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(Securities Code: 8331)
June 6, 2023

To Shareholders with Voting Rights:

Tsutomu Yonemoto
President
The Chiba Bank, Ltd.
1-2, Chiba-minato, Chuo-ku,
Chiba City, Chiba, Japan

**NOTICE OF CONVOCATION OF
THE 117TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

You are hereby notified that the 117th Annual General Meeting of Shareholders of The Chiba Bank, Ltd. (the “Bank”) will be held for the purposes described below.

When convening this General Meeting of Shareholders, the Bank has taken measures for providing information in an electronic format (the “electronic provision measures”) and has posted matters subject to the electronic provision measures on the following Bank website.

The Bank’s website: <https://www.chibabank.co.jp/english/ir/market/meeting/>

In addition to the website listed above, the Bank has also posted this information on the website of the Tokyo Stock Exchange (TSE). To view this information, please access the TSE website below, enter “Chiba Bank” in the “Issue name (company name)” field or the stock exchange code “8331” in the “Code” field, click “Search,” and then click “Basic information” and select “Documents for public inspection/PR information.”

The TSE website (Listed Company Search):

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

If you are unable to attend the meeting, you can exercise your voting rights in writing or electronically (via the internet, etc.) Please review the following Reference Documents for the General Meeting of Shareholders before exercising your voting rights.

- 1. Date and Time:** Wednesday, June 28, 2023 at 10:00 a.m. Japan time
(Reception is scheduled to begin at 9:00 a.m.)
- 2. Place:** 3F Main Hall, Head Office of the Bank
1-2, Chiba-minato, Chuo-ku, Chiba City, Chiba, Japan
- 3. Meeting Agenda:**
Matters to be reported:
 1. The Business Report and Non-consolidated Financial Statements for the Bank’s 117th Fiscal Year (from April 1, 2022 to March 31, 2023)
 2. Consolidated Financial Statements for the Bank’s 117th Fiscal Year (from April 1, 2022 to March 31, 2023) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board

Proposals to be resolved:

Proposal No. 1: Appropriation of Surplus

Proposal No. 2: Election of Eight (8) Directors

Proposal No. 3: Election of Two (2) Audit & Supervisory Board Members

Exercise of Voting Rights:

Exercise of Voting Rights Electronically (via the internet, etc.)

Please access the Bank's designated voting website (<https://www.e-sokai.jp>) using the "Voting Rights Exercise Code" and "Password" printed on the Voting Rights Exercise Form, follow the instructions on the voting website, and cast your vote for or against the proposals by the deadline.

Deadline for exercise: Tuesday, June 27, 2023 at 6:00 p.m. Japan time

Exercise of Voting Rights in Writing

Please cast your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it so that it is received by the deadline. If there is no indication of approval or disapproval for a proposal on the Voting Rights Exercise Form, it will be treated as an indication of approval.

Deadline for exercise: Tuesday, June 27, 2023 at 6:00 p.m. Japan time

Exercise of Voting Rights by Attending the Meeting in Person

When attending the meeting in person, please submit the enclosed Voting Rights Exercise Form at the reception desk on the day of the meeting.

Date and time of the meeting: Wednesday, June 28, 2023 at 10:00 a.m. Japan time (reception will start at 9:00 a.m.)

Handling of Duplicate Voting

If you vote both in writing on the Voting Rights Exercise Form and via the Bank's designated voting website on the internet, only your vote cast via the internet will be valid. In addition, if you submit your vote multiple times via the internet or submit in duplicate via a personal computer as well as a smartphone, only the latest vote will be considered valid.

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For this Annual General Meeting of Shareholders, the Bank will send paper copies of the matters subject to electronic provision measures to all shareholders regardless of whether or not they made a request for delivery of the documents. However, the "Non-consolidated Statement of Changes in Net Assets," "Notes to the Non-consolidated Financial Statements," "Consolidated Statement of Changes in Net Assets" and "Notes to the Consolidated Financial Statements" are not presented in the documents mailed to shareholders pursuant to the provisions of laws and regulations, and Article 16 of the Bank's Articles of Incorporation.

Accordingly, the documents mailed to shareholders constitute only part of the Non-consolidated Financial Statements and Consolidated Financial Statements which were audited by the Audit & Supervisory Board Members and the Accounting Auditor in preparing the Audit Report and Accounting Audit Report.

- ◎ If any amendments are made to matters subject to the electronic provision measures, the amendments will be posted on the respective websites where such matters are posted.
- ◎ A semiformal dress code (business casual) will be enforced on the day of the meeting, and as such we would like to ask shareholders to follow the dress code when attending.

### **<The Use of the Voting Rights Electronic Exercise Platform for Institutional Investors>**

Institutional investors may use the Voting Rights Electronic Exercise Platform for Institutional Investors operated by ICJ, Inc. to exercise voting rights if they apply to use the platform in advance.

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal No. 1: Appropriation of Surplus

To prepare for changes in the business environment surrounding financial institutions, it is proposed that the surplus be appropriated as follows, taking into consideration the retaining of an internal reserve as well as the earnings performance for the fiscal year under review.

- |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                                                                                                                                                                                                                                              |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p><b>1. Matters concerning year-end dividends</b></p> <p><b>(1) Type of dividend property</b><br/>Cash</p> <p><b>(2) Matters concerning the allocation of dividend property to shareholders and the total amount</b><br/>15 yen per share of common stock, for a total of 10,868,687,505 yen<br/>Furthermore, as 13 yen was paid in December 2022 as an interim dividend, dividends to be paid for the full year amount to 28 yen per share.</p> <p><b>(3) Effective date of distribution of surplus</b><br/>June 29, 2023</p> | <p><b>2. Other matters concerning the appropriation of surplus</b></p> <p><b>(1) Item and the amount of surplus to be increased</b><br/>General reserve<br/>35,000,000,000 yen</p> <p><b>(2) Item and amount of surplus to be decreased</b><br/>Retained earnings brought forward<br/>35,000,000,000 yen</p> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

**Proposal No. 2: Election of Eight (8) Directors**

The terms of office of six (6) Directors, Hidetoshi Sakuma, Tsutomu Yonemoto, Kiyomi Yamazaki, Mutsumi Awaji, Yuko Tashima and Yasuko Takayama, will expire and Directors Tadayoshi Shinozaki and Norio Takatsu will resign at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of eight (8) Directors is proposed.

The candidates for Directors are as follows:

| Candidate No. | Name             |                                    | Present position at the Bank                                                                   |
|---------------|------------------|------------------------------------|------------------------------------------------------------------------------------------------|
| 1             | Hidetoshi Sakuma | Re-nominated                       | Chairman                                                                                       |
| 2             | Tsutomu Yonemoto | Re-nominated                       | President                                                                                      |
| 3             | Kiyomi Yamazaki  | Re-nominated                       | Director and Senior Executive Officer, General Manager, Business Promotion Management Division |
| 4             | Mutsumi Awaji    | Re-nominated                       | Director and Senior Executive Officer                                                          |
| 5             | Takashi Makinose | Newly nominated                    | -                                                                                              |
| 6             | Masayasu Ono     | Newly nominated                    | -                                                                                              |
| 7             | Yuko Tashima     | Re-nominated, Outside, Independent | Director (Outside Director)                                                                    |
| 8             | Yasuko Takayama  | Re-nominated, Outside, Independent | Director (Outside Director)                                                                    |

Outside: Outside Director candidate      Independent: Independent Officer candidate

| No.                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | Name<br>(Date of birth)                                | Past experience, positions, responsibilities,<br>and significant concurrent positions                                                                                                                                                                                                                                  | Number of<br>Bank shares<br>held |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------|
| 1                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Hidetoshi Sakuma<br>(Oct. 1, 1952)<br><br>Re-nominated | Apr. 1976 Joined the Bank<br>Jun. 2003 Director, General Manager, Corporate Planning Division<br><br>Jun. 2006 Director and Managing Executive Officer, General Manager, Head Office<br>Jun. 2007 Director and Managing Executive Officer<br>Mar. 2009 President<br>Jun. 2021 Chairman of the Board (current position) | 517,289<br>shares                |
| <p>○Reasons for nomination as a candidate for Director</p> <p>Hidetoshi Sakuma has been a Director since June 2003. He assumed the position of President in March 2009 and has been Chairman since June 2021. He has the knowledge and experience necessary to perform the business administration of a bank in an appropriate, fair and efficient manner. As he has properly executed the duties of Director, the Bank has re-nominated him as a candidate for Director.</p> |                                                        |                                                                                                                                                                                                                                                                                                                        |                                  |

| No.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Name<br>(Date of birth)                                | Past experience, positions, responsibilities,<br>and significant concurrent positions                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | Number of<br>Bank shares<br>held |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------|
| 2                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Tsutomu Yonemoto<br>(Jul. 9, 1964)<br><br>Re-nominated | <p>Apr. 1987 Joined the Bank</p> <p>Jun. 2014 General Manager, Corporate Planning Division</p> <p>Jun. 2016 Executive Officer, General Manager, Business Promotion Division</p> <p>Jun. 2017 Director and Managing Executive Officer</p> <p>Jun. 2018 Director and Managing Executive Officer, Group Chief Business Officer, General Manager, Business Promotion Division</p> <p>Jun. 2019 Director and Senior Executive Officer, Group Chief Strategy Officer, General Manager, Corporate Planning Division</p> <p>Apr. 2020 Director and Senior Executive Officer, Group Chief Strategy Officer, Group Chief Digital Transformation Officer, General Manager, Corporate Planning Division</p> <p>Apr. 2021 Director and Senior Executive Officer</p> <p>Jun. 2021 President (current position)</p> | 171,886 shares                   |
| <p>○Reasons for nomination as a candidate for Director</p> <p>Tsutomu Yonemoto has been a Director since June 2017 and has also been President since June 2021. He has the knowledge and experience necessary to perform the business administration of a bank in an appropriate, fair and efficient manner. As he has properly executed the duties of Director, the Bank has re-nominated him as a candidate for Director.</p>                                                                                                                                                                            |                                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                  |
| 3                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Kiyomi Yamazaki<br>(Dec. 22, 1964)<br><br>Re-nominated | <p>Apr. 1988 Joined the Bank</p> <p>Jun. 2014 General Manager, Sakura Branch</p> <p>Jun. 2016 General Manager, Consumer Loan Business Division</p> <p>Jun. 2017 General Manager, Business Promotion Division</p> <p>Jun. 2018 Executive Officer, General Manager, Chuo Branch and Keisei-ekimae Branch</p> <p>Jun. 2019 Executive Officer (in charge of Domestic Business)</p> <p>Jun. 2020 Managing Executive Officer, General Manager, Head Office and Saiwaicho Sub Branch</p> <p>Apr. 2021 Senior Executive Officer, General Manager, Business Promotion Management Division, Group Chief Business Officer</p> <p>Jun. 2021 Director and Senior Executive Officer, General Manager, Business Promotion Management Division, Group Chief Business Officer (current position)</p>                  | 91,171 shares                    |
| <p>○Reasons for nomination as a candidate for Director</p> <p>Kiyomi Yamazaki has served in various important positions within the Bank, including General Manager of the Business Promotion Division, General Manager of the Chuo Branch and Keisei-ekimae Branch, and General Manager of the Head Office and Saiwaicho Sub Branch, and has been a Director since June 2021. This has given him the knowledge and experience necessary to perform the business administration of a bank in an appropriate, fair and efficient manner. The Bank has thus re-nominated him as a candidate for Director.</p> |                                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                  |

| No.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Name<br>(Date of birth)                             | Past experience, positions, responsibilities,<br>and significant concurrent positions                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Number of<br>Bank shares<br>held |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------|
| 4                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | Mutsumi Awaji<br>(Apr. 2, 1966)<br><br>Re-nominated | <p>Apr. 1989 Joined the Bank</p> <p>Jun. 2016 Senior Deputy General Manager, Regional Revitalization Division</p> <p>Jun. 2018 General Manager, Regional Revitalization Division</p> <p>Jun. 2019 Executive Officer, General Manager, Regional Revitalization Division</p> <p>Apr. 2020 Executive Officer, General Manager, Corporate Business Division</p> <p>Apr. 2021 Managing Executive Officer, Group Chief Human Resources Officer</p> <p>Jun. 2021 Director and Managing Executive Officer, Group Chief Human Resources Officer</p> <p>Apr. 2022 Director and Managing Executive Officer, Group Chief Digital Transformation Officer, Group Chief Human Resources Officer</p> <p>Apr. 2023 Director and Senior Executive Officer, Group Chief Strategy Officer, Group Chief Digital Transformation Officer (current position)</p> | 58,438 shares                    |
| <p>○Reasons for nomination as a candidate for Director</p> <p>Mutsumi Awaji has served in various important positions within the Bank, including General Manager of the Regional Revitalization Division and General Manager of the Corporate Business Division, and has been a Director since June 2021. This has given her the knowledge and experience necessary to perform the business administration of a bank in an appropriate, fair and efficient manner. The Bank has thus re-nominated her as a candidate for Director.</p> |                                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                  |

| No. | Name<br>(Date of birth)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | Past experience, positions, responsibilities,<br>and significant concurrent positions                                      | Number of<br>Bank shares<br>held |
|-----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|----------------------------------|
| 5   | Takashi Makinose<br>(Feb. 8, 1968)<br><br>Newly nominated                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Apr. 1990 Joined the Bank                                                                                                  | 31,438<br>shares                 |
|     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Jun. 2018 General Manager, Corporate Planning Division                                                                     |                                  |
|     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Apr. 2019 General Manager, Hong Kong Branch                                                                                |                                  |
|     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Apr. 2021 Executive Officer, General Manager, Human Resources<br>Division                                                  |                                  |
|     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Apr. 2023 Managing Executive Officer, Group Chief Human<br>Resources Officer (current position)                            |                                  |
|     | ○Reasons for nomination as a candidate for Director<br>Takashi Makinose has served in various important positions within the Bank, including General Manager of the Corporate Planning Division, General Manager of the Hong Kong Branch and General Manager of the Human Resources Division. This has given him the knowledge and experience necessary to perform the business administration of a bank in an appropriate, fair, and efficient manner. The Bank has thus nominated him as a candidate for Director.                                                        |                                                                                                                            |                                  |
| 6   | Masayasu Ono<br>(Feb. 22, 1967)<br><br>Newly nominated                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | Apr. 1990 Joined the Bank                                                                                                  | 33,052<br>shares                 |
|     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Dec. 2018 General Manager, Compliance Division                                                                             |                                  |
|     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Apr. 2019 General Manager, Corporate Planning Division                                                                     |                                  |
|     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Jun. 2019 Executive Officer, General Manager, Corporate Planning<br>Division                                               |                                  |
|     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Oct. 2020 Executive Officer in charge of New Businesses                                                                    |                                  |
|     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Apr. 2021 Corporate Planning Division and Human Resources<br>Division, (Supervisor of regional trading company<br>business |                                  |
|     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | May 2021 President and Representative Director, Chibagin Market<br>Co., Ltd.                                               |                                  |
|     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Apr. 2023 Managing Executive Officer, Group Chief Risk Officer,<br>the Bank (current position)                             |                                  |
|     | ○Reasons for nomination as a candidate for Director<br>Masayasu Ono has served in various important positions within the Bank, including General Manager of the Compliance Division, General Manager of the Corporate Planning Division, and assumed the position of President and Representative Director of Chibagin Market Co., Ltd. in May 2021. This has given him the knowledge and experience necessary to perform the business administration of a bank in an appropriate, fair, and efficient manner. The Bank has thus nominated him as a candidate for Director. |                                                                                                                            |                                  |



| No. | Name<br>(Date of birth)                                                       | Past experience, positions, responsibilities,<br>and significant concurrent positions                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | Number of<br>Bank shares<br>held |
|-----|-------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------|
|     | Yuko Tashima<br>(Jul. 26, 1952)<br><br>Re-nominated<br>Outside<br>Independent | Apr. 1979 Prosecutor, Tokyo District Public Prosecutors Office<br>Apr. 1992 Registered as Attorney at Law, Tokyo Bar Association,<br>Attorney at Law, Sawayaka Law Office (current position)<br>Jul. 2006 Outside Director, Meiji Yasuda Life Insurance Company<br>Jun. 2015 Outside Director, the Bank (current position)<br>Oct. 2015 Outside Company Auditor, Kyushu Financial Group Inc.<br>Jun. 2016 Outside Audit & Supervisory Board Member, Tokio<br>Marine & Nichido Life Insurance Co., Ltd. (current<br>position)<br>Jun. 2021 Outside Director (Audit and Supervisory Committee<br>Member), Kyushu Financial Group Inc. (current position)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                  |
| 7   |                                                                               | <p>○Reasons for nomination as a candidate for Outside Director and overview of expected role</p> <p>Yuko Tashima has a high level of expertise as an attorney at law and experience as an Outside Director at other companies as well as in government positions including as a member of the Financial System Council of the Financial Services Agency. The Bank determined that its corporate value would increase over the mid- to long-term through the further enhancement of the decision-making and supervisory function of the Board of Directors achieved by leveraging her knowledge and experience in the management of the Bank.</p> <p>The Bank also expects that she will supervise the execution of duties by Directors and provide them with advice, particularly from the viewpoint of an expert in compliance and legal affairs, and has thus nominated her as a candidate for Outside Director.</p> <p>She does not have any experience engaging in the business management of a company other than by serving as an Outside Officer of several companies in the past; however, for the reasons above, the Bank believes that she will properly perform her duties as an Outside Director and has thus nominated her as a candidate for the position.</p> <p>She will have served as an Outside Director of the Bank for eight years as of the conclusion of this General Meeting of Shareholders.</p> | 0<br>shares                      |

| No.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | Name<br>(Date of birth)                                                         | Past experience, positions, responsibilities,<br>and significant concurrent positions                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | Number of<br>Bank shares<br>held |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------|
| 8                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Yasuko Takayama<br>(Mar. 8, 1958)<br><br>Re-nominated<br>Outside<br>Independent | <p>Apr. 1980 Joined Shiseido Co., Ltd.</p> <p>Apr. 2006 General Manager, Consumer Information Center, Shiseido Co., Ltd.</p> <p>Oct. 2008 General Manager, Consumer Relations Department, Shiseido Co., Ltd.</p> <p>Apr. 2009 General Manager, Social Affairs and Consumer Relations Department, Shiseido Co., Ltd.</p> <p>Apr. 2010 General Manager, Corporate Social Responsibility Department, Shiseido Co., Ltd.</p> <p>Jun. 2011 Audit &amp; Supervisory Board Member (standing), Shiseido Co., Ltd.</p> <p>Jun. 2015 Advisor, Shiseido Co., Ltd.</p> <p>Jun. 2015 Outside Director, the Bank (current position)</p> <p>Jun. 2015 Outside Director, Nippon Soda Co., Ltd.</p> <p>Jun. 2016 Outside Audit &amp; Supervisory Board Member, Mitsubishi Corporation</p> <p>Jun. 2017 Audit &amp; Supervisory Board Member, Yokogawa Electric Corporation (current position)</p> <p>Jun. 2019 Outside Director (Audit and Supervisory Committee Member), Cosmo Energy Holdings Co., Ltd. (current position)</p> | 0<br>shares                      |
| <p>○Reasons for nomination as a candidate for Outside Director and overview of expected role</p> <p>Yasuko Takayama has been in charge of the Consumer Relations and Corporate Social Responsibility Departments of Shiseido Co., Ltd. and served as an Audit &amp; Supervisory Board Member (standing) while gaining experience as an Outside Director at other companies. The Bank determined that its corporate value would increase over the mid- to long-term through the further enhancement of the decision-making and supervisory function of the Board of Directors achieved by leveraging her knowledge and experience in the management of the Bank.</p> <p>The Bank also expects that she will supervise the execution of duties by Directors and provide them with advice particularly from the viewpoint of an expert in corporate governance, and has thus nominated her as a candidate for Outside Director.</p> <p>She will have served as an Outside Director of the Bank for eight years as of the conclusion of this General Meeting of Shareholders.</p> |                                                                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                  |

- (Notes)
1. There are no relationships of special interest between the candidates and the Bank.
  2. Yuko Tashima and Yasuko Takayama are candidates for Outside Directors.
  3. Two (2) candidates for Outside Directors satisfy the Bank's Independence Standards, and are independent officers pursuant to the provisions established by the Tokyo Stock Exchange.
  4. Based on Article 427, Paragraph 1 of the Companies Act, the Bank has entered into a liability limitation agreement with the candidates for Outside Directors, Yuko Tashima and Yasuko Takayama. The overview of the agreement is as follows:
    - If an Outside Director is held liable due to negligence of duties, the Outside Director will be responsible for such liability to the extent of the minimum liability amount set forth in Article 425, Paragraph 1 of the Companies Act.
    - Limitation of liabilities mentioned above only applies when the relevant Outside Director has acted in good faith and is not grossly negligent in performing his/her duties.
  5. The Bank has entered into a directors and officers liability insurance agreement (the "Insurance"), as set forth in Article 430, Paragraph 3, Item 1 of the Companies Act, with an insurance company, naming Directors as insured parties (the "Insured"). The Bank intends to continue and renew the Insurance. In the event of re-election or election of each of the candidates for Directors, he/she shall be named as the Insured under the Insurance. The Insurance shall cover liability for damages and losses relating to legal costs incurred due to legal claims or actions brought to the Insured by a third party or shareholders' derivation suits arising from the execution of duties by the Insured including Directors of the Bank.

**Proposal No. 3:** Election of Two (2) Audit & Supervisory Board Members

Audit & Supervisory Board Members Daizo Iijima and Yuichi Katayama will resign at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of two (2) Audit & Supervisory Board Members is proposed.

We have obtained the approval of the Audit & Supervisory Board for this item.

The candidates for Audit & Supervisory Board Members are as follows:







| No.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Name<br>(Date of birth)                                  | Past experience, positions,<br>and significant concurrent positions                                                                                                                                                                                                                                                                                                 | Number of<br>Bank shares<br>held |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------|
| 1                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Hironaga Fukuo<br>(Oct. 30, 1964)<br><br>Newly nominated | Apr. 1987 Joined the Bank<br>Apr. 2014 General Manager, Consumer Loan Business Division<br>Jun. 2016 General Manager, Kashiwa Branch<br>Jun. 2018 Executive Officer, General Manager, Human Resources Division<br>Apr. 2021 Managing Executive Officer in charge of the Credit Unit<br>Mar. 2023 Retired as Managing Executive Officer in charge of the Credit Unit | 62,622 shares                    |
| ○Reasons for nomination as a candidate for Audit & Supervisory Board Member<br>Hironaga Fukuo has served in various important positions within the Bank, including General Manager of the Consumer Loan Business Division, General Manager of the Kashiwa Branch, General Manager of the Human Resources Division and Managing Executive Officer in charge of the Credit Unit. This has given him the knowledge and experience necessary to audit Directors' execution of their duties in an appropriate, fair and efficient manner. Therefore, the Bank has nominated him as a candidate for Audit & Supervisory Board Member. |                                                          |                                                                                                                                                                                                                                                                                                                                                                     |                                  |









| No.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Name<br>(Date of birth)                                 | Past experience, positions,<br>and significant concurrent positions                                                                                                                                                                                                                                                                                                                                                                                                    | Number of<br>Bank shares<br>held |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------|
| 2                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Chigusa Saito<br>(Aug. 10, 1965)<br><br>Newly nominated | Apr. 1988 Joined the Bank<br>Oct. 2014 General Manager, Diversity Management Division<br>Jun. 2016 General Manager, Human Resources Division<br>Jun. 2017 Executive Officer, General Manager, Human Resources Division<br>Jun. 2018 Executive Officer, General Manager, Operation Planning Division<br>Apr. 2020 Executive Officer in charge of Special Appointment<br>Jun. 2020 President and Representative Director, Chibagin Heartful Co., Ltd. (current position) | 41,965 shares                    |
| ○Reasons for nomination as a candidate for Audit & Supervisory Board Member<br>Chigusa Saito has served in various important positions within the Bank, including General Manager of the Diversity Management Division, General Manager of the Human Resources Division and General Manager of the Operation Planning Division, and has also served as President and Representative Director of Chibagin Heartful Co., Ltd., a Group subsidiary company, since June 2020. This has given her the knowledge and experience necessary to audit Directors' execution of their duties in an appropriate, fair and efficient manner. Therefore, the Bank has nominated her as a candidate for Audit & Supervisory Board Member. |                                                         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                  |

- (Notes)
1. There are no relationships of special interest between the candidates and the Bank.
  2. Chigusa Saito, a candidate for Audit & Supervisory Board Member, is scheduled to retire as Representative Director and Director of Chibagin Heartful Co., Ltd. at the end of the company's annual general meeting of shareholders in June 2023.
  3. The Bank has entered into a directors and officers liability insurance agreement (the "Insurance"), as set forth in Article 430, Paragraph 3, Item 1 of the Companies Act, with an insurance company, naming Audit & Supervisory Board Members as insured parties (the "Insured"). The Bank intends to continue and renew the Insurance. In the event of election of each of the candidates for Audit & Supervisory Board Members, he/she shall be named as the Insured under the Insurance. The Insurance shall cover liability for damages and losses relating to legal costs incurred due to legal claims or actions brought to the Insured by a third party or shareholders' derivation suits arising from the execution of duties by the Insured including Audit & Supervisory Board Members of the Bank.

(Reference) Skill Matrix for Directors and Audit & Supervisory Board Members

The following is the skill matrix for incumbent and candidate Directors as well as Audit & Supervisory Board Members.

|                                                    |  |            |                                                                    |                                                     |                  |  |
|----------------------------------------------------|-----------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|
| Position                                           | Hidetoshi Sakuma<br>Chairman<br>(Representative Director)                         | Tsutomu Yonemoto<br>President<br>(Representative Director)<br>Group Chief Executive Officer | Kiyomi Yamazaki<br>Director and Senior Executive Officer<br>Group Chief Business Officer<br>General Manager, Business Promotion Management Division | Mutsumi Awaji<br>Director and Senior Executive Officer<br>Group Chief Strategy Officer<br>Group Chief Digital Transformation Officer | Takashi Makinose<br>Director and Managing Executive Officer<br>Group Chief Human Resources Officer | Masayasu Ono<br>Director and Managing Executive Officer<br>Group Chief Risk Officer |
| Corporate management/<br>Organizational management | ●                                                                                 | ●                                                                                           | ●                                                                                                                                                   | ●                                                                                                                                    |                                                                                                    | ●                                                                                   |
| Corporate finance and accounting/<br>Finance       | ●                                                                                 | ●                                                                                           | ●                                                                                                                                                   | ●                                                                                                                                    | ●                                                                                                  | ●                                                                                   |
| Risk management/<br>Legal affairs                  | ●                                                                                 | ●                                                                                           | ●                                                                                                                                                   | ●                                                                                                                                    | ●                                                                                                  | ●                                                                                   |
| Regional sales/<br>Regional revitalization         | ●                                                                                 | ●                                                                                           | ●                                                                                                                                                   | ●                                                                                                                                    | ●                                                                                                  | ●                                                                                   |
| International businesses/<br>Market operations     | ●                                                                                 | ●                                                                                           | ●                                                                                                                                                   |                                                                                                                                      | ●                                                                                                  | ●                                                                                   |
| IT/<br>Digital technology                          | ●                                                                                 | ●                                                                                           |                                                                                                                                                     | ●                                                                                                                                    |                                                                                                    |                                                                                     |

|                                                    |                                                                                   |                                                                                   |                                                                                   |                                                                                   |                                                                                                          |                                                                                                            |                                                                                     |                                                                                                              |
|----------------------------------------------------|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|
|                                                    |  |  |  |  |                        |                         |  |                           |
| Position                                           | Yuko Tashima<br>Director (Outside Director)                                       | Yasuko Takayama<br>Director (Outside Director)                                    | Takahide Kiuchi<br>Director (Outside Director)                                    | Hironaga Fukuo<br>Standing Audit & Supervisory Board Member                       | Kazuhiro Kikuchi<br>Standing Audit & Supervisory Board Member (Outside Audit & Supervisory Board Member) | Norikazu Takahashi<br>Standing Audit & Supervisory Board Member (Outside Audit & Supervisory Board Member) | Chigusa Saito<br>Non-Standing Audit & Supervisory Board Member                      | Wataru Takahashi<br>Non-Standing Audit & Supervisory Board Member (Outside Audit & Supervisory Board Member) |
| Corporate management/<br>Organizational management | ●                                                                                 | ●                                                                                 |                                                                                   | ●                                                                                 | ●                                                                                                        | ●                                                                                                          | ●                                                                                   | ●                                                                                                            |
| Corporate finance and accounting/<br>Finance       |                                                                                   |                                                                                   | ●                                                                                 | ●                                                                                 | ●                                                                                                        | ●                                                                                                          | ●                                                                                   | ●                                                                                                            |
| Risk management/<br>Legal affairs                  | ●                                                                                 | ●                                                                                 | ●                                                                                 | ●                                                                                 | ●                                                                                                        | ●                                                                                                          | ●                                                                                   | ●                                                                                                            |
| Regional sales/<br>Regional revitalization         |                                                                                   |                                                                                   |                                                                                   | ●                                                                                 | ●                                                                                                        |                                                                                                            | ●                                                                                   | ●                                                                                                            |
| International businesses/<br>Market operations     |                                                                                   |                                                                                   | ●                                                                                 |                                                                                   | ●                                                                                                        | ●                                                                                                          |                                                                                     |                                                                                                              |
| IT/<br>Digital technology                          |                                                                                   |                                                                                   | ●                                                                                 |                                                                                   |                                                                                                          | ●                                                                                                          |                                                                                     |                                                                                                              |

\* The matrix does not exhaustively show the specialty and experience of each of the Directors and Audit & Supervisory Board Members.

(Reference) The Bank's Independence Standards

**<Independence Standards>**

Candidates for Outside Director and Outside Audit & Supervisory Board Member of the Bank must, in principle, not fall under any of the following criteria currently or in the recent past (Note 1).

- (1) A person whose major business partner is the Bank (Note 2), or an executive of such an entity if it is a corporation, etc.
- (2) A person who is a major business partner of the Bank (Note 3), or an executive of such an entity if it is a corporation, etc.
- (3) A consultant, accounting professional, or legal professional that has received money or other property benefits, other than remuneration for directors and audit & supervisory board members, averaging 10 million yen or more per annum for the past three years
- (4) A member or an employee of a consulting firm, accounting firm, or legal office, etc., whose major business partner (Note 2) is the Bank
- (5) A person who has received donations, etc., from the Bank averaging 10 million yen or more per annum for the past three years, or an executive of such entity if it is a corporation, etc.
- (6) A major shareholder of the Bank (Note 4) or an executive of such an entity if it is a corporation, etc.
- (7) A close relative (Note 5) of a person falling under any of the following criteria (excluding those who are not an important person (Note 6))
  - A. A person falling under any of the criteria (1) through (6) stated above
  - B. A Director, Audit & Supervisory Board Member, Executive Officer, or other important employee, etc. of the Bank or its subsidiaries

- Notes:
1. Refers to a person who could be substantially deemed to currently fall under the criteria; e.g. a person who fell under the criteria when the agenda items were resolved at the General Meeting of Shareholders, where such persons are to be selected as an Outside Director or an Outside Audit & Supervisory Board Member
  2. A business partner who has received payments from the Bank in an amount of 1% or more of said partner's consolidated net sales during the most recent fiscal year
  3. A business partner who has made payments to the Bank in an amount of 1% or more of the Bank's consolidated gross business profits during the most recent fiscal year
  4. A shareholder who holds 10% or greater of the total voting rights
  5. An officer or employee of a company whose position is equivalent to a general manager of a department, or a certified public accountant or lawyer when the person in question is affiliated with an accounting firm or legal office
  6. A second-degree relative