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Securities Code: 8367  
June 6, 2024

**To Stockholders with Voting Rights:**

Takashi Hashimoto  
President  
The Nanto Bank, Ltd.  
16 Hashimoto-cho, Nara City  
Nara  
Japan

**NOTICE OF CONVOCATION OF  
THE 136TH ORDINARY STOCKHOLDERS' MEETING**

You are cordially invited to attend the 136th Ordinary Stockholders' Meeting of The Nanto Bank, Ltd. ("the Bank"). The meeting will be held for the purposes described below.

When convening this stockholders' meeting, the Bank has taken measures for providing information in electronic format (the "electronic provision measures") as "Notice of Convocation of the 136th Ordinary Stockholders' Meeting," and has posted matters subject to the electronic provision measures on the following websites.

The Bank's website: <https://www.nantobank.co.jp/investor/shareholder/meeting.html>

The TSE website (Listed Company Search):  
<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do>

To view the above information, please access the TSE website (Listed Company Search), enter "The Nanto Bank" in the "Issue name (company name)" field or "8367" in the "Code" field, click on "Search," and then click on "Basic information" and select "Documents for public inspection/PR information". You will find the "Notice of Convocation of the 136th Ordinary Stockholders' Meeting" in the "Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting" section.

Please review the Reference Documents for the Stockholders' Meeting described in the matters subject to the electronic provision measures and exercise your voting rights **no later than 5:00 p.m. on Wednesday, June 26, 2024.**

**1. Date and Time:** Thursday, June 27, 2024 at 10:00 a.m. Japan time

**2. Place:** Hiten Room, 4F, Hotel Nikko Nara  
8-1 Sanjo-hommachi, Nara City, Nara, Japan

**3. Meeting Agenda:**

**Matters to be reported:** 1. Business Report, Consolidated Financial Statements for the Bank's 136th Fiscal Year (from April 1, 2023 to March 31, 2024), and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee

2. Non-consolidated Financial Statements for the Bank's 136th Fiscal Year  
(from April 1, 2023 to March 31, 2024)

**Proposals to be resolved:**

**Proposal No. 1:** Appropriation of Surplus

**Proposal No. 2:** Partial Amendments to the Articles of Incorporation

**Proposal No. 3:** Election of Nine (9) Directors (excluding Directors who are Audit and Supervisory Committee Members)

**Proposal No. 4:** Election of One (1) Director who is an Audit and Supervisory Committee Member

**Proposal No. 5:** Partial Revision to Remuneration Limit and Remuneration Details under Performance-linked Stock Remuneration Plan for Directors (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors)

## Guidance on Voting Rights

Please refer to the following for the exercise of your voting rights in advance:

When attending the meeting, please submit the enclosed Voting Rights Exercise Form to the reception desk.

### Exercise of Voting Rights via Postal Mail

Please indicate your vote of approval or disapproval of each proposal in the enclosed Voting Rights Exercise Form and return the form by the deadline. If you have not indicated your approval or disapproval of a proposal on the Voting Rights Exercise Form, you will be deemed to have indicated your approval of the proposal.

Deadline for exercise:

Vote to be exercised no later than 5:00 p.m. on Wednesday, June 26, 2024

### Exercise of Voting Rights via the Internet

Please access the website for exercise of voting rights (<https://evote.tr.mufig.jp/>), follow the instructions on the screen, and enter your vote of approval or disapproval of each proposal.

Deadline for exercise:

Vote to be exercised no later than 5:00 p.m. on Wednesday, June 26, 2024

- (1) When voting rights are exercised more than once via the Internet, the vote that arrives the latest will be deemed the valid one.
  - (2) When voting rights are exercised both by the Voting Rights Exercise Form and via the Internet, the vote via the Internet will be deemed the valid one.
  - (3) When voting rights are exercised by the Voting Rights Exercise Form via postal mail and there is no indication of approval or disapproval of the proposals on the Voting Rights Exercising Form, we will treat it as an indication of approval.
- Please note that persons other than stockholders, such as proxies who are not stockholders or persons accompanying stockholders, are not allowed to enter the place of the Stockholders' Meeting (except for persons accompanying stockholders with disabilities). If you exercise your voting rights by proxy pursuant to the provisions of the Articles of Incorporation of the Bank, please have your proxy submit a document to prove their right to represent you.
  - Of the matters subject to the electronic provision measures, the following matters are not included in the paper-based document to be delivered to shareholders who made a request for delivery of documents pursuant to the provisions of laws and regulations and the Articles of Incorporation of the Bank.
    - (1) Business Report
      - "Status of assets and income," "Status of employees," "Status of major offices, etc.," and "Other important matters regarding the current status of the group" included in "Current Status of the Corporate Group"
      - "Liability limitation agreements," "Indemnity agreements," and "Directors and officers liability insurance agreements" included in "Matters Regarding Company Directors"
      - "Concurrent positions and other status of outside directors," "Main activities of outside directors," "Remuneration of outside directors," and "Opinions of outside directors" included in "Matters Regarding Outside Directors"
      - "Matters Regarding Shares," "Status of Share Acquisition Rights," "Status of Accounting Auditors," "Outline of a System to Ensure the Appropriateness of Business Activities and the Operating Status of the System," and "Basic Policy Regarding Control of the Bank"
    - (2) Consolidated Financial Statements and Non-consolidated Financial Statements
      - Consolidated Financial Statements: Consolidated Balance Sheet, Consolidated Statement of Income, Consolidated Statement of Changes in Net Assets, and Notes to Consolidated Financial Statements
      - Non-consolidated Financial Statements: Balance Sheet, Statement of Income, Statement of Changes in Net Assets, and Notes to Non-consolidated Financial Statements.

(3) Audit Reports

- Audit Reports: Independent Auditor's Report on Consolidated Financial Statements, Independent Auditor's Report on Non-consolidated Financial Statements, and Audit Report of the Audit and Supervisory Committee.
- Any amendments to matters subject to the electronic provision measures will be posted on the respective websites where the matters are posted.
- The resolution of the Stockholders' Meeting will be posted on the following website after the conclusion of this Stockholders' Meeting: <https://www.nantobank.co.jp/investor/shareholder/meeting.html>



**Proposal No. 2: Partial Amendments to the Articles of Incorporation**

1. Reasons for amendments

- (1) To develop an environment that facilitates Directors who are not Executive Directors to fully perform their expected roles and to invite competent individuals, the Bank will amend the Article 30 (Limitation of Liability Agreements with Outside Directors) of the current Articles of Incorporation, to expand the scope of liability limitation agreements which currently covers only Outside Directors to also cover Directors who are not Executive Directors, in accordance with the provision of the Article 427, Paragraph 1 of the Companies Act.  
Consent to this proposal has been given by each member of the Audit and Supervisory Committee.
- (2) In addition, to ensure the flexibility of operation of the Audit and Supervisory Committee, the Bank will partially change the wording of Article 31 (Full-time Audit and Supervisory Committee Member) of the current Articles of Incorporation.

2. Details of amendments

The details of the amendments are as follows:

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p>Article 30 <u>Limitation of Liability Agreements with Outside Directors</u></p> <p>The Bank may, in accordance with the provisions of Article 427, Paragraph 1 of the Companies Act, enter into an agreement with <u>Outside Directors</u> to limit their liability to compensate for damage due to a failure to perform their duties; provided, however, that the limit of liability under such agreement shall be up to amount prescribed by laws and regulations.</p>	<p>Article 30 <u>Limitation of Liability Agreements with Directors</u></p> <p>The Bank may, in accordance with the provisions of Article 427, Paragraph 1 of the Companies Act, enter into an agreement with <u>Directors (excluding Directors who are Executive Directors)</u> to limit their liability to compensate for damage due to a failure to perform their duties; provided, however, that the limit of liability under such agreement shall be up to amount prescribed by laws and regulations.</p>
<p>Article 31 <u>Full-time Audit and Supervisory Committee Member</u></p> <p>The Audit and Supervisory Committee shall elect full-time Audit and Supervisory Board Members by its resolution.</p>	<p>Article 31 <u>Full-time Audit and Supervisory Committee Member</u></p> <p>The Audit and Supervisory Committee <u>may</u> elect full-time Audit and Supervisory Board Members by its resolution.</p>

**Proposal No. 3: Election of Nine (9) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)**

The terms of office of all nine (9) Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire at the conclusion of this Stockholders' Meeting. Accordingly, the election of nine (9) Directors (excluding Directors who are Audit and Supervisory Committee Members) is proposed.

To ensure the objectivity and transparency of nominations, the candidates for Directors are determined by the Board of Directors after deliberation by the Nomination and Compensation Advisory Committee, a majority of which consists of Outside Directors.

The Audit and Supervisory Committee deliberated this proposal and found no special matters to be stated at the Stockholders' Meeting based on the provisions of the Companies Act.

The candidates for Directors (excluding Directors who are Audit and Supervisory Committee Member) are as follows:

Candidate No.	Name			Current positions at the Bank	Attendance at the Board of Directors meetings during the fiscal year 2023
1	Takashi Hashimoto	Re-election		President (Representative Director)	100.0% (12/12 meetings)
2	Satoshi Ishida	Re-election		Deputy President and Executive Officer (Representative Director)	100.0% (12/12 meetings)
3	Takeshi Sugiura	Re-election		Director and Senior Managing Executive Officer	100.0% (12/12 meetings)
4	Ryuichiro Funaki	Re-election		Director and Managing Executive Officer	100.0% (12/12 meetings)
5	Koji Honda	Re-election		Director and Managing Executive Officer	100.0% (9/9 meetings)
6	Haruyuki Kakutani	New candidate		Managing Executive Officer	–
7	Kozue Nakayama	Re-election	Outside Director Independent Officer	Director (Outside Director)	91.6% (11/12 meetings)
8	Takashi Nishimura	Re-election	Outside Director Independent Officer	Director (Outside Director)	88.8% (8/9 meetings)
9	Yuko Tahara	New candidate	Outside Director Independent Officer	–	–

(Note) Attendance of Messrs. Koji Honda and Takashi Nishimura at the Board of Directors meetings is after their assumption of office on June 29, 2023.

Candidate No. 1 <b>Takashi Hashimoto</b>	Re-election
<b>Date of Birth:</b> May 20, 1954	
<b>Number of shares of the Bank held:</b> 8,695 shares Number of shares potentially held <sup>(Note)</sup> : 21,047 shares (Note) “The number of shares potentially held” shows for reference the number of shares equivalent to the number of points that have been awarded under the trust-type stock remuneration plan.	
<b>Years of service as a Director:</b> 17 years (at the conclusion of this Stockholders’ Meeting)	
<b>Past experience, positions, responsibilities and significant concurrent positions</b>	
Apr. 1977	Joined the Bank
Jun. 2005	General Manager, Public Institutions Division, the Bank
Jun. 2007	Director, General Manager, Personnel Division, the Bank
Jun. 2010	Managing Director, General Manager, Business Management Division, the Bank
Jun. 2011	Managing Director, General Manager, Osaka Regional Headquarter, the Bank
Jun. 2013	Managing Director, the Bank
Jun. 2014	Senior Managing Director, the Bank
Jun. 2015	President (Representative Director), the Bank (to present)
<b>Reasons for nomination as a candidate for Director</b> Since assuming the position of President, Mr. Takashi Hashimoto has demonstrated his strong execution capabilities and leadership and implemented various transformations to respond to the changes in customers’ needs to pursue the sustainable management of the Bank. As an officer, he is well versed in any and all banking operations in the business promotion, management, and operations divisions and has sufficient knowledge and experience to perform the Bank’s corporate management in an appropriate, fair, and efficient manner. Accordingly, the Bank has nominated him as a candidate for Director.	



Candidate No. 2	
<b>Satoshi Ishida</b>	Re-election
<b>Date of Birth:</b> Oct. 6, 1974	
<b>Number of shares of the Bank held:</b> 3,027 shares Number of shares potentially held <sup>(Note)</sup> : 10,808 shares	
(Note) “The number of shares potentially held” shows for reference the number of shares equivalent to the number of points that have been awarded under the trust-type stock remuneration plan.	
<b>Years of service as a Director:</b> 5 years (at the conclusion of this Stockholders’ Meeting)	
<b>Past experience, positions, responsibilities and significant concurrent positions</b>	
Apr. 1997	Joined Dai-Ichi Kangyo Bank, Limited (currently Mizuho Bank, Ltd.)
Jul. 2001	Chief of Management Guidance, Construction Industry Division, General Policy Bureau, Ministry of Land, Infrastructure, Transport and Tourism
Nov. 2003	Manager, Industrial Revitalization Corporation of Japan
Jul. 2010	Director, Industrial Growth Platform Inc.
Aug. 2013	Supervisory Coordinator, General Affairs Division; Supervisory Bureau, Financial Service Agency
Jul. 2015	Policy Manager, Policy Division, General Affairs Planning Bureau, Financial Services Agency
Jul. 2016	Manager, Monitoring Planning Office, General Affairs Division, Inspection Bureau, Financial Service Agency
Jul. 2017	Director, Regional Financial Planning Office, Supervisory Bureau, Financial Services Agency
Nov. 2018	Director, Industrial Growth Platform Inc.
Feb. 2019	Advisor, the Bank
Apr. 2019	Senior Managing Executive Officer, General Manager, Management Strategy Headquarters, the Bank
Jun. 2019	Deputy President and Executive Officer (Representative Director), General Manager, Corporate Strategy Headquarters, the Bank
Apr. 2020	Deputy President and Executive Officer (Representative Director), the Bank (to present)
	(Responsibilities) Overall execution management, Secretarial Office, Corporate Planning Division, Risk Management Division, DX/SDGs Special projects
<b>Reasons for nomination as a candidate for Director</b>	
Since assuming the position of Director, Mr. Satoshi Ishida has boldly implemented the transformation of the planning and administration divisions in particular with his leadership to significantly strengthen the Nanto Bank Group’s corporate governance from a medium- to long-term perspective. Mr. Satoshi Ishida is well versed in corporate management and financial circles overall and has abundant experience gained through his work in the management reform of many companies. He has extensive knowledge that enables him to perform the Bank’s corporate management in an appropriate and fair manner. Accordingly, the Bank has nominated him as a candidate for Director.	

Candidate No. 3	
<b>Takeshi Sugiura</b>	Re-election
<b>Date of Birth:</b> Jul. 13, 1963	
<b>Number of shares of the Bank held:</b> 4,724 shares Number of shares potentially held <sup>(Note)</sup> : 4,721 shares	
(Note) “The number of shares potentially held” shows for reference the number of shares equivalent to the number of points that have been awarded under the trust-type stock remuneration plan.	
<b>Years of service as a Director:</b> 3 years (at the conclusion of this Stockholders’ Meeting)	
<b>Past experience, positions, responsibilities and significant concurrent positions</b>	
Apr. 1986	Joined the Bank
Apr. 2017	Executive Officer, General Manager, Sakurai Branch, the Bank
Apr. 2018	Executive Officer, General Manager, Tokyo Branch, the Bank
Apr. 2019	Executive Officer, General Manager, Middle Nara Block Headquarters, the Bank
Apr. 2021	Managing Executive Officer, the Bank
Jun. 2021	Director and Managing Executive Officer, the Bank
Apr. 2022	Director and Managing Executive Officer, the Bank
	General Manager, Business Promotion Headquarters, the Bank
Apr. 2024	Director and Senior Managing Executive Officer, the Bank
	General Manager, Business Promotion Headquarters, the Bank (to present)
	(Responsibilities)
	Business Support Division, Corporate Solutions Division, and Asset Consulting Division
<b>Reasons for nomination as a candidate for Director</b>	
Since assuming the position of Director, Mr. Takeshi Sugiura has been responsible for the market, credit examination and business divisions. With his outstanding execution capabilities and leadership, he has worked on reforming the Bank’s branch structure and business structure and sophisticating its consulting sales activities. With his abundant experience in business management both in business promotion and administration, he has sufficient knowledge and experience to perform the Bank’s corporate management in an appropriate, fair, and efficient manner. Accordingly, the Bank has nominated him as a candidate for Director.	

Candidate No. 4	
<b>Ryuichiro Funaki</b>	Re-election
<b>Date of Birth:</b> Dec. 19, 1966	
<b>Number of shares of the Bank held:</b> 1,765 shares Number of shares potentially held <sup>(Note)</sup> : 4,721 shares (Note) “The number of shares potentially held” shows for reference the number of shares equivalent to the number of points that have been awarded under the trust-type stock remuneration plan.	
<b>Years of service as a Director:</b> 3 years (at the conclusion of this Stockholders’ Meeting)	
<b>Past experience, positions, responsibilities and significant concurrent positions</b>	
Apr. 1991	Joined Fuji Bank, Ltd. (current Mizuho Bank, Ltd.)
Apr. 2002	Research Assistant, Corporate Planning Department, Mizuho Bank, Ltd.
May 2004	Senior Manager, Planning Group, ShinGinko Tokyo, Limited. (current Kiraboshi Bank, Ltd.)
Jan. 2009	Advisor, Industrial Growth Platform, Inc.
Jun. 2009	Executive Officer (in charge of Business Management Division), THE HOWA BANK, LTD.
Jul. 2012	Principal, Industrial Growth Platform, Inc.
Jul. 2012	Advisor, The Nuclear Damage Compensation and Decommissioning Facilitation Corporation
Nov. 2016	Expert Investigator, Financial Services Agency
Apr. 2019	Advisor, the Bank
Jul. 2019	Representative Director and President, Nanto Consulting Co., Ltd.
Apr. 2021	Managing Executive Officer, General Manager, Business Promotion Headquarters, the Bank
Jun. 2021	Director and Managing Executive Officer, General Manager, Business Promotion Headquarters, the Bank
Apr. 2022	Director and Managing Executive Officer, the Bank (to present)
	(Responsibilities) Credit Examination Division and Compliance Management Division
<b>Reasons for nomination as a candidate for Director</b>	
Since assuming the position of Director, Mr. Ryuichiro Funaki has been responsible for the business, market and regional business creation divisions, and worked on restructuring of the financial investment portfolio and structuring of businesses contributing to regional vitalization. He has strategic thinking that goes beyond the confines of the Bank’s traditional approaches and a high level of expertise as well as diverse knowledge and experience to perform the Bank’s corporate management in an appropriate, fair, and efficient manner. Accordingly, the Bank has nominated him as a candidate for Director.	

Candidate No. 5	
<b>Koji Honda</b>	Re-election
<b>Date of Birth:</b> Mar. 27, 1964	
<b>Number of shares of the Bank held:</b> 4,375 shares	
<b>Years of service as a Director:</b> 1 year (at the conclusion of this Stockholders' Meeting)	
<b>Past experience, positions, responsibilities and significant concurrent positions</b>	
Apr. 1987	Joined the Bank
Apr. 2018	Executive Officer, Manager, Osaka Central Sales Department, the Bank
Apr. 2019	Executive Officer, General Manager, Osaka Block Headquarters, the Bank
Apr. 2021	Executive Officer, General Manager, Nara Hokuwa Block Headquarters, the Bank
Apr. 2022	Executive Officer, Assistant General Manager, Business Promotion Headquarters, General Manager, Nara Hokuwa Block Headquarters, General Manager, and Kyoto Block Headquarters, the Bank
Apr. 2023	Managing Executive Officer, the Bank
Jun. 2023	Director and Managing Executive Officer, the Bank (to present)
	(Responsibilities) Digital Strategy Division, Operations Support Division, Central Operations Division and Public Affairs & Regional Co-creation Division
<b>Reasons for nomination as a candidate for Director</b>	
<p>Since assuming the position of Director, Mr. Koji Honda has been responsible for the digital strategy, operations support, and credit examination divisions, and worked on strengthening the DX strategy, which is one of the key challenges for the Bank, while building systems for supporting customers after the COVID-19 pandemic, thereby enhancing the Bank's management foundation. With his strong execution capabilities and leadership he has developed while leading the frontline office, he has sufficient knowledge and experience to perform the Bank's corporate management in an appropriate, fair, and efficient manner. Accordingly, the Bank has nominated him as a candidate for Director.</p>	

Candidate No. 6		
<b>Haruyuki Kakutani</b>		New candidate
<b>Date of Birth:</b> Aug. 30, 1965		
<b>Number of shares of the Bank held:</b> 2,265 shares		
<b>Years of service as a Director:</b> –		
<b>Past experience, positions, responsibilities and significant concurrent positions</b>		
Apr. 1988	Joined the Bank	
Apr. 2018	General Manager, Sakurai Branch, the Bank	
Oct. 2019	Area Manager, Sakurai Area and General Manager, Sakurai Branch, the Bank	
Jun. 2020	Managing Director, Nanto Management Service Co., Ltd.	
Aug. 2020	General Manager, Personnel and General Affairs Division, the Bank	
Apr. 2021	Executive Officer, Personnel and General Affairs Division, the Bank	
Apr. 2024	Managing Executive Officer, the Bank (to present)	
	(Responsibilities) Personnel and General Affairs Division and Financial Investment Division	
<b>Reasons for nomination as a candidate for Director</b>		
<p>After gaining experience in the corporate planning and business planning divisions, Mr. Haruyuki Kakutani served as a head of the frontline staff at multiple branches. Since assuming the position of General Manager, Personnel and General Affairs Division, he has demonstrated a strong leadership and worked on optimizing costs across the Nanto Bank Group, diversifying human resources, and reforming personnel systems, thereby advancing human capital management. With his strong logical thinking and execution capabilities, he has sufficient knowledge and experience to perform the Bank's corporate management in an appropriate and fair manner. Accordingly, the Bank has nominated him as a candidate for Director.</p>		

Candidate No. 7	
<b>Kozue Nakayama</b>	Re-election / Outside Director / Independent Officer
<b>Date of Birth:</b> Feb. 25, 1958	
<b>Number of shares of the Bank held:</b> 949 shares	
<b>Years of service as a Director:</b> 2 years (at the conclusion of this Stockholders' Meeting)	
<b>Past experience, positions, responsibilities and significant concurrent positions</b>	
Apr. 1982	Joined Nissan Motor Co., Ltd.
Apr. 2005	General Manager, Corporate Planning Division, Nissan Motor Co., Ltd.
Apr. 2008	General Manager, Brand Management Office, Nissan Motor Co., Ltd.
Sep. 2010	Vice General Manager, Brand Coordination Division, Nissan Motor Co., Ltd.
Apr. 2011	Director General for Urban Management Bureau, City of Yokohama
Apr. 2012	Director General of Culture and Tourism Bureau, City of Yokohama
Jun. 2018	President & CEO, Pacific Convention Plaza Yokohama
Jun. 2019	Outside Auditor, Imperial Hotel, Ltd. (to present)
Jun. 2020	Outside Director, TDK Corporation (to present)
Jun. 2020	Outside Director, ISUZU MOTORS LIMITED (to present)
Jun. 2022	Outside Director, the Bank (to present)
	(Significant concurrent positions)
	Outside Director, TDK Corporation
	Outside Director, ISUZU MOTORS LIMITED (scheduled to retire in June 2024)
	Outside Auditor, Imperial Hotel, Ltd.
<b>Reasons for nomination as a candidate for Outside Director and expected roles</b>	
Ms. Kozue Nakayama has abundance of experience and deep knowledge concerning corporate management and regional development through managing companies and local government organizations and serving as an outside officer at three listed companies including those operating globally. The Bank expects her to provide suggestions that contribute to the development of the local community, advice on the Bank's effort to promote diversity, and supervise the management of the Bank from an independent and objective standpoint. Accordingly, the Bank has nominated her as a candidate for Outside Director.	

Candidate No. 8	
<b>Takashi Nishimura</b>	Re-election / Outside Director / Independent Officer
<b>Date of Birth:</b> Sep. 23, 1956	
<b>Number of shares of the Bank held:</b> 405 shares	
<b>Years of service as a Director:</b> 1 year (at the conclusion of this Stockholders' Meeting)	
<b>Past experience, positions, responsibilities and significant concurrent positions</b>	
Apr. 1979	Joined Kintetsu Railway Co., Ltd. (currently Kintetsu Group Holdings Co., Ltd.)
Sep. 1979	Seconded to Kintetsu Real Estate Co., Ltd.
Nov. 2000	General Manager, Corporate Strategy Office, Kintetsu Real Estate Co., Ltd.
Dec. 2002	Director, Kintetsu Real Estate Co., Ltd.
Jun. 2010	Officer, In charge of Corporate Strategy, Kintetsu Railway Co., Ltd.
Jun. 2011	Officer, Vice-General Manager, Real Estate Business Division, Kintetsu Railway Co., Ltd.
Jun. 2012	Officer, General Manager in charge of Distribution Business, Lifestyle Related Business Division, Kintetsu Railway Co., Ltd.
Jun. 2013	Director, Managing Executive Officer, General Manager in charge of Distribution Business, Lifestyle Related Business Division, Kintetsu Railway Co., Ltd.
Apr. 2015	Senior Managing Director, Kintetsu Real Estate Co., Ltd.
Jun. 2019	Senior Executive Vice President, Kintetsu Real Estate Co., Ltd.
Jun. 2020	Director, Kintetsu Group Holdings Co., Ltd.
Jun. 2020	President, Kintetsu Miyako Hotels International, Inc. (to present)
Jun. 2021	Group Officer, Kintetsu Group Holdings Co., Ltd. (to present)
Jun. 2023	Outside Director, the Bank (to present)
	(Significant concurrent positions)
	President, Kintetsu Miyako Hotels International, Inc. (scheduled to retire as President and assume office as Chairman of the Board in June 2024)
	Group Officer, Kintetsu Group Holdings Co., Ltd. (scheduled to retire in June 2024)
<b>Reasons for nomination as a candidate for Outside Director and expected roles</b>	
Mr. Takashi Nishimura has a wealth of experience as a corporate manager in railway, real estate, and hotel businesses, and has extensive knowledge and deep insight in corporate organization management and governance. The Bank expects him to provide advice that contributes to the development of the local community unbound by the framework of a financial institution as well as advice on organization management by utilizing his diverse management experience, and supervise the management of the Bank from an independent and objective standpoint. Accordingly, the Bank has nominated him as a candidate for Outside Director.	

Candidate No. 9	
<b>Yuko Tahara</b>	New candidate / Outside Director / Independent Officer
<b>Date of Birth:</b> Oct. 9, 1959	
<b>Number of shares of the Bank held:</b> 0 shares	
<b>Years of service as a Director:</b> –	
<b>Past experience, positions, responsibilities and significant concurrent positions</b>	
Apr. 1991	Joined MANPOWER JAPAN Co., Ltd.
Aug. 1993	General Manager, Electric Home Promotion Office, RIC Co., Ltd.
Jul. 1998	President and CEO, Basic Inc. (to present)
Jun. 2012	Representative Director, Framework Promotion Association (currently Knowledge Management Lab) (to present)
Jun. 2018	Outside Director & Member of the Audit and Supervisory Committee, Sanyo Homes Corporation (to present)
Jun. 2019	Director (Outside), Kanematsu Corporation (to present)
Apr. 2020	Visiting Professor, Research Institute of Advanced Education, The Graduate School of Information & Communication (currently The Graduate School of Social Design)
Apr. 2021	Professor, School of Professional Education, The Graduate School of Information & Communication (currently The Graduate School of Social Design) (to present)
	(Significant concurrent positions) President and CEO, Basic Inc. Outside Director & Member of the Audit and Supervisory Committee, Sanyo Homes Corporation Director (Outside), Kanematsu Corporation
<b>Reasons for nomination as a candidate for Outside Director and expected roles</b>	
Ms. Yuko Tahara has a wealth of experience as a corporate manager and has provided consulting services to many companies that include support for the development of human resources development and education programs and systems planning and implementation. Currently serving as an outside director at two listed companies, she possesses broad and deep insight in organization management. The Bank expects her to provide advice on the Bank's effort for human capital management, diversity, and SDGs and supervise the management of the Bank from an independent and objective standpoint. Accordingly, the Bank has nominated her as a candidate for Outside Director.	

(Notes)

- There are no special interests between any of the candidates and the Bank.
- Ms. Kozue Nakayama, Mr. Takashi Nishimura and Ms. Yuko Tahara are candidates for Outside Directors under Article 2, Paragraph 3, Item 7 of the Regulation for Enforcement of the Companies Act.
- Ms. Kozue Nakayama and Mr. Takashi Nishimura meet the requirements for independent officers under the provisions of Tokyo Stock Exchange, Inc. and the "Standards for Assessing Independence" established by the Bank. Accordingly, the Bank reported them as independent officers based on the rules of the Tokyo Stock Exchange. Moreover, Mr. Takashi Nishimura serves as the president of Kintetsu Miyako Hotels International, Inc. and a group executive officer of Kintetsu Group Holdings Co., Ltd. The Bank has regular banking transactions with both of the above companies. However, such transactions account for less than 1% of the said company's consolidated net sales and the Bank's consolidated gross business profit for the most recent fiscal year, and do not have an influence on his independence.
- Ms. Yuko Tahara meets the requirements for independent officers under the provisions of Tokyo Stock Exchange, Inc. and the "Standards for Assessing Independence" established by the Bank. If her election is approved at this Stockholders' Meeting, the Bank will report her as one of independent officers based on the rules of the Tokyo Stock Exchange.
- If the re-election of Ms. Kozue Nakayama and Mr. Takashi Nishimura is approved at this Stockholders' Meeting, the Bank will continue the liability limitation agreements with them to limit their liability for damage to an amount stipulated in Article 423, Paragraph 1 of the Companies Act in accordance with the provisions of Article 427, Paragraph 1 of the Companies Act. In addition, if the election of Ms. Yuko Tahara is approved, the Bank will enter into a similar agreement with her.
- The Bank has entered into a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The said insurance contract covers damages including compensation for damages and legal expenses to be borne by the insured. In the event that the candidates for Directors assume the office of Directors of the Bank, they will become the insured under the said insurance contract.



**Proposal No. 4:** Election of One (1) Director Who Is an Audit and Supervisory Committee Member

Takao Handa, Director who is an Audit and Supervisory Committee Member, will resign at the conclusion of this Ordinary Stockholders' Meeting. Accordingly, the election of one (1) Director who is an Audit and Supervisory Committee Member is proposed.

To ensure the objectivity and transparency of nominations, a candidate for Director who is an Audit and Supervisory Committee Member is determined by the Board of Directors after deliberation by the Nomination and Compensation Advisory Committee, a majority of which consists of Outside Directors. The Audit and Supervisory Committee has given its consent to this proposal.

The candidate for Director who is an Audit and Supervisory Committee Member is as follows:

<b>Koushi Okamoto</b>	New candidate
<b>Date of Birth:</b> Oct. 12, 1964	
<b>Number of shares of the Bank held:</b> 3,532 shares	
<b>Years of service as a Director:</b> –	
<b>Past experience, positions, responsibilities and significant concurrent positions</b>	
Apr. 1987	Joined the Bank
Apr. 2018	General Manager, Credit Examination Division; General Manager, Business Revitalization Support Office, the Bank
Apr. 2019	Executive Officer, General Manager, Credit Examination Division; General Manager, Business Revitalization Support Office, the Bank
Apr. 2021	Executive Officer, General Manager, Credit Examination Division, the Bank
Apr. 2023	Managing Executive Officer, General Manager, Credit Examination Division, the Bank
Apr. 2024	Advisor, the Bank (to present)
<b>Reasons for nomination as a candidate for Director who is an Audit and Supervisory Committee Member</b>	
Mr. Koushi Okamoto has a wealth of experience in credit examination division through working in credit management for the Bank. He has worked to support the revitalization of customers' businesses, striving to understand customers' issues and the actual situations of the frontline bank staff and to support the customers' businesses especially during and after the COVID-19 pandemic. With his abundant knowledge in finance and accounting and skills to manage risks properly, he has sufficient knowledge and experience to perform his duties in a fair manner while maintaining a constructively tense relationship with the management team to achieve effective internal control. Accordingly, the Bank has nominated him as a candidate for Director who is an Audit and Supervisory Committee Member.	

(Notes)

1. There are no special interests between the candidate and the Bank.
2. If the election of Mr. Koushi Okamoto is approved at this Stockholders' Meeting, subject to the approval of Proposal No. 2 "Partial Amendments to the Articles of Incorporation," the Bank will enter into a liability limitation agreement with him to limit his liability for damage to an amount stipulated in Article 423, Paragraph 1 of the Companies Act in accordance with the provisions of Article 427, Paragraph 1 of the Companies Act.
3. The Bank has entered into a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The said insurance contract covers damages including compensation for damages and legal expenses to be borne by the insured. In the event that he assumes the office of Director of the Bank, he will become the insured under the said insurance contract.

### Expertise and experience of the Board (Skill Matrix)

#### [Internal Directors]

Name	Gender	Current positions at the Bank	Management Strategy	Risk Management	Finance / Accounting	Credit Analysis	IT / Digital	Market Investment	Business Planning	Business Promotion	Personnel and Planning	Development HR	Other business experience
Takashi Hashimoto	Male	President (Representative Director)	•	•	•	•	•		•	•	•	•	
Satoshi Ishida	Male	Deputy President and Executive Officer (Representative Director)	•	•	•		•				•	•	•
Takeshi Sugiura	Male	Director and Senior Managing Executive Officer		•		•	•	•		•		•	
Ryuichiro Funaki	Male	Director and Managing Executive Officer	•			•		•	•	•	•	•	•
Koji Honda	Male	Director and Managing Executive Officer				•	•		•	•		•	
Haruyuki Kakutani	Male	Managing Executive Officer				•				•	•	•	
Koushi Okamoto	Male	Advisor		•	•	•						•	

#### [Outside Directors]

Name	Gender	Current positions at the Bank	Local Economy	Economic / Financial Environment	Organization / Governance	Finance / Accounting
Kozue Nakayama	Female	Outside Director	•		•	
Takashi Nishimura	Male	Outside Director	•		•	
Yuko Tahara	Female	—		•	•	
Shuhei Aoki	Male	Outside Director		•		•
Yoshihiko Kasuya	Male	Outside Director		•	•	•

## Standards for Assessing Independence

Under the standards stipulated by the Bank, an Outside Officer is assessed to be independent from the Bank when they do not fall and have not fallen under any of the following, currently or recently (Note 1).

- (1) A person who has transactions with the Bank as the person's principal counterparty (Note 2), or an executive thereof if such person is a corporation, etc. (corporation or other body; hereinafter the same interpretation shall apply).
- (2) A principal counterparty (Note 2) of the Bank, or an executive thereof if such counterparty is a corporation, etc.
- (3) A consultant, accounting professional or legal professional who receives large amounts (Note 3) of cash or other assets other than officer r enumeration from the Bank (if such consultant, accounting professional, or legal professional receiving the assets is a group such as a corporation or partnership, a person belonging to such group).
- (4) A person who receives large amounts (Note 3) of donations or other contributions from the Bank, or an executive thereof if such person is a corporation, etc.
- (5) A principal stockholder (Note 4) of the Bank, or an executive thereof if such stockholder is a corporation, etc.
- (6) Close relative (Note 6) of persons (excluding those who are not important (Note 5)) listed below.
  - A. Persons who fall under (1) through (5) above.
  - B. Directors, Corporate Auditors, and important employees, etc. of the Bank and its subsidiaries.

(Note 1) "Recently"

A case that can be substantially treated like a case of "currently," including the case where the candidates for election as outside officers fall under any of the (1) through (6) listed above when the contents of the proposal at the Stockholders' Meeting for their election as outside officers are decided.

(Note 2) "Principal counterparty"

- \* A person whose payments or receipts for transactions with the Bank represent more than 2% of consolidated net sales (for the Bank, consolidated gross business profit) in the latest fiscal year.
- \* A counterparty who receives the most significant credit extended from the Bank and will be seriously affected in the event of any change in the transaction policy of the Bank.

(Note 3) "Large amounts"

For an individual, 10 million yen or more annually on average over the preceding three years. For a corporation, partnership, or other body, an amount exceeding 2% of the consolidated net sales or total revenue of such body.

(Note 4) "Principal stockholder"

A stockholder who holds 10% or more of the total voting rights at the end of the latest fiscal year of the Bank.

(Note 5) "Important"

A person who holds an officer or general manager position or equivalent position at a company, or a certified public accountant, lawyer, etc. if such person belongs to an accounting office or law office.

(Note 6) "Close relative"

A relative within two degrees of kinship of a person.

**Proposal No. 5: Partial Revision to Remuneration Limit and Remuneration Details under Performance-linked Stock Remuneration Plan for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members and Outside Directors)**

1. Reasons and justification for the proposal

At the 133rd Ordinary Stockholders' Meeting held on June 29, 2021, the Bank was given approval to introduce a performance-linked stock remuneration plan for Directors (excluding Outside Directors) (hereinafter the "Plan"). Then at the 135th Ordinary Stockholders' Meeting held on June 29, 2023, in line with the Bank's transition to a company with Audit and Supervisory Committee, the Bank was given approval to abolish the remuneration limit pertaining to the Plan existing prior to the transition and reset the remuneration limit for Directors (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors, the same shall apply hereinafter in this Proposal) of the Bank under the Plan.

The Bank hereby proposes to revise the amount, number of shares, and the details of the link to performance under the Plan, with an intention to further clarify the link between Directors' remuneration and the Bank's business performance and shareholders' value to heighten their motivation to practice management based on a medium- to long-term perspective and to contribute to increasing corporate value.

The stock remuneration under the Plan is to be given in addition to the limit on remuneration (no more than 400 million yen per year, or no more than 80 million yen per year for Outside Directors) for Directors (excluding Directors who are Audit and Supervisory Committee Members) approved by the 135th Ordinary Stockholders' Meeting held on June 29, 2023.

Currently, the Bank's "decision policies pertaining to the contents of remuneration to each director" is as described on page 34 of the Japanese version of this Notice of Convocation. Subject to the approval of this proposal, the Bank plans to change the policies to those described on page 23, in the [Reference] section of this Notice of Convocation. This proposal has been determined in accordance with the above policies to be revised after deliberation and recommendation by the Nomination and Compensation Advisory Committee, the majority of whose members are Outside Directors, and is deemed appropriate as it will enable the stable and efficient operation of the compensation system for Directors. The Audit and Supervisory Committee deliberated this proposal and found no special matters to be stated at the Stockholders' Meeting based on the provisions of the Companies Act.

Subject to the approval of Proposal No. 3: Election of Nine (9) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members) as originally proposed, the number of Directors eligible for the Plan will be six (6).

2. Amount and details of remuneration, etc. under the Plan

(1) Overview of the Plan

The Plan is a stock remuneration plan where the amount of remuneration contributed by the Bank is used to acquire shares of the Bank through a trust, and Directors receive, through delivery or payment (hereinafter "delivery, etc."), shares of the Bank and cash equivalent to the shares of the Bank (hereinafter "the Bank's shares, etc."). (Details are presented from (2) onwards.)

- i. Persons eligible for the delivery, etc. of the Bank's shares, etc. under the Plan
  - Directors of the Bank (excluding Directors who are Audit and Supervisory Committee Members, Outside Directors, and those who do not reside in Japan)
- ii. The maximum amount of money to be contributed by the Bank (as in (2) below)
  - A total of 240 million yen over the eligible period of three fiscal years
- iii. Maximum number of the Bank's shares, etc. for delivery, etc. to eligible Directors (as in (3) below)
  - The maximum total number of points to be awarded to Directors for each fiscal year shall be 32,000 points. (The maximum number of the Bank's shares, etc. for delivery, etc. is 32,000 shares, corresponding to one share of the Bank's common stock per point.)
  - The number of shares corresponding to the maximum number of points to be awarded to Directors for each fiscal year is equivalent to 0.1% of the total number of issued shares (after deducting treasury stock, as of March 31, 2024).

- iv. Method used to acquire shares of the Bank (as in (2) below)
  - Shares will be acquired through market transactions or from the Bank (through the disposal of treasury stock).
- v. Details of the link to performance (as in (3) below)
  - Varying from 0% to 200% based on the factors including the degree to which each fiscal year's performance targets (consolidated ROE, etc.) have been achieved
- vi. Timing of the delivery, etc. of the Bank's shares, etc. (as in (4) below)
  - At the time of the Director's retirement (including cases where a Director who is not an Audit and Supervisory Committee Member has resigned and assumed the position of Director who is an Audit and Supervisory Committee Member)
    - \* At the time of death, in the event of the Director's death.

(2) Maximum amount of money to be contributed by the Bank

The period of the Plan shall comprise three consecutive fiscal years (after approval of this proposal, the three fiscal years beginning from the fiscal year ending March 31, 2025, and concluding with the fiscal year ending March 31, 2027). (The period of the Plan is hereinafter referred to as the "Plan Period.")

The Bank shall contribute a maximum of 240 million yen as compensation for Directors of the Bank in each Plan Period, and establish a trust (hereinafter the "Trust") with a trust period of three years. The beneficiaries of the Trust shall be the Directors who satisfy the requirements for eligible beneficiary. (The same shall apply in the event that the trust period is extended as described below.)

The Trust shall acquire shares of the Bank through market transactions or from the Bank (through the disposal of treasury stock), using money contributed to the Trust, in accordance with the directions of the trust administrator. The Bank shall award points to Directors (as in (3) below) during the trust period, and the Trust shall execute the delivery, etc. of the Bank's shares, etc.

At the conclusion of the period of the trust, instead of establishing a new trust, the existing trust may be continued through the amendment of the trust agreement and additional contribution to the trust. In this case, the trust period shall be extended by three years, and the Plan Period shall comprise the three fiscal years commencing from the time when the period was extended. The Bank shall make an additional contribution of up to 240 million yen for each trust period after extension, and shall continue to award points to Directors during the extended trust period. The trust shall continue the delivery, etc. of the Bank's shares, etc. during the extended trust period.

However, where an additional contribution is made by the Bank, and where shares of the Bank (excluding shares awaiting delivery to a Director who holds a corresponding number of points) or cash (hereinafter "residual shares, etc.") remain among the trust assets as of the final day of the trust period immediately before extension, the sum of the value of these residual shares, etc. and the additional contribution must not exceed 240 million yen.

In the event that the trust agreement is not amended, nor an additional trust established at the conclusion of the trust period (or at the conclusion of the extended trust period, should the trust period be extended as described above), then no further points shall be awarded to Directors from that time on. If, however, at that time, there is a possibility that an incumbent Director may satisfy the requirements for eligible beneficiary, then the period of the trust may be extended temporarily for the purpose of completing the delivery, etc. of the Bank's shares, etc. to the Director.

(3) Calculation method and maximum number of the Bank's shares, etc. for delivery, etc. to Directors

During a designated period, subsequent to the conclusion of each fiscal year within the Plan Period, the Bank shall grant Directors "fixed points" corresponding to their rank, and a number of "performance-linked points" varying between 0% and 200% of a certain number, depending on factors such as the degree to which management targets (consolidated ROE etc.) have been achieved.

Points awarded shall be accumulated each year, and delivery, etc. of the Bank's shares, etc. shall be made to each Director at the time of his or her retirement, in accordance with the number of points he or she has accumulated (hereinafter the "Accumulated Points").

Each point shall correspond to one share of the Bank's common stock. However, the number of the Bank's shares, etc. per point may be adjusted, if adjustment is deemed reasonable due to an event such as a stock split or stock consolidation of the Bank's stock during the trust period, in accordance with the stock split ratio, consolidation ratio, or other factors.

The maximum total number of points to be awarded to Directors of the Bank each fiscal year shall be 32,000 points. The total number of the Bank's shares, etc. to be delivered to Directors through the trust for each fiscal year shall therefore not exceed 32,000 shares. The maximum number of shares to be delivered has been determined based on the maximum amount of trust money described in (2) above, with reference to information such as the price of the Bank's stock in the past.

(4) Method and timing for the delivery, etc. of the Bank's shares, etc. to Directors

A Director who has satisfied the requirements for eligible beneficiary shall receive the delivery, etc. of a certain number of the Bank's shares, etc. calculated based in (3) above, at the time of his or her retirement from the position of Director (including cases where a Director who is not an Audit and Supervisory Committee Member has resigned and assumed the position of Director who is an Audit and Supervisory Committee Member). The said Director shall receive the delivery of a certain number of shares of the Bank's stock (rounded down to the nearest trading unit) equivalent to a certain proportion of his or her Accumulated Points. The residual shares shall be converted to cash within the trust, and the Director shall receive cash equivalent to the shares.

In the event of the death of an incumbent Director, shares of the Bank corresponding to all Accumulated Points already awarded to the Director at that time shall, in principle, be converted to cash within the trust, and the heir of the deceased Director shall receive cash equivalent to the shares.

(5) Voting rights associated with shares of the Bank held in the trust

Voting rights associated with shares of the Bank held in the trust shall not be exercised for the duration of the trust period, in order to ensure neutrality with respect to the Bank's management.

(6) Other details of the Plan

Other details of the Plan shall be determined by the Board of Directors at the occasion of the establishment of the trust, amendment to the trust agreement, and additional contributions to the trust.

[Reference] "Matters regarding decision policies pertaining to the contents of remuneration to each director"

If this proposal is approved and passed as originally proposed, the "Matters regarding decision policies pertaining to the contents of remuneration to each director" will be as follows.

1. Basic policy

- The remuneration system is designed to encourage Directors (excluding Directors who are Audit and Supervisory Committee members. Same hereafter) to improve the Bank's business performance in each fiscal year, to conduct management from a medium- to long-term perspective, and to enhance their awareness of their duty to contribute to increasing its corporate value. As a basic policy, remuneration for each director shall be set at an appropriate level determined by the Board of Directors once a year following deliberation and reporting by the Nomination and Compensation Advisory Committee.
- More specifically, Directors' remuneration comprises fixed monthly compensation (monetary remuneration), performance-linked monetary remuneration, and performance-linked, stock-based compensation, while remuneration for Outside Directors, whose responsibility is limited to a supervisory function, comprises only monthly remuneration determined in consideration of their duties.

2. Policy on determination of individual monthly remuneration (monetary remuneration)

- The monthly remuneration for Directors of the Bank shall be fixed monthly remuneration, and shall be comprehensively determined in accordance with the "Remuneration Regulations for Directors and Officers" taking into consideration the position, the level of remuneration of other companies, the business performance of the Bank, and the level of employee salaries.

3. Policy on determination of the details and methods of calculating the amount of performance-linked monetary remuneration

- The purpose of performance-linked, monetary remuneration is to clarify the linkage between Directors' remuneration and the Bank's business performance, and to increase the Directors' awareness of the need to contribute to improving the Bank's business performance in each fiscal year.
- In accordance with the "Remuneration Regulations for Directors and Officers" and the "Regulations of Performance-linked Monetary Remuneration" established by the Board of Directors, monetary remuneration varying in a range between 0% and 200% of a set amount, corresponding to the directors' rank and depending on the achievement of the Bank's performance targets for each fiscal year, shall be paid as a bonus at a set time each year. The target value of net income attributable to owners of parent ("consolidated net income") for each fiscal year shall be used as an indicator.
- However, if consolidated net income is less than 0.0 billion yen, the amount of performance-linked monetary remuneration shall be 0 yen.

4. Policy on determination of the details and methods of calculating the amount and number of performance-linked stock remuneration (non-monetary remuneration)

- The purpose of performance-linked stock remuneration is to clarify the linkage between Directors' remuneration and the Bank's business performance and stock value, and to increase the directors' awareness of the need to contribute to improving the Bank's business performance and increasing its corporate value over the medium- to long-term.
- The Bank will adopt a scheme known as a "Board Incentive Plan (BIP) Trust" ("BIP Trust" hereinafter) as a performance-linked stock remuneration plan for the three fiscal years from the fiscal year ending March 31, 2025 to the fiscal year ending March 31, 2027.
- The BIP Trust is an incentive plan for Directors under which shares of the Bank and an amount equivalent to the cash proceeds from the conversion of the Bank's shares are delivered or paid to Directors in accordance with their ranks and indicators such as the achievement of the Bank's performance targets.
- In accordance with the "Remuneration Regulations for Directors and Officers" and the "Share Delivery Regulations Concerning the Officer Compensation BIP Trust" established by the Board of Directors, "fixed points" corresponding to the directors' rank and "performance-linked points" ranging from 0% to 200%, depending on the achievement of the Bank's performance targets for each fiscal year, are awarded at a set time each year.
- Points awarded shall be accumulated each year, and delivery, etc. of the Bank's shares, etc. shall be made to each Director at the time of his or her retirement (including cases where a Director who is not an Audit and Supervisory Committee Member has resigned and assumed the position of Director who

- is an Audit and Supervisory Committee Member), in accordance with the number of points he or she has accumulated (hereinafter the "Accumulated Points").
- The "performance-linked points" for each fiscal year shall be based on the target consolidated ROE for each fiscal year, in order to increase the motivation of Directors to achieve the Bank's goal of "increasing return on capital over the medium- to long-term" set in its management plan.
  - The maximum amount of money to be contributed by the Bank shall be 240 million yen in total for three fiscal years (the total number of shares of the Bank to be delivered shall be 96,000 shares).
  - In the event that a Director has committed a serious violation of the delegation agreement, etc. between the Bank and the Director during the course of his/her duties, or has been dismissed due to an act constituting a reason for dismissal of a Director, the Bank shall not make delivery, etc. of shares under the Plan to the Director (malus), or may request the return of money equivalent to the shares, etc. that have been delivered to him/her (clawback).
5. Policy on determination of monthly remuneration, performance-linked monetary remuneration and performance-linked stock remuneration as a percentage of remuneration, etc., for individual directors
- The proportion of each type of remuneration for Directors shall be determined to ensure that the level of remuneration encourages directors to improve the Bank's business performance in each fiscal year, to conduct management from a medium- to long-term perspective, and to enhance their awareness of their duty to contribute to increasing its corporate value.
  - Specifically, monthly remuneration shall be a fixed remuneration, the proportion of performance-linked monetary remuneration shall be 0% to 10%, and the proportion of performance-linked stock remuneration shall be 10% to 30% of the annual total monthly remuneration, depending on the degree of achievement of targets.
6. Matters concerning determination of individual directors' remuneration, etc.
- In its efforts to ensure objectivity and transparency in the procedures employed to determine remuneration for directors and officers and enhance corporate value, the Bank has established the Nomination and Compensation Advisory Committee, of which the Chair and a majority of the members are independent outside directors.
  - Individual Director's remuneration is determined by the Board of Directors in accordance with the "Remuneration Regulations for Directors and Officers" based on deliberations and recommendation of the Nomination and Compensation Advisory Committee.