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(Securities Code: 8337)

June 3, 2024

To Shareholders With Voting Rights:

Hitoshi Umeda
President (CEO)
The Chiba Kogyo Bank, Ltd.
1-2, Saiwaicho 2-chome, Mihama-ku,
Chiba, Japan

NOTICE OF CONVOCATION OF THE 102ND ANNUAL GENERAL MEETING OF SHAREHOLDERS

This is to notify you that the 102nd Annual General Meeting of Shareholders of The Chiba Kogyo Bank, Ltd. (the “Bank”) will be held for the purposes as described below.

In convening this General Meeting of Shareholders, the Bank has taken measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (matters subject to measures for electronic provision) in electronic format, and has posted the information on each of the following websites, titled “Notice of Convocation of the 102nd Annual General Meeting of Shareholders.” Please access either of the websites to view the information.

The Bank’s website:

<https://www.chibakogyo-bank.co.jp/ir/soukai.html> (in Japanese)

Website for posted informational materials for the general meeting of shareholders:

<https://d.sokai.jp/8337/teiji/> (in Japanese)

In addition to posting matters subject to measures for electronic provision on the website above, the Bank also posts this information on the website of Tokyo Stock Exchange, Inc. (TSE). To access this information from the latter website, access the TSE website (Listed Company Search) by using the Internet address shown below, enter the issue name (The Chiba Kogyo Bank) or securities code (8337), and click “Search,” and then click “Basic information” and select “Documents for public inspection/PR information.”

TSE website (Listed Company Search):

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

If you are unable to attend the meeting in person, you may exercise your voting rights via the Internet, etc. or in writing. Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by no later than 5:00 p.m., Tuesday, June 25, 2024 (JST).

[Exercise of voting rights via the Internet]

Please access the Bank’s designated voting website (<https://soukai.mizuho-tb.co.jp/>; in Japanese) using the “Voting Rights Exercise Code” and “Password” printed on the Voting Rights Exercise Form, follow the instructions on the screen, and indicate your vote for or against the proposals.

To exercise your voting rights via the Internet, please refer to “Procedures for Exercise of Voting Rights via the Internet, Etc.” (in Japanese only).

[Exercise of voting rights via post]

Please indicate your vote for or against the proposals on the Voting Rights Exercise Form and return it so that it is received by the deadline set forth above.

- 1. Date and Time:** Wednesday, June 26, 2024, at 10:00 a.m. (JST)
- 2. Place:** 7th Floor, Conference Hall, Head Office of the Bank,
1-2, Saiwaicho 2-chome, Mihama-ku, Chiba, Japan

3. Purpose of the Meeting

Matters to be reported:

1. The Business Report and Non-consolidated Financial Statements for the Bank's 102nd Fiscal Year (from April 1, 2023 to March 31, 2024)
2. Consolidated Financial Statements for the Bank's 102nd Fiscal Year (from April 1, 2023 to March 31, 2024) and results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board

Proposals to be resolved:

- Proposal No. 1:** Dividends of Surplus
- Proposal No. 2:** Election of Nine Directors
- Proposal No. 3:** Election of One Audit & Supervisory Board Member
- Proposal No. 4:** Election of One Substitute Audit & Supervisory Board Member
- Proposal No. 5:** Change in the Amount of Directors' Compensation
- Proposal No. 6:** Change in the Amount of Audit & Supervisory Board Members' Compensation
- Proposal No. 7:** Change in the Amount of Compensation for Share Remuneration-type Stock Options for Directors

4. Matters to Be Determined Upon Convocation

- (1) Of the matters subject to measures for electronic provision, the following matters are posted on the Bank's website, the website for posted informational materials for the general meeting of shareholders, and the TSE website included on page 1 of this notice of convocation, in accordance with laws and regulations as well as the Articles of Incorporation of the Bank, and are therefore not included with this notice of convocation. Furthermore, the Audit & Supervisory Board Members and the Financial Auditor have audited the documents subject to audit, which include the following.
 - (a) "Matters Concerning Share Acquisition Rights, Etc. of the Bank" in the Business Report
 - (b) "Statement of Changes in Equity" and "Notes to Non-consolidated Financial Statements" in the Non-consolidated Financial Statements
 - (c) "Consolidated Statement of Changes in Equity" and "Notes to Consolidated Financial Statements" in Consolidated Financial StatementsThe Business Report, the Non-consolidated Financial Statements and the Consolidated Financial Statements, which have been audited by Audit & Supervisory Board Members in preparing the Audit Report and by the Financial Auditor in preparing the Accounting Audit Report, include those matters of (a), (b) and (c) above in addition to the matters set forth in the documents included in this notice of convocation.
- (2) If you vote in duplicate via a Voting Rights Exercise Form and the Internet, only your vote placed via the Internet will be valid. In addition, if you submit your vote multiple times via the Internet, only the last vote will be valid.
- (3) If your vote for or against proposals is not clearly indicated on a returned Voting Rights Exercise Form, it will be treated as if you had voted for the proposals.
- (4) If you exercise your voting rights by proxy, you are allowed to appoint one other shareholder with voting rights as your proxy. Please note that your proxy is required to submit a document evidencing the authority as proxy.

(5) If you exercise your voting rights inconsistently, you are required to provide notice in writing or by electromagnetic means specifying your intention to do so and reasons therefor in writing at least three days prior to the date of the General Meeting of Shareholders.

- ◎ When attending the Meeting, please submit the Voting Rights Exercise Form at the reception desk.
- ◎ If revisions to the matters subject to measures for electronic provision arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on the Internet on the aforementioned websites.
- ◎ Per the enforcement of the revised Companies Act on September 1, 2022, the Bank launched a system for providing informational materials for the general meeting of shareholders* in electronic format. In principle, you are to view informational materials for the general meeting of shareholders via the Internet by accessing websites. Exceptionally, paper-based materials for the general meeting of shareholders will be delivered only to shareholders who request the delivery of paper-based documents in writing according to the prescribed procedure by the record date of the general meeting of shareholders.

*Informational materials for the general meeting of shareholders: Reference Documents for the General Meeting of Shareholders (Proposals), the Business Report, audit reports, Non-Consolidated Financial Statements and Consolidated Financial Statements.

[Inquiries concerning the electronic provision system]

Mizuho Trust & Banking Co., Ltd.

Stock Transfer Agency Department dedicated electronic provision system contact number: 0120-524-324 (in Japanese; call +81-120-524-324 outside Japan; hours: 9:00 a.m.-5:00 p.m. excluding Sat., Sun., hol. [JST])

- ◎ Please be advised in advance that no gifts will be presented to the shareholders expected to be present at the General Meeting of Shareholders.
- ◎ At the Meeting, the Bank's officers and employees will be dressed lightly and without neckties for energy-saving purposes.
- ◎ The audio of the Meeting will be broadcasted on our Internet website (<https://www.chibakogyo-bank.co.jp/>) (in Japanese) at a later date. Please be advised that although we will make the utmost effort to eliminate the appearance of attendees in the video, it may be seen unavoidably.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal No. 1: Dividends of Surplus

In view of the public nature of the banking industry, the Bank's basic policy is to seek to maintain stable dividend distribution while increasing internal reserves to secure the sound management of the Bank. The proposed year-end dividend for the fiscal year ended March 31, 2024 is as follows:

(1) Matters concerning the allotment of dividend property to shareholders and the total amount

Common shares of the Bank	
¥10 per share	Total of ¥593,546,100
Class 2 Preferred Stock of the Bank	
¥104 per share	Total of ¥260,000,000
Second Series of Class 6 Preferred Stock of the Bank	
¥300 per share	Total of ¥90,300,000
First Series of Class 7 Preferred Stock of the Bank	
¥900 per share	Total of ¥587,700,000
Second Series of Class 7 Preferred Stock of the Bank	
¥9,000 per share	Total of ¥42,579,000

(2) Effective date of dividends of surplus

June 27, 2024

Proposal No. 2: Election of Nine Directors


The terms of service of all eight Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the Bank proposes to elect nine Directors, an increase of one person, in order to strengthen the management system.

To ensure fairness and transparency of the procedure, this proposal has been deliberated on by the Nomination and Compensation Advisory Committee, the majority of which is composed of independent outside Directors and which is chaired by an independent outside Director.


The candidates for Director are as follows:

(The List of Candidates for Directors)

No.	Name		Current positions at the Bank
1	Shunichi Aoyagi	Reappointment	Chairman of the Board
2	Hitoshi Umeda	Reappointment	President (CEO), Representative Director
3	Ryuichi Matsumaru	Reappointment	Vice President (COO), Representative Director
4	Yasumitsu Kanda	Reappointment	Director, Managing Executive Officer
5	Katsumi Shirai	Reappointment	Director, Managing Executive Officer
6	Hisako Toya	Reappointment Outside Director Independent Officer	Director (outside Director)
7	Eiji Yamada	Reappointment Outside Director Independent Officer	Director (outside Director)
8	Tetsuro Sugiura	Reappointment Outside Director Independent Officer	Director (outside Director)
9	Yumiko Kinoshita	New appointment Outside Director Independent Officer	


No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Class and number of shares of the Bank held
1	 <p data-bbox="357 674 520 770">Shunichi Aoyagi (July 12, 1955) Reappointment</p>	<p data-bbox="592 315 1219 819"> Apr. 1980 Joined the Bank Aug. 1996 Assistant General Manager of International Division, General Manager of New York Representative Office July 2003 Associate Director-General, General Manager in charge of Management Planning Division May 2004 Associate Director-General, General Manager of Management Planning Division June 2004 Executive Officer, General Manager of Management Planning Division May 2007 Managing Executive Officer June 2007 Managing Director, Managing Executive Officer June 2009 President (CEO) Apr. 2019 Chairman of the Board (current position) <Current responsibilities> Audit Division </p>	<p data-bbox="1262 591 1390 775"> Common shares 5,100 Second series of class 7 preferred stocks 4 </p>
<p data-bbox="300 831 1230 1048"> <Reasons for nomination as a candidate for Director> The candidate has ample business experience and is familiar with overall banking operations as he has engaged in the Bank's business such as international business, management planning, and sales as a member of the Bank since 1980. As we believe that the effectiveness of the decision-making and supervisory functions of the Bank's Board of Directors would be improved by leveraging his experience and knowledge accumulated through assuming office as Chairman of the Board of the Bank in April 2019 after serving as President (CEO) of the Bank from June 2009, we nominate him as a candidate for Director. </p>			


No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Class and number of shares of the Bank held
2	 <p data-bbox="331 752 539 846">Hitoshi Umeda (December 24, 1962) Reappointment</p>	<p data-bbox="592 315 1225 981"> Apr. 1986 Joined the Bank Jan. 2004 Deputy General Manager of Financial Markets Division Apr. 2006 General Manager of Yakuendai Branch Oct. 2010 Deputy General Manager of Management Planning Division July 2012 Associate Director-General, General Manager in charge of Management Planning Division Apr. 2014 Associate Director-General, General Manager of Management Planning Division June 2014 Executive Officer, General Manager of Management Planning Division Apr. 2016 Executive Officer, General Manager of Sales Division of Head Office May 2016 Managing Executive Officer, General Manager of Sales Division of Head Office Apr. 2017 Managing Executive Officer June 2018 Managing Director, Managing Executive Officer Apr. 2019 President (CEO) (current position) <Current responsibilities> Secretarial Office </p>	<p data-bbox="1262 667 1385 857">Common shares 4,600 Second series of class 7 preferred stocks 10</p>
<p data-bbox="300 992 1225 1205"> <Reasons for nomination as a candidate for Director> The candidate has ample business experience and is familiar with overall banking operations as he has engaged in the Bank's business such as management planning and sales as a member of the Bank since 1986. As we believe that the effectiveness of the decision-making and supervisory functions of the Bank's Board of Directors would be improved by leveraging his experience and knowledge accumulated through assuming office as President (CEO) of the Bank in April 2019 after serving as Managing Director and Managing Executive Officer, we nominate him as a candidate for Director. </p>			


No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Class and number of shares of the Bank held
3	 <p>Ryuichi Matsumaru (August 1, 1959) Reappointment</p>	<p>Apr. 1983 Joined The Fuji Bank, Limited (current Mizuho Bank, Ltd.)</p> <p>Oct. 1989 Seconded to Fuji Bank (Schweiz) AG</p> <p>Nov. 1994 Seconded to Fuji Securities Co., Ltd. (current Mizuho Securities Co., Ltd.)</p> <p>Apr. 2002 General Manager of Capital Markets Department IV of Mizuho Securities Co., Ltd.</p> <p>Feb. 2008 General Manager of Funabashi Branch, Mizuho Bank, Ltd.</p> <p>Aug. 2010 Executive Officer of Mizuho Investors Securities Co., Ltd. (current Mizuho Securities Co., Ltd.)</p> <p>June 2014 President and Representative Director of Defined Contribution Plan Services Co., Ltd.</p> <p>May 2017 Managing Executive Officer of the Bank</p> <p>June 2017 Vice President (COO) (current position)</p> <p><Current responsibilities> Personnel Division</p>	Common shares 6,800
<p><Reasons for nomination as a candidate for Director> The candidate has ample business experience and is familiar with overall banking operations as he has engaged in international business, securities business, sales, etc. as a member of The Fuji Bank, Limited (current Mizuho Bank, Ltd.) since he joined the bank in 1983. He also has had ample experience in the corporate management as Vice President (COO) of the Bank since he joined the Bank in 2017. As we believe that the effectiveness of the decision-making and supervisory functions of the Bank's Board of Directors would be improved by leveraging his experience and knowledge accumulated through serving as Officer in charge of Personnel Division and Financial Markets Division, we nominate him as a candidate for Director.</p>			


No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Class and number of shares of the Bank held
4	 <p data-bbox="336 804 534 902">Yasumitsu Kanda (November 2, 1962) Reappointment</p>	<p data-bbox="592 315 1235 994"> Apr. 1986 Joined The Fuji Bank, Limited (current Mizuho Bank, Ltd.) Nov. 2002 Deputy General Manager of Takadanobaba Ekimae Branch, Mizuho Bank, Ltd. Jan. 2005 Deputy General Manager of Section IV of Nagoya Sales Department of Mizuho Corporate Bank, Ltd. (current Mizuho Bank, Ltd.) Apr. 2007 Promotion Chief of Administration Department Apr. 2010 Associate Director-General of Finance and Public Corporation Administration Department Seconded to the Bank, Vice General Manager of Management Planning Division Apr. 2016 Seconded to the Bank, General Manager of Management Planning Division June 2016 Executive Officer, General Manager of Management Planning Division May 2017 Managing Executive Officer, General Manager of Management Planning Division Apr. 2019 Managing Executive Officer June 2020 Managing Director, Managing Executive Officer Apr. 2024 Director, Managing Executive Officer *due to change in title (current position) <Current responsibilities> Digital Innovation Division, Financial Markets Division, and General Administration Division </p>	<p data-bbox="1262 745 1394 936"> Common shares 4,800 Second series of class 7 preferred stocks 6 </p>
<p data-bbox="300 1095 1235 1366"> <Reasons for nomination as a candidate for Director> The candidate has ample business experience and is familiar with overall business operations as he has engaged in administration, sales, etc. since he joined The Fuji Bank, Limited (current Mizuho Bank, Ltd.) in 1986. As we believe that the effectiveness of the decision-making and supervisory functions of the Bank's Board of Directors would be improved by leveraging his experience and knowledge accumulated through serving as Officer in charge of Management Planning Division, Risk Management Division, Business Procedures and Operations Unit (consisting of Business Procedures and Operations Division and Intensive Operation Division), General Administration Division, Customer Service Promotion Division, and Financial Markets Division since he became a member of the Bank, we nominate him as a candidate for Director. </p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Class and number of shares of the Bank held
5	 <p data-bbox="336 916 534 1014">Katsumi Shirai (November 5, 1963) Reappointment</p>	<p data-bbox="592 315 1230 1305"> Apr. 1987 Joined the Bank Nov. 2004 General Manager of Regional Corporation Department of Kashiwa Branch Apr. 2007 General Manager of Urayasu Branch Apr. 2010 Deputy General Manager of Sales Management Division Apr. 2012 General Manager of Goi Branch July 2013 Associate Director-General, General Manager of Goi Branch Apr. 2014 Associate Director-General, General Manager in charge of Branch Support Division, and Manager of Group I of Branch Support Division Apr. 2015 Associate Director-General, General Manager of Branch Support Division June 2015 Executive Officer, General Manager of Branch Support Division Apr. 2016 Executive Officer, General Manager of Corporate Strategy Division May 2016 Executive Officer, Deputy General Manager of Sales Unit, and General Manager of Corporate Strategy Division Apr. 2019 Managing Executive Officer, Regional Manager, and General Manager of Sales Division of Head Office Apr. 2020 Managing Executive Officer, General Manager of Sales Unit June 2020 Managing Director, Managing Executive Officer Apr. 2024 Director, Managing Executive Officer *due to change in title (current position) <Current responsibilities> Sales Unit consisting of Sales Planning Division, Sales Support Division, and Sales Promotion Division </p>	Common shares 3,800
<p data-bbox="300 1317 1230 1559"> <Reasons for nomination as a candidate for Director> The candidate has ample business experience and is familiar with overall banking operations as he has engaged in the Bank's business such as sales and other businesses as a member of the Bank since 1987. As we believe that the effectiveness of the decision-making and supervisory functions of the Bank's Board of Directors would be improved by leveraging his experience and knowledge accumulated through serving as Officer in charge of Sales Unit consisting of Sales Planning Division, Sales Support Division, and Sales Promotion Division, we nominate him as a candidate for Director. </p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Class and number of shares of the Bank held
6	 <p data-bbox="336 730 534 882">Hisako Toya (August 1, 1952) Reappointment Outside Director Independent Officer</p>	<p data-bbox="592 315 1235 992"> Apr. 1975 Joined Chiba Prefectural Government Apr. 2000 Assistant General Manager of Children and Families Division of Health and Welfare Department, Head of Declining Birthrate Countermeasure Office Apr. 2002 Director-General of Women's Support Center of General Planning Department Apr. 2004 Manager of Gender Equality Division of General Planning Department, Deputy Counselor of General Affairs Department Apr. 2007 Deputy Director of Commerce and Labor Department, Counselor of General Affairs Department Apr. 2008 Deputy Director of Health and Welfare Department Apr. 2009 Director of Health and Welfare Department Apr. 2011 Director of Environmental and Community Affairs Department Mar. 2013 Retired from Chiba Prefectural Government Apr. 2013 Executive Advisor of Federation of National Health Insurance Associations of Chiba Prefecture June 2015 Outside Director of the Bank (current position) </p> <p data-bbox="300 1003 1235 1330"> <Reasons for nomination as a candidate for outside Director and her expected role> Based on her long-term experience, performance, etc. in the area of regional administration in Chiba Prefecture, we believe that the candidate is a suitable person with knowledge and experience to serve as outside Director of the Bank. Thus, we continue to expect that she will make efforts to strengthen the management and supervision function of the Bank's Board of Directors based on her experience, performance, etc. and nominate her as a candidate for outside Director. The candidate previously has not been directly involved in the management of a corporation other than by serving as an outside Director; however, for the reasons above, the Bank believes that she will appropriately perform her duties as outside Director. The term of her office as outside Director will have been nine years at the conclusion of this Annual General Meeting of Shareholders. </p>	Common shares 2,700

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Class and number of shares of the Bank held
7	 <p data-bbox="360 824 512 875">Eiji Yamada (July 18, 1955)</p> <p data-bbox="336 898 536 972">Reappointment Outside Director Independent Officer</p>	<p data-bbox="592 315 1238 398">Apr. 1978 Joined Nippon Telegraph and Telephone Public Corporation (current Nippon Telegraph and Telephone Corporation)</p> <p data-bbox="592 405 1238 510">June 2001 General Manager of Financial Business Planning Division of Financial Systems Sector of NTT DATA Corporation (current NTT DATA Group Corporation)</p> <p data-bbox="592 517 1238 577">Apr. 2002 General Manager of Payment Business Division of IT Business Development Sector</p> <p data-bbox="592 584 1238 645">May 2004 Deputy General Manager of Payment Solutions Sector</p> <p data-bbox="592 651 1238 678">June 2005 Senior Vice President</p> <p data-bbox="592 685 1238 712">June 2011 Director, Executive Vice President</p> <p data-bbox="592 719 1238 779">June 2012 Representative Director and Senior Executive Vice President</p> <p data-bbox="592 786 1238 869">June 2015 Advisor President and Representative Director of Japan Information Processing Service Co., Ltd.</p> <p data-bbox="592 875 1238 902">June 2017 Outside Director of the Bank (current position)</p> <p data-bbox="592 909 1238 969">June 2021 Advisor of Japan Information Processing Service Co., Ltd. External Director of Kyokuyo Co., Ltd. (current position)</p> <p data-bbox="592 976 1238 1037">June 2022 External Director, Heiwa Real Estate Co., Ltd. (current position)</p> <p data-bbox="592 1043 1238 1171"><Significant concurrent positions> External Director of Kyokuyo Co., Ltd. External Director, Heiwa Real Estate Co., Ltd.</p>	Common shares 2,200
<p data-bbox="300 1182 1238 1373"><Reasons for nomination as a candidate for outside Director and his expected role> Based on his experience and achievements in system development, etc. at Japan Information Processing Service Co., Ltd., we believe that the candidate is a suitable person with knowledge and experience to serve as outside Director of the Bank. Thus, we continue to expect that he will make efforts to strengthen the management and supervision function of the Bank's Board of Directors based on his experience and achievements and nominate him as a candidate for outside Director.</p> <p data-bbox="300 1379 1238 1429">For the reasons above, the Bank believes that he will appropriately perform his duties as outside Director.</p> <p data-bbox="300 1435 1238 1485">The term of his office as outside Director will have been seven years at the conclusion of this Annual General Meeting of Shareholders.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Class and number of shares of the Bank held
8	 <p data-bbox="357 808 512 958">Tetsuro Sugiura (July 30, 1954) Reappointment Outside Director Independent Officer</p>	<p data-bbox="592 315 1203 371">Apr. 1977 Joined The Fuji Bank, Limited (current Mizuho Bank, Ltd.)</p> <p data-bbox="592 383 1203 517">Apr. 2002 Related Business Department of Mizuho Bank, Ltd. Seconded to Fuji Research Institute Corporation (current Mizuho Research & Technologies, Ltd.) Executive Board Member and Chief Economist</p> <p data-bbox="592 528 1203 663">Apr. 2003 Group Strategy Department I of Mizuho Financial Group, Inc. Seconded to Mizuho Research Institute, Ltd. (current Mizuho Research & Technologies, Ltd.) Chief Economist</p> <p data-bbox="592 674 1203 786">Apr. 2004 Corporate Planning Department Seconded to Mizuho Research Institute, Ltd. (current Mizuho Research & Technologies, Ltd.) Chief Economist</p> <p data-bbox="592 797 1203 931">Apr. 2005 Executive Officer of Corporate Planning Department Managing Executive Officer, Chief Economist of Mizuho Research Institute, Ltd. (current Mizuho Research & Technologies, Ltd.)</p> <p data-bbox="592 943 1203 1021">Apr. 2007 Senior Executive Officer of Mizuho Research Institute Ltd. (current Mizuho Research & Technologies, Ltd.)</p> <p data-bbox="592 1032 1203 1055">July 2011 Vice-chairman</p> <p data-bbox="592 1066 1203 1111">Apr. 2014 Senior Director of Japan Economic Research Institute</p> <p data-bbox="592 1122 1203 1144">June 2019 Outside Director of the Bank (current position)</p>	Common shares 1,700
<p data-bbox="300 1155 1110 1178"><Reasons for nomination as a candidate for outside Director and his expected role></p> <p data-bbox="300 1182 1235 1424">The candidate has ample business experience and is familiar with overall business operations as he has engaged in corporate planning business, etc. since he joined The Fuji Bank, Limited (current Mizuho Bank, Ltd.) in 1977. He also has ample experience in corporate management, having served as Vice-chairman of Mizuho Research Institute Ltd. (current Mizuho Research & Technologies, Ltd.). Based on his experience and achievements, we believe that the candidate is a suitable person with knowledge and experience to serve as outside Director of the Bank. Thus, we continue to expect that he will make efforts to strengthen the management and supervision function of the Bank's Board of Directors based on his experience and achievements and nominate him as a candidate for outside Director.</p> <p data-bbox="300 1429 1235 1485">For the reasons above, the Bank believes that he will appropriately perform his duties as outside Director.</p> <p data-bbox="300 1489 1187 1541">The term of his office as outside Director will have been five years at the conclusion of this Annual General Meeting of Shareholders.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Class and number of shares of the Bank held
9	 Yumiko Kinoshita (July 13, 1961) New appointment Outside Director Independent Officer	Apr. 1984 Joined the Bank of Japan Sept. 1991 Joined McKinsey & Company Apr. 2004 Joined The National Museum of Emerging Science and Innovation of Japan Science and Technology Agency (current National Research and Development Agency; Japan Science and Technology Agency) June 2011 General Manager of Corporate Planning Department of KCJ GROUP INC. Feb. 2016 Full-time Director of JAPAN PROFESSIONAL FOOTBALL LEAGUE (retired in March 2018) Mar. 2018 Senior Adviser to Chairman, International Outreach of JAPAN PROFESSIONAL FOOTBALL LEAGUE (retired in March 2020) July 2020 Director of Tokyo Football Association (current position) Mar. 2021 External Director of Tokyo Tatemono Co., Ltd. (current position) Apr. 2022 Member of Administrative Council of Hitotsubashi University (current position) <Significant concurrent positions> Director of Tokyo Football Association, External Director of Tokyo Tatemono Co., Ltd.	Common shares 0
<Reasons for nomination as a candidate for outside Director and her expected role> We believe that the candidate is a suitable person with knowledge and experience to serve as outside Director of the Bank, utilizing her international viewpoint developed from working overseas, etc., and her wide-ranging business experience at public interest corporations. Thus, we expect that she will make efforts to strengthen the management and supervision function of the Bank's Board of Directors and nominate her as a candidate for outside Director. For the reasons above, the Bank believes that she will appropriately perform her duties as outside Director.			

(Notes)

- There is no special interest relationship between the candidate and the Bank.
- Hisako Toya, Eiji Yamada, Tetsuro Sugiura, and Yumiko Kinoshita are candidates for outside Directors. The Bank has submitted a notification designating Ms. Toya, Mr. Yamada, and Mr. Sugiura as independent officers to the Tokyo Stock Exchange as stipulated in Article 436-2 of the Securities Listing Regulations of the Tokyo Stock Exchange. If the election of Ms. Toya, Mr. Yamada, and Mr. Sugiura is approved, they will continue to be independent officers of the Bank. In addition, if the election of Ms. Kinoshita is approved, she will continue to be an independent officer of the Bank.
- Eiji Yamada has been a business executor and officer of NTT DATA Corporation (current NTT DATA Group Corporation) that is a specified related business operator of the Bank in the past ten years.
- Limited liability agreement with outside Directors
The Bank has entered into a limited liability agreement with Hisako Toya, Eiji Yamada, and Tetsuro Sugiura to limit their liability for damages as specified in Article 423, paragraph (1) of the Companies Act to the amount stipulated by laws and regulations in accordance with Article 427, paragraph (1) of the same Act and pursuant to the Bank's Articles of Incorporation. If the election of Ms. Toya, Mr. Yamada, and Mr. Sugiura is approved, the Bank will renew their limited liability agreements with the same content as the limited liability agreements set forth above. In addition, if the election of Ms. Kinoshita is approved, the Bank will enter into an agreement with the same content with her.
- Directors and officers liability insurance policy with Sompo Japan Insurance Inc.
The Bank has entered into a directors and officers liability insurance policy as specified in Article 430-3 of the Companies Act with Sompo Japan Insurance Inc. The policy covers losses that may arise from the Directors', Audit & Supervisory Board Members' and Executive Officers' assumption of liability incurred in the course of the performance of their duties, or receipt of claims pertaining to the pursuit of such liability. The maximum compensation for losses and the aggregate limit for each insured are stipulated. There are certain reasons for coverage exclusion, such as not covering losses arising from performance of an illegal act with full knowledge of its illegality.
The insurance premiums, including those for special clauses, are fully borne by the Bank, and there are no insurance premiums actually borne by the insureds. The candidates will be included in the insureds under this insurance policy. The Company also intends to renew this policy with the same content when it is next due for renewal.


Proposal No. 3: Election of One Audit & Supervisory Board Member

Audit & Supervisory Board Member Shigeto Kato will resign at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of one Audit & Supervisory Board Member is proposed.

To ensure fairness and transparency of the procedure, this proposal has been deliberated on by the Nomination and Compensation Advisory Committee, the majority of which is composed of independent outside Directors and which is chaired by an independent outside Director.

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

The candidate for Audit & Supervisory Board Member is as follows. Tsuyoshi Kanasugi will be appointed as a substitute for Shigeto Kato, who will resign from the post of Audit & Supervisory Board Member before the expiration of his term of office. The term of office for the substitute will be until the expiration of the term of office of the original Audit & Supervisory Board Member, as stipulated in the Bank's Articles of Incorporation.

Name (Date of birth)	Career summary, positions, and significant concurrent positions	Class and number of shares of the Bank held
 <p>Tsuyoshi Kanasugi (December 24, 1965) New appointment</p>	<p>Apr. 1989 Joined the Bank Apr. 2009 General Manager of Barakinakayama Branch May 2010 Senior Assistant General Manager of Personnel Division (seconded externally) Oct. 2012 General Manager of Tsudanuma Branch Apr. 2015 Deputy General Manager of Credit Supervision Division July 2015 Associate Director-General, General Manager in charge of Credit Supervision Division Oct. 2017 Associate Director-General, General Manager of Business Strategy Division Oct. 2018 Associate Director-General in charge of Personnel Division (seconded externally) Apr. 2020 Executive Officer, General Manager of Credit Supervision Division Apr. 2022 Executive Officer, Regional Manager, Area Manager of Chiba-West Block, and General Manager of Sales Division of Head Office Apr. 2024 Executive Officer (current position)</p>	<p>Common shares 5,200 Second series of class 7 preferred stocks 1</p>
<p><Reasons for nomination as a candidate for Audit & Supervisory Board Member> The candidate has ample business experience and is familiar with overall business operations as he has engaged in the Bank's business such as credit supervision business and sales, as well as served as General Manager of Credit Supervision Division and General Manager of Sales Division of Head Office, as a member of the Bank since 1989. As he has ample knowledge and experience to perform auditing procedures through his practice at the Bank, we believe that he will appropriately perform his duties as Audit & Supervisory Board Member, and we nominate him as a candidate for Audit & Supervisory Board Member.</p>		

(Notes)

1. There is no special interest relationship between the candidate and the Bank.
2. If Tsuyoshi Kanasugi assumes office of Audit & Supervisory Board Member of the Bank, the Bank will enter into a limited liability agreement with him to limit his liability for damages as specified in Article 423, paragraph (1) of the Companies Act to the amount stipulated by laws and regulations in accordance with Article 427, paragraph (1) of the same Act and pursuant to the Bank's Articles of Incorporation.
3. Directors and officers liability insurance policy with Sompo Japan Insurance Inc. The Bank has entered into a directors and officers liability insurance policy as specified in Article 430-3 of the Companies Act with Sompo Japan Insurance Inc. The policy covers losses that may arise from the Directors', Audit & Supervisory Board Members' and Executive Officers' assumption of liability incurred in the course of the performance of their duties, or receipt of claims pertaining to the pursuit of such liability. The maximum compensation for losses and the aggregate limit for each insured are stipulated. There are certain reasons for coverage exclusion, such as not covering losses arising from performance of an illegal act with full knowledge of its illegality. The insurance premiums, including those for special clauses, are fully borne by the Bank, and there are no insurance premiums actually borne by the insureds. The candidate will be included in the insureds under this insurance policy. The Company also intends to renew this policy with the same content when it is next due for renewal.

<Reference>

Skill matrix of Directors and Audit & Supervisory Board Members after the Annual General Meeting of Shareholders

Name	Position	Independence (outside officers)	Corporate management/ business administration	Legal affairs/ risk management	Accounting/ finance
Shunichi Aoyagi	Director		○	○	○
Hitoshi Umeda	Director		○	○	○
Ryuichi Matsumaru	Director		○	○	○
Yasumitsu Kanda	Director		○	○	○
Katsumi Shirai	Director		○		
Hisako Toya	Director	Outside Director			
Eiji Yamada	Director	Outside Director	○		
Tetsuro Sugiura	Director	Outside Director			
Yumiko Kinoshita	Director	Outside Director		○	○
Hitoshi Yokoyama	Audit & Supervisory Board Member			○	○
Tsuyoshi Kanasugi	Audit & Supervisory Board Member			○	○
Takashi Kikugawa	Audit & Supervisory Board Member	Outside Director	○	○	○
Tatsuya Toyoshima	Audit & Supervisory Board Member	Outside Director	○	○	○

Name	Financing	Information/ digital technology	Corporate governance/ sustainability	Sales promotion	Administration/ regional economy
Shunichi Aoyagi	○	○	○	○	○
Hitoshi Umeda	○	○	○	○	○
Ryuichi Matsumaru	○		○	○	○
Yasumitsu Kanda	○	○	○		
Katsumi Shirai			○	○	○
Hisako Toya			○		○
Eiji Yamada		○	○		
Tetsuro Sugiura	○		○		○
Yumiko Kinoshita	○		○		○
Hitoshi Yokoyama	○		○		
Tsuyoshi Kanasugi			○		
Takashi Kikugawa			○		
Tatsuya Toyoshima			○		

<Reference>

Outline of Standards for Assessing the Independence of Outside Officers

1. The person must not be an Executive Director, Executive Officer (*shikkoyaku*), Executive Officer, or employee (hereinafter, collectively referred to as “executive(s)”) of the Bank or a current subsidiary of the Bank, or have been an executive within the 10 years prior to his or her appointment
2. The person must not be a current major shareholder (Note 1) of the Bank, or if the relevant major shareholder is a corporation, a major shareholder thereof, or a Director, Audit & Supervisory Board Member, accounting advisor, Executive Officer (*shikkoyaku*), Administrative Officer, Executive Officer, or manager or other employee of a parent company or material subsidiary thereof, or have been such a person within the past five years
3. The person must not be Director, Audit & Supervisory Board Member, accounting advisor, Executive Officer (*shikkoyaku*), Executive Officer, or manager or other employee of a company of which the Bank is currently a major shareholder
4. (1) The person must not be a person for whom the Bank or a subsidiary of the Bank is a major business partner (Note 2), or a parent company or material subsidiary of such a person, or if such person is a company, an executive at the relevant company, or have been an executive within the past three years
(2) The person must not be a person who is a major business partner (Note 3) of the Bank, or a parent company or material subsidiary of such a person, or if such person is a company, an executive at the relevant company, or have been an executive within the past three years
5. The person must not be an executive of an organization that has received contributions, etc., in excess of a certain amount from the Bank or a subsidiary of the Bank (an annual amount of 10 million yen on average over the past three years or 30% of the total average annual expenses of the relevant organization, whichever is larger)
6. The person must not be a Director, Audit & Supervisory Board Member, accounting advisor, Executive Officer (*shikkoyaku*), or Executive Officer of a company receiving Director(s) from the Bank or a subsidiary of the Bank, or a parent company or subsidiary of such a company
7. The person must not be a certified public accountant or employee of an audit firm, etc., that is the current Financial Auditor of the Bank or a subsidiary of the Bank, or have been an employee, etc., in charge of the audit operations of the Bank or a subsidiary of the Bank as an employee of such an audit firm in the past three years
8. The person must not be an attorney at law, consultant, etc., who has received cash or other economic benefits totaling 10 million yen or more on average per year over the past three years from the Bank or a subsidiary of the Bank, other than officer compensation, or an employee, etc., of a law office or other advisory firm for whom the Bank or a subsidiary of the Bank is a major business partner (Note 4)
9. The person must not be a close relative (Note 6) of a person falling under any of the above categories 1 through 8 (excluding those who are not material (Note 5))
10. In order to be reappointed as an independent Outside Officer, the total period in office must not exceed 12 years. However, from the perspective of the level of contribution as an Outside Officer, the necessity of the person’s continued appointment, etc., if reappointment is deemed appropriate after consulting the Nomination and Compensation Advisory Committee, persons with a total period in office that exceeds 12 years may also be reappointed as independent Outside Officers.

11. The person must otherwise be someone for whom there is no possibility of a regular and substantial conflict of interests with general shareholders of the Bank owing to reasons other than those considered above

(Notes 1) A shareholder holding 10% or more of the total voting rights

(Note 2) A business partner with payments from the Bank amounting to 2% or more of the annual consolidated total net sales of the relevant business partner in the most recent fiscal year

(Note 3) A business partner making payments to the Bank amounting to 2% or more of the annual consolidated ordinary income of the Bank in the most recent fiscal year

(Note 4) A firm that has received payments from the Bank or a subsidiary of the Bank amounting to 2% or more of the average consolidated total net sales of the firm over the past three fiscal years

(Note 5) An officer or person of General Manager class for a company, and a certified public accountant or attorney at law for a person belonging to an accounting office, law office, etc.

(Note 6) A relative within the second degree of kinship


Proposal No. 4: Election of One Substitute Audit & Supervisory Board Member

To prepare for a contingency in which the number of Audit & Supervisory Board Members of the Bank falls below that required by laws and regulations, the Bank proposes to elect one substitute outside Audit & Supervisory Board Member.

To ensure fairness and transparency of the procedure, this proposal has been deliberated on by the Nomination and Compensation Advisory Committee, the majority of which is composed of independent outside Directors and which is chaired by an independent outside Director.

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

The candidate for substitute Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Career summary and significant concurrent positions	Class and number of shares of the Bank held
 Hideyuki Yonekura (June 4, 1952)	Apr. 1984 Registered as attorney at law Apr. 1984 Joined Sugimoto, Yanagawa & Okuyama Law Office (currently, Tokyo Marunouchi Law Offices) (current position)	0
<Reasons for nomination as a candidate for substitute outside Audit & Supervisory Board Member> As we intend to utilize the candidate's legal knowledge accumulated through his experience over the years as attorney at law to the Bank's auditing system in the case where he assumes office as Audit & Supervisory Board Member, we nominate him as a candidate for substitute outside Audit & Supervisory Board Member. The candidate previously has not been directly involved in the management of a corporation; however, as he is familiar with corporate legal affairs as attorney at law and has sufficient insight to supervise the management of a corporation, the Bank believes that he will appropriately perform his duties as outside Audit & Supervisory Board Member.		

(Notes)

1. There is no special interest relationship between the candidate for substitute Audit & Supervisory Board Member and the Bank.
2. Hideyuki Yonekura is a candidate for substitute outside Audit & Supervisory Board Member.
3. If Hideyuki Yonekura assumes office of Audit & Supervisory Board Member of the Bank, the Bank will enter into a limited liability agreement with him to limit his liability for damages as specified in Article 423, paragraph (1) of the Companies Act to the amount stipulated by laws and regulations in accordance with Article 427, paragraph (1) of the same Act and pursuant to the Bank's Articles of Incorporation.
4. If Hideyuki Yonekura assumes office as Audit & Supervisory Board Member of the Bank, the Bank will submit a notification designating him as an independent officer to the Tokyo Stock Exchange as stipulated in Article 436-2 of the Securities Listing Regulations of the Tokyo Stock Exchange.
5. Directors and officers liability insurance policy with Sompo Japan Insurance Inc.
 The Bank has entered into a directors and officers liability insurance policy as specified in Article 430-3 of the Companies Act with Sompo Japan Insurance Inc. The policy covers losses that may arise from the Directors', Audit & Supervisory Board Members' and Executive Officers' assumption of liability incurred in the course of the performance of their duties, or receipt of claims pertaining to the pursuit of such liability. The maximum compensation for losses and the aggregate limit for each insured are stipulated. There are certain reasons for coverage exclusion, such as not covering losses arising from performance of an illegal act with full knowledge of its illegality.
 The insurance premiums, including those for special clauses, are fully borne by the Bank, and there are no insurance premiums actually borne by the insureds. If the candidate assumes office of Audit & Supervisory Board Member, he will be included in the insureds under this insurance policy. The Company also intends to renew this policy with the same content when it is next due for renewal.

Proposal No. 5: Change in the Amount of Directors' Compensation

The amount of the Bank's Directors' compensation was approved in an amount not exceeding 200 million yen per year by the 99th General Meeting of Shareholders held on June 25, 2021.

Now, to establish a flexible and agile system in order to hire a professional with the expertise necessary to sustainably promote the enhancement of corporate value, and appoint additional Directors, etc. to strengthen corporate governance, the Bank intends to increase Directors' compensation to an amount not exceeding 300 million yen per year, taking into consideration factors such as levels at other banks of a similar scale to the Bank, the financial position of the Bank, and changes in the external environment.

Please note that, as before, the amount of Directors' compensation for an employee who concurrently serves as Director may not include salary and bonuses as an employee. The payment time and the amount of individual payment will be at the discretion of the Board of Directors.

In addition, the current number of Directors is eight (including three outside Directors). If Proposal No. 2 "Election of Nine Directors" is approved as originally proposed, the number of Directors will be nine (including four outside Directors).

Proposal No. 6: Change in the Amount of Audit & Supervisory Board Members' Compensation

The amount of the Bank's Audit & Supervisory Board Members' compensation was approved in an amount not exceeding 60 million yen per year by the 92nd General Meeting of Shareholders held on June 27, 2014.

Now, in consideration of the necessity of hiring a professional with the expertise necessary to sustainably promote the enhancement of corporate value and securing human resources to strengthen corporate governance, the Bank intends to increase Audit & Supervisory Board Members' compensation to an amount not exceeding 80 million yen per year, taking into consideration factors such as levels at other banks of a similar scale to the Bank, the financial position of the Bank, and changes in the external environment.

Please note that the amount of individual payment for Audit & Supervisory Board Members will be at the discretion of deliberations among the Audit & Supervisory Board Members, as before.

In addition, the current number of Audit & Supervisory Board Members is four (including two outside Audit & Supervisory Board Members). If Proposal No. 3 "Election of One Audit & Supervisory Board Member" is approved as originally proposed, the number of Audit & Supervisory Board Members will be four (including two outside Audit & Supervisory Board Members).

Proposal No. 7: Change in the Amount of Compensation for Share Remuneration-type Stock Options for Directors

At the 92nd Annual General Meeting of Shareholders held on June 27, 2014, the Bank received approval for the allocation of share acquisition rights as share remuneration-type stock options to Directors (excluding outside Directors) in an amount not more than 30 million yen per year, separately to basic compensation for Directors.

In addition, at the 98th Annual General Meeting of Shareholders held on June 25, 2020, a revision was approved to increase the maximum total number of share acquisition rights to be issued on a date within one year from the date of an Annual General Meeting of Shareholders pertaining to each fiscal year to be 1,200 units.

Subsequently, at the 99th Annual General Meeting of Shareholders held on June 25, 2021, the Bank once again received approval for the specific details of share remuneration-type stock options, based on amendments to the Companies Act, which clarified the matters related to share remuneration-type stock options to be resolved at the General Meeting of Shareholders, although this did not result in any substantive changes to the existing details the remuneration-type stock options, and this content is still in effect.

Now, to establish a flexible and agile system in order to hire a professional with the expertise necessary to sustainably promote the enhancement of corporate value, and appoint additional Directors, etc. to strengthen corporate governance, the Bank intends to increase the amount of share acquisition rights to be allocated as share remuneration-type stock options to Directors (excluding outside Directors) to an amount not exceeding 70 million yen per year, separately to the amount of compensation for Directors in Proposal No. 5, taking into consideration factors such as levels at other banks of a similar scale to the Bank, the financial position of the Bank, and changes in the external environment.

The current number of Directors is eight (including three outside Directors). If Proposal No. 2 “Election of Nine Directors” is approved as originally proposed, the number of Directors will be nine (including four outside Directors).