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(Securities Code: 8368)

June 2, 2025

(Commencement date of electronic provision of information: May 28, 2025)

To Shareholders with Voting Rights:

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

**NOTICE OF CONVOCAION OF
THE 210TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

We are pleased to notify you that the 210th Ordinary General Meeting of Shareholders of THE HYAKUGO BANK, LTD. (the “Bank”) will be held for the purposes as described below.

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

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

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

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

If you do not attend the meeting, you can exercise your voting rights in writing by submitting the enclosed Voting Rights Exercise Form by postal mail, or via electromagnetic means (the Internet, etc.). Please review the Reference Documents for the General Meeting of Shareholders (described hereinafter) and exercise your voting rights by Friday, June 20, 2025 at 5:15 p.m. Japan time.

- 1 Date and Time:** Monday, June 23, 2025 at 10:00 a.m. Japan time (Reception begins at 9:00 a.m.)
- 2 Place:** 2F, Auditorium, Marunouchi Headquarters Building of the Bank, 31-21, Marunouchi, Tsu City, Mie, Japan
* (Please refer to “The Venue Information for the General Meeting of Shareholders” (Japanese only) at the back of this document.)
We will live stream the Ordinary General Meeting of Shareholders on the day. Shareholders will be able to watch it on a website. Please see instructions on pages 7 through 8 (in Japanese only) to consider using the service.
- 3 Meeting Agenda:**
- Matters to be reported:**
1. The Business Report and Non-consolidated Financial Statements for the Bank’s 210th Fiscal Term (from April 1, 2024 to March 31, 2025)
 2. Consolidated Financial Statements for the Bank’s 210th Fiscal Term (from April 1, 2024 to March 31, 2025) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Board of Corporate Auditors
- Proposals to be resolved:**
- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Election of Eleven (11) Directors
- Proposal No. 3:** Election of One (1) Corporate Auditor

4 Matters Decided for the Convocation of the Meeting:

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

5 Instructions on Exercising Voting Rights, etc.:

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

End

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

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal No. 1: Appropriation of Surplus

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

1. Matters concerning year-end dividends
 - (1) Type of dividend property
Cash
 - (2) Matters concerning the allotment of dividend property and the total amount
12.0 yen per share of common stock,
The total amount of dividends in this case is 2,951,006,364 yen
 - (3) Effective date of distribution of surplus
June 24, 2025
2. Other matters concerning the appropriation of surplus
 - (1) Item and the amount of surplus to be increased
General reserve 8,000,000,000 yen
 - (2) Item and the amount of surplus to be decreased
Retained earnings brought forward 8,000,000,000 yen

Proposal No. 2: Election of Eleven (11) Directors

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

The candidates for Director are as follows:

No.		Name	Current position and responsibility at the Bank
1	Reelection	Masakazu Sugiura	Director and President
2	Reelection	Kei Yamazaki	Director and Senior Managing Executive Officer
3	Reelection	Tetsuya Kato	Director and Managing Executive Officer
4	Reelection	Yasuhiro Urata	Director and Managing Executive Officer
5	New election	Yasuhisa Igarashi	Executive Officer, General Manager, Chusei Regional Headquarters
6	New election	Koji Kawakami	Executive Officer, General Manager, Nansei Regional Headquarters
7	Reelection	Hisashi Kawakita	[Outside Director] [Independent Director]
8	Reelection	Keiko Nishioka	[Outside Director] [Independent Director]
9	Reelection	Atsushi Nakamura	[Outside Director] [Independent Director]
10	Reelection	Keiko Hirota	[Outside Director] [Independent Director]
11	New election	Hitoshi Ando	[Outside Director candidate] [Independent Director (scheduled)]

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions			Number of shares of the Bank held
1	Masakazu Sugiura (January 31, 1957) [Reelection]	Apr.	1980	Joined the Bank	236,900
		Jan..	2004	General Manager, Yokkaichi-nishi Branch	
		Jun.	2005	General Manager, Yokkaichi Branch	
		Jun.	2007	General Manager, Corporate Planning Division	
		Jun.	2009	Director and General Manager, Corporate Planning Division	
		Apr.	2010	Director and General Manager, Nansei Regional Headquarters	
		Jun.	2012	Director and General Manager, Treasury & Securities Division	
		Jun.	2013	Managing Director	
		Jun.	2017	Senior Managing Director	
		Jun.	2018	Director and Senior Managing Executive Officer	
		Jun.	2019	Director and Senior Managing Executive Officer (Representative Director)	
		Jun.	2022	Director and President (Representative Director) (current)	
Reasons for nomination as a candidate for Director He has a wealth of work experience, including serving as a branch General Manager and General Manager of Regional Headquarters, as well as being involved in the Corporate Planning Division and Treasury & Securities Division, and is very familiar with the Bank’s operations. Additionally, he has served as Director and President since June 2022, and is adequately fulfilling his duties and responsibilities. Based on this experience and knowledge, the Bank has judged that he can adequately fulfill the duties of Director, and has therefore renominated him as a candidate for Director.					
2	Kei Yamazaki (March 2, 1962) [Reelection]	Apr.	1984	Joined the Bank	63,800
		Jun.	2009	General Manager, Sujikaibashi Branch, General Manager, Wataraihashi Sub-branch	
		Jun.	2011	General Manager, Tokyo Business Division	
		Jun.	2013	General Manager, International Division	
		Jun.	2017	Director and General Manager, International Division	
		Jun.	2018	Executive Officer, General Manager, Chusei Regional Headquarters	
		Jun.	2020	Director and Managing Executive Officer	
		Jun.	2022	Director and Senior Managing Executive Officer (Representative Director) (current)	
				(Responsible for Treasury & Securities Division, Investment Finance Division, Personnel Division, and Secretariat)	
Reasons for nomination as a candidate for Director He has a wealth of work experience, including serving as a branch General Manager and General Manager of Regional Headquarters, as well as being involved in the International Division, and is very familiar with the Bank’s operations. Additionally, he has served as Director and Senior Managing Executive Officer since June 2022 and is adequately fulfilling his duties and responsibilities. Based on this experience and knowledge, the Bank has judged that he can adequately fulfill the duties of Director, and has therefore renominated him as a candidate for Director.					

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions		Number of shares of the Bank held
3	Tetsuya Kato (September 29, 1965) [Reelection]	Apr. 1988	Joined the Bank	29,800
		Apr. 2010	General Manager, Nishiharu Branch	
		Dec. 2011	Manager, Corporate Planning Group, Corporate Planning Division	
		Jun. 2014	Deputy General Manager, Corporate Planning Division, Manager, Corporate Planning Group	
		Dec. 2014	General Manager, Matsusaka-chuo Branch	
		Jun. 2016	General Manager, Retail Loan Division	
		Jun. 2018	General Manager, Ise Branch	
		Jun. 2020	Executive Officer, Deputy Senior General Manager, Business Planning & Promotion Headquarters	
		Jun. 2021	Director and Managing Executive Officer (current) (Responsible for Corporate Planning Division, Risk Management Division, and Compliance Management Division)	
Reasons for nomination as a candidate for Director He has a wealth of work experience, including serving as a branch General Manager, as well as being involved in Business Planning & Promotion Headquarters and Corporate Planning Division, and is very familiar with the Bank’s operations. Additionally, he has served as Director and Managing Executive Officer since June 2021 and is adequately fulfilling his duties and responsibilities. Based on this experience and knowledge, the Bank has judged that he can adequately fulfill the duties of Director, and has therefore renominated him as a candidate for Director.				
4	Yasuhiro Urata (October 12, 1968) [Reelection]	Apr. 1991	Joined the Bank	36,600
		Dec. 2016	General Manager, Komono Branch	
		Jun. 2019	General Manager, Corporate Planning Division	
		Jun. 2021	Executive Officer, General Manager, Corporate Planning Division	
		Jun. 2022	Executive Officer, General Manager, Treasury & Securities Division	
		Jun. 2023	Director and Managing Executive Officer (current) (Responsible for Operation Planning & Administration Division, Computer Systems Planning & Administration Division, General Affairs Division, and Credit Division)	
Reasons for nomination as a candidate for Director He has a wealth of work experience, including serving as a branch General Manager as well as being involved in the Corporate Planning Division and Treasury & Securities Division, and is very familiar with the Bank’s operations. Additionally, he has served as Director and Managing Executive Officer since June 2023 and is adequately fulfilling his duties and responsibilities. Based on this experience and knowledge, the Bank has judged that he can adequately fulfill the duties of Director, and has therefore renominated him as a candidate for Director.				
5	Yasuhisa Igarashi (December 21, 1968) [New candidate]	Apr. 1992	Joined the Bank	13,600
		Jun. 2018	General Manager, Kencho Branch	
		Jun. 2020	General Manager, Kuwana Branch	
		Jun. 2021	General Manager, Personnel Division	
		Jun. 2022	Executive Officer, General Manager, Personnel Division	
		Jun. 2023	Executive Officer, General Manager of Chusei Regional Headquarters, General Manager of Head office Business Division	
		Jun. 2024	Executive Officer, General Manager, Chusei Regional Headquarters (current)	
Reasons for nomination as a candidate for Director He has a wealth of work experience, including serving as a branch General Manager and General Manager of Regional Headquarters, as well as being involved in the Personnel Division, and is very familiar with the Bank’s operations. Additionally, he has served as Executive Officer since June 2022 and is adequately fulfilling his duties and responsibilities. Based on this experience and knowledge, the Bank has judged that he can adequately fulfill the duties of Director, and has therefore nominated him as a new candidate for Director.				

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Bank held
6	<p>Koji Kawakami (September 28, 1968)</p> <p>[New candidate]</p>	<p>Apr. 1992 Joined the Bank</p> <p>Jun. 2015 General Manager, Kawage Branch</p> <p>Jun. 2017 General Manager, Tomida Branch</p> <p>Jun. 2019 General Manager, Owase Branch</p> <p>Jun. 2020 General Manager, Ise Branch</p> <p>Sep. 2021 General Manager, Ise Branch and General Manager, Shinmichi Branch</p> <p>Jun. 2022 Executive Officer, General Manager, Hokusei Regional Headquarters</p> <p>Jun. 2024 Executive Officer, General Manager, Nansei Regional Headquarters (current)</p>	12,100
	<p>Reasons for nomination as a candidate for Director</p> <p>He has a wealth of work experience, including serving as a branch General Manager and General Manager of Regional Headquarters for many years, and is very familiar with the Bank's operations. Additionally, he has served as Executive Officer since June 2022 and is adequately fulfilling his duties and responsibilities. Based on this experience and knowledge, the Bank has judged that he can adequately fulfill the duties of Director, and has therefore nominated him as a new candidate for Director.</p>		
7	<p>Hisashi Kawakita (August 30, 1946)</p> <p>[Reelection] [Outside Director] [Independent Director]</p>	<p>Apr. 1969 Joined Toyota Motor Sales Co., Ltd. (currently Toyota Motor Corporation)</p> <p>Jul. 1978 Joined Mie Toyopet Co., Ltd.</p> <p>Jun. 1980 Director, Mie Toyopet Co., Ltd.</p> <p>Jun. 1981 Representative Director and Managing Director, Mie Toyopet Co., Ltd.</p> <p>Jun. 1984 Representative Director and President, Mie Toyopet Co., Ltd.</p> <p>Jun. 2007 Outside Corporate Auditor, the Bank</p> <p>Jun. 2014 Representative Director and President, Chitose Co., Ltd.</p> <p>Jun. 2015 Outside Director, the Bank (current)</p> <p>Jun. 2019 Representative Director and Chairman, Mie Toyopet Co., Ltd. (current)</p> <p>Feb. 2023 Representative Director and President, Evergreen Holdings Co., Ltd. (current)</p> <p>(Significant concurrent positions) Representative Director and President, Evergreen Holdings Co., Ltd. Representative Director and Chairman, Mie Toyopet Co., Ltd.</p>	99,345
	<p>Reasons for nomination as a candidate for Outside Director and overview of expected roles</p> <p>He has a wealth of experience and broad insight as a corporate manager, having been involved in the management of private-sector companies for many years. Based on the judgment that he will significantly contribute to the enhancement of the effectiveness of the Board of Directors' decision-making and supervising functions in order to promote the Bank's sustainable growth and improve its medium- to long-term corporate value, the Bank has renominated him as a candidate for Outside Director.</p>		

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Bank held
8	<p>Keiko Nishioka (February 16, 1957)</p> <p>[Reelection] [Outside Director] [Independent Director]</p>	<p>May 1980 Secretary and Interpreter at Japan Offices of SEDCO INC. (currently Schlumberger Limited.) and Chevron U.S.A. Inc.</p> <p>Aug. 1986 Started to work as a conference and business interpreter (freelance)</p> <p>Dec. 1996 Joined Hikari Kikai Seisakusho Co., Ltd.</p> <p>May 2001 President, Hikari Kikai Seisakusho Co., Ltd. (current)</p> <p>Jun. 2015 Outside Director, IMURAYA GROUP CO., LTD.</p> <p>Jan. 2020 Visiting Professor, Nagoya Institute of Technology (current)</p> <p>Jun. 2020 Outside Director, the Bank (current)</p> <p>Apr. 2021 Executive Vice President, Mie University (current)</p> <p>(Significant concurrent positions) President, Hikari Kikai Seisakusho Co., Ltd. Executive Vice President, Mie University</p>	13,900
<p>Reasons for nomination as a candidate for Outside Director and overview of expected roles</p> <p>She has a wealth of experience and broad insight as a corporate manager, having been involved in the management of private-sector companies for many years. Based on the judgment that she will significantly contribute to the enhancement of the effectiveness of the Board of Directors' decision-making and supervising functions in order to promote the Bank's sustainable growth and improve its medium- to long-term corporate value, the Bank has renominated her as a candidate for Outside Director.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Bank held
9	<p>Atsushi Nakamura (March 12, 1964)</p> <p>[Reelection] [Outside Director] [Independent Director]</p>	<p>Apr. 1987 Joined Meiji Life Insurance Company (currently Meiji Yasuda Life Insurance Company)</p> <p>Apr. 2010 General Manager, Takamatsu Regional Office, Meiji Yasuda Life Insurance Company</p> <p>Apr. 2011 General Manager, Eastern Shikoku Regional Office, Meiji Yasuda Life Insurance Company</p> <p>Apr. 2014 General Manager, Marketing Planning & Research Department, Meiji Yasuda Life Insurance Company</p> <p>Apr. 2016 Operating Officer and General Manager, Corporate Planning Department, Meiji Yasuda Life Insurance Company</p> <p>Apr. 2018 Managing Executive Officer, Meiji Yasuda Life Insurance Company</p> <p>Apr. 2022 Senior Managing Executive Officer, Meiji Yasuda Life Insurance Company</p> <p>Jun. 2022 Outside Director, the Bank (current)</p> <p>Apr. 2024 Deputy President, Representative Executive Officer, Meiji Yasuda Life Insurance Company</p> <p>Jul. 2024 Director, Deputy President, Representative Executive Officer, Meiji Yasuda Life Insurance Company (current)</p> <p>(Significant concurrent positions) Director, Deputy President, Representative Executive Officer, Meiji Yasuda Life Insurance Company</p>	0
<p>Reasons for nomination as a candidate for Outside Director and overview of expected roles</p> <p>He has a wealth of experience and broad insight in the finance industry, having been involved in the management of a life insurance company for many years. Based on the judgment that he will significantly contribute to the enhancement of the effectiveness of the Board of Directors' decision-making and supervising functions in order to promote the Bank's sustainable growth and improve its medium- to long-term corporate value, the Bank has renominated him as a candidate for Outside Director.</p>			
10	<p>Keiko Hirota (March 30, 1958)</p> <p>[Reelection] [Outside Director] [Independent Director]</p>	<p>Apr. 1980 Joined Mie Prefectural Government</p> <p>Apr. 2014 Director General of Mie Prefecture Department of Employment and Economic Affairs</p> <p>Apr. 2017 Superintendent of Mie Board of Education</p> <p>Apr. 2020 Vice Governor of Mie Prefecture</p> <p>Jun. 2024 Outside Director, the Bank (current)</p> <p>Jun. 2024 Outside Director, IMURAYA GROUP CO., LTD. (current)</p> <p>(Significant concurrent positions) Outside Director, IMURAYA GROUP CO., LTD.</p>	0
<p>Reasons for nomination as a candidate for Outside Director and overview of expected roles</p> <p>Through a wealth of work experience gained at the Mie Prefectural Government over many years, she is well-versed in the realities and challenges of the region. Although she has never been involved in the management of the companies in any way other than as an Outside Director, based on this experience and knowledge regarding regional development, as well as the judgment that she will significantly contribute to the enhancement of the effectiveness of the Board of Directors' decision-making and supervising functions in order to promote the Bank's sustainable growth and improve its medium- to long-term corporate value, the Bank has renominated her as a candidate for Outside Director.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Bank held
11	<p>Hitoshi Ando (December 7, 1958)</p> <p>[New candidate] [Outside Director] [Independent Director]</p>	<p>Apr. 1981 Joined Yokkaichi Warehouse Co., Ltd. (currently Japan Transcity Corporation)</p> <p>Jun. 2013 Director, Japan Transcity Corporation</p> <p>Jun. 2017 Managing Executive Officer, Japan Transcity Corporation</p> <p>Jun. 2019 President, President Executive Officer, Japan Transcity Corporation (current)</p> <p>(Significant concurrent positions) President, President Executive Officer, Japan Transcity Corporation</p>	0
<p>Reasons for nomination as a candidate for Outside Director and overview of expected roles</p> <p>He has a wealth of experience and broad insight as a corporate manager, having been involved in the management of listed companies for many years. Based on the judgment that he will significantly contribute to the enhancement of the effectiveness of the Board of Directors' decision-making and supervising functions in order to promote the Bank's sustainable growth and improve its medium- to long-term corporate value, the Bank has nominated him as a new candidate for Outside Director.</p>			

- (Notes) 1. There are lending relationships between the Bank and Evergreen Holdings Co., Ltd., of which candidate for Director, Mr. Hisashi Kawakita is Representative Director and President, and Mie Toyopet Co., Ltd., of which he is Representative Director and Chairman. There are lending relationships between the Bank and Hikari Kikai Seisakusho Co., Ltd., of which candidate for Director, Ms. Keiko Nishioka is President, and Mie University, a national university corporation, of which she is Executive Vice President. There is a lending relationship between the Bank and IMURAYA GROUP CO., LTD., of which candidate for Director, Ms. Keiko Hirota is a Director. There is a lending relationship between the Bank and Japan Transcity Corporation, of which candidate for Director, Mr. Hitoshi Ando is President and President Executive Officer. The outstanding loan balances with all six corporations are less than 2% of the Bank's outstanding loan balances. There are no special interests between the Bank and other candidates for Director.
2. Mr. Hisashi Kawakita, Ms. Keiko Nishioka, Mr. Atsushi Nakamura, Ms. Keiko Hirota, and Mr. Hitoshi Ando are candidates for Outside Director. Furthermore, the Bank has currently designated the four (4) individuals Mr. Hisashi Kawakita, Ms. Keiko Nishioka, Mr. Atsushi Nakamura, and Ms. Keiko Hirota as Independent Directors as prescribed by Tokyo Stock Exchange, Inc. and the Nagoya Stock Exchange, Inc. If Mr. Hisashi Kawakita, Ms. Keiko Nishioka, Mr. Atsushi Nakamura, and Ms. Keiko Hirota are reelected and Mr. Hitoshi Ando is newly elected as Outside Directors, they are scheduled to serve as Independent Directors. Furthermore, although there are transactions as a designated financial institution and lending relationships between the Bank and Mie Prefecture, where Ms. Keiko Hirota served as Vice Governor until March 2024, the Bank has judged, in light of the nature of the business transactions, that there is no risk of a conflict of interest with general shareholders.
3. The term of office of Mr. Hisashi Kawakita as Outside Director of the Bank will be ten (10) years at the conclusion of this General Meeting of Shareholders. The term of office of Ms. Keiko Nishioka as Outside Director of the Bank will be five (5) years at the conclusion of this General Meeting of Shareholders. The term of office of Mr. Atsushi Nakamura as Outside Director of the Bank will be three (3) years at the conclusion of this General Meeting of Shareholders. The term of office of Ms. Keiko Hirota as Outside Director of the Bank will be one (1) year at the conclusion of this General Meeting of Shareholders.
4. A summary of liability limitation agreements with Outside Directors is as follows.
As stipulated in the Articles of Incorporation and based on stipulations of Article 427, Paragraph 1 of the Companies Act, the Bank has concluded liability limitation agreements with Outside Directors to limit liabilities as set forth in Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability borne under the agreement shall be limited to the lower limit amount stipulated in Article 425, Paragraph 1 of the Companies Act, assuming that there is no willful misconduct or gross negligence during the execution of duties by the Outside Director. If Mr. Hisashi Kawakita, Ms. Keiko Nishioka, Mr. Atsushi Nakamura, and Ms. Keiko Hirota are each reelected and Mr. Hitoshi Ando is newly elected as Outside Directors at this General Meeting of Shareholders, the Bank is scheduled to continue these agreements.
5. A summary of Directors and Officers Liability Insurance contract that insures each candidate for Director is as follows.
The Bank has concluded a Directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act with Directors of the Bank as the insured. The insurance contract covers damages that may arise when the insured assumes liability for the execution of his or her duties or receives a claim related to the pursuit of such liability. All of the candidates for Director will be insured under the D&O liability insurance contract if they are elected as Outside Directors. The contract will be renewed in February 2026. The Bank fully bears the insurance premiums.

Proposal No. 3: Election of One (1) Corporate Auditor

Mr. Kazuto Uchida, Corporate Auditor, resigned effective March 31, 2025. Accordingly, we would like to request the appointment of one (1) new Corporate Auditor. A candidate for corporate auditor, Mr. Masahiro Nakamura, is not being appointed as a substitute for corporate auditor Kazuto Uchida, and his term of office will expire at the conclusion of the General Meeting of Shareholders pertaining to the last fiscal year ending within four years of his appointment.

Moreover, the Board of Corporate Auditors has given consent to this proposal.

The candidate for Corporate Auditor is as follows:

Name (Date of birth)	Past experience, positions, and significant concurrent positions			Number of shares of the Bank held
Masahiro Nakamura (August 29, 1959) [New candidate] [Outside Corporate Auditor] [Independent Director]	Apr.	1983	Joined The Mitsubishi Bank, Ltd. (currently MUFG Bank, Ltd.)	0
	Jun.	2009	Executive Officer and Managing Director, Head of Corporate Planning Division, The Bank of Tokyo-Mitsubishi UFJ, Ltd. (currently MUFG Bank, Ltd.) Executive Officer and Managing Director, Head of Corporate Planning Division, Mitsubishi UFJ Financial Group, Inc.	
	May	2011	Executive Officer and Managing Director, Head of Retail Planning Division, The Bank of Tokyo-Mitsubishi UFJ, Ltd. (currently MUFG Bank, Ltd.) Executive Officer and Managing Director, Head of Retail Planning Division, Mitsubishi UFJ Financial Group, Inc.	
	May	2013	Managing Executive Officer, Deputy Chief Executive, Corporate Services, The Bank of Tokyo-Mitsubishi UFJ, Ltd. (currently MUFG Bank, Ltd.) Executive Officer and Managing Director, Deputy Officer in charge of Administration and System Planning Department, Mitsubishi UFJ Financial Group, Inc.	
	Jun.	2015	Vice President and Representative Director, Mitsubishi UFJ Research and Consulting Co., Ltd.	
	Jun.	2016	Outside Corporate Auditor, The Nanto Bank,Ltd.	
	May	2020	President and Representative Director, MARUNOUCHI YOROZU Co,Ltd (current)	
	Jun.	2025	After stepping down as President of MARUNOUCHI YOROZU Co,Ltd, he is scheduled to become a Special Advisor.	
	Reasons for nomination as a candidate for Corporate Auditor He has a wealth of experience and broad insight in the finance industry, having been involved in the management of banks and think tanks for many years. Based on these experiences and insights, we have determined that the candidate is capable of conducting appropriate audit activities by actively expressing opinions and providing advice and recommendations at Board of Directors and Corporate Auditor meetings, and have therefore nominated him as a candidate for the position of Outside Corporate Auditor.			

- (Notes)
- There are no special interests between the Bank and the candidate for Corporate Auditor, Mr. Masahiro Nakamura.
 - Mr. Masahiro Nakamura is a candidate for Outside Corporate Auditor. Furthermore, he satisfies the requirements for Independent Corporate Auditor as stipulated by the Tokyo Stock Exchange, Inc. and the Nagoya Stock Exchange, Inc. If his election is approved, the Bank plans to designate him as an Independent Corporate Auditor.
 - A summary of liability limitation agreements with Outside Corporate Auditors is as follows.
As stipulated in the Articles of Incorporation and based on stipulations of Article 427, Paragraph 1 of the Companies Act, the Bank has concluded liability limitation agreements with Outside Corporate Auditors to limit liabilities as set forth in Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability borne under the agreement shall be limited to the lower limit amount stipulated in Article 425, Paragraph 1 of the Companies Act, assuming that there is no willful misconduct or gross negligence during the execution of duties by the Outside Corporate Auditor. If Mr. Masahiro Nakamura is elected as an Outside Corporate Auditor at this General Meeting, the Bank is scheduled to conclude this agreement with him.
 - A summary of Directors and Officers Liability Insurance contract that insures each candidate for Corporate Auditor is as follows.
The Bank has concluded a Directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act with Corporate Auditors of the Bank as the insured. The insurance contract

covers damages that may arise when the insured assumes liability for the execution of his or her duties or receives a claim related to the pursuit of such liability. Mr. Masahiro Nakamura will be insured under the D&O liability insurance contract if he is elected as an Outside Corporate Auditor. The contract will be renewed in February 2026. The Bank fully bears the insurance premiums.

Reference

The Bank has the policy of disclosing the main areas of expertise and experience of its Directors and Corporate Auditors. Assuming that Proposal 2 and Proposal 3 are approved, the skill matrix of the Directors and Corporate Auditors will be as shown below.

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

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

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

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

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

(Notes)

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

End