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Securities identification code: 8361

May 31, 2024

(Start date of measures for electronic provision: May 24, 2024)

To our shareholders:

Toshiyuki Sakai
President
The Ogaki Kyoritsu Bank, Ltd.
98, Kuruwamachi 3-chome, Ogaki, Gifu, Japan

NOTICE OF THE 212TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

The 212th Ordinary General Meeting of Shareholders of the Ogaki Kyoritsu Bank, Ltd. (the “Company”) will be held as described below.

When convening this general meeting of shareholders, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information as “Notice of the 212th Ordinary General Meeting of Shareholders” on the Company’s website. Please access the Company’s website by using the internet address shown below to review the information.

The Company’s website:

<https://www.okb.co.jp/investor/i-top.html> (in Japanese)

Access the Company’s website, then scroll down to the section labeled “General Meeting of Shareholders.”

In addition to the above website, this information is also posted on the website of the Tokyo Stock Exchange (TSE).

TSE website (Listed Company Search)

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

Access the TSE website shown above, enter “The Ogaki Kyoritsu Bank, Ltd.” in “Issue name (company name)” or “8361” 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 in person, you may exercise your voting rights via the Internet or by postal mail. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by no later than 5:15 p.m., Tuesday, June 18, 2024 (Japan Standard Time).

1. Date and Time: Wednesday, June 19, 2024 at 10:00 a.m. (Japan Standard Time)

2. Venue: Unkai-no-ma 3F, Ogaki Forum Hotel
31, Mangoku 2-chome, Ogaki, Gifu, Japan

3. Purposes:

Items to be reported:

1. Business Report and Non-Consolidated Financial Statements for the 212th Term from April 1, 2023 to March 31, 2024
2. Consolidated Financial Statements for the 212th Term from April 1, 2023 to March 31, 2024 and the results of audit of the Consolidated Financial Statements by the Accounting Auditor and Board of Auditors

Items to be resolved:

- Proposal 1:** Appropriation of surplus
- Proposal 2:** Election of nine (9) Directors
- Proposal 3:** Election of two (2) Auditors
- Proposal 4:** Election of one (1) Substitute Auditor

Proposals and Reference Documents for the 212th General Meeting of Shareholders

Proposal 1: Appropriation of surplus

With a view to securing long-term stable revenue base, we plan to enhance our internal reserves in line with our basic policy on continuous and stable dividends and in a manner that reflects performance, business environment, and other such factors. To this end, we propose year-end dividends as set forth below.

1. Matters related to year-end dividends

We plan to provide a year-end dividend of 35 yen per common share. Therefore, the aggregate amount of annual dividend for the fiscal term will be equivalent to 70 yen per share.

(1) Type of dividend property

Cash

(2) Allocation of dividend property and total amount thereof

35 yen per common share of the Company

Total amount of dividends: 1,456,763,350 yen

(3) Effective date of distribution of dividends of surplus

June 20, 2024

2. Matters related to other appropriation of surplus

We plan to strengthen our financial standing in anticipation of robust development and in consideration of the future business environment. To this end, we propose to appropriate surplus as follows.

(1) Item of surplus to be increased and amount thereof

Special reserve fund: 5,000,000,000 yen

(2) Item of surplus to be decreased and amount thereof

Retained earnings brought forward: 5,000,000,000 yen

Proposal 2: Election of nine (9) Directors

The tenures of eight (8) incumbent Directors will expire at the conclusion of this General Meeting of Shareholders. Therefore, the Company proposes the election of nine (9) Directors including three (3) External Directors, increasing the number of Directors by one (1) to further enhance our management system.

The candidates for Directors are as follows:

No.	Name	Current position in the Company	Attendance at the Board of Directors meeting (2023)
1	Toshiyuki Sakai Reelection Male	President (Representative Director)	100% (12/12)
2	Takaharu Hayashi Reelection Male	Managing Director	100% (12/12)
3	Satoshi Tsuchiya Reelection Male	Managing Director	100% (12/12)
4	Yoshinori Goto New candidate Male	Senior Executive Officer	–
5	Yasushi Kanamori New candidate Male	Senior Executive Officer	–
6	Kohei Tanabe New candidate Male	Senior Executive Officer	–
7	Yasutake Tango Reelection, External, Independent Officer Male	External Director	100% (12/12)
8	Yuko Moriguchi Reelection, External, Independent Officer Female	External Director	92% (11/12)
9	Chihiro Shimizu New candidate, External, Independent Officer Male	–	–

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Toshiyuki Sakai (December 7, 1956) Reelection	<p>Apr. 1979 Joined the Company</p> <p>May 2006 General Manager of Management Administration Division of the Company</p> <p>Apr. 2009 General Manager of Kakamigahara Branch of the Company</p> <p>May 2011 General Manager of Planning & Coordination Division of the Company</p> <p>June 2011 Director, General Manager of Planning & Coordination Division of the Company</p> <p>June 2017 Managing Director, General Manager of Planning & Coordination Division of the Company</p> <p>May 2018 Managing Director of the Company</p> <p>June 2018 Senior Managing Director of the Company</p> <p>June 2019 President of the Company (present position)</p> <p>(Area of responsibility) Overall management, Audit Division</p>	4,000
<p>(Reason for election as the candidate for Director)</p> <p>Toshiyuki Sakai became Director in June 2011, Managing Director in June 2017, Senior Managing Director in June 2018, and President in June 2019. Working principally in Planning and Management Administration, he has cultivated an impressive track record and abundant experience, based on which he has duly performed his duties as Director. On this basis, the Company believes that he will duly perform his duties as Director going forward; therefore, it has nominated him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
2	<p>Takaharu Hayashi (November 28, 1959)</p> <p>Reelection</p>	<p>Apr. 1982 Joined the Company</p> <p>May 2000 General Manager of Ichinomiya Minami Branch of the Company</p> <p>May 2002 General Manager of Noritake Branch of the Company</p> <p>Mar. 2005 General Manager of Kenchomae Branch of the Company</p> <p>May 2007 General Manager of Operations Development Division of the Company</p> <p>May 2010 General Manager of Hashima Branch of the Company</p> <p>May 2012 General Manager of Gifu Branch of the Company</p> <p>Apr. 2013 Corporate Officer, General Manager of Gifu Branch of the Company</p> <p>June 2014 President of OKB Front Co., Ltd.</p> <p>June 2015 President of Myojo Co., Ltd.</p> <p>June 2019 Managing Director of the Company (present position)</p> <p>(Area of responsibility) Management Administration Division, Related Business Division, Loan & Credit Supervision Division, Operations Administration Division, Operations Support Division, Systems Development Division</p>	4,600
<p>(Reason for election as the candidate for Director)</p> <p>Takaharu Hayashi became Managing Director in June 2019. He has abundant experience and deep insights cultivated in business administration outside of the banking industry such his work in real estate business and the creation of new business at Myojo Co., Ltd., in addition to working in planning and product development of the Company as well as in Branch Offices. On this basis, the Company believes that he will duly perform his duties as Director going forward; therefore, it has nominated him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	Satoshi Tsuchiya (February 16, 1980) Reelection	<p>Apr. 2003 Joined ORIX Corporation</p> <p>Apr. 2011 Joined Mizuho Financial Group, Inc. (Mizuho Bank, Ltd.; Mizuho Trust & Banking Co., Ltd.)</p> <p>May 2014 Joined the Company Deputy General Manager of Nagoya Branch of the Company</p> <p>May 2016 Corporate Officer, General Manager of Nagoya Branch of the Company</p> <p>June 2017 Director, General Manager of Nagoya Branch of the Company</p> <p>May 2018 Director, General Manager of Aichi Corporate Sales Division of the Company</p> <p>June 2018 Managing Director, General Manager of Aichi Corporate Sales Division of the Company</p> <p>May 2019 Managing Director of the Company (present position)</p> <p>(Area of responsibility) Planning & Coordination Division, Public Relations Division, Personnel Division, IT Management Division, Treasury Division, General Affairs Division</p>	33,458
<p>(Reason for election as the candidate for Director)</p> <p>Satoshi Tsuchiya became Director in June 2017 and Managing Director in June 2018. He acquired professional knowledge at the Keio University Graduate School of Business Administration after working at ORIX Corporation. He has experience working in areas such as loan and credit supervision, consulting, and international services at Mizuho Financial Group as well as deep insights in financial services overall, cultivated by working in business promotion and branch management at the Company. On this basis, the Company believes that he will duly perform his duties as Director going forward; therefore, it has nominated him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
4	<p>Yoshinori Goto (June 23, 1964)</p> <p>New Candidate</p>	<p>Apr. 1987 Joined the Company</p> <p>May 2008 Vice President of Kyoritsu Research Institute Co., Ltd. (currently OKB Research Institute Co., Ltd.)</p> <p>May 2011 Deputy General Manager of Nagoya Branch of the Company</p> <p>May 2013 General Manager of Kachigawa Branch of the Company</p> <p>May 2015 Corporate Officer of the Company President of Kyoritsu Research Institute Co., Ltd. (currently OKB Research Institute Co., Ltd.)</p> <p>June 2017 Director of the Company President of OKB Research Institute Co., Ltd.</p> <p>June 2020 Senior Executive Officer of the Company President of OKB Research Institute Co., Ltd.</p> <p>May 2021 Senior Executive Officer, General Manager of Planning & Coordination Division of the Company (present position)</p>	4,100
<p>(Reason for election as the candidate for Director)</p> <p>Yoshinori Goto became Director in June 2017 and Senior Executive Officer in June 2020. He has abundant experience and deep insights cultivated in the management of Group companies, including serving as President of OKB Research Institute Co., Ltd., a consolidated subsidiary of the Company, in addition to working in Branch Offices as well as in Planning and Management Administration. On this basis, the Company believes that he will duly perform his duties as Director going forward; therefore, it has nominated him as a candidate for Director.</p>			
5	<p>Yasushi Kanamori (September 23, 1964)</p> <p>New Candidate</p>	<p>Apr. 1987 Joined the Company</p> <p>Apr. 2015 Assistant General Manager of Related Business Division of the Company</p> <p>May 2016 General Manager of Treasury Division of the Company</p> <p>May 2017 Corporate Officer, General Manager of Treasury Division of the Company</p> <p>Apr. 2021 General Manager assistant to Related Business Division of the Company</p> <p>May 2021 General Manager of Related Business Division of the Company</p> <p>June 2021 Senior Executive Officer, General Manager of Related Business Division of the Company (present position)</p>	1,495
<p>(Reason for election as the candidate for Director)</p> <p>Yasushi Kanamori became Senior Executive Officer in June 2021. Working principally in the Treasury Marketing Divisions of the Company and in Management Divisions of Group companies, he has cultivated an impressive track record and abundant experience. On this basis, the Company believes that he will duly perform his duties as Director going forward; therefore, it has nominated him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
6	<p data-bbox="391 589 550 656">Kohei Tanabe (March 9, 1964)</p> <p data-bbox="391 719 550 741">New Candidate</p>	<p data-bbox="630 293 981 315">Apr. 1986 Joined the Company</p> <p data-bbox="630 327 1182 383">May 2007 General Manager of Ogase Branch of the Company</p> <p data-bbox="630 394 1203 450">Apr. 2010 General Manager of Kitagata Branch of the Company</p> <p data-bbox="630 461 1203 517">May 2012 General Manager of Kuwana Branch of the Company</p> <p data-bbox="630 528 1219 663">May 2015 General Manager of Loan & Credit Supervision Division and General Manager of Business Innovation Support Center, Loan & Credit Supervision Division of the Company</p> <p data-bbox="630 674 1190 730">May 2018 Corporate Officer, General Manager of Branch Banking Division of the Company</p> <p data-bbox="630 741 1222 797">May 2019 Corporate Officer, General Manager of Corporate Business Division of the Company</p> <p data-bbox="630 808 1150 831">May 2020 President of OKB Guarantee Co., Ltd.</p> <p data-bbox="630 842 1177 898">May 2023 General Manager of Business Promotion Division of the Company</p> <p data-bbox="630 909 1203 987">June 2023 Senior Executive Officer, General Manager of Business Promotion Division of the Company</p> <p data-bbox="630 999 1203 1077">May 2024 Senior Executive Officer, General Manager of Business Management Division of the Company (present position)</p>	900
<p data-bbox="327 1077 815 1099">(Reason for election as the candidate for Director)</p> <p data-bbox="327 1111 1214 1283">Kohei Tanabe became Senior Executive Officer in June 2023. He has abundant experience and deep insights cultivated in the management of Group companies, including serving as President of OKB Guarantee Co., Ltd., a consolidated subsidiary of the Company, in addition to working in Branch Offices, Business Promotion and Branch Management, and Loan and Credit Supervision and Corporate Rebuilding Divisions. On this basis, the Company believes that he will duly perform his duties as Director going forward; therefore, it has nominated him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
7	<p data-bbox="384 510 555 566">Yasutake Tango (March 21, 1951)</p> <p data-bbox="371 622 568 741">Reelection, External, Independent Officer</p>	<p data-bbox="632 286 1225 860"> Apr. 1974 Entered Ministry of Finance Oct. 2006 Director-General of the Financial Bureau, Ministry of Finance July 2007 Deputy Vice Minister, Ministry of Finance July 2008 Director-General of the Budget Bureau, Ministry of Finance July 2009 Administrative Vice Minister, Ministry of Finance Dec. 2010 Corporate Auditor, The Yomiuri Shimbun Holdings Dec. 2012 Special Advisor to the Cabinet June 2014 Chairman of the Board, JAPAN TOBACCO INC. June 2015 External Director of the Company (present position) June 2020 Outside Director (Audit and Supervisory Committee Member) of Mitsubishi UFJ Trust and Banking Corporation (present position) </p> <p data-bbox="632 898 1225 981"> (Significant concurrent positions outside the Company) Outside Director (Audit and Supervisory Committee Member) of Mitsubishi UFJ Trust and Banking Corporation </p>	0
<p data-bbox="325 990 1225 1288"> (Reason for election as the candidate for External Director and overview of expected roles) Yasutake Tango became External Director of the Company in June 2015. He has broad knowledge and experience in financial administration, having served in positions such as Director-General of the Budget Bureau, Ministry of Finance, and Administrative Vice Minister, Ministry of Finance. The Company expects that going forward, he will provide appropriate advice and guidance backed by his knowledge and experience, on the Company's overall management as External Director, and that he will play an important role in ensuring and improving the transparency and fairness of the Company's management; therefore, it has nominated him as a candidate for External Director. It should be noted that he will have served as External Director of the Company for nine (9) years as of the conclusion of this General Meeting of Shareholders. </p>			

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
8	<p data-bbox="389 461 550 517">Yuko Moriguchi (April 13, 1955)</p> <p data-bbox="371 577 568 689">Reelection, External, Independent Officer</p>	<p data-bbox="630 286 1222 342">Dec. 1975 Joined the Japan Ladies Professional Golfers' Association (JLPGA)</p> <p data-bbox="630 353 1198 409">1990 Received the Gifu Prefecture Sports Honor Award</p> <p data-bbox="630 421 1214 477">1992 Obtained permanent exemption status on the JLPGA Tour</p> <p data-bbox="630 488 1222 544">1994 Received the Gifu Prefecture People's Honor Award</p> <p data-bbox="630 555 1134 589">Mar. 2012 Gifu Prefectural Board of Education</p> <p data-bbox="630 589 1150 645">June 2015 External Director of GOLDWIN INC. (present position)</p> <p data-bbox="630 656 1222 712">Jan. 2019 Enshrined in the Japan Professional Golf Hall of Fame</p> <p data-bbox="630 723 1198 779">June 2020 External Director of the Company (present position)</p> <p data-bbox="630 801 1222 882">(Significant concurrent positions outside the Company) External Director of GOLDWIN INC. (scheduled to retire on June 26, 2024)</p>	930
<p data-bbox="325 891 1222 925">(Reason for election as the candidate for External Director and overview of expected roles)</p> <p data-bbox="325 925 1222 1160">Yuko Moriguchi became External Director of the Company in June 2020. She has broad insight and abundant experiences fostered for many years as a professional athlete. While she has not been involved in company management other than in her capacity as External officer, the Company expects that going forward, she will provide appropriate proposals and advice on the Company's overall management as External Director, and that she will play an important role in ensuring and improving the transparency and fairness of the Company's management; therefore, it has nominated her as a candidate for External Director. It should be noted that she will have served as External Director of the Company for four (4) years as of the conclusion of this General Meeting of Shareholders.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
9	Chihiro Shimizu (May 28, 1967) New Candidate, External, Independent Officer	<p>Apr. 1992 Joined Japan Real Estate Institute</p> <p>Nov. 2000 Senior Researcher of Housing Research Institute (currently SUUMO Research Center), Recruit Co., Ltd.</p> <p>Apr. 2010 Professor of Faculty of Economics and Business Administration and Graduate School of Economics, Reitaku University</p> <p>Apr. 2016 Professor of College of Sports Sciences, Nihon University</p> <p>Apr. 2018 Special Research Fellow of Financial Research Center, Financial Services Agency</p> <p>Nov. 2021 Outside Director of RMTrust Inc. (present position)</p> <p>Apr. 2022 Outside Director of property technologies Inc. (present position)</p> <p>Nov. 2022 Representative Director and President of Next Generation City Creation School, Regional Future Creation National College (present position)</p> <p>Apr. 2023 Professor of Graduate School of Social Data Science, Hitotsubashi University (present position)</p> <p>Apr. 2023 Outside Director of Kufu Company Inc. (present position)</p> <p>(Significant concurrent positions outside the Company) Outside Director of property technologies Inc. (scheduled to retire on July 19, 2024) Representative Director and President of Next Generation City Creation School, Regional Future Creation National College Professor of Graduate School of Social Data Science, Hitotsubashi University Outside Director of Kufu Company Inc.</p>	0
	<p>(Reason for election as the candidate for External Director and overview of expected roles) Chihiro Shimizu has broad insights and abundant experience in real estate, finance, and information science fostered for many years as an economics researcher. While he has not been involved in company management other than in his capacity as External officer, the Company expects that he will provide appropriate proposals and advice on the Company's overall management as External Director, and that he will play an important role in ensuring and improving the transparency and fairness of the Company's management; therefore, it has nominated him as a candidate for External Director.</p>		

- Notes:
1. There is no special interest between the candidates and the Company.
 2. Yuko Moriguchi's name on her family register is Yuko Sekiya.
 3. Yasutake Tango, Yuko Moriguchi and Chihiro Shimizu are candidates for the post of External Director.
 4. The Company has registered Yasutake Tango and Yuko Moriguchi as Independent Officers as stipulated in the regulations of the Tokyo Stock Exchange and the Nagoya Stock Exchange. If reelected, Yasutake Tango and Yuko Moriguchi will continue to serve as Independent Officers. Furthermore, Chihiro Shimizu satisfies the requirements for an Independent Officer as provided for by the Tokyo Stock Exchange and the Nagoya Stock Exchange, and the Company plans to submit notification to the aforementioned exchanges concerning **his appointment as an Independent Officer**.
 5. Based on Article 26 of the Company's Articles of Incorporation, the Company has concluded a limited liability agreement with Yasutake Tango and Yuko Moriguchi that limits their liabilities as provided in Article 423, paragraph (1) of the Companies Act to the amount specified by laws and regulations. If Yasutake Tango and Yuko Moriguchi are reappointed, the Company intends to continue the said limited liability agreement with them, respectively. If the election of Chihiro Shimizu is approved, the Company plans to enter into the same limited liability agreement with him.

6. The Company has entered into a directors and officers liability insurance agreement with an insurance company, as stipulated in Article 430-3, paragraph (1) of the Companies Act, to cover damages incurred by the officers who are the insured in the event that they are sued for compensation for damages due to their actions in the course of their duties. If elected as Director, he or she will be included as an insured of this insurance agreement.

[Reference] Expertise and Experience of Directors After Election

Name	Expertise and Experience							
	Corporate Management / Corporate Strategy	Sales CS	Risk Management/ Legal Affairs/ Compliance	Accounting Finance	Personnel/ Human Resource Development	IT/ Systems	Market Operation	Global Experience
Toshiyuki Sakai	●	●	●	●	●	●	●	●
Takaharu Hayashi	●	●	●	●	●	●	●	
Satoshi Tsuchiya	●	●			●	●	●	●
Yoshinori Goto	●	●		●				
Yasushi Kanamori	●		●				●	
Kohei Tanabe	●	●	●					
Yasutake Tango	●		●	●	●		●	●
Yuko Moriguchi		●			●			●
Chihiro Shimizu	●					●	●	●

This skill matrix does not represent all of the expertise and experience possessed by each person.

Proposal 3: Election of two (2) Auditors

The tenures of Auditors Ryuji Tokoro and Takashi Saeki will expire at the conclusion of this General Meeting of Shareholders. Therefore, the Company proposes the election of two (2) Auditors.

The candidates for Auditors are as follows:

The Board of Auditors has given its consent to this proposal.

No.	Name (Date of birth)	Career summary and position (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Tetsuya Uramatsu (March 7, 1967) New Candidate	Apr. 1989 Joined the Company Apr. 2008 General Manager of Tokyo Liaison Office of the Company Aug. 2012 General Manager of Tajimi Branch of the Company Apr. 2014 General Manager of Tajimi Branch and Business Promotion Officer of Gifu Prefecture Project Business Section of Business & Public Affairs Division of the Company May 2014 General Manager of Secretariat of the Company May 2020 General Manager of General Affairs Division of the Company May 2024 General Manager assistant to Secretariat of the Company (present position)	1,100
(Reason for election as the candidate for Auditor) Working principally in Planning and Management Administration, Branch Offices, the Secretariat, and General Affairs, Tetsuya Uramatsu has cultivated an impressive track record and abundant experience. On this basis, the Company believes that he will duly perform his duties as Auditor going forward; therefore, it has nominated him as a candidate for Auditor.			

No.	Name (Date of birth)	Career summary and position (Significant concurrent positions outside the Company)	Number of the Company's shares owned
2	Yoshiro Tominari (February 19, 1956) New Candidate, External, Independent Officer	<p>Apr. 1981 Joined TOHO GAS Co., Ltd.</p> <p>June 1999 Technology and Research Manager of Corporate Planning Department of TOHO GAS Co., Ltd.</p> <p>June 2000 First Planning Manager of Production Planning Department of TOHO GAS Co., Ltd.</p> <p>June 2003 General Manager of Production Planning Department of TOHO GAS Co., Ltd.</p> <p>June 2006 General Manager of Corporate Planning Department of TOHO GAS Co., Ltd.</p> <p>June 2009 Executive Officer of TOHO GAS Co., Ltd.</p> <p>June 2011 Managing Executive Officer of TOHO GAS Co., Ltd.</p> <p>June 2012 Director, Managing Executive Officer of TOHO GAS Co., Ltd.</p> <p>June 2015 Director, Senior Managing Executive Officer of TOHO GAS Co., Ltd.</p> <p>June 2016 Representative Director, President and Executive Officer of TOHO GAS Co., Ltd.</p> <p>June 2021 Representative Director, Chairman of TOHO GAS Co., Ltd. (present position)</p> <p>(Significant concurrent positions outside the Company) Representative Director, Chairman of TOHO GAS Co., Ltd.</p>	0
	<p>(Reason for election as the candidate for Auditor) Yoshiro Tominari has broad insights and abundant experience as a business administrator, having been involved in company management as President and Representative Director and Chairman and Representative Director of TOHO GAS Co., Ltd. On this basis, the Company believes that he will duly perform his duties as Auditor going forward; therefore, it has nominated him as a candidate for External Auditor.</p>		

- Notes:
1. There is no special interest between the candidates and the Company.
 2. Yoshiro Tominari is a candidate for the post of External Auditor.
 3. Yoshiro Tominari satisfies the requirements for an Independent Officer as provided for by the Tokyo Stock Exchange and the Nagoya Stock Exchange, and the Company plans to submit notification to the aforementioned exchanges concerning his appointment as an Independent Officer.
 4. If Yoshiro Tominari is elected as External Auditor, based on Article 39 of the Company's Articles of Incorporation, the Company plans to conclude a limited liability agreement with him that limits his liabilities as provided in Article 423, Paragraph (1) of the Companies Act to the amount specified by laws and regulations.
 5. The Company has entered into a directors and officers liability insurance agreement with an insurance company, as stipulated in Article 430-3, paragraph (1) of the Companies Act, to cover damages incurred by the officers who are the insured in the event that they are sued for compensation for damages due to their actions in the course of their duties. If Tetsuya Uramatsu and Yoshiro Tominari are elected as Auditor, they will be included as an insured of this insurance agreement.
 6. TOHO GAS Co., Ltd., at which Yoshiro Tominari served as Chairman and Representative Director, received a warning based on Japan's Antimonopoly Act from the Japan Fair Trade Commission in March 2024 regarding the supply of urban home gas in past years and regarding electricity after the completion of the purchasing period provided by Japan's renewable energy feed-in-tariff (FIT) system. Furthermore, the Japan Fair Trade Commission recognized that Japan's Antimonopoly Act had been violated regarding the supply of urban home gas to major consumers in past years.

[Reference] Composition of the Board of Auditors After Election

Name	Current position in the Company	Attendance at the Board of Directors meeting (2023)	Attendance at the Board of Auditors meeting (2023)
Toshio Oshitani Current Male	Full-Time Auditor	100% (12/12)	100% (12/12)
Tetsuya Uramatsu New candidate Male	General Manager assistant to Secretariat	-	-
Yukio Ikemura Current, External, Independent Officer Male	External Auditor	92% (11/12)	92% (11/12)
Yoshiro Tominari New candidate, External, Independent Officer Male	-	-	-

[Reference] Expertise and Experience of Auditors After Election

Name	Expertise and Experience							
	Corporate Management / Corporate Strategy	Sales CS	Risk Management/ Legal Affairs/ Compliance	Accounting Finance	Personnel/ Human Resource Development	IT/ Systems	Market Operation	Global Experience
Toshio Oshitani	●	●	●		●			
Tetsuya Uramatsu	●	●		●				
Yukio Ikemura	●	●	●	●			●	●
Yoshiro Tominari	●		●			●		●

This skill matrix does not represent all of the expertise and experience possessed by each person.

Proposal 4: Election of one (1) Substitute Auditor

The effective term of the current Substitute Auditor will expire at the beginning of this Ordinary General Meeting of Shareholders. Therefore, the Company proposes that one (1) Substitute Auditor be elected to prepare for a case where the number of Auditors falls below the number stipulated by laws and regulations.

The candidate for Substitute Auditor is as follows:

The Board of Auditors has given its consent to this proposal.

Name (Date of birth)	Career summary and position (Significant concurrent positions outside the Company)	Number of the Company's shares owned
Tetsuro Mori (March 6, 1953)	Apr. 1982 Registered with Osaka Bar Association Worked for Professional Corporation, Chuo Sogo Law Office	0
Reelection, External, Independent Officer	Apr. 1986 Registered with Gifu Prefecture Bar Association Founded Mori Law Office	
	Apr. 2005 Chairman of Gifu Prefecture Bar Association Governor of Japan Federation of Bar Associations	
	June 2010 Substitute Auditor of the Company (present position)	
(Reason for election as the candidate for Substitute External Auditor) As a lawyer, Tetsuro Mori has expert legal insights. He is therefore well-equipped to audit the legality of the Company's business operations in an objective and neutral manner. On this basis, the Company has nominated him as a candidate for Substitute External Auditor. While he has not been involved in company management, given that he has performed his duties as a legal expert, the Company believes that he would perform his duties as External Auditor appropriately.		

- Notes:
1. There is no special interest between the candidate and the Company.
 2. Tetsuro Mori is a candidate for Substitute External Auditor.
 3. Tetsuro Mori satisfies the requirements for an Independent Officer as provided for by the Tokyo Stock Exchange and the Nagoya Stock Exchange, and the Company plans to submit notification to the aforementioned exchanges concerning his appointment as an Independent Officer.
 4. If Tetsuro Mori is elected as Auditor, based on Article 39 of the Company's Articles of Incorporation, the Company plans to conclude a limited liability agreement with him that limits his liability as provided in Article 423, paragraph (1) of the Companies Act to the amount specified by laws and regulations.
 5. The Company has entered into a directors and officers liability insurance agreement with an insurance company, as stipulated in Article 430-3, paragraph (1) of the Companies Act, to cover damages incurred by the officers who are the insured in the event that they are sued for compensation for damages due to their actions in the course of their duties. If Tetsuro Mori is elected as Auditor, he will be included as an insured of this insurance agreement.