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(Securities Code: 8522)

Date of sending by postal mail: June 4, 2024

Start date of measures for electronic provision: May 27, 2024

To our shareholders:

Ichiro Fujiwara,
President
The Bank of Nagoya, Ltd.
19-17 Nishiki 3-chome, Naka-ku,
Nagoya City, Aichi

Notice of the 106th Annual General Meeting of Shareholders

Greetings:

We cordially announce that the 106th Annual General Meeting of Shareholders of the Bank of Nagoya, Ltd. (the “Bank”) will be held as described below.

When convening this general meeting of shareholders, the Bank takes measures for providing in electronic format the information that constitutes the content of reference documents for the shareholders meeting, etc. (matters for which measures for providing information in electronic format are to be taken). This information is posted on each of the following websites, so please access either of those websites to confirm the information.

【Bank’s website】

<https://www.meigin.com/ir/shareholder/index.html> (in Japanese)

【Website for posted informational materials for the general meeting of shareholders】

<https://d.sokai.jp/8522/teiji/> (in Japanese)

【TSE website (Listed Company Search)】

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

* Enter “The Bank of Nagoya, Ltd.” in “Issue name (company name)” or the Bank’s securities code “8522” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”

If you are unable to attend the Meeting on the day, you may exercise your voting rights in writing (by postal mail) or via the Internet in advance, so please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights no later than 5:30 p.m. on Thursday, June 20, 2024 (JST).

- 1. Date and Time:** Friday, June 21, 2024, at 10:00 a.m. (JST)
(Reception will open at 9:00 a.m.)
- 2. Venue:** 9F hall, Head Office, the Bank of Nagoya, Ltd.
19-17 Nishiki 3-chome, Naka-ku, Nagoya City, Aichi

3. Purpose of the Meeting

Matters to be reported

1. The Business Report and the Non-consolidated Financial Statements for the 106th fiscal year (from April 1, 2023 to March 31, 2024)
2. The Consolidated Financial Statements and the Audit Reports by the Financial Auditor and the Audit and Supervisory Committee on the Consolidated Financial Statements for the 106th fiscal year (from April 1, 2023 to March 31, 2024)

Matters to be resolved

Proposal No. 1: Appropriation of Surplus

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

Proposal No. 3: Election of Four Directors Who Are Audit and Supervisory Committee Members

- Notes on the General Meeting of Shareholders
- Among the matters subject to measures for electronic provision, in accordance with the provisions of laws and regulations and the Bank's Articles of Incorporation, the following matters are not provided in the paper-based documents delivered to shareholders who have made a request for delivery of such documents. The Audit and Supervisory Committee has audited the documents subject to audit, including the following matters (i) through (iii). The Accounting Auditor has audited the documents subject to audit, including the following matters (ii) and (iii).
 - (i) "Matters Related to Stock Acquisition Rights of the Bank," "Basic Policy Concerning Persons Who Control Decisions on Financial and Business Policies," "System to Ensure the Propriety of Operations," "Matters Concerning Specified Wholly Owned Subsidiaries," "Matters Concerning Transactions with Parent Companies, etc.," "Matters Concerning Accounting Counsel," and "Others" in the Business Report
 - (ii) "Non-consolidated Statement of Changes in Net Assets" and the "Notes to Non-consolidated Financial Statements" in the Non-consolidated Financial Statements
 - (iii) "Consolidated Statement of Changes in Net Assets" and the "Notes to Consolidated Financial Statements" in the Consolidated Financial Statements
- In the event of any corrections to matters subject to measures for electronic provision, a notification to that effect, and the corrected and pre-corrected versions of these matters will be made available on the website of the Bank, and on the website for General Meeting of Shareholders materials and website of the Tokyo Stock Exchange.

Information on Exercise of Voting Rights, etc.

You may exercise your voting rights using one of the following three methods.

Exercise of voting rights by attending the Annual General Meeting of Shareholders

Please present the enclosed voting form at the reception. (No seal is necessary.)

Date and Time: **Friday, June 21, 2024, at 10:00 a.m. (JST)**
(Reception will open at 9:00 a.m.)

Venue: **9F hall, Head Office, the Bank of Nagoya, Ltd.**

Exercise of voting rights in writing (by postal mail)

Please indicate your vote of approval or disapproval of each proposal on the voting form and return it to the Bank. You do not need to affix a stamp.

When you do not indicate “approval” or “disapproval” for each Proposal on the voting form returned to us, it will be treated as if you indicated “approval” for each Proposal

Voting Deadline: **To arrive no later than 5:30 p.m., Thursday, June 20, 2024 (JST)**

Exercise of voting rights via the Internet

Please access the designated website for the exercise of the voting rights (<https://soukai.mizuho-tb.co.jp/>) from your computer or smartphone. Enter your “voting code” and “temporary password” printed on the voting form and enter your approval or disapproval of each proposal in accordance with the instructions on the screen.

Voting Deadline: **To be completed no later than 5:30 p.m., Thursday, June 20, 2024 (JST)**

- (1) If you exercise your voting right in duplicate both via the Internet and in writing, the vote cast via the Internet shall be deemed valid.
- (2) If you exercise your voting right more than once via the Internet, the last vote cast shall be deemed valid.
- (3) In order to prevent unauthorized access (web spoofing) or alteration of the voting by nonshareholders, you will be asked to change your password on the voting website.
- (4) The Bank will notify you of the new voting code and password at each convocation of the General Meeting of Shareholders.
- (5) Each shareholder shall bear any fees for accessing the voting website (Internet connection fees, communications fees, etc.).

To institutional investors

Institutional investors may use the electronic voting platform operated by ICJ, Inc.

Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Appropriation of Surplus

Taking into consideration our shareholder return policy and performance for the fiscal year under review, and other factors comprehensively, and with the aim of increasing the attractiveness of investment in shares of the Bank for greater return of profits, the Bank proposes the following year-end dividends for the 106th fiscal year.

Year-end dividends

- (1) Type of dividend property

Cash

- (2) Allotment of dividend property and their aggregate amount

¥100 per common share of the Bank

The total dividends: ¥1,668,573,300

* Since the Bank paid an interim dividend of ¥80 per share, the annual dividend for the fiscal year under review will be ¥180 per share.

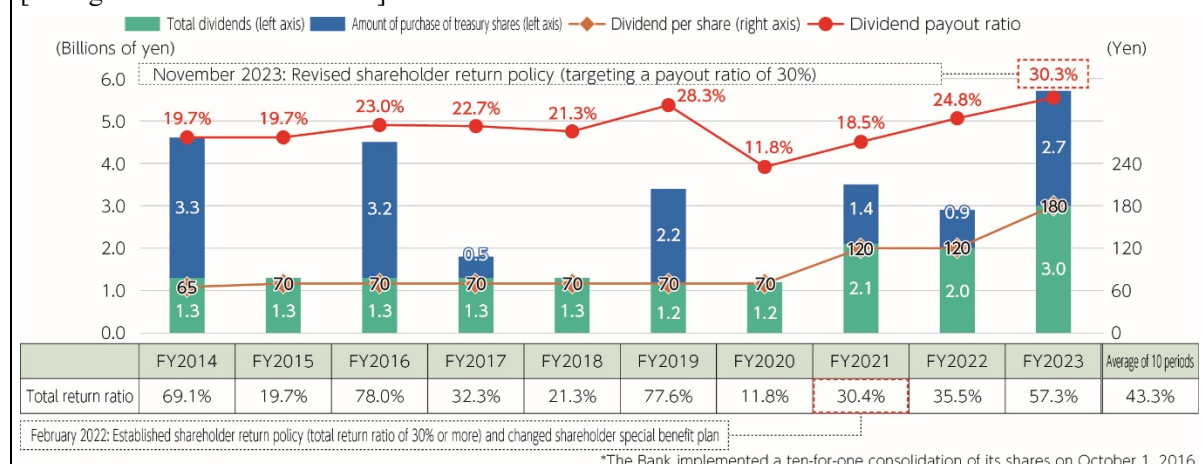
- (3) Effective date of dividends of surplus

Monday, June 24, 2024

[Reference] Shareholder return policy

We will provide shareholder returns that strike the optimal balance between soundness of capital and opportunities for investment in growth. We are targeting a payout ratio of 30% for shareholder returns. In addition, purchase of treasury shares will be implemented flexibly as a shareholder return policy that contributes to capital efficiency.

[Changes in shareholder returns]



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

The terms of office of all ten (10) Directors (excluding the Directors who are Audit and Supervisory Committee Members; the same shall apply hereinafter in this proposal) will expire upon the conclusion of this meeting. Therefore, the Bank proposes to elect nine (9) Directors, decreasing the number of Directors by one (1) to improve efficiency of the management system.

Concerning this proposal, the Audit and Supervisory Committee has confirmed that those candidates were nominated through appropriate procedures at the Nomination and Remuneration Committee, which consists of independent outside Directors as major constituent members, and conducted review, and has judged that the candidates for Director are appropriate.

The candidates for Director are as follows:

Candidate No.	Name	Current position in the Bank	Attendance at Meetings of the Board of Directors
1	Reelection Ichiro Fujiwara	President (Representative Director)	100% (18/18)
2	Reelection Masao Minamide	Managing Director (Representative Director)	100% (18/18)
3	Reelection Hideki Mizuno	Managing Director	100% (18/18)
4	Reelection Kazu Kondo	Director, General Manager of Corporate Planning Division	100% (18/18)
5	Reelection Fumihide Yoshitomi	Director, General Manager of Business Planning Division	100% (18/18)
6	Reelection Sadaharu Shimizu	Director, General Manager of Business Supporting Division	100% (13/13)
7	Reelection Masahiko Tachi	Director, General Manager of Sales Division, Head Office	100% (13/13)
8	Reelection Hisako Munekata	Outside Independent officer	100% (18/18)
9	Reelection Sachie Kinugawa	Outside Independent officer	100% (13/13)

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Bank, and significant concurrent positions outside the Bank	Number of the Bank's shares owned
1	Ichiro Fujiwara (January 12, 1965) Reelection	<p>Apr. 1987 Joined The Industrial Bank of Japan, Limited</p> <p>Aug. 2003 Joined the Bank, Deputy General Manager of Credit Supervision Division</p> <p>Oct. 2004 Head General Manager of Area No. 3, and General Manager of Nagoya Ekimae Branch</p> <p>June 2005 Executive Officer, Head General Manager of Area No. 3, and General Manager of Nagoya Ekimae Branch</p> <p>June 2006 Managing Director</p> <p>June 2013 Director and Vice President</p> <p>June 2017 President To the present</p> <p>[Responsibility] Internal Audit Division</p> <p>[Reasons for nomination as candidate for Director] Ichiro Fujiwara has worked in corporate planning division and sales promotion division, among other divisions, and has abundant experience, knowledge, and expertise. He has been fulfilling his roles appropriately as President, including those in deciding important management matters and undertaking supervision over business executions. Accordingly, the Bank once again nominates him for Director.</p>	19,067
2	Masao Minamide (September 5, 1965) Reelection	<p>Apr. 1988 Joined the Bank</p> <p>Oct. 2010 General Manager of Narumi Branch</p> <p>June 2012 Supervising Deputy General Manager of General Planning Division</p> <p>Jan. 2014 Deputy General Manager of General Planning Division</p> <p>Apr. 2014 General Manager of Toyota Minami Branch</p> <p>Apr. 2016 General Manager of Personal Banking Division</p> <p>Apr. 2018 General Manager of Corporate Planning Division</p> <p>June 2018 Executive Officer, General Manager of Corporate Planning Division</p> <p>June 2020 Director, General Manager of Corporate Planning Division</p> <p>June 2021 Managing Director To the present</p> <p>[Responsibility] Corporate Planning Division, Career Development Division, Business Supporting Division, Strategic Investment Division, and Tokyo Representative Office</p> <p>[Significant concurrent positions outside the Bank] Director, Nagoya Business Service Co., Ltd. Director, NAIS Co., Ltd.</p> <p>[Reasons for nomination as candidate for Director] Masao Minamide has worked in personal banking division and corporate planning division, among other divisions, and has abundant experience, knowledge, and expertise. He has been fulfilling his roles appropriately as Managing Director, including those in deciding important management matters and undertaking supervision over business executions. Accordingly, the Bank once again nominates him for Director.</p>	5,416

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Bank, and significant concurrent positions outside the Bank	Number of the Bank's shares owned
3	Hideki Mizuno (March 4, 1968) Reelection	<p>Apr. 1990 Joined the Bank</p> <p>June 2012 General Manager of Kobutsume Branch</p> <p>Apr. 2014 Deputy General Manager of General Planning Division</p> <p>Oct. 2014 Supervising Deputy General Manager of General Planning Division</p> <p>July 2015 Deputy General Manager of Corporate Planning Division</p> <p>Oct. 2018 General Manager of Imaike Branch</p> <p>May 2020 General Manager assigned to Corporate Planning Division, and Head of Next-Phase System Transition Office</p> <p>Sep. 2020 General Manager of Systems & Operations Division</p> <p>June 2021 Executive Officer, General Manager of Corporate Planning Division</p> <p>June 2022 Director, General Manager of Corporate Planning Division</p> <p>June 2023 Managing Director To the present</p> <p>[Responsibility] Operations Division, Internal Control Division</p> <p>[Significant concurrent positions outside the Bank] Director and President, Nagoya Business Service Co., Ltd. Director, Nagoya Capital Partners Co., Ltd.</p> <p>[Reasons for nomination as candidate for Director] Hideki Mizuno has worked in systems & operations division and corporate planning division, among other divisions, and has abundant experience, knowledge, and expertise. He has been fulfilling his roles appropriately as Managing Director, including those in deciding important management matters and undertaking supervision over business executions. Accordingly, the Bank once again nominates him for Director.</p>	2,519

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Bank, and significant concurrent positions outside the Bank	Number of the Bank's shares owned
4	Kazu Kondo (January 18, 1967) Reelection	<p>Apr. 1990 Joined the Bank</p> <p>Jan. 2012 Deputy General Manager of General Planning Division</p> <p>Apr. 2014 Supervising Deputy General Manager of General Planning Division</p> <p>Oct. 2014 General Manager of Hamamatsu Branch</p> <p>Apr. 2017 Deputy General Manager of Capital Markets & Treasury Division</p> <p>Apr. 2019 General Manager of Strategic Investment Division</p> <p>June 2021 Executive Officer, General Manager of Strategic Investment Division</p> <p>June 2022 Director, General Manager of Strategic Investment Division</p> <p>June 2023 Director, General Manager of Corporate Planning Division To the present</p> <p>[Significant concurrent positions outside the Bank] Director and President, Nagoya Capital Partners Co., Ltd.</p> <p>[Reasons for nomination as candidate for Director] Kazu Kondo has worked in corporate planning division and strategic investment division, among other divisions, and has abundant experience, knowledge, and expertise. He has been fulfilling his roles appropriately as Director, General Manager of Corporate Planning Division, including those in deciding important management matters and undertaking supervision over business executions. Accordingly, the Bank once again nominates him for Director.</p>	2,566
5	Fumihide Yoshitomi (June 6, 1967) Reelection	<p>Apr. 1990 Joined the Bank</p> <p>Jan. 2012 General Manager of Hitotsugi Branch</p> <p>Oct. 2013 General Manager of Higashinakashima Branch</p> <p>Jan. 2016 General Manager of Otai Branch</p> <p>June 2017 Deputy General Manager of Business Planning Division</p> <p>Jan. 2020 Head General Manager of Owari Nishi Area, and General Manager of Ichinomiya Branch</p> <p>June 2021 Executive Officer, General Manager of Business Promotion Division</p> <p>June 2022 Director, General Manager of Business Planning Division To the present</p> <p>[Significant concurrent positions outside the Bank] Director, Nagoya Capital Partners Co., Ltd.</p> <p>[Reasons for nomination as candidate for Director] Fumihide Yoshitomi has worked in business planning division and business promotion division, among other divisions, and has abundant experience, knowledge, and expertise. He has been fulfilling his roles appropriately as Director, General Manager of Business Planning Division, including those in deciding important management matters and undertaking supervision over business executions. Accordingly, the Bank once again nominates him for Director.</p>	2,466

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Bank, and significant concurrent positions outside the Bank	Number of the Bank's shares owned
6	Sadaharu Shimizu (December 25, 1966) Reelection	<p>Apr. 1989 Joined the Bank</p> <p>June 2010 General Manager of Aisai Branch</p> <p>June 2012 General Manager of Biwajimadori Branch</p> <p>July 2014 General Manager of Rokubanchou Branch</p> <p>Apr. 2016 General Manager of Toyohashi Branch</p> <p>Apr. 2018 Head General Manager of Nagoya Kita Area and General Manager of Fujigaoka Branch</p> <p>June 2020 Executive Officer, Head General Manager of Kamimaezu Area, and General Manager of Kamimaezu Branch</p> <p>June 2023 Director, General Manager of Business Supporting Division To the present</p>	3,542
<p>[Reasons for nomination as candidate for Director]</p> <p>Sadaharu Shimizu assumed positions such as Branch General Manager, Area Head General Manager, and has abundant experience, knowledge, and expertise. He has been fulfilling his roles appropriately as Director, General Manager of Business Supporting Division, including those in deciding important management matters and undertaking supervision over business executions. Accordingly, the Bank once again nominates him for Director.</p>			
7	Masahiko Tachi (October 13, 1966) Reelection	<p>Apr. 1989 Joined the Bank</p> <p>Oct. 2010 General Manager of Heidenchou Branch</p> <p>Apr. 2013 General Manager of Narumi Higashi Branch</p> <p>July 2014 Deputy General Manager of Business Supervision Division</p> <p>Apr. 2015 Deputy General Manager of Business Promotion Division</p> <p>June 2015 Deputy General Manager of Business Planning Division</p> <p>June 2017 General Manager of Yaguma Branch</p> <p>July 2019 General Manager of Business Promotion Division</p> <p>June 2021 Executive Officer, General Manager of Business Planning Division</p> <p>June 2022 Executive Officer, General Manager of Sales Division, Head Office</p> <p>June 2023 Director, General Manager of Sales Division, Head Office To the present</p>	1,442
<p>[Reasons for nomination as candidate for Director]</p> <p>Masahiko Tachi has worked in Business Promotion Division and Business Planning Division, among other divisions, and has abundant experience, knowledge, and expertise. He has been fulfilling his roles appropriately as Director, General Manager of Sales Division, Head Office, including those in deciding important management matters and undertaking supervision over business executions. Accordingly, the Bank once again nominates him for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Bank, and significant concurrent positions outside the Bank	Number of the Bank's shares owned
8	Hisako Munekata (October 4, 1952) Reelection Outside Independent officer	<p>Apr. 1993 Assistant Professor, Department of Human Relations, Junior College of Toyota</p> <p>Apr. 1998 Assistant Professor, Faculty of Humanities, Ohkagakuen University</p> <p>Apr. 2002 Professor, Human Sciences, Kinjo Gakuin University</p> <p>Apr. 2015 Director, Kinjo Gakuin</p> <p>Apr. 2018 Vice President Extraordinary, Kinjo Gakuin University</p> <p>Apr. 2018 President of INSTITUTE FOR WOMEN'S LIFE & CAREER DESIGN</p> <p>June 2020 Outside Director, the Bank (current position)</p> <p>Apr. 2021 Professor Emeritus, Kinjo Gakuin University (current position)</p> <p>Apr. 2021 Representative, Hisako Munekata Career Psychology Lab (current position) To the present</p> <p>[Significant concurrent positions outside the Bank] Professor Emeritus, Kinjo Gakuin University Representative, Hisako Munekata Career Psychology Lab</p> <p>[Reasons for nomination as candidate for outside Director and summary of expected roles] Hisako Munekata, who has held important positions such as university professor and director and vice president extraordinary of an incorporated educational institution, has abundant experience and broad knowledge. The Bank judges that she would continue to contribute to reinforcement of the effectiveness of decision making or supervisory functions of the Board of Directors, giving advice and making proposals on the Bank's management and diversity, and supervising business execution, etc. from a viewpoint independent from the executives, and accordingly the Bank nominates her for outside Director. She has never been directly involved in the corporate management. However, the Bank judges she will appropriately fulfill her duties as an outside Director based on the above reasons.</p>	—

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Bank, and significant concurrent positions outside the Bank	Number of the Bank's shares owned
9	Sachie Kinugawa (November 26, 1964) Reelection Outside Independent officer	<p>Apr. 1988 Joined The Fuji Bank, Limited</p> <p>Aug. 2004 General Manager, Market Sales Department No. 4, Mizuho Securities Co., Ltd.</p> <p>June 2008 General Manager, Diversity Promotion Office, Human Resources Department</p> <p>Apr. 2010 General Manager, Wealth Management Department</p> <p>Apr. 2013 General Manager of Seijo Branch</p> <p>Apr. 2015 General Manager of Nagoya-Ekimae Branch</p> <p>Apr. 2017 Executive Officer, General Manager of Nagoya Branch</p> <p>Apr. 2019 Executive Officer, in charge of Retail & Business Banking</p> <p>Apr. 2021 Representative Director and President of Mizuho Business Partner Co., Ltd. (current position)</p> <p>June 2023 Outside Director, the Bank (current position) To the present</p> <p>[Significant concurrent positions outside the Bank] Representative Director and President of Mizuho Business Partner Co., Ltd.</p> <p>[Reasons for nomination as candidate for outside Director and summary of expected roles] Sachie Kinugawa has held a number of important positions in the financial business and is well versed in the financial market in Aichi Prefecture and is currently a corporate manager with abundant experience and broad knowledge. The Bank judges that she would continue to contribute to reinforcement of the effectiveness of the decision making or supervisory functions of the Board of Directors, giving advice and making proposals on the Bank's management and diversity, and supervising business execution, etc. from a viewpoint independent from the executives, and accordingly the Bank nominates her for outside Director.</p>	—

- Notes:
1. There is no special interest between any of the candidates and the Bank.
 2. Hisako Munekata and Sachie Kinugawa are candidates for outside Director.
 3. Hisako Munekata and Sachie Kinugawa are currently outside Directors of the Bank, and their tenure as outside Directors will have been four years and one year, respectively, at the conclusion of this meeting.
 4. The Bank has designated Munekata and Sachie Kinugawa as independent officers as stipulated by the Tokyo Stock Exchange and the Nagoya Stock Exchange and has filed them with the Exchanges. If their reelection is approved, the Bank will continue to designate them as independent officers.
 5. The Bank has entered into an agreement with Hisako Munekata and Sachie Kinugawa to limit their liability for damages under Article 423, paragraph (1) of the Companies Act, pursuant to Article 427, paragraph (1) of the Companies Act and the Bank's Articles of Incorporation. The maximum amount of liability for damages under such agreement is the minimum liability amount stipulated in Article 425, paragraph (1) of the Companies Act. If their reelection is approved, the Bank will renew the agreement with them.
 6. The Bank has concluded a liability insurance contract for officers, etc. as set forth in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The contract is to cover the insured including directors against damages that could arise from assuming liability regarding the performance of their duties or being subject to a claim for compensation regarding the said liability. If candidates for Director are elected and assume office, they will be the insured under the relevant insurance contract. The next time the relevant insurance contract is renewed, renewal is planned with the relevant content.

Proposal No. 3: Election of Four Directors Who Are Audit and Supervisory Committee Members

The terms of office of all four (4) Directors who are Audit and Supervisory Committee Members will expire upon the conclusion of this meeting. Therefore, the Bank proposes to elect four (4) Directors who are Audit and Supervisory Committee Members.

In addition, the consent of the Audit and Supervisory Committee has been obtained for this proposal.

Candidates for the role of Director who is an Audit and Supervisory Committee Member are as follows:

Candidate No.	Name	Current position in the Bank	Attendance at Meetings of the Board of Directors and Meetings of the Audit and Supervisory Committee
1	Reelection Tomoaki Oka	Director, Full-time Audit and Supervisory Committee Member	Board of Directors 100% (18/18) Audit and Supervisory Committee 100% (17/17)
2	New election Etsuo Ogawa	Outside Independent officer	—
3	New election Yutaka Watanabe	Outside Independent officer	—
4	New election Miho Mori	Outside Independent officer	—

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Bank, and significant concurrent positions outside the Bank	Number of the Bank's shares owned
2	Etsuo Ogawa (December 8, 1951) New election Outside Independent officer	<p>Apr. 1974 Joined Aichi Prefectural Office</p> <p>Apr. 2002 Coordinating Director, Office of the Governor, General Affairs Department, Aichi Prefectural Office</p> <p>Apr. 2004 Deputy General Manager of General Affairs Department, Aichi Prefectural Office</p> <p>Apr. 2007 Director of the Governor's Policy Bureau, Aichi Prefectural Office</p> <p>Apr. 2010 Vice-Governor, Aichi Prefecture</p> <p>May 2014 Director, Aichi Health Promotion Public Interest Foundation</p> <p>July 2015 Chairman, Credit Guarantee Corporation of Aichi Prefecture (retired in Sep. 2020) To the present</p>	—
		<p>[Reasons for nomination as candidate for outside Director who is an Audit and Supervisory Committee Member and summary of expected roles]</p> <p>Etsuo Ogawa, who has held important positions in Aichi Prefectural Office and the like, has abundant experience and broad knowledge. In addition, he served as the chairman of the Credit Guarantee Corporation of Aichi Prefecture and has appropriate knowledge of finance and accounting. The Bank judges that he would contribute to reinforcement of the effectiveness of decision making or supervisory functions of the Board of Directors, giving advice and making proposals on the Bank's management, and supervising business execution, etc. from a viewpoint independent from the executives, and accordingly the Bank nominates him for outside Director who is an Audit and Supervisory Committee Member. He has never been directly involved in the corporate management. However, the Bank judges he will appropriately fulfill his duties as an outside Director who is an Audit and Supervisory Committee Member based on the above reasons.</p>	

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Bank, and significant concurrent positions outside the Bank	Number of the Bank's shares owned
3	<p data-bbox="352 645 569 696">Yutaka Watanabe (September 27, 1955)</p> <p data-bbox="395 725 526 750">New election</p> <p data-bbox="424 779 497 804">Outside</p> <p data-bbox="363 833 558 857">Independent officer</p>	<p data-bbox="619 286 1219 315">Apr. 1978 Joined Chubu Electric Power Co., Inc.</p> <p data-bbox="619 322 1219 405">July 2007 Executive Officer, General Manager of Corporate Sales Department, Sales Division, Chubu Electric Power Co., Inc.</p> <p data-bbox="619 412 1219 495">July 2008 Executive Officer, General Manager of Sales Department, Sales Division, Chubu Electric Power Co., Inc.</p> <p data-bbox="619 501 1219 584">July 2009 Managing Executive Officer, General Manager of Sales Department, Sales Division, Chubu Electric Power Co., Inc.</p> <p data-bbox="619 591 1219 674">July 2011 Director, Senior Managing Executive Officer, General Manager of Sales Division, Chubu Electric Power Co., Inc.</p> <p data-bbox="619 680 1219 763">July 2012 Director, Senior Managing Executive Officer, General Manager of Customer Service Division, Chubu Electric Power Co., Inc.</p> <p data-bbox="619 770 1219 831">June 2015 Director and President, Chuden Auto Lease Co., Ltd.</p> <p data-bbox="619 837 1219 920">Apr. 2018 Director and President, Chuden Real Estate Co.,Inc. (retired in Mar. 2023) To the present</p>	—
		<p data-bbox="619 936 1394 987">[Reasons for nomination as candidate for outside Director who is an Audit and Supervisory Committee Member and summary of expected roles]</p> <p data-bbox="619 994 1394 1211">Yutaka Watanabe, who has assumed important positions as a corporate manager, has abundant experience and knowledge in auditing and finance and accounting. The Bank judges that he would contribute to reinforcement of the effectiveness of the decision making or supervisory functions of the Board of Directors, giving advice and making proposals on the Bank's management, and supervising business execution, etc. from a viewpoint independent from the executives, and accordingly the Bank nominates him for outside Director who is an Audit and Supervisory Committee Member.</p>	

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Bank, and significant concurrent positions outside the Bank	Number of the Bank's shares owned
4	Miho Mori (September 30, 1963) New election Outside Independent officer	<p>Apr. 1996 Registered as an attorney at law (Nagoya Bar Association (currently Aichi Bar Association))</p> <p>Apr. 1996 Joined Nasu Kunihiro Law Office</p> <p>Sep. 2002 Established Mori Miho Law Office (currently Mori Law Office), Representative (current position)</p> <p>June 2021 Outside Director, PROTO CORPORATION (current position)</p> <p>Mar. 2022 Outside Director (Audit and Supervisory Committee Member), HATSUHO SHOUJI CO.,Ltd. (current position) To the present</p> <p>[Significant concurrent positions outside the Bank] Representative, Mori Law Office Outside Director, PROTO CORPORATION Outside Director (Audit and Supervisory Committee Member), HATSUHO SHOUJI CO.,Ltd.</p> <p>[Reasons for nomination as candidate for outside Director who is an Audit and Supervisory Committee Member and summary of expected roles] Miho Mori has abundant experience and broad knowledge in the legal world. The Bank judges that she would contribute to reinforcement of the effectiveness of the decision making or supervisory functions of the Board of Directors, giving advice and making proposals on the Bank's management and diversity, and supervising business execution, etc. from a viewpoint independent from the executives, and accordingly the Bank nominates her for outside Director who is an Audit and Supervisory Committee Member. She has never been directly involved in the corporate management in the past by any means other than being an outside Director. However, the Bank judges she will appropriately fulfill her duties as an outside Director who is an Audit and Supervisory Committee Member based on the above reasons.</p>	—

- Notes:
1. There is no special interest between any of the candidates and the Bank.
 2. Etsuo Ogawa, Yutaka Watanabe, and Miho Mori are candidates for outside Director.
 3. If this proposal is approved as originally proposed, the Bank will designate Etsuo Ogawa, Yutaka Watanabe, and Miho Mori as an independent officer as stipulated by the Tokyo Stock Exchange and the Nagoya Stock Exchange and file them with the Exchanges.
 4. The Bank has entered into an agreement with Tomoaki Oka to limit his liability for damages under Article 423, paragraph (1) of the Companies Act, pursuant to Article 427, paragraph (1) of the Companies Act and the Bank's Articles of Incorporation. The maximum amount of liability for damages under such agreement is the minimum liability amount stipulated in Article 425, paragraph (1) of the Companies Act. If his reelection is approved, the Bank will renew the agreement with him. If the election of Etsuo Ogawa, Yutaka Watanabe, and Miho Mori is approved, the Bank will enter into similar limited liability agreements with each of them.
 5. The Bank has concluded a liability insurance contract for officers, etc. as set forth in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The contract is to cover the insured including Directors who are Audit and Supervisory Committee Members against damages that could arise from assuming liability regarding the performance of their duties or being subject to a claim for compensation regarding the said liability. If candidates for Directors who are Audit and Supervisory Committee Members are elected and assume office, they will be the insured under the relevant insurance contract. The next time the relevant insurance contract is renewed, renewal is planned with the relevant content.

[For Reference]

1. Composition of Board of Directors and Nomination and Remuneration Committee

The composition of the Board of Directors, etc. below is prepared on the assumption that the proposal for the election of Directors (excluding Directors who are Audit and Supervisory Committee Members) and the proposal for the election of Directors who are Audit and Supervisory Committee Members at this meeting are approved as originally proposed.

Board of Directors		Nomination and Remuneration Committee
Ichiro Fujiwara		Member
Masao Minamide		Member
Hideki Mizuno		
Kazu Kondo		
Fumihide Yoshitomi		
Sadaharu Shimizu		
Masahiko Tachi		
Hisako Munekata	Outside Independent officer	Chairman
Sachie Kinugawa	Outside Independent officer	Member
Tomoaki Oka (Full-time Audit and Supervisory Committee Member)		
Etsuo Ogawa (Audit and Supervisory Committee Member)	Outside Independent officer	Member
Yutaka Watanabe (Audit and Supervisory Committee Member)	Outside Independent officer	Member
Miho Mori (Audit and Supervisory Committee Member)	Outside Independent officer	Member

[For Reference]

2. Fields Especially Expected by the Bank for Directors

The list below is prepared on the assumption that the proposal for the election of Directors (excluding Directors who are Audit and Supervisory Committee Members) and the proposal for the election of Directors who are Audit and Supervisory Committee Members at this meeting are approved as originally proposed.

Name	Position	Corporate strategy	Finance and accounting	Legal affairs and risk management	Career development and Diversity	Sales strategy and marketing	International affairs and market investment	IT and systems
Ichiro Fujiwara	President	○	○	○	○	○		
Masao Minamide	Senior Managing Director	○	○		○	○	○	
Hideki Mizuno	Managing Director	○	○	○				○
Kazu Kondo	Managing Director	○	○				○	
Fumihide Yoshitomi	Managing Director	○	○			○	○	
Sadaharu Shimizu	Director		○			○		
Masahiko Tachi	Director		○			○		
Hisako Munkata	Outside Director				○			
Sachie Kinugawa	Outside Director	○	○		○		○	
Tomoaki Oka	Director, Full-time Audit and Supervisory Committee Member		○	○				
Etsuo Ogawa	Outside Director and Audit and Supervisory Committee Member	○	○					
Yutaka Watanabe	Outside Director and Audit and Supervisory Committee Member	○	○			○		

Name	Position	Corporate strategy	Finance and accounting	Legal affairs and risk management	Career development and Diversity	Sales strategy and marketing	International affairs and market investment	IT and systems
Miho Mori	Outside Director and Audit and Supervisory Committee Member			○	○			

*Above list does not indicate all of the knowledge of Director candidates.

[For Reference]

3. Efforts to reduce the number of strategic shareholdings of other listed companies

(1) Basic policy

With respect to strategic shareholdings of other listed companies, the Bank judges the appropriateness of holding such shares from the perspective of their profitability, their contribution to improving the Bank’s services, the growth and vitality of the local economy, and the enhancement of the Bank’s corporate value over the medium to long term. In principle, our basic policy is to reduce the number of stocks held, and even in cases where it is deemed appropriate to hold a stock, we will consider selling the stock after sufficient dialogue with the investee, taking into account changes in circumstances and financial strategies.

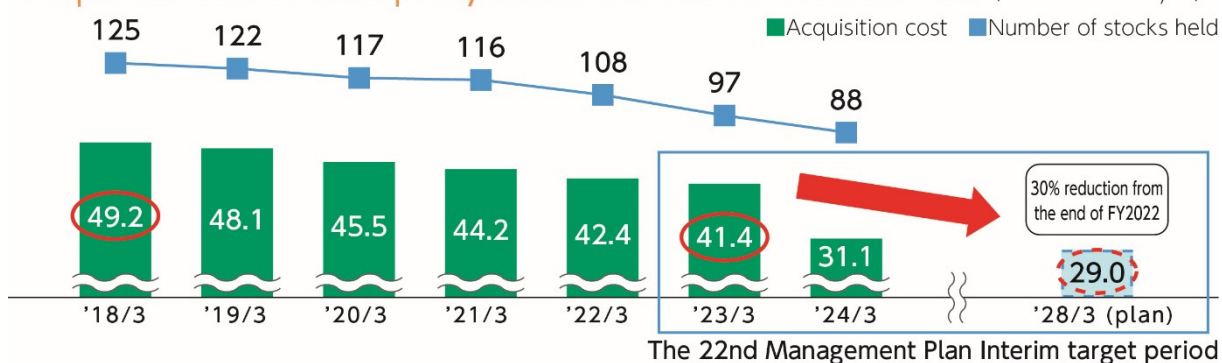
(2) Reduction target for strategic shareholdings of other listed companies

In the 22nd Management Plan, we have set as an interim financial target for FY2027 a 30% reduction (12.4 billion yen) in the value of strategic shareholdings of other listed companies (based on acquisition cost) compared to the end of FY2022.

(3) Utilization of funds generated by reduction

As we aim to become “the region’s leading financial group, growing alongside our customers” as envisioned in the 2030 Vision set out in the 22nd Management Plan, we will use the funds generated by the reduction of strategic shareholdings of other listed companies to invest in sustainability, human capital, and digital transformation, and to increase profits returned to shareholders as we strive to increase our corporate value.

Acquisition cost of listed policy stocks and number of stocks held (Unit: Billions of yen)



[Reference] Over the 10 years from the end of March 2018 to the end of March 2028, the amount will be reduced by more than 20.0 billion yen.