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Securities Code: 7389

June 4, 2024

Start date of measures for electronic provision: May 31, 2024

To our shareholders

Yukinori Ito, President and Representative Director
Aichi Financial Group, Inc.
14-12, Sakae 3-chome, Naka-ku, Nagoya

Notice of the Second Annual General Meeting of Shareholders

We are pleased to announce the second Annual General Meeting of Shareholders, which will be held as indicated below.

In convening this General Meeting of Shareholders, the Company has taken 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 has posted the information on the Company's website. Please access the following website to view the information.

The Company's website:

<https://www.aichi-fg.co.jp/ir/shareholder/meeting/> (in Japanese)

(Please access the above website and check from the "General Meeting of Shareholders.")

In addition to the Company's website, matters subject to measures for electronic provision are 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 by using the internet address shown above, enter "Aichi Financial Group" in "Issue name (company name)" or the Company's securities code "7389" 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].")

Regarding this Convocation Notice, the paper-based documents delivered to shareholders who have requested the delivery of the documents in accordance with laws and regulations and the Articles of Incorporation are to be sent to all shareholders.

If you are unable to attend in person, please consider reviewing the "Reference Documents for the General Meeting of Shareholders" and exercising your voting rights in advance via the Internet or in writing, following "How to exercise voting rights" on page 3 of this Convocation Notice by 5:30 p.m. (JST) on Thursday, June 20, 2024.

1. **Date and time** Friday, June 21, 2024, at 10:00 a.m. (JST) (Reception opens at 9:00 a.m.)
2. **Venue** Hall on the 8th floor of the head office, The Aichi Bank, Ltd.
14-12, Sakae 3-chome, Naka-ku, Nagoya

3. Purposes of the General Meeting of Shareholders

Matters to be reported

- (1) Business Report, Consolidated Financial Statements, and results of audits of the Consolidated Financial Statements performed by the Accounting Auditor and Audit Committee for the second fiscal year (from April 1, 2023 to March 31, 2024)
- (2) Non-consolidated Financial Statements for the second 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 Committee Members)
- Proposal No. 3** Election of Six Directors Who Are Audit Committee Members

Matters subject to measures for electronic provision (matters excluded from the paper-based documents delivered)

- (1) In convening this General Meeting of Shareholders, the Company has sent to all shareholders this paper-based document that contains matters subject to measures for electronic provision, irrespective of whether they requested the delivery of the paper-based documents. In accordance with the provisions of laws and regulations and Article 16 of the Company's Articles of Incorporation, the following matters are excluded from the paper-based documents.
 - 1) The following matters in the Business Report:
Some sections of "Status of the Company," some sections of "Matters regarding officers (Directors)," "Matters regarding shares of the Company," "Matters regarding share acquisition rights, etc. of the Company," "Matters regarding Accounting Auditors," "Basic policy regarding persons who control the decisions on the Company's financial and business policies," "Systems to ensure proper business activities," "Matters regarding specified wholly owned subsidiaries," "Matters regarding transactions with the parent company" and "Matters regarding accounting advisor"
 - 2) The Consolidated Financial Statements
 - 3) The Non-consolidated Financial Statements
 - 4) Audit ReportTherefore, the Audit Committee and Accounting Auditor have audited documents subject to audit, including the matters shown above.
- (2) With regard to any revisions to the matters subject to measures for electronic provision, notice thereof will be posted on the respective websites where they are posted, as well as the matters before and after the revisions.

Attendance at the General Meeting of Shareholders

- If attending the meeting in person, please present the voting form that is sent along with this Convocation Notice to the reception desk.
Please be sure to bring this Convocation Notice with you.
- In the exercise of voting rights by proxy, you may appoint one proxy who must be another shareholder holding voting rights in the Company. This shareholder may exercise your voting rights by presenting a document attesting to the authority of proxy.
- We are unable to provide parking and request that shareholders attending the meeting use public transportation, etc.

Offering of e-gift

Shareholders who have exercised voting rights in advance via the Internet have a chance to be one of 300 people to receive an e-gift (worth 500 yen), whether their vote be approval or disapproval. After exercising voting rights, you will be asked to agree with the on-screen guidance. If you choose to agree, you will be moved to a gift application site. Please fill out a form and apply for the gift.

How to exercise voting rights

There are three ways to exercise your voting rights.

Exercise your voting rights via the Internet

<https://evote.tr.mufg.jp/>

Access the URL above and input your approval or disapproval by the voting deadline.

Voting deadline Thursday, June 20, 2024: No later than 5:30 p.m. (JST)

Exercise your voting rights by mail

Indicate your approval or disapproval of each of the proposals on the voting form and return it by mail. Postage is not required.

Voting deadline Thursday, June 20, 2024: Arrival no later than 5:30 p.m. (JST)

Attend in person at the General Meeting of Shareholders

Please present the voting form at the reception desk. (Affixing a seal is not required.)

Date and time Friday, June 21, 2024, at 10:00 a.m. (JST)
(Reception opens at 9:00 a.m.)

Venue Hall on the 8th floor of the head office, The
Aichi Bank, Ltd.

Handling of duplicate voting

- If you exercise your voting rights both by the voting form and via the Internet, the exercise via the Internet will be treated as a valid exercise of voting rights.
If you exercise voting rights more than once via the Internet, your last exercise will be treated as a valid exercise of voting rights.

Handling in the absence of indications of “approval” or “disapproval” on the voting form

- In the returned voting form, if no indications of “approval” or “disapproval” are provided for each proposal, we will consider them as approval.

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1 Appropriation of Surplus

Under our shareholder returns policy, the appropriation of surpluses seeks to proactively return profits to our shareholders while retaining internal reserves to strengthen our earnings base.

Year-end dividends

Based on a comprehensive consideration of business performance and the future business environment, the Company proposes that the year-end dividend for the second fiscal year be an ordinary dividend of ¥50 per share.

This will result in an annual dividend for the current fiscal year of ¥100 per share (ordinary dividend of ¥100).

(1) Type of dividend property

To be paid in cash.

(2) Allotment of dividend property and their aggregate amount

The Company proposes to pay a dividend of ¥50 per common share of the Company.

In this event, the total dividends will be ¥2,449,753,800.

(3) Effective date of dividends of surplus

The effective date of dividends will be June 24, 2024.

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

The terms of all nine Directors (excluding Directors who are Audit Committee members; the same applies hereinafter in this proposal) will expire at the conclusion of this Annual General Meeting of Shareholders. We therefore request the election of nine Directors.

The selection of candidates for Director was finalized by the Board of Directors in consultation with the Human Resources Committee, a majority of which is comprised of outside Directors.

We have received the opinion from the Audit Committee that each candidate is deemed suitable for the Director position, as they are expected to contribute to the sustainable growth of the Company and improving its corporate value over the medium and long term, faithfully fulfill their duties in accordance with the three elements of our management vision (“VISION”), “Purpose,” “Mission,” and “Value,” as well as our “Basic Compliance Policy,” and possess the appropriate personal qualities, insights, abundant experience, accomplishments, and the necessary knowledge and capabilities required for effective leadership in the banking industry.

The candidates for Director are as follows:

Candidate No.	Name	Gender	Current position in the Company	Attendance at Board of Directors meetings
1	Reelection Yukinori Ito	Male	President (Representative Director)	17/17 meetings
2	Reelection Hideo Kobayashi	Male	Vice President (Representative Director)	16/17 meetings
3	Reelection Nobuhiko Kuratomi	Male	Director	17/17 meetings
4	Reelection Hiroaki Yoshikawa	Male	Director	17/17 meetings
5	Reelection Makoto Hayakawa	Male	Director	17/17 meetings
6	Reelection Norimasa Suzuki	Male	Director	17/17 meetings
7	Reelection Kenji Ito	Male	Director	17/17 meetings
8	Reelection Hisashi Sebayashi	Male	Director	17/17 meetings
9	New election Takehiro Suzuki	Male	—	—

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Yukinori Ito (January 1, 1958) Reelection	Apr. 1980 Joined Chuo Sogo Bank, Ltd. (currently The Aichi Bank, Ltd.)	10,261
		June 2010 General Manager of Operations Administration Department	
June 2013 Director, General Manager of Operational Audit Department			
June 2015 Director, General Manager of Securities & Foreign Business Department			
June 2017 Managing Director			
June 2019 President (current position)			
Oct. 2022 President and Representative Director of the Company			
Apr. 2024 President and Representative Director in charge of Group Strategy Department (current position)			
Significant concurrent positions outside the Company President of The Aichi Bank, Ltd.			
Reasons for nomination as candidate for Director Yukinori Ito has been a Director of The Aichi Bank, Ltd., a member of the Group, since June 2013, a Managing Director since June 2017, and a President since June 2019. He has also served as President and Representative Director of the Company since October 2022 with abundant experience and accomplishments as a manager. We judged him to be a candidate for Director as we expect him to continue to contribute to the management of the Company.			
2	Hideo Kobayashi (April 14, 1961) Reelection	Apr. 1984 Joined Chukyo Sogo Bank, Ltd. (currently The Chukyo Bank, Limited)	6,300
		June 2015 Executive Officer, General Manager of No. 3 Nagoya Sales Department	
June 2017 Director and Executive Officer			
June 2019 Director and Managing Executive Officer			
Apr. 2021 President (current position)			
Oct. 2022 Vice President and Representative Director of the Company			
Apr. 2024 Vice President and Representative Director in charge of Audit Department (current position)			
Significant concurrent positions outside the Company President of The Chukyo Bank, Limited			
Reasons for nomination as candidate for Director Hideo Kobayashi has served as Executive Officer at The Chukyo Bank, Limited, a member of the Group, since June 2015, as Director and Executive Officer since June 2017, as Director and Managing Executive Officer since June 2019, and as President since April 2021. He has also served as Vice President and Representative Director of the Company since October 2022 with abundant experience and accomplishments as a manager. We judged him to be a candidate for Director as we expect him to continue to contribute to the management of the Company.			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned	
3	Nobuhiko Kuratomi (February 15, 1959) Reelection	Apr. 1981	Joined Chuo Sogo Bank, Ltd. (currently The Aichi Bank, Ltd.)	5,897
		June 2014	General Manager of Compliance Management Department	
June 2016	Director, General Manager of Compliance & Risk Management Department			
June 2017	Director, General Manager of Internal Audit Department			
June 2019	Managing Director			
June 2021	Senior Managing Director (current position)			
Oct. 2022	Director in charge of Compliance & Risk Management Department of the Company			
Apr. 2024	Director in charge of Compliance & Risk Management Department and Human Resources Strategy Department (current position)			
Significant concurrent positions outside the Company Senior Managing Director of The Aichi Bank, Ltd.				
Reasons for nomination as candidate for Director Nobuhiko Kuratomi has been a Director of The Aichi Bank, Ltd., a member of the Group, since June 2016, a Managing Director since June 2019, and a Senior Managing Director since June 2021. He has also served as Director of the Company since October 2022 with abundant experience and accomplishments as a manager. We judged him to be a candidate for Director as we expect him to continue to contribute to the management of the Company.				
4	Hiroaki Yoshikawa (October 5, 1961) Reelection	Apr. 1985	Joined Chuo Sogo Bank, Ltd. (currently The Aichi Bank, Ltd.)	6,929
		June 2015	General Manager of Corporate Administration Department	
June 2017	Executive Officer, General Manager of General Planning and Administration Department			
June 2019	Executive Officer, General Manager of Operations Administration Department			
June 2020	Director			
June 2022	Managing Director (current position)			
Oct. 2022	Director in charge of Administrative Systems Management Department of the Company (current position)			
Significant concurrent positions outside the Company Managing Director of The Aichi Bank, Ltd.				
Reasons for nomination as candidate for Director Hiroaki Yoshikawa has been an Executive Officer of The Aichi Bank, Ltd., a member of the Group, since June 2017, a Director since June 2020, and a Managing Director since June 2022. He has also served as Director of the Company since October 2022 with abundant experience and accomplishments as a manager. We judged him to be a candidate for Director as we expect him to continue to contribute to the management of the Company.				

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
5	Makoto Hayakawa (December 15, 1962) Reelection	<p>Apr. 1985 Joined Chukyo Sogo Bank, Ltd. (currently The Chukyo Bank, Limited)</p> <p>June 2011 Executive Officer, General Manager of General Planning and Administration Department</p> <p>May 2013 Executive Officer, General Manager of Operations Administration Department</p> <p>May 2014 Executive Officer, General Manager of Sales Management Department</p> <p>Mar. 2016 Executive Officer, General Manager of Risk Department</p> <p>Apr. 2018 Executive Officer, General Manager of General Planning and Administration Department</p> <p>June 2019 Managing Executive Officer, General Manager of General Planning and Administration Department</p> <p>Oct. 2022 Director, Managing Executive Officer and General Manager of General Planning and Administration Department (current position)</p> <p>Oct. 2022 Director in charge of Merger Promotion Department of the Company (current position)</p> <p>Significant concurrent positions outside the Company Director, Managing Executive Officer and General Manager of General Planning and Administration Department of The Chukyo Bank, Limited</p>	5,515
<p>Reasons for nomination as candidate for Director</p> <p>Makoto Hayakawa has served as Executive Officer at The Chukyo Bank, Limited, a member of the Group, since June 2011, as Managing Executive Officer since June 2019, and as Director and Managing Executive Officer since October 2022. He has also served as Director of the Company since October 2022 with abundant experience and accomplishments as a manager. We judged him to be a candidate for Director as we expect him to continue to contribute to the management of the Company.</p>			
6	Norimasa Suzuki (December 30, 1963) Reelection	<p>Apr. 1986 Joined Chuo Sogo Bank, Ltd. (currently The Aichi Bank, Ltd.)</p> <p>June 2017 General Manager of Corporate Administration Department</p> <p>June 2018 Executive Officer, General Manager of Corporate Administration Department</p> <p>June 2020 Executive Officer, General Manager of Compliance & Risk Management Department</p> <p>June 2021 Director (current position)</p> <p>Oct. 2022 Director in charge of Audit Department of the Company</p> <p>Apr. 2024 Director in charge of Sales Strategy Department and Credit Planning Department (current position)</p> <p>Significant concurrent positions outside the Company Director of The Aichi Bank, Ltd.</p>	5,530
<p>Reasons for nomination as candidate for Director</p> <p>Norimasa Suzuki has been an Executive Officer of The Aichi Bank, Ltd., a member of the Group, since June 2018, and a Director since June 2021. He has also served as Director of the Company since October 2022 with abundant experience and accomplishments as a manager. We judged him to be a candidate for Director as we expect him to continue to contribute to the management of the Company.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
7	Kenji Ito (October 16, 1964) Reelection	<p>Apr. 1987 Joined Chuo Sogo Bank, Ltd. (currently The Aichi Bank, Ltd.)</p> <p>June 2017 General Manager of Securities & Foreign Business Department</p> <p>June 2018 Executive Officer, General Manager of Securities & Foreign Business Department</p> <p>June 2019 Executive Officer, General Manager of General Planning and Administration Department</p> <p>June 2022 Director (current position)</p> <p>Oct. 2022 Director in charge of Corporate Planning Department of the Company (current position)</p> <p>Significant concurrent positions outside the Company Director of The Aichi Bank, Ltd.</p>	6,662
<p>Reasons for nomination as candidate for Director Kenji Ito has been an Executive Officer of The Aichi Bank, Ltd., a member of the Group, since June 2018, and a Director since June 2022. He has also served as Director of the Company since October 2022 with abundant experience and accomplishments as a manager. We judged him to be a candidate for Director as we expect him to continue to contribute to the management of the Company.</p>			
8	Hisashi Sebayashi (August 20, 1967) Reelection	<p>Apr. 1986 Joined Chukyo Sogo Bank, Ltd. (currently The Chukyo Bank, Limited)</p> <p>May 2017 General Manager of General Planning and Administration Department</p> <p>Apr. 2018 General Manager of Ozone Branch</p> <p>Dec. 2021 Executive Officer, General Manager of General Planning and Administration Department</p> <p>Oct. 2022 Director and Executive Officer (current position)</p> <p>Oct. 2022 Director in charge of Human Resources & General Affairs Department of the Company</p> <p>Apr. 2024 Director in charge of General Affairs Department and aid to Director in charge of Human Resources Strategy Department (current position)</p> <p>Significant concurrent positions outside the Company Director and Executive Officer of The Chukyo Bank, Limited</p>	4,508
<p>Reasons for nomination as candidate for Director Hisashi Sebayashi has served as Executive Officer at The Chukyo Bank, Limited, a member of the Group, since December 2021 and as Director and Executive Officer since October 2022. He has also served as Director of the Company since October 2022 with abundant experience and accomplishments as a manager. We judged him to be a candidate for Director as we expect him to continue to contribute to the management of the Company.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
9	Takehiro Suzuki (April 12, 1965) New election	Apr. 1988	Joined Chuo Sogo Bank, Ltd. (currently The Aichi Bank, Ltd.)
		Oct. 2018	General Manager of Corporate Sales Department
		June 2019	Executive Officer, General Manager of Corporate Sales Department
		June 2021	Executive Officer, General Manager of Securities & Foreign Business Department
		June 2022	Senior Executive Officer, General Manager of Sales Management Department
		Oct. 2022	Senior Executive Officer, General Manager of Sales Planning Department
		Oct. 2022	General Manager in charge of Operations Administration Department of the Company
		June 2023	Director, General Manager of Sales Division of The Aichi Bank, Ltd. (current position)
		June 2023	General Manager of Operations Administration Department of the Company
		Apr. 2024	General Manager of Sales Strategy Department (current position)
		Significant concurrent positions outside the Company Director of The Aichi Bank, Ltd.	3,332
Reasons for nomination as candidate for Director Takehiro Suzuki has been an Executive Officer of The Aichi Bank, Ltd., a member of the Group, since June 2019, and a Director since June 2023. He has extensive knowledge and experience in bank operations, primarily focused on sales, and executes business in an appropriate, fair, and efficient manner. We judged him to be a candidate for Director as we expect him to contribute to the management of the Company.			

- (Notes) 1. There is no special interest between any of the candidates and the Company.
2. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. A summary of the insurance policy is as follows. In the event of claims for compensation of damage resulting from actions taken (including inaction) by the insured in relation to operations as an officer of the Company and its subsidiaries, namely The Aichi Bank, Ltd. and The Chukyo Bank, Limited, the insured will be indemnified for damages and litigation costs, etc. The Company shall bear the full cost of insurance premiums. If each candidate is elected and assumes the office as Director, he/she will be included as an insured in this insurance policy. This insurance policy is planned to be renewed with the same terms at the time of its next renewal.

Proposal No. 3 Election of Six Directors Who Are Audit Committee Members

The terms of all six Directors who are Audit Committee members will expire at the conclusion of this Annual General Meeting of Shareholders. We therefore request the election of six Directors who are Audit Committee members.

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

The candidates for Directors who are Audit Committee members are as follows:

Candidate No.	Name	Gender	Current position in the Company	Attendance at Board of Directors meetings
1	Reelection Masahiro Kato	Male	Director (Audit Committee member)	17/17 meetings
2	Reelection Outside Yasutoshi Emoto	Male	Director (Audit Committee member)	16/17 meetings
3	Reelection Outside Yuki Shibata	Male	Director (Audit Committee member)	17/17 meetings
4	Reelection Outside Chieko Murata	Female	Director (Audit Committee member)	17/17 meetings
5	Reelection Outside Takumi Azuma	Male	Director (Audit Committee member)	17/17 meetings
6	Reelection Outside Asako Itakura	Female	Director (Audit Committee member)	13/13 meetings

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Masahiro Kato (December 18, 1961) Reelection	Apr. 1985 Joined Chuo Sogo Bank, Ltd. (currently The Aichi Bank, Ltd.)	4,829
		Oct. 2007 General Manager of Akaike Branch	
Jan. 2010 General Manager of Tochi Branch			
Oct. 2012 General Manager of Kanayama Branch			
June 2014 Deputy General Manager of Corporate Administration Department			
June 2020 Director (Member of the Audit Committee) (current position)			
Oct. 2022 Director (Audit Committee member) of the Company (current position)			
		Significant concurrent positions outside the Company Director (Member of the Audit Committee) of The Aichi Bank, Ltd.	
Reasons for nomination as candidate for Director who is an Audit Committee member Masahiro Kato has been a Director who is a Member of the Audit Committee of The Aichi Bank, Ltd., a member of the Group, since June 2020, and a Director who is an Audit Committee member of the Company since October 2022. We judged that he would be able to continue to fulfill his duties appropriately as a Director who is an Audit Committee member based on his extensive knowledge and experience in a broad range of areas, and nominated him as a candidate for Director.			
2	Yasutoshi Emoto (January 28, 1955) Reelection Outside	Apr. 1990 Joined the Legal Training and Research Institute of the Supreme Court of Japan	1,599
		Mar. 1992 Left the Legal Training and Research Institute of the Supreme Court of Japan	
Apr. 1992 Registered as an attorney-at-law			
Apr. 1992 Joined Fuji Law Office			
Mar. 1997 Left Fuji Law Office			
Apr. 1997 Established Emoto Law Office			
Oct. 2007 Domestic Relations Conciliator (part-time judge) of Nagoya Family Court			
Sep. 2009 Resigned as Domestic Relations Conciliator (part-time judge) of Nagoya Family Court			
Apr. 2016 Inspector of the Aichi Bar Association			
Mar. 2017 Resigned as Inspector of Aichi Bar Association			
June 2018 Outside Director (Member of the Audit Committee) of The Aichi Bank, Ltd.			
Oct. 2022 Resigned as Outside Director (Member of the Audit Committee) of The Aichi Bank, Ltd.			
Oct. 2022 Outside Director (Audit Committee member) of the Company (current position)			
		Significant concurrent positions outside the Company Director, Emoto Law Office	
Reasons for nomination as candidate for outside Director who is an Audit Committee member, and summary of expected role Yasutoshi Emoto has the specialized legal knowledge and extensive experience as an attorney-at-law and is expected to provide advice on and oversight, etc. of the Company's management as an outside Director who is an Audit Committee member. Although his only corporate management experience to date is as an outside officer, for the reasons stated above, we judged that he would be able to continue to fulfill his duties appropriately as a Director who is an Audit Committee member of the Company, and nominated him as a candidate for outside Director.			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	Yuki Shibata (January 11, 1950) Reelection Outside	<p>Apr. 1973 Joined Nagoya Railroad Co., Ltd.</p> <p>June 2000 Branch President of Tokyo Branch</p> <p>June 2004 Director, General Manager of Related Business Department</p> <p>July 2005 Director, Assistant Division Director of Railroad Operations HQ, and General Manager of Planning and Management Department</p> <p>July 2006 Director, General Manager of Corporate Planning Department</p> <p>June 2007 Managing Director</p> <p>June 2009 Senior Managing Director</p> <p>June 2010 Senior Managing Director, Division Director of Railroad Operations HQ</p> <p>June 2011 Representative Director and Vice President</p> <p>June 2012 Representative Director and Vice President, Meitetsu Transportation Co., Ltd.</p> <p>June 2013 Representative Director and President</p> <p>June 2016 Advisor</p> <p>June 2019 Outside Director of The Chukyo Bank, Limited</p> <p>Oct. 2022 Resigned as Outside Director of The Chukyo Bank, Limited</p> <p>Oct. 2022 Outside Director (Audit Committee member) of the Company (current position)</p> <p>Significant concurrent positions outside the Company None</p>	—
<p>Reasons for nomination as candidate for outside Director who is an Audit Committee member, and summary of expected role</p> <p>Yuki Shibata has held important positions such as Representative Director and Vice President of Nagoya Railroad Co., Ltd. and Representative Director and President of Meitetsu Transportation Co., Ltd. We expect him to strengthen corporate governance further by fulfilling a management supervisory role based on his abundant experience and wide-ranging discernment.</p> <p>For the reasons stated above, we judged that he would be able to continue to fulfill his duties appropriately as a Director who is an Audit Committee member of the Company, and nominated him as a candidate for outside Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
4	<p>Chieko Murata (September 16, 1959)</p> <p>Reelection Outside</p>	<p>Apr. 1982 Joined Nagoya Regional Taxation Bureau</p> <p>July 2015 District Director of Ogaki Tax Office</p> <p>July 2016 Manager of Information Technology of Large Enterprise Examination Division, Examination Department, Nagoya Regional Taxation Bureau</p> <p>July 2017 Manager of Accounts Division, Planning and Administration Department, Nagoya Regional Taxation Bureau</p> <p>July 2018 Deputy Manager of Planning and Administration Department, Nagoya Regional Taxation Bureau</p> <p>July 2019 District Director of Nagoya Naka Tax Office</p> <p>Aug. 2020 Registered as certified public tax accountant, Head of Chieko Murata Certified Public Tax Accountant Office</p> <p>June 2022 Outside Director (Member of the Audit Committee) of The Aichi Bank, Ltd.</p> <p>Oct. 2022 Resigned as Outside Director (Member of the Audit Committee) of The Aichi Bank, Ltd.</p> <p>Oct. 2022 Outside Director (Audit Committee member) of the Company (current position)</p> <p>June 2023 Outside Statutory Auditor of KIMURA UNITY CO., LTD. (current position)</p> <hr/> <p>Significant concurrent positions outside the Company Head of Chieko Murata Certified Public Tax Accountant Office Outside Statutory Auditor of KIMURA UNITY CO., LTD.</p>	-
<p>Reasons for nomination as candidate for outside Director who is an Audit Committee member, and summary of expected role</p> <p>Chieko Murata has held important positions at the National Tax Office and served as district director of Tax Offices since joining the Nagoya Regional Taxation Bureau, and has an extensive knowledge of taxation and accounting. In her current position as a certified tax accountant, she is expected to provide opinions and advice on corporate taxation and accounting methods, as well as contribute to ensuring the accuracy and transparency of finances.</p> <p>For the reasons stated above, we judged that she would be able to continue to fulfill her duties appropriately as a Director who is an Audit Committee member of the Company, and nominated her as a candidate for outside Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
5	<p data-bbox="357 752 528 808">Takumi Azuma (April 24, 1958)</p> <p data-bbox="389 837 496 893">Reelection Outside</p>	<p data-bbox="576 284 671 306">Apr. 1981</p> <p data-bbox="735 284 922 306">Joined INTEC Inc.</p> <p data-bbox="576 322 671 344">Apr. 1999</p> <p data-bbox="735 322 1126 344">General Manager of Chubu Sales Office</p> <p data-bbox="576 360 671 383">Apr. 2004</p> <p data-bbox="735 360 1179 416">General Manager of No.1 Financial Solutions Department</p> <p data-bbox="576 432 671 454">Apr. 2007</p> <p data-bbox="735 432 1179 488">General Manager of No. 2 Financial Business Department</p> <p data-bbox="576 504 671 526">Apr. 2008</p> <p data-bbox="735 504 1114 560">General Manager of Financial Systems Department, Hokuriku Headquarters</p> <p data-bbox="576 575 671 598">Apr. 2010</p> <p data-bbox="735 575 1086 631">Director, Deputy Manager of Chubu Headquarters</p> <p data-bbox="576 647 671 669">Apr. 2013</p> <p data-bbox="735 647 1179 703">Executive Officer, General Manager of No. 2 Financial Solutions Division</p> <p data-bbox="576 719 671 741">June 2015</p> <p data-bbox="735 719 1211 775">Managing Director, General Manager of General Affairs Department, Hokkoku INTEC Service Inc.</p> <p data-bbox="576 790 671 813">June 2016</p> <p data-bbox="735 790 1102 813">President and Representative Director</p> <p data-bbox="576 828 671 851">Mar. 2018</p> <p data-bbox="735 828 1142 884">Resigned as President and Representative Director</p> <p data-bbox="576 900 671 922">Apr. 2018</p> <p data-bbox="735 900 1118 956">Managing Director, Manager of Chubu Headquarters, INTEC Inc.</p> <p data-bbox="576 972 671 994">Apr. 2019</p> <p data-bbox="735 972 1142 1028">Managing Director, Manager of Hokuriku Industrial Division</p> <p data-bbox="576 1043 671 1066">Apr. 2021</p> <p data-bbox="735 1043 839 1066">Counselor</p> <p data-bbox="576 1081 671 1104">June 2021</p> <p data-bbox="735 1081 1190 1104">Full-time Audit & Supervisory Board Member</p> <p data-bbox="576 1120 671 1142">June 2021</p> <p data-bbox="735 1120 1190 1142">Audit & Supervisory Board Member, IUK Inc.</p> <p data-bbox="576 1158 671 1180">Oct. 2022</p> <p data-bbox="735 1158 1206 1214">Outside Director (Audit Committee member) of the Company (current position)</p> <p data-bbox="576 1229 671 1252">Mar.2023</p> <p data-bbox="735 1229 1222 1285">Resigned as Full-time Audit & Supervisory Board Member, INTEC Inc.</p> <p data-bbox="576 1301 671 1323">Mar. 2023</p> <p data-bbox="735 1301 1222 1357">Resigned as Audit & Supervisory Board Member, IUK Inc.</p> <p data-bbox="576 1373 1094 1429">Significant concurrent positions outside the Company None</p>	-
<p data-bbox="320 1364 1406 1420">Reasons for nomination as candidate for outside Director who is an Audit Committee member, and summary of expected role</p> <p data-bbox="320 1426 1406 1527">Takumi Azuma has a long track record of holding important management positions at INTEC Inc. and Hokkoku INTEC Service Inc., both TIS INTEC Group companies. We expect that he will use his experience and insights in the IT and systems area to make proposals and, based on his experience as a corporate auditor, perform a management oversight function.</p> <p data-bbox="320 1534 1406 1608">For the reasons stated above, we judged that he would be able to continue to fulfill his duties appropriately as a Director who is an Audit Committee member of the Company, and nominated him as a candidate for outside Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
6	Asako Itakura (January 21, 1961) Reelection Outside	<p>Apr. 1983 Joined Nagoya Broadcasting Network Co., Ltd.</p> <p>Feb. 2004 Executive Officer and Station Manager In charge of Systems and ERP</p> <p>Oct. 2005 Executive Officer and Station Manager General Manager of Compliance Office</p> <p>June 2008 Assistant to President's Office Senior Managing Director of NagoyaTV Enterprise Co., Ltd.</p> <p>June 2011 Deputy Director (Station Manager) of Sales Department</p> <p>Mar. 2013 Deputy Director (Station Manager) of Corporate Strategy Office</p> <p>June 2016 Human Resources Department Senior Managing Director of NagoyaTV Enterprise Co., Ltd</p> <p>July 2019 Managing Director of NagoyaTV Enterprise Co., Ltd.</p> <p>Dec. 2019 Employers' Committee Member of the Aichi Prefectural Labor Commission (current position)</p> <p>June 2021 Retired from Nagoya Broadcasting Network Co., Ltd.</p> <p>July 2021 Business Advisor for NagoyaTV Enterprise Co., Ltd. (current position)</p> <p>Feb. 2022 Opened Office Itakura Asako (Specified Labor and Social Security Attorney and Small and Medium Enterprise Management Consultant Office)</p> <p>June 2023 Outside Director (Audit Committee member) of the Company (current position)</p> <p>Significant concurrent positions outside the Company Representative of Office Itakura Asako (Specified Labor and Social Security Attorney and Small and Medium Enterprise Management Consultant Office) Employers' Committee Member of the Aichi Prefectural Labor Commission</p>	—

Reasons for nomination as candidate for outside Director who is an Audit Committee member, and summary of expected role

Asako Itakura has served for many years in key management positions at Nagoya Broadcasting Network Co., Ltd. and NagoyaTV Enterprise Co., Ltd. She has professional knowledge as an active labor and social security attorney and small and medium enterprise management consultant, as well as extensive experience in the personnel and labor affairs department; therefore, we expect her to provide competent advice and recommendations to the Company's management. For the reasons stated above, we judged that she would be able to continue to fulfill her duties appropriately as a Director who is an Audit Committee member, and nominated her as a candidate for outside Director.

- (Notes) 1. Yasutoshi Emoto, Yuki Shibata, Chieko Murata, Takumi Azuma, and Asako Itakura are candidates for outside Directors who are Audit Committee members.
2. If this proposal is approved and Masahiro Kato, Yasutoshi Emoto, Yuki Shibata, Chieko Murata, Takumi Azuma, and Asako Itakura assume the office as outside Directors who are Audit Committee members, the Company will continue with an agreement, pursuant to Article 427, paragraph (1) of the Companies Act and the Company's Articles of Incorporation, that the liability of the Director who is an Audit Committee member under Article 423, paragraph (1) of the Companies Act shall be limited to the minimum liability amount provided in Article 425, paragraph (1) of the Companies Act if the Director who is an Audit Committee member has performed his/her duties in good faith and without gross negligence.
3. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. A summary of the insurance policy is as follows. In the event of claims for compensation of damage resulting from actions taken (including inaction) by the insured

in relation to operations as an officer of the Company and its subsidiaries, namely The Aichi Bank, Ltd. and The Chukyo Bank, Limited, the insured will be indemnified for damages and litigation costs, etc. The Company shall bear the full cost of insurance premiums. If this proposal is approved and each candidate assumes the office as Director who is an Audit Committee member, they will be included as insureds in this insurance policy. This insurance policy is planned to be renewed with the same terms at the time of its next renewal.

4. If this proposal is approved and Yasutoshi Emoto, Yuki Shibata, Chieko Murata, Takumi Azuma, and Asako Itakura assume the position of outside Director, the Company shall register them with the Tokyo Stock Exchange and the Nagoya Stock Exchange as independent officers who are not likely to cause any conflict of interest with general shareholders.
5. There is no special interest between any of the candidates and the Company.
6. Yasutoshi Emoto, Yuki Shibata, Chieko Murata, and Takumi Azuma will have served as outside Directors who are Audit Committee members for one year and nine months, and Asako Itakura for one year at the conclusion of this Annual General Meeting of Shareholders.

(Reference 1) Expertise and experience, etc. (skills matrix) of the candidates for Director of the Company (including Audit Committee members)

List of candidates for Directors other than Directors who are Audit Committee members

Candidate No.	Name	Current position in the Company	Attributes	Candidate's areas of expertise						
				Corporate management and sustainability	Financial services	Finance and accounting	Legal affairs and risk management	IT and computer systems	Human resources and labor	Regional revitalization
1	Yukinori Ito	President	Representative Director	○	○	○	○	○		
2	Hideo Kobayashi	Vice President	Representative Director	○	○	○		○		○
3	Nobuhiko Kuratomi	Director		○	○	○	○	○	○	
4	Hiroaki Yoshikawa	Director		○	○	○		○	○	
5	Makoto Hayakawa	Director		○	○	○	○	○	○	○
6	Norimasa Suzuki	Director		○	○		○		○	
7	Kenji Ito	Director		○	○	○		○	○	
8	Hisashi Sebayashi	Director		○	○	○			○	○
9	Takehiro Suzuki	[New election]		○	○			○		○

List of Directors who are Audit Committee members

Candidate No.	Name	Current position in the Company	Attributes	Expertise of Audit Committee member						
				Corporate management and sustainability	Financial services	Finance and accounting	Legal affairs and risk management	IT and computer systems	Human resources and labor	Regional revitalization
1	Masahiro Kato	Director (Audit Committee member)	[Full-time, inside]	○	○					○
2	Yasutoshi Emoto	Director (Audit Committee member)	[Outside]				○			
3	Yuki Shibata	Director (Audit Committee member)	[Outside]	○		○	○			
4	Chieko Murata	Director (Audit Committee member)	[Outside]			○				
5	Takumi Azuma	Director (Audit Committee member)	[Outside]	○	○			○		
6	Asako Itakura	Director (Audit Committee member)	[Outside]	○			○		○	

[New election] Candidate for Director to be newly elected

[Outside] Outside Director

(Reference 2) Policies and standards, etc. for the election of Director candidates and the dismissal of Directors

Policies for the election of Director candidates and the dismissal of Directors

The Board of Directors is structured so as to provide for a good overall balance of the knowledge, experience and skills required to effectively perform its roles and duties in light of the Company's corporate principles, specific business strategies, and external business environments, etc., and in a way that balances diversity and appropriate size.

Procedures for the election of Director candidates and dismissal of Directors

The Board of Directors decides on proposals for the selection and dismissal of members of the Board of Directors in consultation with the Human Resources Committee that is comprised of a majority of outside Directors.

Standards for the election of Director candidates and the dismissal of Directors

Standards for the election of inside Director candidates

1. As a Director, the candidate is expected to contribute to the sustainable growth of the Company and improving its corporate value over the medium and long term.
2. The candidate must perform duties faithfully and in accordance with the three elements of the Company's management vision "VISION" ("PURPOSE" (Note 1), "MISSION" (Note 2), and "VALUE" (Note 3)) and the "Basic Compliance Policy" (Note 4), and must have the character and insight appropriate for a Director.
3. The candidate must have a wealth of experience and an excellent track record in banking, and have the knowledge and skills required for management.

Standards for the election of outside Director candidates

1. As a Director, the candidate is expected to contribute to the sustainable growth of the Company and improving its corporate value over the medium and long term.
2. The candidate must understand and comply with the three elements of the Company's management vision "VISION" ("PURPOSE," "MISSION" and "VALUE") and the "Basic Compliance Policy," and must have the character and insight appropriate for a Director.
3. The candidate must have expert knowledge and a wealth of experience in areas such as management, law, finance and accounting, public administration, and education, and be able to advise and supervise management.
4. The candidate must meet the requirements for independence formulated by the Company.

Standards for the dismissal of inside and outside Directors

Discussions regarding dismissal will be held at the Human Resources Committee if any of the following apply to a Director:

1. Actions in violation of laws and regulations or the Articles of Incorporation
2. Significant harm is caused to corporate value due to negligence of duties
3. Unable to perform duties for health reasons, etc.
4. No longer meets the standards for election

(Note 1) "PURPOSE"

Contribute to the prosperity of local communities through financial services.

(Note 2) "MISSION"

Aim to become the top regional financial group in Aichi Prefecture.

(Note 3) "VALUE"

1. Focus on robust management to establish a solid management foundation.
2. Become a financial group trusted by the local community.
3. Provide financial services that are useful to all customers.
4. Realize the happiness of all executives and employees through ES management and health management practices.
5. Continue to be an attractive company through sustainable growth and increased corporate value

(Note 4) Basic Compliance Policy

1. Establish public mission and trust
The Group always recognizes the importance of the strong public mission of each Group company and strives to establish solid trust from the local community through sound business operations.
2. Customer-oriented business operations
The Group will contribute to the development of local communities through the stable provision of higher quality services that meet the genuine needs of diverse customers and protect the interests of customers in emergency situations through customer-oriented business operations utilizing originality and ingenuity.
3. Strict compliance with laws, regulations, and rules
The Group will strictly comply with all laws, regulations, and rules, and will execute sincere and fair corporate activities that do not violate any social norms.
4. Communication with society
The Group will actively, effectively, and fairly disclose management and other information to enhance management transparency and communicate widely with society in order to secure the understanding and trust of society through constructive dialogue with the stakeholders of the Group companies and to enhance its own corporate value.
5. Respect for human rights
The Group acknowledges respect for human rights as one of the most important management issues, supports and respects internationally recognized human rights-related standards, and protects the human rights of all stakeholders, including customers, local communities, and officers and employees, as well as the prevention and remedies for human rights violations.
6. Reform of work styles and enhancement of work environment for executives and employees
The Group will ensure a comfortable work environment with consideration for health and safety as well as a work style that respects the diversity, personality, and individuality of its executives and employees.
7. Contribution to human resource development and financial and Economic education
The Group will contribute to the promotion of financial knowledge and understanding throughout society through active efforts in human resource development and skills development for executives and employees, supporting their autonomous career development, and participating in financial and economic education in the community.
8. Initiatives for environmental conservation activities
The Group will strive to build a sustainable environmental society through active and continuous efforts to address various environmental issues, such as climate change, by striving to use resources efficiently, reduce waste, and provide services that contribute to environmental conservation.
9. Participation in social contribution activities
The Group is aware that it can survive and grow only in society, and contributes to the formation and development of a sustainable society through active participation in society as a “good corporate citizen” together with society.
10. Blocking relationships with anti-social forces and addressing threats of terrorism, etc.
The Group resolutely refuses to do business with anti-social forces that threaten the order and safety of civil society, and will ensure that no relationships are established with such forces. In addition, as the international community faces threats such as terrorism, we will strive to enhance our anti-money laundering and counter-terrorist financing measures, and appropriately comply with economic sanctions-related regulations that apply not only to our own country but also globally.
11. Fair trade and prevention of bribery and corrupt practices
The Group will conduct free and fair corporate activities through the business operations of each Group company. Based on relevant laws and regulations and high corporate ethics, we will ensure the prevention of inappropriate entertainment and gifts and acts that impede free competition, whether in the public or private sectors.

(Reference 3) Standards for determining the independence of outside Directors

The Company has formulated the following standards to determine the independence of outside Directors.

1. Not being a party whose major client is the Company or an executive thereof
 2. Not being a major client of the Company or an executive thereof
 3. Not being a consultant, accounting professional or legal professional who receives substantial monetary consideration and/or other property from the Company besides officer remuneration
(If the entity receiving the said property is a corporation, partnership or other organization, then any individual belonging to the said organization)
 4. Not being one of the Company's major shareholders or an executive thereof
 5. Not being a party who has recently fallen under any of 1 to 4 above
 6. Not being a close relative of any of the following persons (excluding those who are not a key person)
 - (1) Person described in 1 to 5 above
 - (2) Executive of a subsidiary of the Company
 - (3) Director who is not an executive of a subsidiary of the Company
 - (4) Person who was recently (2) or (3), or an executive of the Company
- * "Recently"
- Refers to a period of time that can be considered essentially the same as the present, for example, when the content of the proposal to the General Meeting of Shareholders for the selection of outside Directors was finalized
- * "Key person"
- For executives, refers to someone at the level of officer or general manager. For accounting experts and legal experts, refers to persons with professional qualifications, for example, certified public accountants and attorneys at law
- * "Close relative"
- Refers to relatives within the second degree of kinship