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Securities Code: 8367

June 6, 2025

Satoshi Ishida
President
The Nanto Bank, Ltd.
4-297-2 Omiya-cho, Nara City
Nara Japan

NOTICE OF CONVOCAION OF THE 137TH ORDINARY STOCKHOLDERS' MEETING

Dear Shareholder,

You are cordially invited to attend the 137th Ordinary Stockholders' Meeting of The Nanto Bank, Ltd. ("the Bank"). The meeting will be held for the purposes described below.

When convening this meeting, the Bank has taken measures for providing information in electronic format ("Electronic Provision Measures") as "Notice of Convocation of the 137th Ordinary Stockholders' Meeting" and has posted matters subject to the Electronic Provision Measures on the following websites.

The Bank's website: <https://www.nantobank.co.jp/investor/shareholder/meeting.html>

The TSE website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do>

To view the above information, please access the TSE website (Listed Company Search), enter "The Nanto Bank" in the "Issue name (company name)" field or "8367" in the "Code" field, click on "Search," and then click on "Basic information" and select "Documents for public inspection/PR information". You will find the "Notice of Convocation of the 137th Ordinary Stockholders' Meeting" in the "Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting" section.

Please review the Reference Documents for the Stockholders' Meeting described in the matters subject to the Electronic Provision Measures and exercise your voting rights **no later than 5:00 p.m. on Thursday, June 26, 2025**.

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

2. Place: Hiten Room, 4F, Hotel Nikko Nara
8-1 Sanjo-hommachi, Nara City, Nara, Japan

3 Meeting Agenda:

- Matters to be reported:**
1. Business Report, Consolidated Financial Statements for the Bank's 137th Fiscal Year (from April 1, 2024 to March 31, 2025), and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee
 2. Non-consolidated Financial Statements for the Bank's 137th Fiscal Year (from April 1, 2024 to March 31, 2025)

Proposals to be resolved:

- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Election of Nine (9) Directors (excluding Directors who are Audit and Supervisory Committee Members)
- Proposal No. 3:** Election of Two (2) Directors Who Are Audit and Supervisory Committee Members
- Proposal No. 4:** Election of One (1) Substitute Director who is an Audit and Supervisory Committee Member

Guidance on Voting Rights

Please refer to the following for the exercise of your voting rights in advance:

When attending the meeting, please submit the enclosed Voting Rights Exercise Form to the reception desk.

Exercise of Voting Rights via Postal Mail

Please indicate your vote of approval or disapproval of each proposal in the enclosed Voting Rights Exercise Form and return the form by the deadline. If you have not indicated your approval or disapproval of a proposal on the Voting Rights Exercise Form, you will be deemed to have indicated your approval of the proposal.

Deadline for exercise:

Vote to be exercised no later than 5:00 p.m.
on Thursday, June 26, 2025

Exercise of Voting Rights via the Internet

Please access the website for exercise of voting rights (<https://evote.tr.mufg.jp/>), follow the instructions on the screen, and enter your vote of approval or disapproval of each proposal.

Deadline for exercise:

Vote to be exercised no later than 5:00 p.m.
on Thursday, June 26, 2025

- (1) When voting rights are exercised more than once via the Internet, the vote that arrives the latest will be deemed the valid one.
 - (2) When voting rights are exercised both by the Voting Rights Exercise Form and via the Internet, the vote via the Internet will be deemed the valid one.
 - (3) When voting rights are exercised by the Voting Rights Exercise Form via postal mail and there is no indication of approval or disapproval of the proposals on the Voting Rights Exercising Form, we will treat it as an indication of approval.
- Please note that persons other than stockholders, such as proxies who are not stockholders or persons accompanying stockholders, are not allowed to enter the place of the Stockholders' Meeting (except for persons accompanying stockholders with disabilities). If you exercise your voting rights by proxy pursuant to the provisions of the Articles of Incorporation of the Bank, please have your proxy submit a document to prove their right to represent you.
 - Of the matters subject to the Electronic Provision Measures, the following matters are not included in the paper-based document to be delivered to shareholders who made a request for delivery of documents pursuant to the provisions of laws and regulations and the Articles of Incorporation of the Bank.
 - (1) Business Report
 - "Status of assets and income," "Status of employees," "Status of major offices, etc.," and "Other important matters regarding the current status of the group" included in "Current Status of the Corporate Group"
 - "Liability limitation agreements," "Indemnity agreements," and "Directors and officers liability insurance agreements" included in "Matters Regarding Company Directors"
 - "Concurrent positions and other status of outside directors," "Main activities of outside directors," "Remuneration of outside directors," and "Opinions of outside directors" included in "Matters Regarding Outside Directors"
 - "Matters Regarding Shares," "Status of Share Acquisition Rights," "Status of Accounting Auditors," "Outline of a System to Ensure the Appropriateness of Business Activities and the Operating Status of the System," and "Basic Policy Regarding Control of the Bank"
 - (2) Consolidated Financial Statements and Non-consolidated Financial Statements
 - Consolidated Financial Statements: Consolidated Balance Sheet, Consolidated Statement of Income, Consolidated Statement of Changes in Net Assets, and Notes to Consolidated Financial Statements
 - Non-consolidated Financial Statements: Balance Sheet, Statement of Income, Statement of Changes in Net Assets, and Notes to Non-consolidated Financial Statements.

(3) Audit Reports

- Audit Reports: Independent Auditor's Report on Consolidated Financial Statements, Independent Auditor's Report on Non-consolidated Financial Statements, and Audit Report of the Audit and Supervisory Committee.
- Any amendments to matters subject to the Electronic Provision Measures will be posted on the respective websites where the matters are posted.
- The resolution of the Stockholders' Meeting will be posted on the following website after the conclusion of this Stockholders' Meeting: <https://www.nantobank.co.jp/investor/shareholder/meeting.html>

Reference Documents for the Stockholders' Meeting

Proposals and References

Proposal No. 1: Appropriation of Surplus

Based on the full-year business results for this fiscal year, earnings forecast going forward, and the Bank's stockholder return policy as described below, the Bank proposes a year-end dividend of 110.00 yen per share.

As we have already paid the interim dividend of 60.00 yen per share, the annual dividend for the 137th fiscal year amounts to 170.00 yen per share.

Moreover, considering the business results for this fiscal year and the business environment, etc., the Bank hereby proposes to provide general reserve.

1. Matters concerning year-end dividends
 - (1) Matters concerning the allotment of dividend property to stockholders and the total amount
110.00 yen per share of common stock of the Bank, for a total amount of 3,468,368,860 yen.
 - (2) Effective date of distribution of surplus
June 30, 2025
2. Matters concerning the provision of general reserve
 - (1) Item and amount of surplus to be increased
General reserve 5,300,000,000 yen
 - (2) Item and amount of surplus to be decreased
Retained earnings brought forward 5,300,000,000 yen

The Bank's stockholder return policy
The Bank will aim at a target payout ratio of 40% of net income attributable to owners of parent, while maintaining a stable dividend. The Bank will flexibly repurchase its own shares as appropriate.

Proposal No. 2: Election of Nine (9) Directors (excluding Directors who are Audit and Supervisory Committee Members)

The terms of office of all nine (9) Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire at the conclusion of this Stockholders' Meeting. Accordingly, the election of nine (9) Directors (excluding Directors who are Audit and Supervisory Committee Members) is proposed.

To ensure the objectivity and transparency of nominations, the candidates for Directors are determined by the Board of Directors after deliberation by the Nomination and Compensation Advisory Committee, a majority of which consists of Outside Directors.

The Audit and Supervisory Committee deliberated this proposal and found no special matters to be stated at the Stockholders' Meeting based on the provisions of the Companies Act.

The candidates for Directors (excluding Directors who are Audit and Supervisory Committee Members) are as follows:

Candidate No.	Name			Current positions at the Bank	Attendance at the Board of Directors meetings during the fiscal year 2024
1	Takashi Hashimoto	Re-election		Chairman of the Board (Representative Director)	100.0% (12/12 meetings)
2	Satoshi Ishida	Re-election		President (Representative Director)	100.0% (12/12 meetings)
3	Takeshi Sugiura	Re-election		Director and Senior Managing Executive Officer (Representative Director)	100.0% (12/12 meetings)
4	Koji Honda	Re-election		Director and Managing Executive Officer	100.0% (12/12 meetings)
5	Haruyuki Kakutani	Re-election		Director and Managing Executive Officer	100.0% (9/9 meetings)
6	Yoshinori Kurahigashi	New candidate		Managing Executive Officer	—
7	Kozue Nakayama	Re-election	Outside Director Independent Officer	Director (Outside Director)	100.0% (12/12 meetings)
8	Takashi Nishimura	Re-election	Outside Director Independent Officer	Director (Outside Director)	91.6% (11/12 meetings)
9	Yuko Tahara	Re-election	Outside Director Independent Officer	Director (Outside Director)	100.0% (9/9 meetings)

(Note) Attendance of Mr. Haruyuki Kakutani and Ms. Yuko Tahara at the Board of Directors meetings is after their assumption of office on June 27, 2024.

Candidate No. 1	
Takashi Hashimoto	Re-election
Date of Birth: May 20, 1954	
Number of shares of the Bank held: 9,276 shares Number of shares potentially held ^(Note) : 25,224 shares (Note) “The number of shares potentially held” shows for reference the number of shares equivalent to the number of points that have been awarded under the trust-type stock remuneration plan.	
Years of service as a Director: 18 years (at the conclusion of this Stockholders’ Meeting)	
Past experience, positions, responsibilities and significant concurrent positions	
Apr. 1977	Joined the Bank
Jun. 2005	General Manager, Public Institutions Division, the Bank
Jun. 2007	Director, General Manager, Personnel Division, the Bank
Jun. 2010	Managing Director, General Manager, Business Management Division, the Bank
Jun. 2011	Managing Director, General Manager, Osaka Regional Headquarter, the Bank
Jun. 2013	Managing Director, the Bank
Jun. 2014	Senior Managing Director, the Bank
Jun. 2015	President (Representative Director), the Bank
Apr. 2025	Chairman of the Board (Representative Director), the Bank (to present)
Reasons for nomination as a candidate for Director Mr. Takashi hashimoto has carried out various reforms for the sustainable management of the Bank with his strong execution capabilities and leadership as the former President, and has expanded the support base and business base of the Bank through dialogue with all stakeholders. Based on the above, with sufficient knowledge and experience to perform the Bank’s corporate management in an appropriate, fair, and efficient manner, he is expected to be able to continue to contribute to the enhancement of the Bank’s corporate value. Accordingly, the Bank has nominated him as a candidate for Director.	

Candidate No. 2	
Satoshi Ishida	Re-election
Date of Birth: Oct. 6, 1974	
Number of shares of the Bank held: 3,475 shares Number of shares potentially held ^(Note) : 14,520 shares (Note) “The number of shares potentially held” shows for reference the number of shares equivalent to the number of points that have been awarded under the trust-type stock remuneration plan.	
Years of service as a Director: 6 years (at the conclusion of this Stockholders’ Meeting)	
Past experience, positions, responsibilities and significant concurrent positions	
Apr. 1997	Joined Dai-Ichi Kangyo Bank, Limited (currently Mizuho Bank, Ltd.)
Jul. 2001	Chief of Management Guidance, Construction Industry Division, General Policy Bureau, Ministry of Land, Infrastructure, Transport and Tourism
Nov. 2003	Manager, Industrial Revitalization Corporation of Japan
Jul. 2010	Director, Industrial Growth Platform Inc.
Aug. 2013	Supervisory Coordinator, General Affairs Division; Supervisory Bureau, Financial Service Agency
Jul. 2015	Policy Manager, Policy Division, General Affairs Planning Bureau, Financial Services Agency
Jul. 2016	Manager, Monitoring Planning Office, General Affairs Division, Inspection Bureau, Financial Service Agency
Jul. 2017	Director, Regional Financial Planning Office, Supervisory Bureau, Financial Services Agency
Nov. 2018	Director, Industrial Growth Platform Inc.
Feb. 2019	Advisor, the Bank
Apr. 2019	Senior Managing Executive Officer, General Manager, Management Strategy Headquarters, the Bank
Jun. 2019	Deputy President and Executive Officer (Representative Director), General Manager, Corporate Strategy Headquarters, the Bank
Apr. 2020	Deputy President and Executive Officer (Representative Director), the Bank
Apr. 2025	President (Representative Director), the Bank (to present)
	(Responsibilities) Secretarial Office, Internal Audit Division
Reasons for nomination as a candidate for Director Since assuming the position of Director, Mr. Satoshi Ishida has boldly implemented the transformation of the overall corporate organization management with his leadership, to sophisticate the Nanto Bank Group’s corporate governance from a medium- to long-term perspective leveraging his experience in engaging in management reforms at many companies. Based on the above, with sufficient knowledge and experience to perform the Bank’s corporate management in an appropriate, fair, and efficient manner, he is expected to be able to continue to contribute to the enhancement of the Bank’s corporate value. Accordingly, the Bank has nominated him as a candidate for Director.	

Candidate No. 3	
Takeshi Sugiura	Re-election
Date of Birth: Jul. 13, 1963	
Number of shares of the Bank held: 5,703 shares Number of shares potentially held ^(Note) : 7,273 shares (Note) “The number of shares potentially held” shows for reference the number of shares equivalent to the number of points that have been awarded under the trust-type stock remuneration plan.	
Years of service as a Director: 4 years (at the conclusion of this Stockholders’ Meeting)	
Past experience, positions, responsibilities and significant concurrent positions	
Apr. 1986	Joined the Bank
Jun. 2014	General Manager, Sakurai Branch, the Bank
Apr. 2017	Executive Officer, General Manager, Sakurai Branch, the Bank
Apr. 2018	Executive Officer, General Manager, Tokyo Branch, the Bank
Apr. 2019	Executive Officer, General Manager, Middle Nara Block Headquarters, the Bank
Apr. 2021	Managing Executive Officer, the Bank
Jun. 2021	Director and Managing Executive Officer, the Bank
Apr. 2022	Director and Managing Executive Officer, the Bank
	General Manager, Business Promotion Headquarters, the Bank
Apr. 2024	Director and Senior Managing Executive Officer, the Bank
	General Manager, Business Promotion Headquarters, the Bank
Apr. 2025	Director and Senior Managing Executive Officer (Representative Director), the Bank (to present)
	(Responsibilities) Compliance Management Division, Credit Examination Division and Personnel and General Affairs Division
Reasons for nomination as a candidate for Director Since assuming the position of Director, Mr. Takeshi Sugiura has been responsible for the financial investment, credit examination and business divisions. After assuming the position of General Manager of Business Promotion Headquarters, he has demonstrated his outstanding execution capabilities and leadership working on reforming business divisions, including sophisticating consulting sales activities, restructuring the Bank’s branch structure and business structure as well as customer satisfaction measures. Based on the above, with sufficient knowledge and experience to perform the Bank’s corporate management in an appropriate, fair, and efficient manner, he is expected to be able to continue to contribute to the enhancement of the Bank’s corporate value. Accordingly, the Bank has nominated him as a candidate for Director.	

Candidate No. 4	
Koji Honda	Re-election
Date of Birth: Mar. 27, 1964	
Number of shares of the Bank held: 4,840 shares Number of shares potentially held ^(Note) : 2,552 shares (Note) “The number of shares potentially held” shows for reference the number of shares equivalent to the number of points that have been awarded under the trust-type stock remuneration plan.	
Years of service as a Director: 2 years (at the conclusion of this Stockholders’ Meeting)	
Past experience, positions, responsibilities and significant concurrent positions	
Apr. 1987	Joined the Bank
Oct. 2015	General Manager, Koriyama Branch, the Bank
Apr. 2018	Executive Officer, Manager, Osaka Central Sales Department, the Bank
Apr. 2019	Executive Officer, General Manager, Osaka Block Headquarters, the Bank
Apr. 2021	Executive Officer, General Manager, Nara Hokuwa Block Headquarters, the Bank
Apr. 2022	Executive Officer, Assistant General Manager, Business Promotion Headquarters; General Manager, Nara Hokuwa Block Headquarters; General Manager, Kyoto Block Headquarters, the Bank
Apr. 2023	Managing Executive Officer, the Bank
Jun. 2023	Director and Managing Executive Officer, the Bank
Apr. 2025	Director and Managing Executive Officer, General Manager, Business Promotion Headquarters, the Bank (to present)
	(Responsibilities) Business Support Division, Corporate Solutions Division, Asset Consulting Division, Public Affairs & Regional Co-creation Division and DX Special projects
Reasons for nomination as a candidate for Director Since assuming the position of Director, Mr. Koji Honda has been responsible for the digital strategy, operations, credit examination and public affairs & regional co-creation divisions, and driving the DX strategy, which is one of the key challenges for the Bank, while working on measures contributing to regional revitalization, thereby enhancing the Bank’s management foundation. Based on the above, with sufficient knowledge and experience to perform the Bank’s corporate management in an appropriate, fair, and efficient manner, he is expected to be able to continue to contribute to the enhancement of the Bank’s corporate value. Accordingly, the Bank has nominated him as a candidate for Director.	

Candidate No. 5	
Haruyuki Kakutani	Re-election
Date of Birth: Aug. 30, 1965	
Number of shares of the Bank held: 2,673 shares	
Years of service as a Director: 1 year (at the conclusion of this Stockholders' Meeting)	
Past experience, positions, responsibilities and significant concurrent positions	
Apr. 1988	Joined the Bank
Apr. 2018	General Manager, Sakurai Branch, the Bank
Oct. 2019	Area Manager, Sakurai Area; General Manager, Sakurai Branch, the Bank
May 2020	Area Manager, Sakurai Area; General Manager, Sakurai Branch; General Manager, Miwa Branch, the Bank
Jun. 2020	Managing Director, Nanto Management Service Co., Ltd.
Aug. 2020	General Manager, Personnel and General Affairs Division, the Bank
Apr. 2021	Executive Officer, General Manager, Personnel and General Affairs Division, the Bank
Apr. 2024	Managing Executive Officer, the Bank
Jun. 2024	Director and Managing Executive Officer, the Bank (to present)
	(Responsibilities) Operations Support Division, Central Operations Division and Financial Investment Division
Reasons for nomination as a candidate for Director	
After assuming the position of Director, Mr. Haruyuki Kakutani has been responsible for the personnel and general affairs and financial investment divisions, and has helped the development of the Bank's human capital management, including helping new personnel systems taking root and working to improve employee engagement, while working also to optimize the Bank's market investment portfolio. Based on the above, with sufficient knowledge and experience to perform the Bank's corporate management in an appropriate, fair, and efficient manner, he is expected to be able to continue to contribute to the enhancement of the Bank's corporate value. Accordingly, the Bank has nominated him as a candidate for Director.	

Candidate No. 6	
Yoshinori Kurahigashi	New candidate
Date of Birth: July 21, 1966	
Number of shares of the Bank held: 3,373 shares	
Years of service as a Director: —	
Past experience, positions, responsibilities and significant concurrent positions	
Apr. 1990	Joined the Bank
Apr. 2019	Manager, Osaka Central Sales Department, the Bank
Apr. 2020	General Manager, Corporate Planning Division, the Bank
Apr. 2021	Executive Officer, General Manager, Corporate Planning Division, the Bank
Apr. 2023	Executive Officer, Assistant General Manager, Business Promotion Headquarters; General Manager, Business Support Division, the Bank
Apr. 2024	Managing Executive Officer, Assistant General Manager, Business Promotion Headquarters; General Manager, Business Support Division, the Bank
Apr. 2025	Managing Executive Officer, the Bank (to present)
(Responsibilities) Corporate Planning Division, Risk Management Division, SDGs Special projects	
Reasons for nomination as a candidate for Director	
Mr. Yoshinori Kurahigashi has served as a head of the multiple branches, and after assuming the positions of General Manager of Corporate Planning Division and Business Support Division, he worked on projects aimed at strengthening corporate governance, restructuring the business structure, and improving customer satisfaction, with his strong strategic thinking as well as planning and execution capabilities, thereby strengthening the business foundation of the Bank. Based on the above, with sufficient knowledge and experience to perform the Bank's corporate management in an appropriate, fair, and efficient manner, he is expected to be able to continue to contribute to the enhancement of the Bank's corporate value. Accordingly, the Bank has nominated him as a candidate for Director.	

Candidate No. 7	
Kozue Nakayama	Re-election / Outside Director / Independent Officer
Date of Birth: Feb. 25, 1958	
Number of shares of the Bank held: 1,332 shares	
Years of service as a Director: 3 years (at the conclusion of this Stockholders' Meeting)	
Past experience, positions, responsibilities and significant concurrent positions	
Apr. 1982	Joined Nissan Motor Co., Ltd.
Apr. 2005	General Manager, Corporate Planning Division, Nissan Motor Co., Ltd.
Apr. 2008	General Manager, Brand Management Office, Nissan Motor Co., Ltd.
Sep. 2010	Vice General Manager, Brand Coordination Division, Nissan Motor Co., Ltd.
Apr. 2011	Director General for Urban Management Bureau, City of Yokohama
Apr. 2012	Director General of Culture and Tourism Bureau, City of Yokohama
Jun. 2018	President & CEO, Pacific Convention Plaza Yokohama
Apr. 2019	Visiting Professor, Tama Graduate School of Business (to present)
Jun. 2019	Outside Auditor, Imperial Hotel, Ltd. (to present)
Jun. 2020	Outside Director, TDK Corporation (to present)
Jun. 2020	Outside Director, ISUZU MOTORS LIMITED
Jun. 2022	Outside Director, the Bank (to present)
	(Significant concurrent positions)
	Outside Director, TDK Corporation
	Outside Auditor, Imperial Hotel, Ltd.
Reasons for nomination as a candidate for Outside Director and expected roles	
Ms. Kozue Nakayama has abundance of experience concerning corporate management and regional development and deep knowledge of corporate governance through managing companies and local government organizations and serving as an outside officer at two listed companies including those operating globally. The Bank expects her to provide advice for upgrading the Bank's corporate governance and suggestions that contribute to the development of the local community, and supervise the management of the Bank from an independent and objective standpoint. Accordingly, the Bank has nominated her as a candidate for Outside Director.	

Candidate No. 8	
Takashi Nishimura	Re-election / Outside Director / Independent Officer
Date of Birth: Sep. 23, 1956	
Number of shares of the Bank held: 771 shares	
Years of service as a Director: 2 years (at the conclusion of this Stockholders' Meeting)	
Past experience, positions, responsibilities and significant concurrent positions	
Apr. 1979	Joined Kintetsu Railway Co., Ltd. (currently Kintetsu Group Holdings Co., Ltd.)
Sep. 1979	Seconded to Kintetsu Real Estate Co., Ltd.
Nov. 2000	General Manager, Corporate Strategy Office, Kintetsu Real Estate Co., Ltd.
Dec. 2002	Director, Kintetsu Real Estate Co., Ltd.
Jun. 2010	Officer, In charge of Corporate Strategy, Kintetsu Railway Co., Ltd.
Jun. 2011	Officer, Vice-General Manager, Real Estate Business Division, Kintetsu Railway Co., Ltd.
Jun. 2012	Officer, General Manager in charge of Distribution Business, Lifestyle Related Business Division, Kintetsu Railway Co., Ltd.
Jun. 2013	Director, Managing Executive Officer, General Manager in charge of Distribution Business, Lifestyle Related Business Division, Kintetsu Railway Co., Ltd.
Apr. 2015	Senior Managing Director, Kintetsu Real Estate Co., Ltd.
Jun. 2019	Senior Executive Vice President, Kintetsu Real Estate Co., Ltd.
Jun. 2020	Director, Kintetsu Group Holdings Co., Ltd.
Jun. 2020	President, Kintetsu Miyako Hotels International, Inc.
Jun. 2021	Group Officer, Kintetsu Group Holdings Co., Ltd.
Jun. 2023	Outside Director, the Bank (to present)
Jun. 2024	Chairman of the Board, Kintetsu Miyako Hotels International, Inc. (to present)
	(Significant concurrent positions) Chairman of the Board, Kintetsu Miyako Hotels International, Inc.
Reasons for nomination as a candidate for Outside Director and expected roles	
Mr. Takashi Nishimura has a wealth of experience as a corporate manager in non-financial industries including railway, real estate, and hotel businesses, and has extensive knowledge and deep insight in corporate organization management and governance. The Bank expects him to provide advice that contributes to the development of the local community unbound by the framework of a financial institution as well as advice on organization management by utilizing his diverse management experience at non-financial industries, and supervise the management of the Bank from an independent and objective standpoint. Accordingly, the Bank has nominated him as a candidate for Outside Director.	

Candidate No. 9	
Yuko Tahara	Re-election / Outside Director / Independent Officer
Date of Birth: Oct. 9, 1959	
Number of shares of the Bank held: 323 shares	
Years of service as a Director: 1 year (at the conclusion of this Stockholders' Meeting)	
Past experience, positions, responsibilities and significant concurrent positions	
Apr. 1991	Joined MANPOWER JAPAN Co., Ltd.
Aug. 1993	General Manager, Electric Home Promotion Office, RIC Co., Ltd.
Jul. 1998	President and CEO, Basic Inc. (to present)
Jun. 2012	Representative Director, Framework Promotion Association (currently Knowledge Management Lab) (to present)
Jun. 2018	Outside Director & Member of the Audit and Supervisory Committee, Sanyo Homes Corporation (to present)
Jun. 2019	Director (Outside), Kanematsu Corporation (to present)
Apr. 2020	Visiting Professor, Research Institute of Advanced Education, The Graduate School of Information & Communication (currently The Graduate School of Social Design)
Apr. 2021	Professor, School of Professional Education, The Graduate School of Information & Communication (currently The Graduate School of Social Design) (to present)
Jun. 2024	Outside Director, the Bank (to present)
	(Significant concurrent positions) President and CEO, Basic Inc. Outside Director & Member of the Audit and Supervisory Committee, Sanyo Homes Corporation Director (Outside), Kanematsu Corporation
Reasons for nomination as a candidate for Outside Director and expected roles	
Ms. Yuko Tahara has a wealth of experience as a corporate manager and has provided support to many companies for the development of human resources development and education programs and systems planning and implementation. Currently serving as an outside director at two listed companies, she possesses broad and deep insight in organization management. The Bank expects her to provide advice on the Bank's effort for human capital management, diversity, and SDGs and supervise the management of the Bank from an independent and objective standpoint. Accordingly, the Bank has nominated her as a candidate for Outside Director.	

(Notes)

1. There are no special interests between any of the candidates and the Bank.
2. Ms. Kozue Nakayama, Mr. Takashi Nishimura and Ms. Yuko Tahara are candidates for Outside Directors under Article 2, Paragraph 3, Item 7 of the Regulation for Enforcement of the Companies Act.
3. Ms. Kozue Nakayama, Mr. Takashi Nishimura and Ms. Yuko Tahara meet the requirements for independent officers under the provisions of Tokyo Stock Exchange, Inc. and the "Standards for Assessing Independence" established by the Bank. Accordingly, the Bank reported them as independent officers based on the rules of the Tokyo Stock Exchange. Mr. Takashi Nishimura serves as the Chairman of the Board of Kintetsu Miyako Hotels International, Inc. and served as a group officer of Kintetsu Group Holdings Co., Ltd until June 2024. Although the Bank has regular banking transactions with both of the above companies, such transactions account for less than 1% of the said company's consolidated net sales and the Bank's consolidated gross business profit for the most recent fiscal year, and do not have an influence on his independence. Ms. Yuko Tahara serves as Outside Director & Member of the Audit and Supervisory Committee of Sanyo Homes Corporation and Director (Outside) of Kanematsu Corporation. Although the Bank has regular banking transactions with both of the above companies, such transactions account for less than 1% of the said company's consolidated net sales and the Bank's consolidated gross business profit for the most recent fiscal year, and do not have an influence on her independence.
4. If the re-election of Ms. Kozue Nakayama, Mr. Takashi Nishimura and Ms. Yuko Tahara is approved at this Stockholders' Meeting, the Bank will continue the liability limitation agreements with them to limit their liability for damage to an amount stipulated in Article 423, Paragraph 1 of the Companies Act in accordance with the provisions of Article 427, Paragraph 1 of the Companies Act.
5. The Bank has entered into a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The said insurance contract covers damages including compensation for damages and legal expenses to be borne by the insured. In the event that the candidates for Directors assume the office of Directors of the Bank, they will become the insured under the said insurance contract.

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

The terms of office of the two (2) Directors who are Audit and Supervisory Committee Members, Mr. Shuhei Aoki and Mr. Yoshihiko Kasuya, will expire at the conclusion of this Stockholders' Meeting. Accordingly, the election of two (2) Directors who are Audit and Supervisory Committee Members is proposed.

To ensure the objectivity and transparency of nominations, candidates for Directors who are Audit and Supervisory Committee Members are determined by the Board of Directors after deliberation by the Nomination and Compensation Advisory Committee, a majority of which consists of Outside Directors. The Audit and Supervisory Committee has given its consent to this proposal.

The candidates for Directors who are Audit and Supervisory Committee Members are as follows:

Candidate No. 1	
Yoshihiko Kasuya	Re-election / Outside Director / Independent Officer
Date of Birth: Oct. 16, 1955	
Number of shares of the Bank held: 771 shares	
Years of service as a Director: 2 years (at the conclusion of this Stockholders' Meeting)	
Past experience, positions, responsibilities and significant concurrent positions	
Apr. 1979	Joined The Mitsubishi Bank, Ltd. (currently MUFG Bank, Ltd.)
May 1994	Deputy Manager, Bangkok Branch, The Mitsubishi Bank, Ltd.
Mar. 1997	Assistant General Manager, Department 3, Sales Division 1, The Bank of Tokyo-Mitsubishi, Ltd.
Oct. 2000	Deputy General Manager, General Affairs Office, The Bank of Tokyo-Mitsubishi, Ltd.
May 2003	General Manager, International Operations Department, The Bank of Tokyo-Mitsubishi, Ltd.
May 2006	Manager, Kyoto Branch, The Bank of Tokyo-Mitsubishi UFJ, Ltd.
Jun. 2006	Executive Officer, Manager, Kyoto Branch, The Bank of Tokyo-Mitsubishi UFJ, Ltd.
Jun. 2008	President, Chitose Kosan Co., Ltd. (currently Chitose Corporation)
Jun. 2010	Director, Managing Executive Officer, Prince Hotel Inc.
Apr. 2015	Director and Executive Vice President, Executive Officer, Seibu Construction Co., Ltd.
Jun. 2023	Outside Audit & Supervisory Board Member, CHINO CORPORATION (to present) Outside Director (Audit and Supervisory Committee Member), the Bank (to present)
(Significant concurrent positions) Outside Audit & Supervisory Board Member of CHINO CORPORATION	
Reasons for nomination as a candidate for Outside Director who is an Audit and Supervisory Committee Member and expected roles	
Mr. Yoshihiko Kasuya has deep insight into the economic and financial environment developed through a wealth of experience at financial institutions, in addition to experiences in organization management as a corporate manager in several non-financial industries and extensive knowledge of governance. The Bank expects him to provide inputs for upgrading the Bank's internal control based on his extensive past experience and knowledge, and supervise the management of the Bank from an independent and objective standpoint as a Member of the Audit and Supervisory Committee. Accordingly, the Bank has nominated him as a candidate for Outside Director who is an Audit and Supervisory Committee Member.	

Candidate No. 2	
Tomoyuki Fukumoto	New candidate / Outside Director / Independent Officer
Date of Birth: Nov. 23, 1966	
Number of shares of the Bank held: 0 shares	
Years of service as a Director: —	
Past experience, positions, responsibilities and significant concurrent positions	
Apr. 1989	Joined the Bank of Japan
Jul. 2010	Head of Planning and Administration Division, International Department, the Bank of Japan
Jul. 2011	Associate Director-General, International Department, the Bank of Japan
Oct. 2012	Chief Representative in Beijing, the Bank of Japan
Sep. 2015	General Manager, Kitakyushu Branch, the Bank of Japan
May 2017	Deputy Director-General, the International Department (General Manager in charge of Asia), the Bank of Japan
Jan. 2020	Director-General, International Department, the Bank of Japan
Apr. 2021	Professor, Faculty of Economics, Osaka University of Economics (to present)
May 2021	Senior Fellow, Industrial Growth Platform, Inc. (to present)
Oct. 2021	Research Fellow, Tokyo Foundation for Policy Research
Apr. 2022	Outside Director (Audit & Supervisory Committee Member), Mitsui High-tec, Inc. (to present)
(Significant concurrent positions)	
Professor, Faculty of Economics, Osaka University of Economics	
Outside Director (Audit & Supervisory Committee Member), Mitsui High-tec, Inc.	
Reasons for nomination as a candidate for Outside Director who is an Audit and Supervisory Committee Member and expected roles	
Mr. Tomoyuki Fukumoto is well versed in broad aspects of finance and economics, with a wealth of experience and deep insights developed through serving in key positions including General Manager of Kitakyushu Branch and Director-General of International Department of the Bank of Japan, and then as a university professor (of economics) and an Outside Director of a listed company after retiring from the Bank of Japan. The Bank expects him to provide inputs for upgrading the Bank's internal control based on his expert knowledge, and supervise the management of the Bank from an independent and objective standpoint as a Member of the Audit and Supervisory Committee. Accordingly, the Bank has nominated him as a candidate for Outside Director who is an Audit and Supervisory Committee Member.	

(Notes)

1. There are no special interests between any of the candidates and the Bank.
2. Mr. Yoshihiko Kasuya and Mr. Tomoyuki Fukumoto are candidates for Outside Directors under Article 2, Paragraph 3, Item 7 of the Regulation for Enforcement of the Companies Act.
3. Mr. Yoshihiko Kasuya meets the requirements for independent officers under the provisions of Tokyo Stock Exchange, Inc. and the "Standards for Assessing Independence" established by the Bank. Accordingly, the Bank reported him as one of independent officers based on the rules of the Tokyo Stock Exchange. If the election of Mr. Tomoyuki Fukumoto is approved at this Stockholders' Meeting, the Bank will also report him as one of independent officers based on the same rules.
4. If the re-election of Mr. Yoshihiko Kasuya is approved at this Stockholders' Meeting, the Bank will continue the liability limitation agreements with him to limit their liability for damage to an amount stipulated in Article 423, Paragraph 1 of the Companies Act in accordance with the provisions of Article 427, Paragraph 1 of the Companies Act. In addition, if the election of Mr. Tomoyuki Fukumoto is approved, the Bank will enter into a similar agreement with him.
5. The Bank has entered into a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The said insurance contract covers damages including compensation for damages and legal expenses to be borne by the insured. In the event that the candidates for Directors assume the office of Directors of the Bank, they will become the insured under the said insurance contract.

Expertise and experience of candidates for Directors (Skill Matrix)

Name	Gender	Proposed position	Management Strategy	Risk Management	Finance / Accounting	Marketing and Sales	Human Capital Management	IT / DX	Market Operations	Local Economy	Sustainability / ESG
Takashi Hashimoto	Male	Chairman of the Board, Representative Director	•	•	•	•	•	•		•	
Satoshi Ishida	Male	President, Representative Director	•	•	•	•	•	•		•	•
Takeshi Sugiura	Male	Representative Director, Senior Managing Executive Officer	•	•	•	•			•	•	
Koji Honda	Male	Director and Managing Executive Officer	•			•		•		•	
Haruyuki Kakutani	Male	Director and Managing Executive Officer	•			•	•		•		
Yoshinori Kurahigashi	Male	Director and Managing Executive Officer	•		•	•				•	•
Kozue Nakayama	Female	Director [Outside] [Independent]	•				•	•		•	•
Takashi Nishimura	Male	Director [Outside] [Independent]	•	•		•				•	
Yuko Tahara	Female	Director [Outside] [Independent]				•	•	•		•	•
Koushi Okamoto	Male	Director, Audit and Supervisory Committee Member		•	•						
Yoshihiko Kasuya	Male	Director, Audit and Supervisory Committee Member [Outside] [Independent]	•		•	•				•	
Tomoyuki Fukumoto	Male	Director, Audit and Supervisory Committee Member [Outside] [Independent]		•	•				•	•	

<Bases for determining Directors' skills indicated in the matrix>

*Skills of inside Directors were determined based on their professional experience in the Bank's relevant departments at the General Manager level or above, including experience as responsible officers, and their professional experience outside the Bank.

*Skills of Outside Directors were determined mainly on the following bases:

Kozue Nakayama: A track record of engaging in management and business operations at a global company, experience in regional development with local government organizations, and serving as an outside director for two listed companies (including participation in board committees).

Takashi Nishimura: A track record of engaging in corporate management, organizational operations, and risk management across non-financial sectors, including railways, real estate and hotel, and experience and achievements in regional development through the management of non-financial enterprises.

Yuko Tahara: A track record of providing consulting services to numerous companies in areas such as human resource development, training program design, and system planning and implementation support, and experience serving as an outside director for two listed companies (including participation in board committees).

Yoshihiko Kasuya: A track record in business operation at a megabank, with depth insights into economic and financial environments gained through working at financial institutions, and experience in organizational management and corporate governance across multiple non-financial companies.

Tomoyuki Fukumoto: Insights into market operations and the economic and financial environments cultivated through working at the Bank of Japan, academic expertise in economics as a university professor, and a track record of serving as an Outside Director (Audit & Supervisory Committee Member) for a listed company.

* The matrix does not indicate all of the skills, knowledge, experience, and insight of Directors.

Reasons why the skills are deemed necessary

Skills	Description (Reasons for requirement)
Management Strategy	With this expertise, it is deemed essential to lead the overall business of the Group by formulating and reviewing strategies from a medium- to long-term perspective based on accurate understanding of changes in the environment surrounding the Bank, local communities, and customers.
Risk Management	With this expertise, it is deemed essential to identify various and complex risks that may arise in the process of pursuing the deepening of the financial business and handle them appropriately.
Finance / Accounting	With this expertise, it is deemed essential to accurately understand the financial situations of the business and making appropriate decisions on risk management and capital policy. Supporting sound and sustainable growth through regulatory responses and profitability analysis also is deemed essential.
Business	With this expertise, it is deemed essential to build relationships of trust with various stakeholders and leading the creation of frameworks for co-creating value that will lead to the resolution of regional economic issues, which must eventually lead to credit creation for the Group.
Human Capital Management	With this expertise, it is deemed essential to develop a pool of human capital who can think and act on their own and solve regional issues, which involves identifying current gaps and making appropriate investments in human capital, and recruiting and developing such human resources.
IT / DX	With this expertise, it is deemed essential to operate information technologies and systems essential for the operation of the financial business in a stable and efficient manner. At the same time, the Bank needs to lead the digitalization of itself, local communities, and customers to build a foundation for co-creation of value.
Market Investment	With this expertise, it is deemed essential to provide a revenue base that enables stable and continuous operations of the Group in a business environment that changes discontinuously.
Local Economy	With this expertise, it is deemed essential to identify regional issues to be resolved by the Group that change in response to changes in the environment, accurate understanding of regional economy and the viewpoints of various stakeholders.
Sustainability / ESG	With this expertise, it is deemed essential to advance the management of ESG risks as well as the adoption of sustainable investment and financing strategies, which is now demanded by society to respond to the strengthening of regulations and to meet investor's expectations.

Standards for Assessing Independence

Under the standards stipulated by the Bank, an Outside Officer is assessed to be independent from the Bank when they do not fall and have not fallen under any of the following, currently or recently (Note 1).

- (1) A person who has transactions with the Bank as the person's principal counterparty (Note 2), or an executive thereof if such person is a corporation, etc. (corporation or other body; hereinafter the same interpretation shall apply).
- (2) A principal counterparty (Note 2) of the Bank, or an executive thereof if such counterparty is a corporation, etc.
- (3) A consultant, accounting professional or legal professional who receives large amounts (Note 3) of cash or other assets other than officer r enumeration from the Bank (if such consultant, accounting professional, or legal professional receiving the assets is a group such as a corporation or partnership, a person belonging to such group).
- (4) A person who receives large amounts (Note 3) of donations or other contributions from the Bank, or an executive thereof if such person is a corporation, etc.
- (5) A principal stockholder (Note 4) of the Bank, or an executive thereof if such stockholder is a corporation, etc.
- (6) Close relative (Note 6) of persons (excluding those who are not important (Note 5)) listed below.
 - A. Persons who fall under (1) through (5) above.
 - B. Directors, Corporate Auditors, and important employees, etc. of the Bank and its subsidiaries.

(Note 1) "Recently"

A case that can be substantially treated like a case of "currently," including the case where the candidates for election as outside officers fall under any of the (1) through (6) listed above when the contents of the proposal at the Stockholders' Meeting for their election as outside officers are decided.

(Note 2) "Principal counterparty"

- * A person whose payments or receipts for transactions with the Bank represent more than 2% of consolidated net sales (for the Bank, consolidated gross business profit) in the latest fiscal year.
- * A counterparty who receives the most significant credit extended from the Bank and will be seriously affected in the event of any change in the transaction policy of the Bank.

(Note 3) "Large amounts"

For an individual, 10 million yen or more annually on average over the preceding three years. For a corporation, partnership, or other body, an amount exceeding 2% of the consolidated net sales or total revenue of such body.

(Note 4) "Principal stockholder"

A stockholder who holds 10% or more of the total voting rights at the end of the latest fiscal year of the Bank.

(Note 5) "Important"

A person who holds an officer or general manager position or equivalent position at a company, or a certified public accountant, lawyer, etc. if such person belongs to an accounting office or law office.

(Note 6) "Close relative"

A relative within two degrees of kinship of a person.

Proposal No. 4: Election of One (1) Substitute Director who is an Audit and Supervisory Committee Member

In the event that the number of Directors who are Audit and Supervisory Committee Members falls short of the number of members stipulated by laws and regulations, the election of one (1) substitute Director who is an Audit and Supervisory Committee Member is proposed.

To ensure the objectivity and transparency of nominations, a candidate for substitute Director who is an Audit and Supervisory Committee Member is determined by the Board of Directors after deliberation by the Nomination and Compensation Advisory Committee, a majority of which consists of Outside Directors. The Audit and Supervisory Committee has given its consent to this proposal.

The candidate for substitute Director who is an Audit and Supervisory Committee Member is as follows:

Kiyomi Yasui		Outside Director / Independent Officer
Date of Birth: Oct. 16, 1964		
Number of shares of the Bank held: 100 shares		
Years of service as a Director: —		
Past experience, positions, responsibilities and significant concurrent positions		
Oct. 1990	Joined Asahi Shinwa Accounting Audit Firm (currently KPMG AZSA LLC)	
Feb. 1994	Registered as a Japanese Certified Public Accountant	
Oct. 2008	Director, Yasui Certified Public Accountant Office (to present)	
Nov. 2008	Registered as a Certified Public Tax Accountant	
Jul. 2013	Secretary, Kinki Chapter, The Japanese Institute of Certified Public Accountants (to present)	
Jul. 2019	Chairperson, Management Committee, Kinki Chapter, The Japanese Institute of Certified Public Accountants	
Jul. 2022	Chairperson, Tax System and Taxation Committee, Kinki Chapter, The Japanese Institute of Certified Public Accountants (to present)	
Jun. 2025	Chairperson, Management Committee, Kinki Chapter, The Japanese Institute of Certified Public Accountants (scheduled to assume office in June 2025)	
	(Significant concurrent positions)	
	Director, Yasui Certified Public Accountant Office	
	Secretary, Kinki Chapter, The Japanese Institute of Certified Public Accountants	
	Chairperson, Tax System and Taxation Committee, Kinki Chapter, The Japanese Institute of Certified Public Accountants (scheduled to retire in June 2025)	
	Chairperson, Management Committee, Kinki Chapter, The Japanese Institute of Certified Public Accountants (scheduled to assume office in June 2025)	
Reasons for nomination as a candidate for substitute Outside Director who is an Audit and Supervisory Committee Member		
Mr. Kiyomi Yasui has specialized knowledge and practical experience in finance and accounting as a Certified Public Accountant, a Certified Public Tax Accountant, and a consultant. He is expected to leverage his abundant experience and insight to audit the execution of duties by Directors and provide precise and appropriate opinions and advice from a neutral and objective viewpoint. Accordingly, the Bank has nominated him as a candidate for Substitute Outside Director who is an Audit and Supervisory Committee Member.		

(Notes)

1. There are no special interests between Mr. Kiyomi Yasui and the Bank.
2. Mr. Kiyomi Yasui is a candidate for Outside Director under Article 2, Paragraph 3, Item 7 of the Regulation for Enforcement of the Companies Act.
3. Mr. Kiyomi Yasui meets the requirements for independent officers under the provisions of Tokyo Stock Exchange, Inc. and the “Standards for Assessing Independence” established by the Bank. If he assumes office as Director, the Bank will report him as one of independent officers based on the rules of the Tokyo Stock Exchange.
4. If he assumes office as Director, the Bank will enter into a liability limitation agreement with him to limit his liability for damage to an amount stipulated in Article 423, Paragraph 1 of the Companies Act in accordance with the provisions of Article 427, Paragraph 1 of the Companies Act.
5. The Bank has entered into a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The said insurance contract covers damages including compensation for damages and legal expenses to be borne by the insured. In the event that he assumes the office of Director of the Bank, he will become the insured under the said insurance contract.