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(Securities Code: 8562)  
May 27, 2022

**To Shareholders with Voting Rights:**

Takahiro Kato  
Director and President  
THE FUKUSHIMA BANK, LTD.  
2-5 Banseicho, Fukushima City,  
Fukushima, Japan

## **NOTICE OF CONVOCATION OF THE 156TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

We are pleased to notify you that the 156th Annual General Meeting of Shareholders of THE FUKUSHIMA BANK, LTD. (the “Bank”) will be held for the purposes as described below.

**In order to prevent the spread of COVID-19 infections, the Bank would like to ask you to exercise your voting rights by returning the enclosed Voting Rights Exercise Form or via the Internet, etc., in advance as much as possible, and refrain from attending the meeting on the day of the meeting.**

**For details on the exercising of your voting rights, please review the Reference Documents for the General Meeting of Shareholders (described hereinafter) and exercise your voting rights by 5:00 p.m. on Monday, June 20, 2022.**

- 1. Date and Time:** Tuesday, June 21, 2022 at 10:00 a.m. Japan time
- 2. Place:** Large Hall, Basement, Head Office of the Bank  
2-5 Banseicho, Fukushima City, Fukushima, Japan
- 3. Meeting Agenda:**  
**Matters to be reported:**
  1. The Business Report and Non-consolidated Financial Statements for the Bank’s 156th Fiscal Year (from April 1, 2021 to March 31, 2022)
  2. Consolidated Financial Statements for the Bank’s 156th Fiscal Year (from April 1, 2021 to March 31, 2022) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board

**Proposals to be resolved:**

- Proposal 1:** Appropriation of Surplus  
**Proposal 2:** Partial Amendments to the Articles of Incorporation  
**Proposal 3:** Election of Seven (7) Directors

## **Matters Disclosed via the Internet**

- Of the documents needed to be attached to this notice of convocation, the following matters are, in accordance with laws and regulations as well as Article 15 of the Articles of Incorporation of the Bank, posted on the Bank's website and are therefore not included with this document.
  - "Systems to Ensure the Appropriateness of Business and Operational Status of the Systems" in the Business Report
  - Notes to the Non-consolidated Financial Statements
  - Notes to the Consolidated Financial Statements

In addition, the attached documents of this notice of convocation are a subset of the Business Report audited by Audit & Supervisory Board Members as well as the Consolidated Financial Statements and Non-consolidated Financial Statements audited by the Accounting Auditor and Audit & Supervisory Board Members.

- Any updates to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Non-consolidated Financial Statements and Consolidated Financial Statements will be posted on the following Bank's website.

**The Bank's Website: <https://www.fukushimabank.co.jp/>**

## **Information Related to the Convocation**

- 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.
- If you exercise your voting rights by proxy, you may appoint as a proxy one of the shareholders holding voting rights to attend the meeting. In such a case, a document evidencing the authority of proxy must be submitted.

## **The Bank's Measures Against COVID-19**

- Shareholders attending the meeting are requested to bring and wear masks. At the reception desk, attendees are asked to take their temperature and sterilize their hands.
- Our staff may ask those who appear to be unwell to refrain from entering the venue.
- All the staff will be wearing masks on the day of the meeting.
- Due to increased spacing between seats in the venue, we may not be able to provide sufficient seats for all attendees, and some of those who come in person may not be able to enter the venue.
- We will not be giving out souvenirs to attending shareholders this year, as we did last year, in order to reduce the risk of contact infections.

Thank you for your cooperation. Please note that we may change the method of handling the situation depending on the future circumstances. We would appreciate your understanding in this matter.

## **Exercise of Voting Rights:**

You can exercise your voting right through either of following methods:

- (1) If you plan to attend the Meeting, please submit the enclosed voting form to the receptionist at the Meeting.  
Date/time: Tuesday, June 21, 2022 at 10:00 a.m. Japan time (Reception starts at 9:00 a.m.)
- (2) Exercise of Voting Rights in Writing  
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 5:00 p.m. on Monday, June 20, 2022 Japan time.
- (3) Exercise of Voting Rights via Electromagnetic Means (the Internet, etc.)  
Please access the Bank's designated voting website, follow the instructions on the voting website, and indicate your vote for or against the proposals by 5:00 p.m. on Monday, June 20, 2022.

# Reference Documents for the General Meeting of Shareholders

## **Proposal 1:** Appropriation of Surplus

Due to the income earned for the fiscal year under review exceeding the initial forecast, and in order to fulfill its mandate from shareholders, the Bank proposes that year-end dividends for the 156th fiscal year be as follows.

Matters regarding year-end dividends

(1) Type of dividend property

Cash

(2) Matters related to the allocation of dividend property to shareholders and the total amount

Amount per share of common stock of the Bank: ¥5

Total amount: ¥139,874,440

(3) Effective date of dividends of surplus

June 22, 2022

## **Proposal 2:** Partial Amendments to the Articles of Incorporation

### 1. Reasons for the amendments

The revised stipulations stipulated in the proviso of Article 1 of the supplementary provisions of the “Act Partially Amending the Companies Act” (Act No. 70 of 2019) will be enforced on September 1, 2022, and the Bank proposes the following amendments to the Bank’s Articles of Incorporation in preparation for the implementation of the system for electronic provision of materials for general meetings of shareholders.

- (1) Article 15, Paragraph 1 of the proposed amendments stipulates that information that is the content of reference documents for the general meeting of shareholders, etc., shall be provided electronically.
- (2) Article 15, Paragraph 2 of the proposed amendments establishes stipulations to limits on the scope of matters to be recorded in physical documents that are provided to shareholders who request provision of physical documents.
- (3) As stipulations concerning internet disclosure and deemed provision of reference documents for general meetings of shareholders (Article 15 of the current Articles of Incorporation) will no longer be necessary, these shall be deleted.
- (4) Supplementary provisions shall be established concerning the effective date, etc., in line with the new establishments and deletions above.

2. Contents of the amendments

The contents of the amendments are as follows.

(Underlines indicate amended sections)

Current Articles of Incorporation	Proposed amendments
<p>Chapter III General Meeting of Shareholders  <u>Article 15 (Internet disclosure and deemed provision of reference documents for general meetings of shareholders)</u>  <u>In the convocation of general meetings of shareholders, the Bank may deem that it has provided to shareholders information concerning matters that must be displayed in the reference documents for general meetings of shareholders, business report, non-consolidated financial statements, and consolidated financial statements via internet disclosure in conformity with definitions provided in the Ordinance of the Ministry of Justice.</u></p> <p style="text-align: center;">&lt;Newly established&gt;</p>	<p>Chapter III General Meeting of Shareholders            &lt;Deleted&gt;</p> <p><u>Article 15 (Measures for electronic provision, etc.)</u>  <u>In the convocation of general meetings of shareholders, the Bank shall provide electronically information that is the content of reference documents for the general meeting of shareholders, etc.</u></p> <p><u>2. Of the matters to which electronic provision measures apply, the Bank may choose not to record all or part of matters stipulated in the Ordinance of the Ministry of Justice in the physical documents provided to shareholders who made requests for provision of physical documents by the record date for voting rights.</u></p> <p><u>(Supplementary provisions)</u>  <u>1. The amendments of Article 15 of the Articles of Incorporation shall take effect on September 1, 2022, the date of enforcement of the revised stipulations stipulated in the proviso of Article 1 of the supplementary provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019; the “Enforcement Date”).</u>  <u>2. Notwithstanding the provisions of the previous paragraph, Article 15 of the Articles of Incorporation (Internet disclosure and deemed provision of reference documents for general meetings of shareholders) shall remain valid for general meetings of shareholders (including class general meetings of shareholders; the same applies hereinafter) held on a day that is within six months of the Enforcement Date.</u></p>

Current Articles of Incorporation	Proposed amendments
	<p>3. <u>These supplementary provisions shall be deleted on the day after which six months have elapsed since the Enforcement Date or the day after which three months have elapsed since the day of the general meeting of shareholders in the previous paragraph, whichever is later.</u></p>

**Proposal 3:** Election of Seven (7) Directors

To clarify management responsibility for each fiscal year, the Articles of Incorporation of the Bank specify that the terms of office of Directors shall be one year. Therefore, the terms of office of all current seven (7) Directors will expire at the conclusion of this Annual General Meeting of Shareholders, and the election of seven (7) Directors is proposed.

The Board of Directors resolved the nomination of the candidates for Directors upon deliberation of the Nomination and Compensation Advisory Committee, which consists of a majority of Outside Directors.

The candidates for Director are as follows:

No.	Name	Current positions and responsibilities at the Bank	Attendance at Board of Directors meetings
1	[Reappointment] [Male] Takahiro Kato	Director and President	100% (20/20)
2	[Reappointment] [Male] Akinori Sato	Managing Director and General Manager, Planning Headquarters	100% (20/20)
3	[Reappointment] [Male] Toshihiko Sato	Director and General Manager, Main Office Sales Department	95% (20/19)
4	[Reappointment] [Male] Takenori Suzuki	Director and General Manager, Koriyama Sales Department	100% (20/20)
5	[Reappointment] [Outside Director] [Independent Director] [Male] Akira Koketsu	Director	100% (20/20)
6	[Reappointment] [Outside Director] [Independent Director] [Female] Yumiko Nihei	Director	100% (20/20)
7	[Reappointment] [Outside Director] [Male] Yasushi Hasegawa	Director	100% (16/16)

[Outside Director]: Candidate for Outside Director

[Independent Director]: Candidate for Independent Director as prescribed by the Tokyo Stock Exchange, Inc.

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Bank	Number of common shares of the Bank held
1	<p>Takahiro Kato (Dec. 2, 1956)</p> <p>[Reappointment]</p>	<p>Apr. 1980 Joined THE TOHO BANK, LTD.  Mar. 2000 Branch Manager, Koriyama-higashi Branch  Oct. 2003 Branch Manager, Sukagawa Branch  Jun. 2006 General Manager, Financial Markets Department  Jun. 2007 General Manager, General Planning Department  Jun. 2008 Director and General Manager, General Planning Department  Jun. 2009 Managing Director  Jun. 2012 Managing Director (Representative Director)  Jun. 2013 Senior Managing Director (Representative Director)  Jun. 2015 Retired Director  Chairman, Fukushima Corporation  Aug. 2015 Representative Director and President, Toho Securities Co., Ltd.  May 2018 Retired Chairman, Fukushima Corporation  Retired Representative Director and President, Toho Securities Co., Ltd.  Jun. 2018 Advisor, the Bank  Jun. 2018 Director and President (Representative Director)  (to the present)</p> <p>(Significant concurrent positions)  —</p>	<p>31,600 shares</p>
<p>[Reasons for nomination as a candidate for Director]  At regional financial institutions, Mr. Takahiro Kato held important positions such as manager of core branches and the planning department, and gained essential management experience as Representative Director. Further, he has extensive experience through his work as President at a securities company affiliated with the Bank. Since June 2018, he has served as the Bank's Director and President, and as a top executive he has appropriately fulfilled his responsibilities in making decisions on important matters and supervising the execution of business operations. The Bank has thus judged that Mr. Kato is capable of contributing to the Bank's management, and therefore continues to nominate him as a candidate for Director.</p>			



No.	Name (Date of birth)	Past experience, positions and responsibilities at the Bank	Number of common shares of the Bank held
2	<p>Akinori Sato (Apr. 19, 1956)</p> <p>[Reappointment]</p>	<p>Apr. 1980 Joined the Bank</p> <p>Mar. 2000 General Manager, Taira-higashi Branch</p> <p>Jun. 2001 General Manager, Tanagura Branch</p> <p>May 2002 General Manager, Public Relations Section, Corporate Planning Department</p> <p>May 2003 General Manager, Corporate Sales Department, Main Office Sales Department</p> <p>Apr. 2005 General Manager, Corporate Relations Department, Main Office Sales Department</p> <p>Oct. 2005 General Manager, Soma Branch</p> <p>Jul. 2007 General Manager, Nihonmatsu Branch</p> <p>Jul. 2009 General Manager, Aizu Branch</p> <p>Jun. 2012 General Manager, Taira Branch</p> <p>Jun. 2014 Executive Officer and General Manager, Planning Headquarters</p> <p>Jun. 2015 Director and General Manager, Planning Headquarters</p> <p>Jun. 2019 Managing Director and General Manager, Planning Headquarters (Representative Director) (to the present)</p> <p>(Significant concurrent positions)</p> <p>—</p>	19,400 shares
<p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Akinori Sato has extensive business experience in the areas of sales and branch management as a manager of core branches and Executive Officer and Director of the Planning Department of the Bank, as well as risk management and human resources as General Manager of the Planning Headquarters. Based on his background, he is well-versed in the business operations of the Bank. Since June 2015, he has served as the Bank's Director, and appropriately fulfilled his responsibilities in making decisions on important matters and supervising the execution of business operations. The Bank has thus judged that Mr. Sato is capable of contributing to the Bank's management, and therefore continues to nominate him as a candidate for Director.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Bank	Number of common shares of the Bank held
3	Toshihiko Sato (Jul. 30, 1968)  [Reappointment]	Apr. 1991 Joined the Bank Oct. 2008 General Manager, Corporate Support Office, Corporate Sales Team Apr. 2010 Senior Vice President, Corporate Support Office Mar. 2011 General Manager, Revitalization Support Office Apr. 2013 General Manager, Credit Management Office Aug. 2015 General Manager, Credit Control Department Jun. 2016 Executive Officer and General Manager, Credit Department and General Manager, Credit Control Department Jun. 2018 Director, General Manager, Operations Headquarters, General Manager, Credit Department and General Manager, Credit Control Department Jun. 2019 Director and General Manager, Main Office Sales Department (to the present) (Significant concurrent positions) —	7,900 shares
<p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Toshihiko Sato has a wealth of business experience in the areas of the credit management and business revitalization support as Executive Officer of the Credit Department and the Credit Control Department of the Bank, and is well-versed in the business operations of the Bank. Since June 2018, he has served as the Bank's Director, and appropriately fulfilled his responsibilities in making decisions on important matters and supervising the execution of business operations. The Bank has thus judged that Mr. Sato is capable of contributing to the Bank's management, and therefore continues to nominate him as a candidate for Director.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Bank	Number of common shares of the Bank held
4	<p>Takenori Suzuki (Jun. 17, 1966)</p> <p>[Reappointment]</p>	<p>Apr. 1992 Joined the Bank</p> <p>Oct. 2009 Branch Manager, Arai Branch</p> <p>Jun. 2011 Vice General Manager, Koriyama Sales Department</p> <p>Apr. 2014 General Manager, Organization Development Office</p> <p>Aug. 2015 General Manager, Organization Development Department</p> <p>Apr. 2017 Branch Manager, Taira Branch</p> <p>Jun. 2018 Executive Officer and Vice General Manager, Sales Headquarters and General Manager, Sales Planning Department</p> <p>Jun. 2020 Director and General Manager, Koriyama Sales Department (to the present)</p> <p>(Significant concurrent positions)</p> <p>—</p>	6,200 shares
<p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Takenori Suzuki has a wealth of experience in the areas of the sales, branch management, and planning of the Bank as a manager of core branches and Executive Officer. Since June 2020, he has served as the Bank's Director, and appropriately fulfilled his responsibilities in making decisions on important matters and supervising the execution of business operations. The Bank has thus judged that Mr. Suzuki is capable of contributing to the Bank's management, and therefore continues to nominate him as a candidate for Director.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Bank	Number of common shares of the Bank held
5	<p data-bbox="204 472 389 533">Akira Koketsu (Apr. 21, 1952)</p> <p data-bbox="204 568 389 656">[Reappointment] [Outside Director] [Independent Director]</p>	<p data-bbox="432 300 1299 824">Apr. 1976 Joined Hakuhold Incorporated Dec. 1995 General Manager, Sales Department Dec. 1999 Acting General Manager, Sales Bureau Jun. 2002 Representative Director and President, Fukushima Hakuhold Incorporated Thereafter, served as Representative Director and President, Morioka Hakuhold Incorporated, Akita Hakuhold Incorporated, Fukushima Hakuhold Incorporated, and Sendai Hakuhold Incorporated and Director, Aomori Hakuhold Incorporated Jul. 2012 Advisor, Tohoku Hakuhold Incorporated Mar. 2013 Retired Advisor Apr. 2013 Visiting Professor, Yamagata University (until March 2019) Jun. 2013 Director, the Bank (to the present) Apr. 2020 Trustee (part-time), Yamagata University (to the present) (Significant concurrent positions) —</p>	11,900 shares
<p data-bbox="188 831 1222 860">[Reasons for nomination as a candidate for Outside Director and outline of expected duties]</p> <p data-bbox="188 860 1461 1070">Mr. Akira Koketsu has broad experience in the area of corporate management from his many years of work as president of four regional subsidiaries of Hakuhold Incorporated, and possesses specialized knowledge regarding organizational management, marketing, and ethics, etc., as a university visiting professor (in charge of engineering ethics). Mr. Koketsu has appropriately supervised the management of the Bank as an Outside Director since June 2013. Accordingly, the Bank again has appointed Mr. Koketsu as a candidate for Outside Director and expects that after his election, he will continue to provide management supervision and advice by utilizing his specialized knowledge.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Bank	Number of common shares of the Bank held
6	<p data-bbox="204 593 391 651">Yumiko Nihei (Aug. 31, 1950)</p> <p data-bbox="196 689 399 772">[Reappointment] [Outside Director] [Independent Director]</p>	<p data-bbox="432 351 1299 1014"> Apr. 2000 Full-time Instructor, Sakura no Seibo Junior College  Apr. 2004 Chairperson, Fukushima Prefecture Joint Male-Female Committee (until February 2015)  Apr. 2006 Associate Professor, Sakura no Seibo Junior College  Apr. 2013 Professor, Sakura no Seibo Junior College (Gave lectures on the Japanese Constitution, Legal, Labour Laws, Human Rights, international pacifism etc., while serving as Heads of the Volunteer Center, Career Department, and Library Information Center, etc.)  Oct. 2013 Committee Member, Fukushima Regional Labour Committee (until June 2016)  Mar. 2016 Retired Sakura no Seibo Junior College  Jun. 2016 Director, the Bank (to the present)  Apr. 2017 Part-time Instructor, Faculty of Administration and Social Sciences, Fukushima University (to the present)  Jun. 2019 Member of Fukushima Medical University Certified Review Board (to the present)  Nov. 2021 Member of Fukushima Medical University Specialized Surgical Skills Training Board (to the present)  (Significant concurrent positions)  — </p>	<p data-bbox="1345 651 1420 710">9,900 shares</p>
<p data-bbox="186 1023 1476 1312"> [Reasons for nomination as a candidate for Outside Director and outline of expected duties]  Ms. Yumiko Nihei has specialized knowledge regarding legal studies and gender studies, etc., through many years of instruction at Sakura no Seibo Junior College, etc. and has also served in many public positions such as Committee Member, Fukushima Regional Labour Committee. Ms. Nihei has appropriately supervised the management of the Bank as an Outside Director since June 2016. Accordingly, the Bank has again appointed Ms. Nihei as a candidate for Outside Director and expects that after her election, she will continue to provide appropriate supervision and advice on business execution based on her specialized knowledge. In addition, although Ms. Nihei has no experience in corporate management other than serving as Outside Director, the Bank has judged that she will be able to fulfill duties of Outside Director in an appropriate manner based on the above reasons. </p>			

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Bank	Number of common shares of the Bank held
7	Yasushi Hasegawa (Feb. 22, 1962)  [Reappointment] [Outside Director]	<p>Apr. 1984 Joined the Ministry of Finance (<i>Okura-sho</i>) (currently the Ministry of Finance (<i>Zaimu-sho</i>))</p> <p>Jul. 2007 Director, Banking Business Division II, Supervisory Bureau, Financial Services Agency</p> <p>Jul. 2008 Director, Insurance Business Division, Supervisory Bureau, Financial Services Agency</p> <p>Jul. 2010 Director, Planning and Management Division, Supervisory Bureau, Financial Services Agency</p> <p>Jul. 2012 Director, Planning Division, Planning and Coordination Bureau, Financial Services Agency</p> <p>Jul. 2014 Director General, Fukuoka Local Finance Branch Bureau, Ministry of Finance</p> <p>Jul. 2015 Deputy Director-General, Planning and Coordination Bureau, Financial Services Agency (in charge of planning, markets and Minister's Secretariat)</p> <p>Jul. 2016 Director General, Tokai Local Finance Bureau, Ministry of Finance</p> <p>Jun. 2017 Senior Managing Director, Japan Bank for International Cooperation (in charge of Assessment and Risk Management)</p> <p>Jun. 2019 Retired from Ministry of Finance</p> <p>Nov. 2019 Advisor, Sumitomo Mitsui Trust Bank, Limited</p> <p>Apr. 2020 Joined SBI Holdings, Inc.</p> <p>Aug. 2020 Executive Officer, Secretary General, Regional Revitalization Partners Co., Ltd. (to the present)</p> <p>Jun. 2021 Director, the Bank (to the present)</p> <p>Jun. 2021 Outside Director, Jimoto Holdings, Inc. (to the present)</p> <p>Feb. 2022 Director, SBI Regional Bank Holdings (to the present)</p> <p>(Significant concurrent positions) Executive Officer, Secretary General, Regional Revitalization Partners Co., Ltd. Outside Director, Jimoto Holdings, Inc. Director, SBI Regional Bank Holdings</p>	800 shares
<p>[Reasons for nomination as a candidate for Outside Director and outline of expected duties] After joining the Ministry of Finance (Okura-sho) (currently the Ministry of Finance (Zaimu-sho)), Mr. Yasushi Hasegawa served as Director of Banking Business Division II of Supervisory Bureau of Financial Services Agency, Deputy Director-General of Planning and Coordination Bureau of Financial Services Agency, and Director General of Tokai Local Finance Bureau of Ministry of Finance, etc. He was also engaged in corporate management as an advisor or outside director of private sectors, and has wide and advanced knowledge and experience in financial administration and corporate management. Mr. Hasegawa has appropriately supervised the management of the Bank as an Outside Director since June 2021. Accordingly, the Bank again has appointed Mr. Hasegawa as a candidate for Outside Director and expects that after his election, he will continue to provide management supervision and advice by utilizing his specialized knowledge.</p>			

(Notes)

1. There are no special interest relationships between each candidate and the Bank.
2. The Bank has concluded agreements with the candidates for Outside Director Mr. Akira Koketsu, Ms. Yumiko Nihei, and Mr. Yasushi Hasegawa in accordance with Article 427, Paragraph 1 of the Companies Act and the Bank's Articles of Incorporation to limit their liability specified in Article 423, Paragraph 1 of the Companies Act at 15 million yen or the minimum amount of liability as stipulated in Article 425, Paragraph 1 of the Companies Act, whichever is higher. If they are reappointed and assume office as Director, the Bank is scheduled to continue the agreement with them.
3. 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. The insurance contract will cover any damages that may arise due to the insured assuming liability for the execution of duties or receiving a claim for pursuing such liability. All candidates will be included as the insured under the said directors and officers liability insurance contract. In addition, the Bank plans to renew the contract with the same contents.
4. Mr. Akira Koketsu, Ms. Yumiko Nihei, and Mr. Yasushi Hasegawa are candidates for Outside Director. Mr. Akira Koketsu and Ms. Yumiko Nihei have been submitted to the Tokyo Stock Exchange as Independent Directors based on

the definitions of said Exchange, and if they are elected at this General Meeting, they are scheduled to continue to be Independent Directors.

5. The term of office of Mr. Akira Koketsu as Outside Director of the Bank will be nine years, the term of office of Ms. Yumiko Nihei as Outside Director will be six years, and the term of office of Mr. Yasushi Hasegawa as Outside Director will be one year at the conclusion of this General Meeting.
6. Mr. Akira Koketsu, Ms. Yumiko Nihei, and Mr. Yasushi Hasegawa have not been business executors or executives of the Bank or its subsidiaries.
7. Mr. Akira Koketsu, Ms. Yumiko Nihei, and Mr. Yasushi Hasegawa are not parent companies, etc., of the Bank, and were not parent companies, etc., of the Bank within the past 10 years.
8. Mr. Akira Koketsu, Ms. Yumiko Nihei, and Mr. Yasushi Hasegawa are not business executors or executives of designated affiliated companies of the Bank, and were not business executors or executives of designated affiliated companies of the Bank within the past 10 years.
9. Mr. Akira Koketsu, Ms. Yumiko Nihei, and Mr. Yasushi Hasegawa are not scheduled to receive a significant amount of cash or other property from the Bank or a designated affiliated company of the Bank, and have not received any within the past two years.
10. Mr. Akira Koketsu, Ms. Yumiko Nihei, and Mr. Yasushi Hasegawa are not spouses, relatives within the third degree, or equivalent persons of a business executor or executive of the parent company, etc., of the Bank, the Bank, or a designated affiliated company of the Bank.
11. Mr. Akira Koketsu, Ms. Yumiko Nihei, and Mr. Yasushi Hasegawa were not business executors at a stock company for which the Bank succeeded rights and obligations via a merger, absorption-type split, incorporation-type demerger, or transfer of business directly before said merger, etc., within the past two years.

(Reference)

### Director Skill Matrix at the Conclusion of this General Meeting

The following illustrates the composition of the Directors of the Bank subject to shareholder approval of Proposal 3 in this General Meeting of Shareholders.

[Director]

Name	Current position	Management strategy	Planning	Personnel and labor	Sales	Assessment
Takahiro Kato	●	●	●	●	●	●
Akinori Sato	●	●	●	●	●	●
Toshihiko Sato		●			●	●
Takenori Suzuki				●	●	●

[Outside Director]

Name	Corporate management	Marketing	Legal affairs	Public administration	Diversity
Akira Koketsu	●	●			
Yumiko Nihei			●		●
Yasushi Hasegawa			●	●	

(Note) The charts above do not indicate all of the skills and areas of expertise possessed by each Director.



(Reference)

## Standards for Determining Independence of Outside Officers

The Bank shall determine that a person is eligible to be an outside officer if the person satisfies the independence requirements prescribed by the Tokyo Stock Exchange, Inc. and does not fall under any of the following categories currently or recently.

1. A party for which the Bank is a major business partner or a business executor of such party.
2. A party who is a major business partner of the Bank or a business executor of such party.
3. A consultant, accounting specialist, or legal specialist who receives a significant amount of cash or other property from the Bank, aside from executive remuneration.
4. A party who receives more than a certain amount of donations or subsidies from the Bank, or a business executor of such party.
5. A major shareholder of the Bank or a business executor of such shareholder.
6. A spouse or a relative within the second degree of a party who falls under any of the following categories (excluding parties who are not significant):
  - (1) A party to whom 1 to 5 above applies.
  - (2) A business executor of the Bank or its subsidiaries.
7. A party who might potentially pose a continual and substantial conflict of interest with overall general shareholders of the Bank due to reasons not provided in 1 to 6 above.

### [Definitions]

- \* “Recently” is used for cases that are considered effectively equivalent to the current condition, such as cases where any of the categories listed above applied to a person at the time that content of the proposal for election as an Outside Director or Outside Audit & Supervisory Board Member at a General Meeting of Shareholders was determined.
- \* “A party for which the Bank is a major business partner” refers to:
  - In ordinary transactions, a counterparty whose transactions with the Bank accounted for 2% or more of the counterparty’s consolidated net sales for the latest fiscal year.
  - In financial transactions, a counterparty whose most significant debtor is the Bank and the changes in the Bank’s financing policies will have a serious impact on the counterparty’s business.
- \* “A party who is a major business partner of the Bank” refers to:
  - In financial transactions, a major counterparty to which the Bank has loaned 1% or more of the Bank’s total amount of assets.
  - In deposit transactions, a major counterparty whose deposits in the Bank account for 1% or more of the Bank’s total amount of deposits.
- \* “A significant amount” refers to an amount of 10 million yen or more on average for the past three years.
- \* “More than a certain amount” refers to an amount of more than 10 million yen on average for the past three years.
- \* “A major shareholder” refers to a person or corporation, etc., which holds, either directly or indirectly, voting rights of 10% or more of total voting rights at the end of the latest fiscal year.
- \* “Significant” refers to persons who are at the executive or managerial level at a company.