Based on these, the Bank expects him to give beneficial opinions and advice to the Bank and audit the conformity in light of laws and regulations as well as the Articles of Incorporation and adequacy of the execution of the Directors' duties in an objective and neutral manner, and has therefore nominated him as a candidate for Outside Director serving as Audit and Supervisory Committee Member.				
[Special Interests] There are no special interests between candidate Mr. Hiroo Kindaichi and the Bank.				

- (Notes)
- Mr. Hiroo Kindaichi will be notified as an Independent Director to the Tokyo Stock Exchange.
 - Regarding Liability Limitation Agreements with Outside Directors
The Bank will enter into a liability limitation agreement with Mr. Hiroo Kindaichi in accordance with Article 427, Paragraph 1 of the Companies Act (the "Act") and the Articles of Incorporation to limit their liability for damages under Article 423, Paragraph 1 of the Act. The amount of his liability under the agreement is the minimum liability amount stipulated by laws and regulations in cases where his action was made in good faith and no gross negligence is found.
 - The Bank has concluded a directors and officers liability insurance contract with an insurance company and each candidate will be insured under the said insurance contract. Please refer to the section on "Matters regarding Bank Officers" of the Business Report (in Japanese) for an outline of the content of the said insurance contract.
The Bank intends to retain the contract with the same terms and conditions at the time of the next renewal.

(Reference)

If Proposals 2 and 3 are approved, the composition of the Board of Directors will be as follows:
Skill categories of Internal Directors, as well as skill categories that the Bank expects from Outside Directors, are selected based on the Bank's business operations, management plans, and corporate strategies, and the skill areas that the Board of Directors should possess in order to fulfill its roles and responsibilities.

[Skills Matrix of Directors]

Name	Position	Skill categories of Internal Directors								Skill categories that the Bank expects from Outside Directors					
		Corporate Strategy & Business Planning	Risk Management & Compliance	Finance & Accounting	Human Resources and Staff Development	Banking Practice and Sales	Credit Supervision	Fund Investment	IT Systems, Digital and Administrative	Corporate Management	Finance & Economics	Legal & Compliance	Local Economy & Impact	Expertise	Overview
Masamichi Ishizuka	Internal Director	○	○	○	○	○	○	○	○						
Hiroshi Shimomura	Internal Director	○		○	○	○			○						
Tadashi Hamataira	Internal Director	○				○	○								
Koki Ishikawa	Internal Director		○			○	○								
Yuta Kodera	Internal Director	○	○	○		○		○							
Manabu Takahashi	Internal Director	○		○	○	○									
Tetsuhiro Kon	Internal Director		○			○									
Masato Komura	Outside Director									◎	○				
Masatoshi Tanifuji	Outside Director									○				◎	Corporate accounting

[Skills Matrix of Directors Serving as Audit and Supervisory Committee Members]

Name	Position	Skill categories of Internal Directors								Skill categories that the Bank expects from Outside Directors					
		Corporate Strategy & Business Planning	Risk Management & Compliance	Finance & Accounting	Human Resources and Staff Development	Banking Practice and Sales	Credit Supervision	Fund Investment	IT Systems, Digital and Administrative	Corporate Management	Finance & Economics	Legal & Compliance	Local Economy & Impact	Expertise	Overview
Toshiyuki Nomura	Internal Director		○			○									
Koji Ogasawara	Outside Director									○			◎		
Akira Tsuda	Outside Director										◎	○			
Chiharu Shibata	Outside Director									○			◎		
Hiroo Kindaichi	Outside Director										○			◎	Financial administration

The list above does not represent all the knowledge and experience possessed by each Director.
For Outside Directors, the maximum number of two items is indicated with ◎ for roles that the Bank particularly expects them to play, and ○ for roles that are equivalent to those expected of them.

(Reference)

Independence Criteria for Outside Officers

In cases where the results of the Bank's investigation of a reasonably possible scope determine that an Outside Officer does not fall under any of the following, the said Outside Officer shall be judged to be independent.

1. An Executive officer (Note 1) of the corporate group consisting of the Bank and its subsidiaries (hereinafter the "Group")
2. A major shareholder with 5% or greater stake of the Bank, or its executive officers
3. A business partner whose sum of transactions with the Group exceeds 2% of the consolidated sales volume of that business partner's group in the most recent fiscal year, or its executive officers
4. A person who, as of the end of the most recent fiscal year, has transactions with the Bank in the form of deposits or loans and the remaining balance of such deposits and loans with whom exceeds 1% of the Group's consolidated total assets, or its executive officers
5. A consultant, accounting professional, or legal professional who receives over 10 million yen in a year in monetary or other compensation from the Group aside from officer's compensation (If the legal entity or association that he/she belongs to receives compensation that meets this criterion, the same shall apply to him/her.)
6. A person who has fallen under any of the above items 1 through 5 in the past 10 years
7. A close relative (a spouse or relative within the second degree) of a person who has fallen under any of items 1 through 6 (excluding those who are in positions which are not Important Positions) (Note 2)

(Note 1)

"Executive officers" refer to executive officers as stipulated in Article 2, Paragraph 3, Item 6 of the Ordinance for Enforcement of the Companies Act and includes not only executive directors but employees as well.

(Note 2)

"Important positions" refer to officers, managers at the department head level, and those positions of equal importance.