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Securities Code: 7380

May 31, 2024

(Electronic provision of information will start on: May 23, 2024)

To Shareholders with Voting Rights:

Naoki Ikeda
President and Representative
Director
Juroku Financial Group, Inc.
8-26, Kandamachi,
Gifu-shi, Gifu, Japan

**NOTICE OF CONVOCATION OF
THE 3RD ANNUAL GENERAL MEETING OF SHAREHOLDERS**

We are pleased to inform you that the 3rd Annual General Meeting of Shareholders of the Company will be held for the purposes as described below.

In convening this meeting, the Company has taken measures for electronic provision, and matters to be provided electronically (“Information in Electronic Format”) are posted on the following website.

The Company’s website: <https://www.16fg.co.jp/english/>

In addition to the above, the information is also posted on the following website.

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

Please access the website shown above, enter the Company’s name or securities code to search, select “Basic information” and go to “Documents for public inspection/PR information” to confirm the information.

Instead of attending the meeting, you can also exercise your voting rights in writing by submitting the Voting Rights Exercise Form, or via electromagnetic means (the Internet, etc.). Please review the Reference Documents for the General Meeting of Shareholders stated in the Information in Electronic Format, and exercise your voting rights.

- 1. Date and Time:** 10:00 a.m. (JST) on Thursday, June 20, 2024
- 2. Place:** 3F Conference Room, The Juroku Bank Head Office, 8-26 Kandamachi, Gifu-shi, Gifu, Japan
- 3. Meeting Agenda:**
Matters to be reported: The Business Report, the Consolidated Financial Statements and the Non-consolidated Financial Statements for the Company's 3rd Fiscal Year (from April 1, 2023 to March 31, 2024) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Committee

Proposals to be resolved:

- Proposal No. 1:** Election of Eight (8) Directors (excluding Directors who are Members of the Audit & Supervisory Committee)
- Proposal No. 2:** Election of One (1) Director who is a Member of the Audit & Supervisory Committee

End

Guidance on Attendance at the Meeting

- If you attend the meeting in person on the day of the meeting, please submit the enclosed Voting Right Exercise Form to the receptionist at the venue. Please also bring this notice of convocation with you for resource saving.
- Please note that proxies who are not shareholders, accompanying guests, or any other persons who are not shareholders entitled to exercise voting rights will not be allowed to enter the venue. We are happy to assist you if you need any assistance. Please feel free to call us beforehand at 0120-300-716 (toll free, inside Japan only).

Live Broadcast Information

- The shareholders meeting will be broadcast live. Please see the enclosed information for more details.
- The shareholders meeting can also be streamed on our website at a later date for those who are unable to watch the live broadcast.

Information in Electronic Format

Shareholders are asked to confirm the Information in Electronic Format by accessing the Company's website and the website of Tokyo Stock Exchange as a general rule. We send the paper copy only to shareholders who have requested it by the record date.

Among the Information in Electronic Format, the following items are posted only on the Company's website in accordance with laws and regulations as well as Article 16 of the Articles of Incorporation of the Company, and are therefore not included in the paper copy.

- 1) Matters Concerning the Company's Stock Acquisition Rights, etc.,
Basic Policy for Persons Who Control Decisions on Financial and Business Policies,
System to Ensure Appropriate Operations,
Overview of Management Status of System to Ensure Appropriate Operations,
Matters Concerning Specified Wholly-Owned Subsidiaries,
Matters Concerning Transactions with the Parent Company, etc., and
Matters Concerning Accounting Advisors in the Business Report
- 2) Consolidated Statement of Changes in Equity and the Notes to the Consolidated Financial Statements as part of the Consolidated Financial Statements
- 3) Non-consolidated Statement of Changes in Equity and the Notes to the Non-consolidated Financial Statements as part of the Non-consolidated Financial Statements

Accordingly, the documents contained in this paper copy are part of the Consolidated Financial Statements and the Non-consolidated Financial Statements audited by the Accounting Auditor in preparing its audit report, and are also part of the Business Report, the Consolidated Financial Statements and the Non-consolidated Financial Statements audited by the Audit & Supervisory Committee in preparing its audit report.

In the event that the Information in Electronic Format is revised, the content of these revisions will be posted on the websites on which the information is posted.

Notice concerning dividend

Pursuant to the provisions of the Articles of Incorporation, the Company has decided at the Board of Directors' meeting held on May 9, 2024 as follows.

1. Year-end dividends
90 yen per share
2. Effective date (date to commence dividend payment)
June 3, 2024

Annual dividend
[Reference] 160 yen per share

It was resolved that the year-end dividend for the fiscal year ended March 31, 2024 will be 90 yen per share. The effective date (to commence dividend payment) was resolved to be June 3, 2024. As we have paid the interim dividend of 70 yen per share, the annual dividend for the current fiscal year will be 160 yen per share.

“Receipt of year-end dividend” (for those who specify bank transfer, “Year-end dividend calculation notice” and “Confirmation of the account for dividend transfer”) has been enclosed herein.

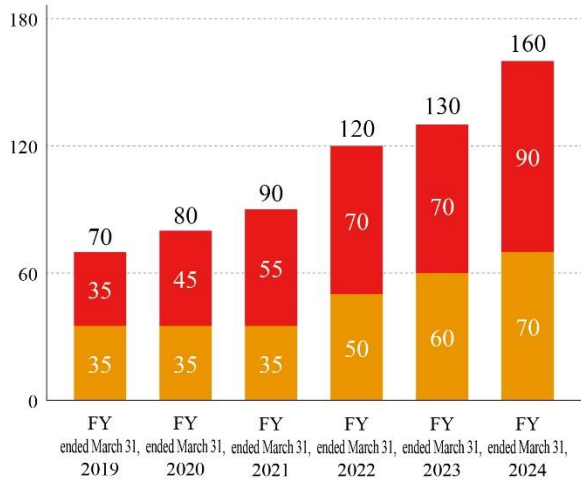
Trends in the amount of dividends and the number of shareholders

Dividends increased for the fifth consecutive year in the current fiscal year. The number of shareholders has been also increasing over the past few years.

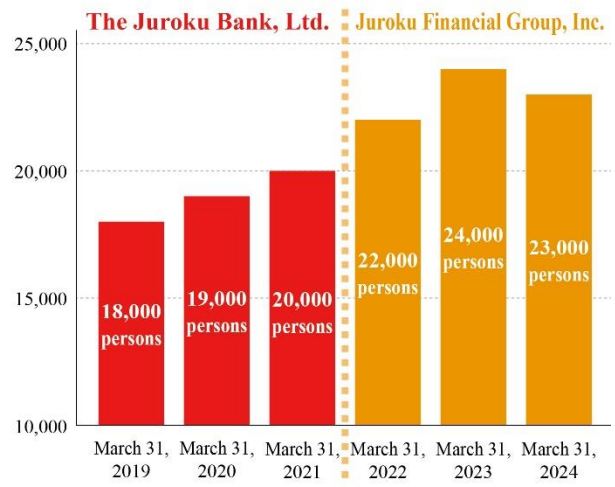
■ Dividend per share

(Unit: yen)

■ Interim dividend ■ Year-end dividend



■ Number of shareholders



Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal No. 1: Election of Eight (8) Directors (excluding Directors who are Members of the Audit & Supervisory Committee)

The terms of office of all Directors (excluding Directors who are Members of the Audit & Supervisory Committee) will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of eight (8) Directors (excluding Directors who are Members of the Audit & Supervisory Committee) is proposed.

The Audit & Supervisory Committee has considered this proposal and expressed its opinion that there are no particular matters to be stated.

The candidates are as follows:

No.	Name	Gender	Current position at the Company, etc.	Attendance at Board of Directors
1	(Reappointment) Yukio Murase	Male	Chairperson (Representative Director)	11/11
2	(Reappointment) Naoki Ikeda	Male	President (Representative Director)	11/11
3	(Reappointment) Akihide Ishiguro	Male	Deputy President	11/11
4	(Reappointment) Yukiyasu Shiraki	Male	Director and Senior Managing Executive Officer General Manager, Group Business Planning Division	11/11
5	(Reappointment) Yoshiaki Bito	Male	Director and Managing Executive Officer General Manager, Group Risk Management Division	11/11
6	(New appointment) Tomoko Shiozaki	Female	Executive Officer General Manager, Sustainability Planning Office	—
7	(Reappointment) (Outside) (Independent) Satoko Ito	Female	Director	11/11
8	(Reappointment) (Outside) (Independent) Yasushi Ueda	Male	Director	9/9

No.	Name (Date of birth)	Past experience, positions, and responsibilities	Number of shares of the Company held	Attendance at Board of Directors
1	(Reappointment) Yukio Murase (Dec. 23, 1956)	<p>The Company</p> <p>Oct. 2021 Chairperson (current position) (Representative Director) (Responsible for Group Management Audit Division)</p> <p>Subsidiaries, etc.</p> <p>Apr. 1979 Joined The Juroku Bank, Ltd. (the “Bank”)</p> <p>Jun. 1993 General Manager, Hong Kong Branch, the Bank</p> <p>Feb. 1994 General Manager, Nagoya Ekimae Branch, the Bank</p> <p>Apr. 1998 General Manager, Human Resources Division, the Bank</p> <p>Jun. 2004 Managing Director, the Bank</p> <p>Jun. 2009 Senior Managing Director, the Bank</p> <p>Sep. 2013 President and CEO, the Bank (Representative Director)</p> <p>Jun. 2021 Chairperson and President (Representative Director)</p> <p>Oct. 2021 Chairperson (current position) (Representative Director)</p> <p>Significant concurrent positions: Chairman, The Gifu Chamber of Commerce and Industry Chairperson (Representative Director), The Juroku Bank, Ltd.</p> <p>Reasons for nomination as a candidate for Director: Mr. Yukio Murase has served as an officer responsible primarily for corporate planning, business support, corporate administration, and internal audit sections, and then served as President and CEO from September 2013, as Chairperson and President from June 2021, and Chairperson from October 2021 of The Juroku Bank, Ltd., a group company of the Group. At the Company, he has served as Chairperson from October 2021 and has a capability and a track record that enable him to perform the management of the Group’s operations accurately, fairly and efficiently. The Company believes that, by utilizing his extensive operational experience and a wide range of knowledge, he will contribute to the enhancement of the effectiveness of the Board of Directors’ decision-making and supervising functions in order to promote the Group’s sustainable growth and improve its medium-to-long term corporate value and has renominated him as a candidate for Director.</p> <p>Special relationships: There are no special relationships between Mr. Yukio Murase and the Company.</p>	45,576 shares	11/11

No.	Name (Date of birth)	Past experience, positions, and responsibilities	Number of shares of the Company held	Attendance at Board of Directors
2	(Reappointment) Naoki Ikeda (Apr. 4, 1957)	<p>The Company</p> <p>Oct. 2021 President (current position) (Representative Director) (Administrator of the Company)</p> <p>Subsidiaries, etc.</p> <p>Apr. 1980 Joined the Bank</p> <p>Apr. 2005 General Manager, Takayama Branch, the Bank</p> <p>Jun. 2008 Director and General Manager, Nagoya Branch, the Bank</p> <p>Apr. 2012 Director and General Manager, Nagoya Main Office, the Bank</p> <p>Jun. 2013 Managing Director and General Manager, Operations Administration Division, the Bank</p> <p>Sep. 2013 Managing Director, the Bank</p> <p>Jun. 2014 Deputy President, the Bank (Representative Director)</p> <p>Oct. 2021 Director, the Bank (current position)</p> <p>Significant concurrent position: Director, The Juroku Bank, Ltd.</p> <p>Reasons for nomination as a candidate for Director: Mr. Naoki Ikeda has served as an officer responsible primarily for corporate planning, operations administration, enterprise support, and corporate administration sections, and then served as Deputy President from June 2014 through September 2021 at The Juroku Bank, Ltd., a group company of the Group. At the Company, he has served as President from October 2021 and has a capability and a track record that enable him to perform the management of the Group's operations accurately, fairly and efficiently. The Company believes that, by utilizing his extensive operational experience and a wide range of knowledge, he will contribute to the enhancement of the effectiveness of the Board of Directors' decision-making and supervising functions in order to promote the Group's sustainable growth and improve its medium-to-long term corporate value and has renominated him as a candidate for Director.</p> <p>Special relationships: There are no special relationships between Mr. Naoki Ikeda and the Company.</p>	31,016 shares	11/11

No.	Name (Date of birth)	Past experience, positions, and responsibilities	Number of shares of the Company held	Attendance at Board of Directors
3	(Reappointment) Akihide Ishiguro (Sep. 19, 1963)	<p>The Company Oct. 2021 Deputy President (current position) (Deputy Administrator of the Company and responsible for Group Digital Administration Division)</p> <p>Subsidiaries, etc. Apr. 1987 Joined the Bank Jun. 2009 General Manager, Tokai Branch, the Bank Oct. 2011 Manager, Human Resources Division, the Bank Apr. 2014 Deputy General Manager, Human Resources Division, the Bank Jun. 2016 General Manager, Corporate Administration Division, the Bank Jun. 2017 Executive Officer and General Manager, Corporate Administration Division, the Bank Jun. 2018 Director and Executive Officer and General Manager, Corporate Administration Division, the Bank Jun. 2019 Director and Executive Officer and General Manager, Corporate Planning Division, the Bank Jun. 2020 Director and Managing Executive Officer, the Bank Oct. 2021 President and CEO (current position) (Representative Director)</p>	13,348 shares	11/11
<p>Significant concurrent position: President and CEO (Representative Director), The Juroku Bank, Ltd.</p> <p>Reasons for nomination as a candidate for Director: Mr. Akihide Ishiguro has been responsible for supervision related to human resources and general affairs, served as an officer responsible primarily for corporate planning and digital reform sections, and served as President and CEO from October 2021 at The Juroku Bank, Ltd., a group company of the Group. At the Company, he has served as Deputy President from October 2021 and has a capability and a track record that enable him to perform the management of the Group's operations accurately, fairly and efficiently. The Company believes that, by utilizing his extensive operational experience and a wide range of knowledge, he will contribute to the enhancement of the effectiveness of the Board of Directors' decision-making and supervising functions in order to promote the Group's sustainable growth and improve its medium-to-long term corporate value and has renominated him as a candidate for Director.</p> <p>Special relationships: There are no special relationships between Mr. Akihide Ishiguro and the Company.</p>				

No.	Name (Date of birth)	Past experience, positions, and responsibilities	Number of shares of the Company held	Attendance at Board of Directors
4	(Reappointment) Yukiyasu Shiraki (Jan. 7, 1963)	<p>The Company</p> <p>Oct. 2021 Director and Senior Managing Executive Officer General Manager, Group Business Planning Division (current position) (Responsible for Group Business Planning Division and Sustainability Planning Office)</p> <p>Subsidiaries, etc.</p> <p>Apr. 1985 Joined the Bank</p> <p>Apr. 2010 General Manager, Hashima Branch, the Bank</p> <p>Mar. 2012 General Manager, Kakamigahara Branch, the Bank</p> <p>Jun. 2014 Executive Officer and General Manager, Ichinomiya Branch, the Bank</p> <p>Jun. 2016 Managing Executive Officer and Chief General Manager, Aichi Business Division, the Bank</p> <p>Jun. 2017 Director and Managing Executive Officer and Chief General Manager, Aichi Business Division, and Deputy Chief General Manager, Business Integration Division, the Bank</p> <p>Apr. 2019 Director and Managing Executive Officer and Chief General Manager, Business Integration Division, the Bank</p> <p>Apr. 2021 Director and Managing Executive Officer and Chief General Manager, Business Support Division, the Bank</p> <p>Oct. 2021 President, Juroku Lease Co., Ltd. (current position) (Representative Director)</p>	14,399 shares	11/11
<p>Significant concurrent position: President (Representative Director), Juroku Lease Co., Ltd.</p> <p>Reasons for nomination as a candidate for Director: Mr. Yukiyasu Shiraki has served as General Manager of the major branches and an officer responsible for the business support section, etc., at The Juroku Bank, Ltd. of the Group. He has also served as President of Juroku Lease Co., Ltd. from October 2021. At the Company, he has served as Director and Senior Managing Executive Officer from October 2021 and has a capability and a track record that enable him to perform the management of the Group's operations accurately, fairly and efficiently. The Company believes that, by utilizing his extensive operational experience and a wide range of knowledge, he will contribute to the enhancement of the effectiveness of the Board of Directors' decision-making and supervising functions in order to promote the Group's sustainable growth and improve its medium-to-long term corporate value and has renominated him as a candidate for Director.</p> <p>Special relationships: There are no special relationships between Mr. Yukiyasu Shiraki and the Company.</p>				

No.	Name (Date of birth)	Past experience, positions, and responsibilities	Number of shares of the Company held	Attendance at Board of Directors
5	(Reappointment) Yoshiaki Bito (Sep. 4, 1964)	<p>The Company</p> <p>Oct. 2021 Executive Officer General Manager, Group Management Audit Division</p> <p>Jun. 2022 Director and Managing Executive Officer General Manager, Group Risk Management Division (current position) (Responsible for Group Risk Management Division)</p> <p>Subsidiaries, etc.</p> <p>Apr. 1988 Joined the Bank</p> <p>Oct. 2014 Section Manager, Overseas Support Division, the Bank</p> <p>Jun. 2017 General Manager, Audit & Supervisory Board Members Office, the Bank</p> <p>Apr. 2019 General Manager, Treasury and Investment Division, the Bank</p> <p>Apr. 2021 General Manager, Market Transaction Division, the Bank</p> <p>Jul. 2021 Researcher (treatment as General Manager), Operational Audit Division, the Bank</p> <p>Oct. 2021 Executive Officer, and General Manager, Operational Audit Division, the Bank</p> <p>Jun. 2022 Director and Managing Executive Officer (current position)</p>	5,592 shares	11/11
		<p>Significant concurrent position: Director and Managing Executive Officer, The Juroku Bank, Ltd.</p> <p>Reasons for nomination as a candidate for Director: Mr. Yoshiaki Bito has served as General Manager of Audit & Supervisory Board Members Office, Market Transaction Division and Operational Audit Division, and from June 2022, has served as Director and Managing Executive Officer at The Juroku Bank, Ltd. of the Group. At the Company, he has served as Director and Managing Executive Officer from June 2022 and has a capability and a track record that enable him to perform the management of the Group's operations accurately, fairly and efficiently. The Company believes that, by utilizing his extensive operational experience and a wide range of knowledge, he will contribute to the enhancement of the effectiveness of the Board of Directors' decision-making and supervising functions in order to promote the Group's sustainable growth and improve its medium-to-long term corporate value and has renominated him as a candidate for Director.</p> <p>Special relationships: There are no special relationships between Mr. Yoshiaki Bito and the Company.</p>		

No.	Name (Date of birth)	Past experience, positions, and responsibilities	Number of shares of the Company held	Attendance at Board of Directors
6	(New appointment) Tomoko Shiozaki (Aug. 30, 1972)	<p>The Company</p> <p>Oct. 2021 Manager, Group Business Planning Division</p> <p>Apr. 2022 General Manager, Sustainability Planning Office</p> <p>Jun. 2023 Executive Officer General Manager, Sustainability Planning Office (current position)</p> <p>Subsidiaries, etc.</p> <p>Apr. 1995 Joined the Bank</p> <p>Jun. 2017 General Manager, Tarui Branch, the Bank</p> <p>Jun. 2018 General Manager, Hoshigaoka Branch, the Bank</p> <p>Apr. 2021 General Manager, SDGs Promotion Office, Local Vitalization Division, the Bank</p> <p>Apr. 2022 General Manager, Sustainability Promotion Division, the Bank</p> <p>Jun. 2023 Executive Officer, and General Manager, Sustainability Promotion Division, the Bank (current position)</p>	1,989 shares	-
<p>Significant concurrent position: Executive Officer, The Juroku Bank, Ltd.</p> <p>Reasons for nomination as a candidate for Director: Ms. Tomoko Shiozaki has served as General Manager of branches at The Juroku Bank, Ltd., a group company of the Group. She has also promoted and supervised sustainability as Executive Officer and General Manager of Sustainability Promotion Division. At the Company, she has served as General Manager of Sustainability Planning Office from April 2022 and has a capability and a track record that enable her to perform the management of the Group's operations accurately, fairly and efficiently. The Company believes that, by utilizing her extensive operational experience and a wide range of knowledge, she will contribute to the enhancement of the effectiveness of the Board of Directors' decision-making and supervising functions in order to promote the Group's sustainable growth and improve its medium-to-long term corporate value and has nominated her as a candidate for Director.</p> <p>Special relationships: There are no special relationships between Ms. Tomoko Shiozaki and the Company.</p>				

No.	Name (Date of birth)	Past experience, positions, and responsibilities	Number of shares of the Company held	Attendance at Board of Directors
7	(Reappointment) (Outside) (Independent) Satoko Ito (Jul. 3, 1967)	<p>Oct. 1989 Started activities as an anchorperson for news and information programs</p> <p>Apr. 2010 Visiting Professor, Graduate Institute for Entrepreneurial Studies (current position)</p> <p>Apr. 2015 Part-time Lecturer, Niigata University (current position)</p> <p>Jun. 2020 Director, the Bank</p> <p>Oct. 2021 Director, the Company (current position)</p>	0 shares	11/11
<p>Significant concurrent positions: Outside Director, Sekisui Jushi Corporation External Corporate Auditor, MITANI SANGYO Co., Ltd.</p> <p>Reasons for nomination as a candidate for Outside Director and the overview of expected roles: Ms. Satoko Ito has extensive experience and knowledge in a wide range of domains such as environmental energy, regional revitalization, ESG and sustainability gained through her career as an anchorperson for news and information programs and a university professor. Although she has not been involved in corporate management other than through serving as Outside Director or External Corporate Auditor, the Company believes that, by utilizing her extensive experience and a wide range of knowledge, she will contribute to increasing transparency and fairness of the decision-making function and strengthening the supervising function of the Board of Directors from an objective standpoint independent from the management team in order to promote the Group's sustainable growth and improve its medium-to-long term corporate value and has renominated her as a candidate for Outside Director.</p> <p>Special relationships: There are no special relationships between Ms. Satoko Ito and the Company.</p> <p>(Note) Ms. Satoko Ito is currently serving as Outside Director of the Company and her term of office will be two (2) years and nine (9) months at the conclusion of this General Meeting of Shareholders.</p>				

No.	Name (Date of birth)	Past experience, positions, and responsibilities	Number of shares of the Company held	Attendance at Board of Directors	
8	(Reappointment) (Outside) (Independent) Yasushi Ueda (Mar. 11, 1963)	Apr. 1988	Joined Meiji Life Insurance Company	0 shares	9/9
		Apr. 2013	General Manager, Profit Management & Actuarial Department, Meiji Yasuda Life Insurance Company (hereinafter “Meiji Yasuda Life Insurance”)		
		Apr. 2017	Executive Officer and General Manager, Profit Management & Actuarial Department, Meiji Yasuda Life Insurance		
		Apr. 2018	Executive Officer, Meiji Yasuda Life Insurance		
		Apr. 2019	Managing Executive Officer, Meiji Yasuda Life Insurance		
		Apr. 2020	Managing Executive Officer, Group Chief Actuary, Meiji Yasuda Life Insurance		
		Apr. 2021	Managing Executive Officer, Group CRO, Meiji Yasuda Life Insurance		
		Jun. 2023	Director, the Company (current position)		
	Apr. 2024	Senior Managing Executive Officer, Group CRO, Meiji Yasuda Life Insurance (current position)			
	Significant concurrent position: Senior Managing Executive Officer, Group CRO, Meiji Yasuda Life Insurance Company Reasons for nomination as a candidate for Outside Director and the overview of expected roles: Mr. Yasushi Ueda has been engaged in corporate management as Senior Managing Executive Officer and Group CRO of Meiji Yasuda Life Insurance, and has gained extensive experience and a wide range of insight in the financial sector, including risk management. The Company believes that, by utilizing his extensive operational experience and a wide range of knowledge, he will contribute to increasing transparency and fairness of the decision-making function and strengthening the supervising function of the Board of Directors from an objective standpoint independent from the management team in order to promote the Group’s sustainable growth and improve its medium-to-long term corporate value and has renominated him as a candidate for Outside Director. Special relationships: There are no special relationships between Mr. Yasushi Ueda and the Company. (Note) Mr. Yasushi Ueda is currently serving as Outside Director of the Company and his term of office will be one (1) year at the conclusion of this General Meeting of Shareholders.				

(Notes)

- Ms. Satoko Ito and Mr. Yasushi Ueda are candidates for Outside Directors who satisfy the Criteria for Assessing Independence of the Company as described on Page 15. They are also candidates for Independent Officers pursuant to the provisions of Tokyo Stock Exchange, Inc. and Nagoya Stock Exchange, Inc.
- Ms. Satoko Ito previously served as Director of The Juroku Bank, Ltd., a subsidiary of the Company.
- The Company specifies in its Articles of Incorporation to allow the Company and Outside Directors to enter into an agreement limiting their liability to the amount specified by laws and regulations so that they can fully perform their expected roles.
The Company has entered into a liability limitation agreement based on Article 423, Paragraph 1 of the Companies Act with each of the Outside Director candidates, Ms. Satoko Ito and Mr. Yasushi Ueda. When the relevant Outside Directors have acted in good faith and have not been grossly negligent in performing their duties, they will be responsible for such liability to the extent of the liability amount set forth in Article 425, Paragraph 1, Item 1 (c) of the Companies Act under the agreement. The Company plans to enter into the same liability limitation agreement with each of the Outside Director candidates upon the reappointment of Ms. Satoko Ito and Mr. Yasushi Ueda at this General Meeting of Shareholders.
- The Company has entered into a directors and officers liability insurance contract under which its officers, etc. are insured persons with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. If the candidates are reelected or elected as proposed, all of them will be insured under the contract. The contract covers compensation for damages and litigation expenses in the event that a claim for damages is made against the insured person due to an act committed by the insured person in his/her capacity such as an officer of a company. The Company fully bears the insurance premiums for all insureds. The Company will renew the insurance contract with the same details during their terms of office.

Proposal No. 2: Election of One (1) Director who is a Member of the Audit & Supervisory Committee

Mr. Naohiko Ishikawa, Director who is a Member of the Audit & Supervisory Committee, will resign at the conclusion of this General Meeting of Shareholders. Accordingly, the election of one (1) new Director who is a Member of the Audit & Supervisory Committee is proposed.

We have obtained the approval of the Audit & Supervisory Committee for this proposal.

The candidate is as follows:

Name (Date of birth)	Past experience, positions, and responsibilities			Number of shares of the Company held	Attendance at Board of Directors
(New appointment) Akito Yamashita (Aug. 30, 1965)	Apr.	1988	Joined the Bank	2,023 shares	—
	Jan.	2013	Manager, Corporate Planning Division, the Bank		
	Oct.	2014	Deputy General Manager, Kakamigahara Branch, the Bank		Attendance at Audit & Supervisory Committee
	Jun.	2016	General Manager, Kurono Branch		—
	Jan.	2018	General Manager, Seki Branch		
	Apr.	2019	General Manager, Okazaki Branch		
	Jun.	2019	Executive Officer and General Manager, Okazaki Branch		
	Oct.	2020	President (Representative Director), Juroku Business Service Co., Ltd.		
Oct.	2021	Full-time Auditor, the Bank (current position)			
Reasons for nomination as a candidate for Director who is a Member of the Audit & Supervisory Committee: Mr. Akito Yamashita has served as Executive Officer and General Manager of Okazaki Branch as well as in core bank operations such as General Manager of the major branches, corporate planning operation and full-time Auditor of The Juroku Bank, Ltd., a group company of the Group, and has thorough knowledge of overall operations. The Company believes that, by utilizing his extensive operational experience and a wide range of insight, he will contribute to increasing transparency and fairness of the decision-making function and strengthening the supervising function of the Board of Directors from an objective standpoint independent from the management team and has nominated him as a candidate for Director who is a Member of the Audit & Supervisory Committee.					
Special relationships: There are no special relationships between Mr. Akito Yamashita and the Company.					

(Note)

1. The Company has entered into a directors and officers liability insurance contract under which its officers, etc. are insured persons with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. If Mr. Akito Yamashita is elected as proposed, he will be insured under the contract. The contract covers compensation for damages and litigation expenses in the event that a claim for damages is made against the insured person due to an act committed by the insured person in his/her capacity such as an officer of a company. The Company fully bears the insurance premiums for all insureds. The Company will renew the insurance contract with the same details during their terms of office.

[Criteria for Assessing Independence]

The Company shall establish the following criteria for assessing independence of Outside Directors (including those who are Members of the Audit & Supervisory Committee) in addition to the “Independence Criteria” set by the Stock Exchanges on which the Company is listed:

1. A person who falls under any of the following shall be a person who does not meet the requirements of independence.
 - (1) A person whose sales to the Group is 2% or more of its consolidated net sales for the most recent fiscal year
 - (2) A person whose balance of loans received from the Group is the highest and who shall receive a serious impact such as affecting the continuity of his business by the Group’s changes to its loan policies including immediate collection of the loan.
 - (3) A shareholder who holds over 5% of the total voting rights of all shareholders of the Company
 - (4) A person who has received money or other properties of more than 10 million yen per year on average over the past three years from the Group, excluding compensations for Director
2. Notwithstanding the provisions of the preceding paragraph, independence can be recognized if it is judged that there is substantial independence as a result of comprehensive judgement including other reasonable reasons.
3. If a person in paragraph 1 above is a legal entity or the like, it shall mean a business executor of the legal entity or the like prescribed in Article 2, Paragraph 3, Item 6 of the Ordinance for Enforcement of the Companies Act.

<Reference>

If Proposals 1 and 2 are approved as originally proposed, the areas of experience possessed by Internal Directors and the areas particularly expected of Outside Directors are as follows:

Name	Current position at the Company	Major skills and experience, etc. of Directors						
		Corporate management	Financing	Finance / Accounting	Legal affairs / Risk management	Human resources	Local revitalization	ESG / Sustainability
Directors who are not Members of the Audit & Supervisory Committee	Yukio Murase (Representative Director)	●	●	●	●	●	●	●
	Naoki Ikeda (Representative Director)	●	●	●	●	●	●	●
	Akihide Ishiguro Deputy President	●	●	●		●		
	Yukiyasu Shiraki Director and Senior Managing Executive Officer General Manager, Group Business Planning Division	●	●				●	●
	Yoshiaki Bito Director and Managing Executive Officer General Manager, Group Risk Management Division	●	●		●			
	Tomoko Shiozaki Executive Officer General Manager, Sustainability Planning Office	●	●				●	●
	Satoko Ito Director <u>Outside</u>						●	●
	Yasushi Ueda Director <u>Outside</u>	●	●		●			
Directors who are Members of the Audit & Supervisory Committee	Akito Yamashita -	●	●	●				
	Shinji Ishihara Director <u>Outside</u>				●	●		
	Satoe Tsuge Director <u>Outside</u>			●				●

Note: The table does not represent all expertise and experience possessed by each person.

End