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(Securities Code: 8392)
June 2, 2021

To Shareholders with Voting Rights:

Tomiichiro Goto
President
THE OITA BANK, LTD.
4-1, Funaimachi 3-chome,
Oita City, Oita, Japan

**NOTICE OF CONVOCATION OF
THE 215TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

This is to notify you that the 215th Annual General Meeting of Shareholders of THE OITA BANK, LTD. (the “Bank”) will be held for the purposes as described below.

The Bank decided to hold the General Meeting of Shareholders with measures implemented for the prevention of infection of the novel coronavirus disease.

We ask you to exercise your voting rights in writing (by returning the Voting Rights Exercise Form) or via the Internet in advance, if possible, and refrain from attending the Meeting, regardless of your health conditions, from a viewpoint of prevention of the spread of infection of the novel coronavirus disease.

Please review the Reference Documents for the General Meeting of Shareholders described hereinafter and exercise your voting rights by no later than 5:30 p.m. on Wednesday, June 23, 2021.

1. Date and Time: Thursday, June 24, 2021 at 10:00 a.m. Japan time
(Reception starts at 9:00 a.m.)

2. Place: 7F, Main Conference Room, Head Office of the Bank,
4-1, Funaimachi 3-chome, Oita City, Oita, Japan

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report and Non-consolidated Financial Statements for the Bank’s 215th Fiscal Year (from April 1, 2020 to March 31, 2021)
 2. Consolidated Financial Statements for the Bank’s 215th Fiscal Year (from April 1, 2020 to March 31, 2021) 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: Amendments to the Articles of Incorporation
Proposal No. 3: Election of Six (6) Directors (Except for Directors Serving as Audit & Supervisory Committee Members)
Proposal No. 4: Election of Five (5) Directors Serving as Audit & Supervisory Committee Members
Proposal No. 5: Establishment of the Amount of Remuneration for Directors (Except for Directors Serving as Audit & Supervisory Committee Members)

- Proposal No. 6:** Establishment of the Amount of Remuneration for Directors Serving as Audit & Supervisory Committee Members
- Proposal No. 7:** Determination of the Amount and Other Details of Remuneration in Stock Option for Directors (Except for Directors Serving as Audit & Supervisory Committee Members and Outside Directors) and Granting of Stock Acquisition Rights

Guidance on Exercise of Voting Rights

We provide three ways for you to exercise your voting rights.

Exercise of Voting Rights by Attending the Meeting	If Unable to Attend the Meeting Exercise of Voting Rights in Writing	Exercise of Voting Rights via the Internet, etc.
When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.	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.	Please access the website for exercise of voting rights (https://www.e-sokai.jp) and enter your approval or disapproval of each proposal by following the guidance on screen.
Date and time of the meeting: 10:00 a.m. on June 24, 2021 (Thursday)	Deadline for exercise: Forms to be returned by no later than 5:30 p.m. on June 23, 2021 (Wednesday)	Please use “Smart Exercise” to exercise your voting rights via smartphone. Deadline for exercise: Vote to be exercised by no later than 5:30 p.m. on June 23, 2021 (Wednesday)

- Of the documents that need to be provided with this Notice of Convocation, the following are, in accordance with laws and regulations as well as Article 16 of the Articles of Incorporation of the Bank, posted on the Bank’s website and are therefore not included in the documents attached to this Notice of Convocation.

1. Business Report

- (1) Matters concerning the Bank’s Stock Acquisition Rights
- (2) Basic Policies related to the Way a Person is to Control the Decisions on the Financial and Business Policies
- (3) System to Ensure Appropriateness of Business Activities and the Status of Operation of Such System
- (4) Matters concerning Specified Wholly Owned Subsidiaries
- (5) Matters concerning Transactions with the Parent Company, etc.
- (6) Matters concerning Accounting Advisor
- (7) Other

2. Consolidated and Non-consolidated Financial statements

- (1) Non-consolidated Statement of Changes in Net Assets
- (2) Notes to the Non-consolidated Financial Statements
- (3) Consolidated Statement of Changes in Net Assets
- (4) Notes to the Consolidated Financial Statements

Therefore, documents attached to this Notice of Convocation are part of the Non-consolidated Financial Statements and the Consolidated Financial Statements that have been audited by the Accounting Auditor in preparing the accounting audit reports and are part of the Business Report, the Non-consolidated Financial Statements, and the Consolidated Financial Statements that have been audited by the Audit & Supervisory Board Members in preparing the audit report.

- If the Reference Documents for the General Meeting of Shareholders, the Business Report, the Non-consolidated Financial Statements or the Consolidated Financial Statements are revised, the revisions shall be posted on the Bank’s website.

The Bank’s website: <https://www.oitabank.co.jp/kabunushi/kabusiki/soukai/> (Japanese only).

The temperature of the venue is set relatively high to save energy, and therefore we request our shareholders to wear light clothing when attending.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal No. 1: Appropriation of Surplus

1. Matters concerning year-end dividends

The Bank's fundamental dividend policy is to provide stable and continuous profit distribution.

To this end, the Bank is striving to strengthen its financial structure by reinforcing the long-term stability of its management base and building sufficient internal reserves.

In accordance with this policy and in consideration of the overall financial performance for the 215th fiscal year, the Bank proposes to pay a year-end dividend of 40 yen per share.

Including the interim dividend of 40 yen per share that has already been paid, dividends for the full year amount to 80 yen per share.

- (1) Matters concerning the allotment of dividend property to shareholders and the total amount 40 yen per share of common stock, for a total of 629,818,000 yen (excluding treasury stock)
Including the interim dividend, full year dividends for the fiscal year under review amount to 80 yen per share.

- (2) Effective date of distribution of surplus
Friday, June 25, 2021

2. Other matters concerning the appropriation of surplus

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

Proposal No. 2: Amendments to the Articles of Incorporation

1. Reasons for amendments

- (1) The Bank would like to transition to a company with an Audit & Supervisory Committee, which has been established by the Amendment of the Companies Act enforced on May 1, 2015, in an effort to enhance its corporate governance and further increase its corporate value by having Audit & Supervisory Committee Members, who take charge of auditing the execution of duties by Directors, etc., as members of the Board of Directors and giving them voting rights at meetings of the Board of Directors, and through exercise of the right to express opinions of the Audit & Supervisory Committee. Accordingly, the Bank proposes to make partial amendments to the Articles of Incorporation of the Bank, such as establishment of new provisions concerning the Audit & Supervisory Committee and Audit & Supervisory Committee Members and deletion of the provisions concerning the Audit & Supervisory Board and Audit & Supervisory Board Members.
- (2) The Bank also proposes to make other necessary amendments, such as adjustments of the numbers to the articles in accordance with each of the amendments mentioned above.

2. Details of amendments

The details of the amendments are as follows. Text of the articles in the current Articles of Incorporation that are not to be amended is omitted. The amendments to the Articles of Incorporation shall come into effect upon the conclusion of this General Meeting of Shareholders.

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
Chapter I General Provisions Article 1. to Article 4. (Text omitted)	Chapter I General Provisions Article 1. to Article 4. (Unchanged)
Chapter II Shares Article 5. to Article 12. (Text omitted)	Chapter II Shares Article 5. to Article 12. (Unchanged)
Chapter III General Meetings of Shareholders Article 13. to Article 19. (Text omitted)	Chapter III General Meetings of Shareholders Article 13. to Article 19. (Unchanged)
Chapter IV Directors and the Board of Directors (Number of Directors) Article 20. The Bank shall have <u>fifteen (15)</u> Directors or less. (Newly established)	Chapter IV Directors and the Board of Directors (Number of Directors) Article 20. The Bank shall have <u>twelve (12)</u> Directors <u>(except for Directors serving as Audit & Supervisory Committee Members)</u> or less. <u>2. The Bank shall have six (6) Directors serving as Audit & Supervisory Committee Members (hereinafter referred to as "Audit & Supervisory Committee Members")</u> or less.
(Election of Directors) Article 21. Directors shall be elected by a resolution at a General Meeting of Shareholders. 2. (Text omitted) 3. (Text omitted)	(Election of Directors) Article 21. Directors shall be elected by a resolution at a General Meeting of Shareholders, <u>distinguishing between Audit & Supervisory Committee Members and other Directors.</u> 2. (Unchanged) 3. (Unchanged)
(Term of Office of Directors) Article 22. The term of office of a Director shall expire upon	(Term of Office of Directors) Article 22. The term of office of a Director shall expire upon

Current Articles of Incorporation	Proposed Amendments
<p>conclusion of the Annual General Meeting of Shareholders held with respect to the last business year ending within <u>two (2) years</u> from his/her election to office. (Newly established)</p> <p>2. The term of office of a <u>Director</u> elected to fill a vacancy caused by retirement of a <u>Director</u> prior to the expiry of his/her term of office shall be the same as the remaining term of office of the retired <u>Director</u>. (Newly established)</p>	<p>conclusion of the Annual General Meeting of Shareholders held with respect to the last business year ending within <u>one (1) year</u> from his/her election to office.</p> <p>2. <u>Notwithstanding the foregoing paragraph, The term of office of an Audit & Supervisory Committee Member shall expire upon conclusion of the Annual General Meeting of Shareholders held with respect to the last business year ending within two (2) years from his/her election to office.</u></p> <p>3. The term of office of an <u>Audit & Supervisory Committee Member</u> elected to fill a vacancy caused by retirement of an <u>Audit & Supervisory Committee Member</u> shall be the same as the remaining term of office of the retired <u>Audit & Supervisory Committee Member</u>.</p> <p>4. <u>The resolution concerning the election of a Substitute Audit & Supervisory Committee Member pursuant to the Article 329, Paragraph 3 of the Companies Act shall remain valid until the beginning of the Annual General Meeting of Shareholders held with respect to the last business year ending within two (2) years from his/her election to office, unless otherwise shortened by the said resolution.</u></p>
<p>Article 23. (Text omitted)</p>	<p>Article 23. (Unchanged)</p>
<p>(Representative Directors and Titled Directors) Article 24. (Text omitted)</p> <p>2. The Board of Directors may elect <u>from among the Directors</u>, one Chairman, one President, one Deputy President, a few Senior Managing Directors, and a few Managing Directors.</p> <p>3. <u>The Chairman shall host meetings of the Board of Directors.</u></p> <p>4. <u>The President shall supervise operations in accordance with resolutions by the Board of Directors.</u></p> <p>5. <u>Should the President be unable to act, the Deputy President, a Senior Managing Director or a Managing Director shall, in such order, act in his or her role.</u></p>	<p>(Representative Directors and Titled Directors) Article 24. (Unchanged)</p> <p>2. The Board of Directors may elect <u>by its resolution</u> one Chairman, one President, one Deputy President, a few Senior Managing Directors, and a few Managing Directors. (Deleted) (Deleted) (Deleted)</p>
<p>(Convener of Meetings of the Board of Directors) Article 25. Meetings of the Board of Directors shall be convened and chaired by <u>the Chairman</u>.</p> <p>2. <u>Should the office of the Chairman be vacant, or should the Chairman be unable to act, the President shall act in his or her role. Should the President be unable to act, another Director shall act in his or her role in accordance with the order</u></p>	<p>(Convener of Meetings of the Board of Directors) Article 25. <u>Unless otherwise stipulated by laws and regulations</u>, meetings of the Board of Directors shall be convened and chaired by <u>a Director appointed by the Board of Directors</u>. (Deleted)</p>

Current Articles of Incorporation	Proposed Amendments
<p><u>established by the Board of Directors.</u></p> <p>(Procedure for Convocation of Meetings of the Board of Directors) Article 26. Notice of a meeting of the Board of Directors shall be given to each Director and <u>each Audit & Supervisory Board Member five (5) days</u> prior to the day set for such meeting. However, if there is an urgent need, such period of notice may be shortened.</p> <p>2. The Board of Directors may hold a meeting of the Board of Directors without following the procedure of convocation with the consent of all Directors <u>and Audit & Supervisory Board Members.</u></p> <p>(Method, etc. for Making Resolutions at Meetings of the Board of Directors) Article 27. (Text omitted)</p> <p>2. The Bank shall deem that a resolution by the Board of Directors has been made to approve a matter to be resolved by the Board of Directors if all of the Directors (those who are entitled to vote on such matter only) expressed their approval in writing or by electromagnetic means <u>unless an Audit & Supervisory Board Member objects to the resolution.</u></p> <p>(Newly established)</p> <p>Article <u>28.</u> to Article <u>29.</u> (Text omitted)</p> <p>(Remuneration, etc. for Directors) Article <u>30.</u> Economic benefits to Directors granted by the Bank as remuneration, bonuses and other consideration for execution of duties (hereinafter referred to as “Remuneration, etc.”) shall be determined by a resolution at a General Meeting of Shareholders.</p> <p>(Liability Limitation Contracts with <u>Outside</u> Directors)</p>	<p>(Procedure for Convocation of Meetings of the Board of Directors) Article 26. Notice of a meeting of the Board of Directors shall be given to each Director and <u>at least three (3) days</u> prior to the day set for such meeting. However, if there is an urgent need, such period of notice may be shortened.</p> <p>2. The Board of Directors may hold a meeting of the Board of Directors without following the procedure of convocation with the consent of all Directors.</p> <p>(Method, etc. for Making Resolutions at Meetings of the Board of Directors) Article 27. (Unchanged)</p> <p>2. The Bank shall deem that a resolution by the Board of Directors has been made to approve a matter to be resolved by the Board of Directors if all of the Directors (those who are entitled to vote on such matter only) expressed their approval in writing or by electromagnetic means.</p> <p><u>(Delegation of Decisions on Execution of Operations to Directors)</u> <u>Article 28.</u> <u>Pursuant to the provisions of Article 399-13, Paragraph 6 of the Companies Act, the Bank may delegate all or part of decisions on execution of important operations (excluding matters listed in items of the Paragraph 5 of the same article) to Directors by a resolution by the Board of Directors.</u></p> <p>Article <u>29.</u> to Article <u>30.</u> (Unchanged)</p> <p>(Remuneration, etc. for Directors) Article <u>31.</u> Economic benefits to Directors granted by the Bank as remuneration, bonuses and other consideration for execution of duties (hereinafter referred to as “Remuneration, etc.”) shall be determined by a resolution at a General Meeting of Shareholders, <u>distinguishing between Audit & Supervisory Committee Members and other Directors.</u></p> <p>(Liability Limitation Contracts with Directors)</p>

Current Articles of Incorporation	Proposed Amendments
<p>Article <u>31</u>. Pursuant to Article 427, Paragraph 1 of the Companies Act, the Bank may conclude with <u>Outside</u> Directors contracts to limit the liability of the <u>Outside</u> Directors under Article 423, Paragraph 1 of the Companies Act. However, the limit of liability under such contracts shall be the amount specified by laws and regulations.</p>	<p>Article <u>32</u>. Pursuant to Article 427, Paragraph 1 of the Companies Act, the Bank may conclude with Directors (<u>except for executive directors, etc.</u>) contracts to limit the liability of the Directors under Article 423, Paragraph 1 of the Companies Act. However, the limit of liability under such contracts shall be the amount specified by laws and regulations.</p>
<p>Chapter V <u>Audit & Supervisory Board Members and Audit & Supervisory Board</u></p>	<p>Chapter V <u>Audit & Supervisory Committee</u></p>
<p>(<u>Audit & Supervisory Board Members and Establishment of Audit & Supervisory Board</u>)</p>	<p>(Establishment of <u>Audit & Supervisory Committee</u>)</p>
<p>Article <u>32</u>. The Bank shall have <u>Audit & Supervisory Board Members and Audit & Supervisory Board</u>.</p>	<p>Article <u>33</u>. The Bank shall have <u>Audit & Supervisory Committee</u>.</p>
<p>(<u>Number of Audit & Supervisory Board Members</u>)</p>	
<p>Article <u>33</u>. <u>The Bank shall five (5) Audit & Supervisory Board Members or less.</u></p>	<p>(Deleted)</p>
<p>(<u>Election of Audit & Supervisory Board Members</u>)</p>	
<p>Article <u>34</u>. <u>Audit & Supervisory Board Members shall be elected by a resolution at a General Meeting of Shareholders.</u></p>	<p>(Deleted)</p>
<p>2. <u>Resolutions for the election of Audit & Supervisory Board Members shall be adopted by a majority vote of the attending shareholders who hold one-third (1/3) or more of the voting rights of shareholders entitled to exercise voting rights.</u></p>	<p>(Deleted)</p>
<p>3. <u>Pursuant to provisions of Article 329, Paragraph 3 of the Companies Act, the Bank may elect a Substitute Audit & Supervisory Board Member at a General Meeting of Shareholders as a precaution for a vacancy resulting in a shortfall in the number of Audit & Supervisory Board Members prescribed by laws and regulations.</u></p>	<p>(Deleted)</p>
<p>4. <u>The resolution concerning the election of a Substitute Audit & Supervisory Board Member pursuant to the preceding paragraph shall remain valid until the beginning of the Annual General Meeting of Shareholders held with respect to the last business term ending within four (4) years from the said resolution, unless otherwise shortened by the said resolution.</u></p>	<p>(Deleted)</p>
<p>(<u>Term of Office of Audit & Supervisory Board Members</u>)</p>	
<p>Article <u>35</u>. <u>The term of office of an Audit & Supervisory Board Member shall expire upon conclusion of</u></p>	<p>(Deleted)</p>

Current Articles of Incorporation	Proposed Amendments
<p><u>the Annual General Meeting of Shareholders held with respect to the last business year ending within four (4) years from his/her election to office.</u></p> <p>2. <u>The term of office of an Audit & Supervisory Board Member elected to fill a vacancy caused by retirement of an Audit & Supervisory Board Member prior to the expiry of his/her term of office shall be the same as the remaining term of office of the retired Audit & Supervisory Board Member. However, the term of office of a Substitute Audit & Supervisory Board Member elected pursuant to Paragraph 3 of the preceding article and who takes office as Audit & Supervisory Board Member shall not extend beyond the conclusion of the Annual General Meeting of Shareholders held with respect to the last business term ending within four (4) years from the said election.</u></p>	<p>(Deleted)</p>
<p><u>(Full-time Audit & Supervisory Board Members)</u> <u>Article 36.</u> <u>The Audit & Supervisory Board shall elect by its resolution one or more Full-time Audit & Supervisory Board Members.</u></p>	<p>(Deleted)</p>
<p><u>(Procedure for Convocation of Meetings of the Audit & Supervisory Board)</u> <u>Article 37.</u> <u>Notice of a meeting of the Audit & Supervisory Board shall be given to each Audit & Supervisory Board Member five (5) days prior to the day set for such meeting. However, if there is an urgent need, such period of notice may be shortened.</u></p> <p>2. <u>The Audit & Supervisory Board may hold a meeting of the Audit & Supervisory Board without following the procedure of convocation with the consent of all Audit & Supervisory Board Members.</u></p>	<p><u>(Procedure for Convocation of Meetings of the Audit & Supervisory Committee)</u> <u>Article 34.</u> <u>Notice of a meeting of the Audit & Supervisory Committee shall be given to each Audit & Supervisory Committee Member at least three (3) days prior to the day set for such meeting. However, if there is an urgent need, such period of notice may be shortened.</u></p> <p>2. <u>The Audit & Supervisory Committee may hold a meeting of the Audit & Supervisory Committee without following the procedure of convocation with the consent of all Audit & Supervisory Committee Members.</u></p>
<p><u>(Resolutions at Meetings of the Audit & Supervisory Board)</u> <u>Article 38.</u> <u>A resolution at a meeting of the Audit & Supervisory Board shall be made by a majority vote of the Audit & Supervisory Board Members unless otherwise stipulated by laws and regulations.</u></p>	<p><u>(Resolutions at Meetings of the Audit & Supervisory Committee)</u> <u>Article 35.</u> <u>A resolution at a meeting of the Audit & Supervisory Committee shall be made with a majority of the Audit & Supervisory Committee Members in attendance and by a majority vote of them.</u></p>
<p><u>(Minutes of Meetings of the Audit & Supervisory Board)</u> <u>Article 39.</u> <u>The outline and results of the proceedings and other matters stipulated by laws and regulations at meetings of the Audit & Supervisory Board shall be documented or recorded in minutes.</u></p>	<p><u>(Minutes of Meetings of the Audit & Supervisory Committee)</u> <u>Article 36.</u> <u>The outline and results of the proceedings and other matters stipulated by laws and regulations at meetings of the Audit & Supervisory Committee shall be documented or recorded in minutes.</u></p>

Current Articles of Incorporation	Proposed Amendments
<p>(Rules for the <u>Audit & Supervisory Board</u>) Article 40. Matters concerning the <u>Audit & Supervisory Board</u> shall be governed by laws and regulations, the Articles of Incorporation, and the Rules for the <u>Audit & Supervisory Board</u>, which shall be established by the <u>Audit & Supervisory Board</u>.</p>	<p>(Rules for the <u>Audit & Supervisory Committee</u>) Article 37. Matters concerning the <u>Audit & Supervisory Committee</u> shall be governed by laws and regulations, the Articles of Incorporation, and the Rules for the <u>Audit & Supervisory Committee</u>, which shall be established by the <u>Audit & Supervisory Committee</u>.</p>
<p>(<u>Remuneration, etc. for Audit & Supervisory Board Members</u>) Article 41. <u>Remuneration, etc. for Audit & Supervisory Board Members shall be determined by a resolution at a General Meeting of Shareholders.</u></p>	<p>(Deleted)</p>
<p>(<u>Liability Limitation Contracts with Outside Audit & Supervisory Board Members</u>) Article 42. <u>Pursuant to Article 427, Paragraph 1 of the Companies Act, the Bank may conclude with Outside Audit & Supervisory Board Members contracts to limit the liability of the Outside Audit & Supervisory Board Members under Article 423, Paragraph 1 of the Companies Act. However, the limit of liability under such contracts shall be the amount specified by laws and regulations.</u></p>	<p>(Deleted)</p>
<p>Chapter VI Accounting Auditor</p>	<p>Chapter VI Accounting Auditor</p>
<p>Article 43. to Article 45. (Text omitted)</p>	<p>Article 38. to Article 40. (Unchanged)</p>
<p>(Remuneration, etc. for the Accounting Auditor) Article 46. Remuneration, etc. for the Accounting Auditor shall be determined by Representative Directors with the consent of the <u>Audit & Supervisory Board</u>.</p>	<p>(Remuneration, etc. for the Accounting Auditor) Article 41. Remuneration, etc. for the Accounting Auditor shall be determined by Representative Directors with the consent of the <u>Audit & Supervisory Committee</u>.</p>
<p>Chapter VII Accounts</p>	<p>Chapter VII Accounts</p>
<p>Article 47. to Article 50. (Text omitted)</p>	<p>Article 42. to Article 45. (Unchanged)</p>
<p>(Newly established)</p>	<p><u>Supplementary Provisions</u></p>
<p>(Newly established)</p>	<p>(<u>Transitional Measures Regarding Liability Limitation Contracts with Outside Audit & Supervisory Board Members</u>)</p>
	<p><u>As for the contracts to limit the liability under Article 423, Paragraph 1 of the Companies Act pertaining to the actions taken by Outside Audit & Supervisory Board Members (including those who used to be Outside Audit & Supervisory Board Members) before the conclusion of the 215th Annual General Meeting of Shareholders, provisions of Article 42 of the Articles of</u></p>

Current Articles of Incorporation	Proposed Amendments
	<u>Incorporation before the amendments by the resolution at the Annual General Meeting of Shareholders shall still prevail.</u>

Proposal No. 3: Election of Six (6) Directors (Except for Directors Serving as Audit & Supervisory Committee Members)

The Bank will transition to a company with an Audit & Supervisory Committee on condition that Proposal No. 2: Amendments to the Articles of Incorporation is approved. Consequently, the terms of office of current Directors Shoji Himeno, Tomiichiro Goto, Masayuki Takeshima, Yasuhide Takahashi, Nobuhiko Okamoto, Yoshimi Osaki, and Akiko Yamamoto will expire upon the conclusion of this General Meeting of Shareholders pursuant to Article 332, Paragraph 7, Item 1 of the Companies Act. In addition, Director Kunihiro Kikuguchi will resign on June 14, 2021. Accordingly, the election of six (6) Directors (except for Directors serving as Audit & Supervisory Committee Members; hereinafter the same shall apply in this proposal) is proposed in this proposal.

This proposal shall come into effect on condition that the amendments to the Articles of Incorporation proposed in Proposal No. 2: Amendments to the Articles of Incorporation come into effect.

The candidates for Director are as follows:

Candidate No.	Name		Current positions at the Bank
1	Tomiichiro Goto	Reelection	President and Representative Director
2	Masayuki Takeshima	Reelection	Managing Director
3	Yasuhide Takahashi	Reelection	Managing Director
4	Nobuhiko Okamoto	Reelection	Managing Director
5	Hiroaki Shimonomura	New candidate	Executive Officer General Manager, Financial Markets Division
6	Akiko Yamamoto	Reelection Outside Independent Female	Outside Director

New candidate: Candidate for new Director not serving as Audit & Supervisory Committee Member

Reelection: Candidate for reelected Director

Outside: Candidate for Outside Director

Independent: Candidate for Director registered with a stock exchange as Independent Director

Candidate No. 1	
Tomiiichiro Goto	Reelection
Date of birth: May 5, 1955	
Number of shares of the Bank held: 1,966 shares	
Number of years served as a director upon conclusion of this General Meeting of Shareholders: 8 years	
Past experience, positions, responsibilities and significant concurrent positions	
Apr. 1978	Joined THE OITA BANK, LTD.
Mar. 2008	General Manager, Public Affairs and Regional Development Department
Oct. 2009	General Manager, Sales Planning Division
Jun. 2010	Full-time Audit & Supervisory Board Member
Jun. 2013	Managing Director
Apr. 2014	Managing Director, General Manager, Strategic Planning Headquarters
Jun. 2014	Managing Director, General Manager, Strategic Planning Headquarters, Executive Officer
Jun. 2015	Senior Managing Director and Representative Director, General Manager, Strategic Planning Headquarters, Executive Officer
Apr. 2016	President and Representative Director, Executive Officer
	To present
Reasons for nomination as a candidate for Director and the outline of the expected role	
<p>Having served as an officer responsible for general planning, sales planning, and personnel affairs at the Bank and as an Audit & Supervisory Board Member of the Bank, Mr. Tomiiichiro Goto has been serving as President since 2016.</p> <p>By virtue of his personal qualities and track record, he is an appropriate person to oversee management. The Bank has nominated him as a candidate for Director because it judges he is capable of continuing to contribute to improvement of the Bank's performance by utilizing his extensive knowledge and wealth of experience cultivated over many years.</p>	

Candidate No. 2	
Masayuki Takeshima	Reelection
Date of birth: Jun. 14, 1960	
Number of shares of the Bank held: 1,774 shares	
Number of years served as a director upon conclusion of this General Meeting of Shareholders: 2 years	
Past experience, positions, responsibilities and significant concurrent positions	
Apr. 1984	Joined THE OITA BANK, LTD.
Apr. 2004	Group Leader, Business Support Group 1, Business Support Division
Apr. 2007	Group Leader, Business Support Group, Credit Management Division
Jun. 2007	General Manager, Tsuru Branch
Mar. 2009	General Manager, Nakajima Branch
Jun. 2011	General Manager, Nishijinmachi Branch
Jun. 2012	General Manager, Loan Administration Division
Apr. 2014	General Manager, Loan Division
Jun. 2014	Executive Officer, General Manager, Beppu Branch
Jun. 2016	Managing Executive Officer, General Manager, Head Office Sales Department
Jun. 2019	Managing Director, Deputy General Manager, Sales Administration Division, Executive Officer
	To present
Reasons for nomination as a candidate for Director and the outline of the expected role	
<p>Mr. Masayuki Takeshima has gained experience in business execution management as General Manager of Loan Division at the Headquarters of the Bank. In addition, he has a wealth of experience as the General Manager of sales branch offices, and has been serving as Managing Director and Deputy General Manager of Sales Administration Division since 2019.</p> <p>By virtue of his personal qualities and track record, he is an appropriate person to oversee management. The Bank has nominated him as a candidate for Director because it judges he is capable of continuing to contribute to improvement of the Bank's performance by utilizing his extensive knowledge and wealth of experience cultivated over many years.</p>	

Candidate No. 3	
Yasuhide Takahashi	Reelection
Date of birth: Jan. 18, 1963	
Number of shares of the Bank held: 1,292 shares	
Number of years served as a director upon conclusion of this General Meeting of Shareholders: 4 years	
Past experience, positions, responsibilities and significant concurrent positions	
Apr. 1985	Joined THE OITA BANK, LTD.
Aug. 2005	General Manager, Enokuma Branch
Jun. 2009	General Manager, Hakata Branch
Apr. 2010	Group Leader, General Planning Division
Jun. 2011	Deputy General Manager, General Planning Division
Jun. 2012	General Manager, Sales Planning Division
Apr. 2014	General Manager, Sales Strategy Division
Jun. 2015	Executive Officer, General Manager, General Planning Division
Jun. 2016	Executive Officer, General Manager, General Planning Division, General Manager, Revenue Management Office
Jun. 2017	Director, General Manager, General Planning Division, General Manager, Revenue Management Office, Executive Officer
Jun. 2019	Managing Director, General Manager, Strategic Planning Headquarters, Executive Officer To present
Reasons for nomination as a candidate for Director and the outline of the expected role	
<p>Having served as the General Manager of Sales Strategy Division, General Manager of General Planning Division, and General Manager of Revenue Management Office at the Bank, Mr. Yasuhide Takahashi has deep insight concerning various issues, profound knowledge, and a wealth of experience. In addition, he has been serving as Managing Director and General Manager of Strategic Planning Headquarters since 2019. By virtue of his personal qualities and track record, he is an appropriate person to oversee management. The Bank has nominated him as a candidate for Director because it judges he is capable of continuing to contribute to improvement of the Bank's performance by utilizing his extensive knowledge and wealth of experience cultivated over many years.</p>	

Candidate No. 4	
Nobuhiko Okamatsu	Reelection
Date of birth: Jun. 22, 1961	
Number of shares of the Bank held: 2,336 shares	
Number of years served as a director upon conclusion of this General Meeting of Shareholders: 1 year	
Past experience, positions, responsibilities and significant concurrent positions	
Apr. 1984	Joined THE OITA BANK, LTD.
Dec. 2005	General Manager, Inukai Branch
Jun. 2007	Personnel assignment, Human Resources Division
Mar. 2011	General Manager, Tsukumi Branch
Jun. 2013	General Manager, Hita Branch
Jun. 2015	Executive Officer, General Manager, Nakatsu Branch
Jun. 2017	Managing Executive Officer, General Manager, Beppu Branch
Jun. 2019	Managing Executive Officer, General Manager, Head Office Sales Department
Jun. 2020	Managing Director, Executive Officer To present
Reasons for nomination as a candidate for Director and the outline of the expected role	
<p>Mr. Nobuhiko Okamatsu has gained experience in business execution management at divisions including Human Resources Development Division at the Headquarters of the Bank. In addition, he has a wealth of experience as the General Manager of branch offices in key areas in Oita Prefecture, including Tsukumi Branch, Hita Branch, Nakatsu Branch, and Beppu Branch, and served as Managing Executive Officer and General Manager of Head Office Sales Department from 2019. By virtue of his personal qualities and track record, he is an appropriate person to oversee management. The Bank has nominated him as a candidate for Director because it judges he is capable of continuing to contribute to improvement of the Bank's performance by utilizing his extensive knowledge and wealth of experience cultivated at branch offices over many years.</p>	

Candidate No. 5	
Hiroaki Shimonomura	New Candidate
Date of birth: Aug. 7, 1962	
Number of shares of the Bank held: 3,428 shares	
Past experience, positions, responsibilities and significant concurrent positions	
Apr. 1985	Joined THE OITA BANK, LTD.
Apr. 2007	Manager, Corporate Sales Unit II, Head Office Sales Department
Mar. 2008	General Manager, Yufuin Branch
Jun. 2011	General Manager, Nakajima Branch
Aug. 2013	General Manager, Minami Branch
Jun. 2015	General Manager, Loan Division
Jun. 2017	Executive Officer, General Manager, Financial Markets Division
	To present
Reasons for nomination as a candidate for Director and the outline of the expected role	
<p>Having served as General Manager of Minami Branch, General Manager of Loan Division, and General Manager of Financial Markets Division at the Bank, Mr. Hiroaki Shimonomura is well versed in banking business in general with abundant business knowledge and business experience. In addition, he has been serving as Executive Officer since 2017 and properly fulfilling his duties and responsibilities.</p> <p>By virtue of his personal qualities and track record, he is an appropriate person to oversee management. The Bank has nominated him as a candidate for Director because it judges he is capable of contributing to improvement of the Bank's performance by utilizing the knowledge and experience he has cultivated at branch offices over many years.</p>	

Candidate No. 6	
Akiko Yamamoto	Reelection Outside Director Independent Director Female
Date of birth: Jul. 20, 1958	
Number of shares of the Bank held: 183 shares	
Number of years served as a director upon conclusion of this General Meeting of Shareholders: 1 year	
Past experience, positions, responsibilities and significant concurrent positions	
Apr. 1981	Joined Oita Prefectural Government
Apr. 2013	Director, Global Environment Measure Division, Department of Life and Environment
Apr. 2014	Director, Life and Environment Planning Division, Department of Life and Environment
May 2015	Director General, Director, Life and Environment Planning Division, Department of Life and Environment
Jan. 2016	Senior General, Eastern Region Sub-prefectural Bureau
Apr. 2018	Executive Director, Department of Life and Environment
Mar. 2019	Resigned from Oita Prefectural Government
May 2020	Director, Dotoku Gakuen
Jun. 2020	Outside Director, THE OITA BANK, LTD.
	To present
Significant concurrent position	
Director, Dotoku Gakuen	
Reasons for nomination as a candidate for Outside Director and the outline of the expected role	
<p>Thought she has not been involved in management of a company, Ms. Akiko Yamamoto has gained highly impressive experience and track record in the local administration over a long time. The Bank has nominated her as a candidate for Outside Director because it judges she is highly capable of identifying the fundamentals of the Bank's issues from a position overseeing the Bank's overall management and enhancing effectiveness of decision-making and oversight functions of the Bank's Board of Directors by utilizing her in-depth knowledge.</p>	

- (Notes)
1. There are no special interests between each of the candidates for Director and the Bank.
 2. Ms. Akiko Yamamoto is a candidate for Outside Director.
 3. Ms. Akiko Yamamoto is a candidate for Outside Director, and the Bank has appointed her Independent Director as defined by the Tokyo Stock Exchange and the Fukuoka Stock Exchange and notified the said Exchanges of the appointment.
 4. Transactions with Ms. Akiko Yamamoto as a person and Dotoku Gakuen, where Ms. Yamamoto serves as Director
 - There are normal banking transactions between Ms. Yamamoto as a person and the Group.
 - There are normal banking transactions between Dotoku Gakuen, where Ms. Yamamoto serves as Director, and the Group. However, the Bank has judged that there is no concern about her independence as neither of them is under control of the other.
 5. The Articles of Incorporation of the Bank stipulates that the Bank may conclude a liability limitation contract with an Outside Director so that he/she will be able to adequately perform his/her expected role as an Outside Director. The Bank has entered into a liability limitation contract with Ms. Akiko Yamamoto. If she is reappointed, the Bank intends to renew the contract with her. The outline of the details of the contract is as follows:
 - Concerning the liability for damages provided for in Article 423, Paragraph 1 of the Companies Act, the contract limits her liability for damages to the minimum liability amount defined in Article 425, Paragraph 1 of the Companies Act, provided that she has performed her duties in good faith and without gross negligence.
 6. The Bank has entered into a directors and officers liability insurance contract provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company to insure all its Directors, Audit & Supervisory Board Members, and Executive Officers. The insurance contract will cover the damages that the insureds will bear if they are held liable for damages due to their work. The insureds pay 10% of the insurance premium. There are exemption clauses, for example, claims for damages caused by intention or gross negligence are not covered by the insurance contract. When the candidates assume office of Directors, they will be insured by the insurance contract. The contract will be renewed during their terms of office.

Proposal No. 4: Election of Five (5) Directors Serving as Audit & Supervisory Committee Members

The Bank will transition to a company with an Audit & Supervisory Committee on condition that Proposal No. 2: Amendments to the Articles of Incorporation is approved. Consequently, the terms of office of current Audit & Supervisory Board Members Masayuki Sagara, Kunihiko Okamura, and Mitsuo Kawano will expire upon the conclusion of this General Meeting of Shareholders pursuant to Article 336, Paragraph 4, Item 2 of the Companies Act. In addition, Audit & Supervisory Board Member Tadashi Kimoto will resign on June 23, 2021. Accordingly, the election of five (5) Directors serving as Audit & Supervisory Committee Members is proposed.

This proposal shall come into effect on condition that the amendments to the Articles of Incorporation proposed in Proposal No. 2: Amendments to the Articles of Incorporation come into effect.

The candidates for Director serving as Audit & Supervisory Committee Member are as follows:

Candidate No.	Name		Current positions at the Bank
1	Masayuki Sagara	New candidate	Full-time Audit & Supervisory Board Member
2	Hiroyuki Hirakawa	New candidate	
3	Yoshimi Osaki	New candidate Outside Independent	Outside Audit & Supervisory Board Member
4	Mitsuo Kawano	New candidate Outside Independent	Outside Audit & Supervisory Board Member
5	Sachiko Ohro	New candidate Outside Independent Female	Substitute Audit & Supervisory Board Member

New candidate: Candidate for new Director serving as Audit & Supervisory Committee Member

Outside: Candidate for Outside Director

Independent: Candidate for Director registered with a stock exchange as Independent Director

Candidate No. 1	New candidate
Masayuki Sagara	
Date of birth: Mar. 27, 1959	
Number of shares of the Bank held: 926 shares	
Number of years served as an audit & supervisory board member upon conclusion of this General Meeting of Shareholders: 1 year	
Past experience, positions, responsibilities and significant concurrent positions	
Apr. 1982	Joined the Bank of Japan
Jul. 2000	Investigation Manager, Examination Department
Jul. 2003	Planning Manager, Examination Department
May 2011	Secretary, Financial System and Bank Examination Department
Nov. 2011	Senior Examination Manager, Financial System and Bank Examination Department
May 2012	Branch Manager, Maebashi Branch, the Bank of Japan
May 2014	Auditor, Internal Auditors' Office
May 2015	Resigned from the Bank of Japan
Jun. 2015	Joined THE OITA BANK, LTD.
Jun. 2015	Executive Officer, General Manager, Audit Department
Jun. 2017	Executive Officer, General Manager, Risk Management Department
Jun. 2020	Full-time Audit & Supervisory Board Member
	To present
Reasons for nomination as a candidate for Director and the outline of the expected role	
<p>Mr. Masayuki Sagara possesses a high level of expertise, a wealth of insights and work experience in finance cultivated through his career at the Bank of Japan, including working for the Examination Department, Financial System and Bank Examination Department, as well as serving as Branch Manager. In addition, from 2015, he served as an Executive Officer and General Manager of the Audit Department and Risk Management Department of the Bank, gaining abundant experience and knowledge in the Bank's internal audits and risk management in general. Furthermore, he has been serving as Full-time Audit & Supervisory Board Member since 2020 and properly fulfilling his duties. The Bank has nominated him as a candidate for Director serving as Audit & Supervisory Committee Member because it judges he is capable of accurately and efficiently audit and supervise the execution of duties by Directors by utilizing his knowledge and experience cultivated over the years.</p>	

Candidate No. 2	New candidate
Hiroyuki Hirakawa	
Date of birth: Aug. 30, 1963	
Number of shares of the Bank held: 400 shares	
Past experience, positions, responsibilities and significant concurrent positions	
Apr. 1986	Joined THE OITA BANK, LTD.
Aug. 2006	Deputy General Manager, Tokyo Branch
Mar. 2009	General Manager, Tsuru Branch
Jun. 2012	Deputy General Manager, General Planning Division
Jun. 2015	General Manager, Sales Strategy Division
Jun. 2016	General Manager, Kokura Branch
Jul. 2018	President and Representative Director, Funai Sangyo, Ltd.
Jul. 2018	Outside Audit & Supervisory Board Member, OEC Co., Ltd.
	To present
Reasons for nomination as a candidate for Director and the outline of the expected role	
<p>Having served as Deputy General Manager of General Planning Division, General Manager of Sales Strategy Division, and General Manager of Kokura Branch at the Bank, Mr. Hiroyuki Hirakawa is well versed in banking business in general with abundant business knowledge and business experience. In addition, he has been serving as President and Representative Director of Funai Sangyo, Ltd. since 2018 and properly fulfilling his duties and responsibilities.</p> <p>The Bank has nominated him as a candidate for Director serving as Audit & Supervisory Committee Member because it judges he is, based on the experience and knowledge mentioned above, capable of properly perform the management oversight function as Audit & Supervisory Committee Member.</p>	

Candidate No. 3		New candidate Outside Director Independent Director
Yoshimi Osaki		
Date of birth: Oct. 20, 1954		
Number of shares of the Bank held: 597 shares		
Number of years served as a director upon conclusion of this General Meeting of Shareholders: 3 years		
Past experience, positions, responsibilities and significant concurrent positions		
Apr. 1983	Full-time lecturer, Beppu University	
Apr. 1987	Assistant Professor, Faculty of Economics, Oita University,	
Oct. 1995	Professor, Faculty of Economics, Oita University	
Oct. 2013	Advisor to the President in charge of public communication strategy, Oita University (until Sep. 2015)	
Aug. 2016	Dean, Faculty of Economics, Oita University	
Jun. 2018	Outside Director, THE OITA BANK, LTD.	
Oct. 2019	Vice President (Director), Oita University	
May 2021	Vice President and Professor, Faculty of Medicine, Oita University (resigned as Director)	
	To present	
Significant concurrent positions		
Vice President and Professor, Faculty of Medicine, Oita University		
Reasons for nomination as a candidate for Outside Director and the outline of the expected role		
<p>Mr. Yoshimi Osaki is the Vice President of Oita University, and his previous positions were Professor and Dean of Faculty of Economics of Oita University. He has considerable knowledge and a wealth of experience cultivated in the course of his career. Having served as an Outside Director of the Bank since 2018, he is sufficiently fulfilling his duties through decision-making on important matters related to the Bank's management and providing supervision over the execution of operations. Though he has not been directly involved in management of a company, the Bank has nominated him as a candidate for Director serving as Audit & Supervisory Committee Member because it judges he is capable of enhancing effectiveness of decision-making and oversight functions of the Board of Directors from a standpoint independent of the management by utilizing his expertise and experience as an academic expert.</p> <p>The number of years served as an Outside Director will be three (3) years upon conclusion of this General Meeting of Shareholders.</p>		

Candidate No. 4 Mitsuo Kawano	New candidate Outside Director Independent Director
Date of birth: Feb. 9, 1952	
Number of shares of the Bank held: 0 shares	
Number of years served as an audit & supervisory board member upon conclusion of this General Meeting of Shareholders: 2 years	
Past experience, positions, responsibilities and significant concurrent positions	
<p>Mar. 1981 Registered as Certified Public Accountant Aug. 1986 Opened Kawano Certified Public Accountant Office Mar. 1987 Registered as Certified Tax Accountant Jun. 2016 Substitute Audit & Supervisory Board Member, THE OITA BANK, LTD. Jun. 2019 Outside Audit & Supervisory Board Member To present</p> <p>Significant concurrent positions Certified Public Accountant Kawano Certified Public Accountant Office Outside Audit & Supervisory Board Member, Joyfull Co., Ltd.</p>	
Reasons for nomination as a candidate for Outside Director and the outline of the expected role	
<p>Though he has not been directly involved in management of a company, Mr. Mitsuo Kawano has been serving as Outside Audit & Supervisory Board Member of the Bank since 2019 and provided it with relevant opinions from a fair and neutral standpoint. He has expertise as a certified public accountant and a wealth of financial and accounting knowledge.</p> <p>The Bank has nominated him as a candidate for Director serving as Audit & Supervisory Committee Member because it judges he is capable of enhancing effectiveness of decision-making and oversight functions of the Board of Directors from a standpoint independent of the management by utilizing his knowledge and experience.</p> <p>The number of years served as an Outside Audit & Supervisory Board Member will be two (2) years upon conclusion of this General Meeting of Shareholders.</p>	

Candidate No. 5 Sachiko Ohro	New candidate Outside Director Independent Director Female
Date of birth: Jan. 20, 1978	
Number of shares of the Bank held: 0 shares	
Past experience, positions, responsibilities and significant concurrent positions	
<p>Apr. 2001 Joined Ministry of Agriculture, Forestry and Fisheries Mar. 2003 Retired from Ministry of Agriculture, Forestry and Fisheries Dec. 2010 Registered as attorney-at-law with Oita Bar Association Dec. 2010 Joined Law Firm AGORA L.P.C. Nov. 2014 Director, Specified Nonprofit Corporation, Oita Children's Support Network Jun. 2019 Substitute Audit & Supervisory Board Member, THE OITA BANK, LTD. To present</p> <p>Significant concurrent positions Attorney-at-law</p>	
Reasons for nomination as a candidate for Outside Director and the outline of the expected role	
<p>Ms. Sachiko Ohro has a high level of insight as attorney-at-law and expertise in laws and regulations. Though she has not been directly involved in management of a company, the Bank has nominated her as a candidate for Director serving as Audit & Supervisory Committee Member because it judges she is capable of enhancing effectiveness of decision-making and oversight functions of the Board of Directors from a standpoint independent of the management by utilizing her knowledge and experience cultivated over the years</p>	

- (Notes)
1. There are no special interests between each of the candidates for Director and the Bank.
 2. Messrs. Yoshimi Osaki and Mitsuo Kawano and Ms. Sachiko Ohro are candidates for Outside Director.
 3. Messrs. Yoshimi Osaki and Mitsuo Kawano are candidates for Outside Director, and the Bank has appointed them Independent Directors as defined by the Tokyo Stock Exchange and the Fukuoka Stock Exchange and notified the said Exchanges of the appointment. In addition, Ms. Sachiko Ohro is a candidate for Outside Director, and the Bank intends to appoint her Independent Director as defined by the Tokyo Stock Exchange and the Fukuoka Stock Exchange and notify the said Exchanges of the appointment.
 4. Mr. Yoshimi Osaki will have served as an Outside Director for three (3) years upon conclusion of this General Meeting of Shareholders, Mr. Mitsuo Kawano will have served as an Outside Audit & Supervisory Board Member for two (2) years upon conclusion of this General Meeting of Shareholders, and Ms. Sachiko Ohro will have served as a Substitute Audit & Supervisory Board Member for two (2) years upon conclusion of this General Meeting of Shareholders.
 5. Transactions with Mr. Yoshimi Osaki as a person and Oita University, where Mr. Osaki served as Director
 - There are normal banking transactions between Mr. Osaki as a person and the Group.
 - There are normal banking transactions between Oita University, where Mr. Osaki serves as Vice President and Professor of Faculty of Medicine, and the Group. However, the Bank has judged that there is no concern about his independence as neither of them is under control of the other.
 6. Transactions with Mr. Mitsuo Kawano as a person and Kawano Certified Public Accountant Office, which Mr. Kawano manages, and Joyfull Co., Ltd., where Mr. Kawano serves as Outside Audit & Supervisory Board Member
 - There are normal banking transactions between Mr. Kawano as a person and the Group.
 - The Group pays manuscript fees to Kawano Certified Public Accountant Office, which Mr. Kawano manages. However, the amount is small. Kawano Certified Public Accountant Office has no advisory contracts with the Group. The Bank has thus judged that there is no concern about his independence.
 - There are normal banking transactions between Joyfull Co., Ltd., where Mr. Kawano serves as Outside Audit & Supervisory Board Member, and the Group. However, the Bank has judged that there is no concern about his independence as neither of them is under control of the other.
 7. Transactions with Ms. Sachiko Ohro as a person and Law Firm AGORA L.P.C., where Ms. Ohro serves as attorney-at-law, and Specified Nonprofit Corporation, Oita Children's Support Network, where Ms. Ohro serves as Director
 - There are normal banking transactions between Ms. Ohro as a person and the Group.
 - There are normal banking transactions between Law Firm AGORA L.P.C., where Ms. Ohro serves as attorney-at-law, and Specified Nonprofit Corporation, Oita Children's Support Network, where Ms. Ohro serves as Director. However, there are no advisory contracts. the Bank has judged that there is no concern about her independence as none of them is under control of the others.
 8. Liability limitation contract with an Outside Director

The Articles of Incorporation of the Bank stipulates that the Bank may conclude a liability limitation contract with an Outside Director so that he/she will be able to adequately perform his/her expected role as an Outside Director. The Bank has entered into a liability limitation contract with Messrs. Yoshimi Osaki and Mitsuo Kawano. If they are elected, the Bank intends to renew the contract with them. If Ms. Sachiko Ohro is elected, the Bank intends to conclude a liability limitation contract with her. The outline of the details of the contract is as follows:

 - Concerning the liability for damages provided for in Article 423, Paragraph 1 of the Companies Act, the contract limits their liability for damages to the minimum liability amount defined in Article 425, Paragraph 1 of the Companies Act, provided that they have performed their duties in good faith and without gross negligence.
 9. The Bank has enter into a directors and officers liability insurance contract provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company to insure all its Directors, Audit & Supervisory Board Members, and Executive Officers. The insurance contract will cover the damages that the insureds will bear if they are held liable for damages due to their work. The insureds pay 10% of the insurance premium. There are exemption clauses, for example, claims for damages caused by intention or gross negligence are not covered by the insurance contract. When the candidates assume office of Directors, they will be insured by the insurance contract. The contract will be renewed during their terms of office.

Proposal No. 5: Establishment of the Amount of Remuneration for Directors (Except for Directors Serving as Audit & Supervisory Committee Members)

It was approved at the 206th Annual General Meeting of Shareholders held on June 26, 2012 that the amount of remuneration for Directors of the Bank shall be 300 million yen or less (including 20 million yen or less for Outside Directors) including bonuses per year, and it has been so to date. However, the Bank will transition to a company with an Audit & Supervisory Committee, subject to an approval of Proposal No. 2: Amendments to the Articles of Incorporation.

Consequently, pursuant to the provisions of Article 361, Paragraphs 1 and 2 of the Companies Act, the Bank proposes that current provisions regarding the amount of remuneration for Directors be abolished and the amount of remuneration for Directors (except for Directors serving as Audit & Supervisory Committee Members) be 300 million yen or less (including 20 million yen or less for Outside Directors) per year. The Bank also proposes that the amount of remuneration for Directors (except for Directors serving as Audit & Supervisory Committee Members) not include employee salaries for Directors serving as employees, and the specific amount for each Director (except for Director serving as Audit & Supervisory Committee Member), the timing of payment, etc. be determined by a resolution by the Board of Directors.

If this proposal is approved, at the meeting of the Board of Directors held after the conclusion of this General Meeting of Shareholders, the Bank plans to amend the word “Directors” written in the Policy for decisions on details of remuneration, etc. for individual Director presented on Page 43 in the Business Report (available in Japanese only) where it talks about eligibility, to the words “Directors (except for Directors serving as Audit & Supervisory Committee Members)” so that it will be consistent with the approved details.

This proposal is to determine a remuneration limit for Directors (except for Directors serving as Audit & Supervisory Committee Members) within a reasonable range, taking into consideration the economic climate, the size of the Bank, the number of Directors, the level of remuneration at other companies, etc. In addition, as mentioned above, the Bank plans to amend the Policy for decisions on details of remuneration, etc. for individual Director. In order to determine details of remuneration, etc. of individual Director in line with the amended policy, the Bank judges that this proposal is necessary and reasonable.

If Proposal No. 2: Amendments to the Articles of Incorporation and Proposal No. 3: Election of six (6) Directors (Except for Directors Serving as Audit & Supervisory Committee Members) are approved as originally proposed, the Bank will have six (6) Directors (except for Directors serving as Audit & Supervisory Committee Members) (including one (1) Outside Director).

This proposal shall come into effect when the Proposal No. 2: Amendments to the Articles of Incorporation comes into effect.

Proposal No. 6: Establishment of the Amount of Remuneration for Directors Serving as Audit & Supervisory Committee Members

The Bank will transition to a company with an Audit & Supervisory Committee, subject to an approval of Proposal No. 2: Amendments to the Articles of Incorporation.

Consequently, pursuant to the provisions of Article 361, Paragraphs 1 and 2 of the Companies Act, the Bank proposes that the amount of remuneration for Directors serving as Audit & Supervisory Committee Members be 80 million yen or less (including 30 million yen or less for Outside Directors) per year.

The Bank also proposes that the specific amount for each Director serving as Audit & Supervisory Committee Member, the timing of payment, etc. be determined by discussion by Directors serving as Audit & Supervisory Committee Members.

This proposal is to determine a remuneration limit for Directors serving as Audit & Supervisory Committee Members within a reasonable range, taking into consideration the responsibilities of Directors serving as Audit & Supervisory Committee Members, the level of remuneration for Directors (except for Directors serving as Audit & Supervisory Committee Members), etc. The Bank judges that this proposal is necessary and reasonable.

If Proposal No. 2: Amendments to the Articles of Incorporation and Proposal No. 4: Election of five (5) Directors Serving as Audit & Supervisory Committee Members are approved as originally proposed, the Bank will have five (5) Directors serving as Audit & Supervisory Committee Members (including three (3) Outside Directors).

This proposal shall come into effect when the Proposal No. 2: Amendments to the Articles of Incorporation comes into effect.

Proposal No. 7: Determination of the Amount and Other Details of Remuneration in Stock Option for Directors (Except for Directors Serving as Audit & Supervisory Committee Members and Outside Directors) and Granting of Stock Acquisition Rights

It was approved at the 206th Annual General Meeting of Shareholders held on June 26, 2012 that the amount of remuneration associated with stock acquisition rights as stock-based remuneration in stock option for Directors (except for Outside Directors) of the Bank shall be within a range not exceeding 70 million yen per year separately from the amount of remuneration for Directors including bonuses, and it has been so to date. However, the Bank will transition to a company with an Audit & Supervisory Committee, subject to an approval of Proposal No. 2: Amendments to the Articles of Incorporation.

Consequently, pursuant to the provisions of Article 361, Paragraphs 1 and 2 of the Companies Act, the Bank proposes that stock acquisition rights as stock-based remuneration in stock option be allotted to Directors (except for Directors serving as Audit & Supervisory Committee Members and Outside Directors) within a range not exceeding 70 million yen per year, separately from the amount of remuneration for Directors (except for Directors serving as Audit & Supervisory Committee Members) proposed in Proposal No. 5, which is 300 million yen or less (including 20 million yen or less for Outside Directors) per year, taking into consideration various circumstances, such as the economic climate.

In addition, as the Act Partially Amending the Companies Act (Act No. 70 of 2019) enforced on March 1, 2021 stipulates that an approval be obtained at a General Meeting of Shareholders of the specific details of the granting of stock acquisition rights as remuneration to Directors, the Bank would like to request your approval of the details of the stock acquisition rights presented below in order to continue the current stock option plan.

The specific amount of remuneration, etc. will be the amount obtained by multiplying the fair value per stock acquisition right calculated on the date of allotment of the stock acquisition rights by the number of stock acquisition rights to be allotted.

The Bank proposes that the timing of payment, allocation, etc. to each Director (except for Director serving as Audit & Supervisory Committee Member and Outside Director) be determined by a resolution by the Board of Directors.

The Bank currently have six (6) Directors that are eligible for stock acquisition rights granted as stock-based remuneration in stock option. If Proposal No. 2: Amendments to the Articles of Incorporation and Proposal No. 3: Election of six (6) Directors (Except for Directors Serving as Audit & Supervisory Committee Members) are approved as originally proposed, the Bank will have five (5) Directors that are eligible for stock acquisition rights as stock-based remuneration in stock option.

This proposal shall come into effect when the Proposal No. 2: Amendments to the Articles of Incorporation comes into effect.

The details of the stock acquisition rights and the reasons why the granting of the stock acquisition rights is deemed reasonable are as follows.

(1) Details of the stock acquisition rights

(i) Total number of stock acquisition rights and the class and the number of underlying shares

The total number of stock acquisition rights: Not more than 3,500 per year

Class of underlying shares: Not more than 35,000 shares of the common stock of the Bank per year

The number of underlying shares per stock acquisition right (hereinafter referred to as the “Number of Shares Granted”) shall be 10 shares.

If the Bank conducts a share split or a reverse share split of the Bank's common stock, as for the stock acquisition rights that have not been exercised at the time of the share split or the reverse share split, an adjustment shall be made to the Number of Shares Granted using the following formula and any fraction less than one share resulting from the adjustment shall be rounded down.

Number of Shares Granted after adjustment

= Number of Shares Granted before adjustment x Ratio of the share split or the reverse share split

In addition, if the Bank conducts a merger or a company split after the date of allotment, if the Bank conducts a gratis allotment of shares, or if it becomes necessary to adjust the Number of Shares Granted due to a similar circumstance, the Number of Shares Granted shall be adjusted appropriately within a reasonable range.

(ii) Amount of payment for stock acquisition rights

The amount of payment shall be the amount calculated with the Black-Scholes model on the date of allotment of the stock acquisition rights.

The person to whom stock acquisition rights have been allotted shall offset the amount of payment against the remuneration receivables from the Bank.

(iii) Value of property to be contributed when exercising stock acquisition rights

The value of the property to be contributed when exercising stock acquisition rights shall be the amount per share deliverable by exercising the stock acquisition rights, which shall be 1 yen, multiplied by the total Number of Shares Granted.

(iv) Period during which stock acquisition rights can be exercised

Within 30 years from the day following the date of allotment of the stock acquisition rights

(v) Conditions for exercising stock acquisition rights

(A) A stock acquisition right holder may exercise his/her stock acquisition rights at one time only from the day following the day when he/she loses the position of Director of the Bank to the day when ten days have passed during the period stated in (iv) above.

(B) If a stock acquisition right holder dies, provided that the stock acquisition rights belong to only one of the legal heirs of the stock acquisition right holder (hereinafter referred to as the "Inheritance Successor"), the Inheritance Successor may exercise the stock acquisition rights in accordance with the stock acquisition right allotment agreement that the Bank and the stock acquisition right holder individually conclude with the conditions of each of the following items. However, a criminal offender who is found to have committed a serious offense may not become an Inheritance Successor.

(a) If the Inheritance Successor dies, his/her heirs may not inherit the stock acquisition rights.

(b) The Inheritance Successor must complete the inheritance procedure prescribed by the Bank within ten months after the start of the inheritance and by the last day of the period for exercise of the rights.

(c) The Inheritance Successor may exercise the stock acquisition rights at one time during the period stated in (iv) above and within two months from the completion of the inheritance procedure prescribed by the Bank.

(vi) Restriction on transfer of stock acquisition rights

Acquisition of stock acquisition rights by transfer shall require an approval by a resolution by the Board of Directors of the Bank.

(vii) Matters concerning acquisition of stock acquisition rights

(A) If a stock acquisition right holder becomes unable to exercise stock acquisition rights due to provisions of (v) above or provisions of the stock acquisition right allotment agreement before he/she exercises the rights, the Bank may acquire the stock acquisition rights on a date separately determined by the Board of Directors of the Bank without consideration.

(B) If a proposal for approval is approved of a merger agreement in which the Bank becomes a disappearing company, an absorption-type split agreement or an incorporation-type company split plan in which the Bank becomes a split company, or a share exchange agreement or a share transfer plan in which the Bank becomes a wholly owned subsidiary at a General Meeting of Shareholders of the Bank (by the Board of Directors of the Bank if a General Meeting of Shareholder is not required to be held), the Bank may acquire the stock acquisition rights that have not been exercised as of the date separately determined by the Board of Directors of the Bank on the same date without consideration.

(viii) Other details of stock acquisition rights

Details of (i) to (vii) above and other details related to stock acquisition rights shall be determined at a meeting of the Board of Directors that decides the matters concerning the offering of stock acquisition rights.

(2) Reasons why the granting of the stock acquisition rights is deemed reasonable

The Bank proposes to grant stock option to Directors based on the policy for decisions on details of remuneration, etc. for individual Director of the Bank with the aim of further increasing motivation for improving medium- to long-term business performance and corporate value, sharing profit consciousness with shareholders, and raising awareness of shareholder-focused management.

In addition, the ratio of the shares to be issued by exercising stock acquisition rights to the total number of issued shares is 0.2% (If the maximum number of stock acquisition rights are granted over the period of ten years and all of them are exercised, the ratio of the shares to the total number of issued share will be 2.2%.), and its dilution rate is insignificant. The Bank therefore judges that the granting of the stock acquisition rights is reasonable.

Furthermore, If this proposal is approved, at the meeting of the Board of Directors held after the conclusion of this General Meeting of Shareholders, the Bank plans to amend the Policy for decisions on details of remuneration, etc. for individual Director presented on Page 43 in the Business Report (available in Japanese only) as described in Proposal No. 5: Establishment of the Amount of Remuneration for Directors (Except for Directors Serving as Audit & Supervisory Committee Members) so that it will be

consistent with the approved details. In order to determine details of remuneration, etc. of individual Director in line with the amended policy, the Bank judges that this proposal is necessary and reasonable.