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(Securities Code: 8370)  
May 29, 2026

**To Shareholders with Voting Rights:**

Hiroyuki Haraguchi  
President  
The Kiyobank, Ltd.  
1-35, Honmachi, Wakayama City  
Wakayama, Japan

**NOTICE OF CONVOCATION OF  
THE 216TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

We are pleased to inform that the 216th Annual General Meeting of Shareholders of The Kiyobank, 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 the provision in electronic format of information, namely the contents of Reference Documents for the General Meeting of Shareholders, etc. (Electronic Provision Measures Matters). You are kindly asked to review those matters that are posted on the following website of the Bank on the Internet.

[Website of the Bank]  
[https://www.kiyobank.co.jp/english/s\\_meeting.html](https://www.kiyobank.co.jp/english/s_meeting.html)

The Electronic Provision Measures Matters are also posted on the website of the Tokyo Stock Exchange (TSE), in addition to the above website of the Bank. Please access the TSE website shown below (TSE Listed Company Search), enter “Kiyobank” in the field of “Issue name (company name)” or the Bank’s securities code “8370” in half-width characters in the field of “Code” to search, and then select “Basic information” and “Documents for public inspection/PR information” in this order to review the information.

[Website of Tokyo Stock Exchange (TSE)]  
<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

If you do not wish to attend the meeting in person, you may exercise your voting rights in writing, or via the Internet. In that case, please review the Reference Documents for the General Meeting of Shareholders, follow the directions as described on page 3, and exercise your voting rights by 5:30 p.m. on Thursday, June 25, 2026 Japan time.

- 1. Date and Time:** Friday, June 26, 2026 at 10 a.m. Japan time
- 2. Place:** 4F Grande, Daiwa Roynet Hotel Wakayama,  
26-1, Shichibancho, Wakayama City, Wakayama, Japan
- 3. Meeting Agenda:**
- Matters to be reported:**
1. The Business Report and Non-consolidated Financial Statements for the Bank's 216th Fiscal Year (from April 1, 2025 to March 31, 2026)
  2. Consolidated Financial Statements for the Bank's 216th Fiscal Year (from April 1, 2025 to March 31, 2026) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee
- Proposals to be resolved:**
- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Election of Six (6) Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)

<Precautions relating to the General Meeting of Shareholders>

- ◎ A person who is not a shareholder such as a proxy or an accompanying person cannot attend the General Meeting of Shareholders. In addition, please note that, whether an individual or a corporation, only a shareholder or one person who is a proxy for a shareholder can attend the Meeting. (With regard to disabled shareholders, companions such as a carer who is not a shareholder or an assistance dog may be permitted to enter with them.) If exercising voting rights via proxy in accordance with the provisions of the Articles of Incorporation, please submit a document certifying the authority of proxy.
- ◎ In convening a General Meeting of Shareholders this year, we send a paper copy that states the Electronic Provision Measures Matters to all shareholders who have voting rights, including shareholders who have made a request for delivery of materials in paper form. This paper copy does not include the following documents in accordance with laws and regulations as well as the Articles of Incorporation of the Bank. The Audit and Supervisory Committee and the Accounting Auditor have audited documents, including the following items.
  - 1) (2) Status of the Property and the Profits and Losses of the Corporate Group and the Bank, (3) Status of Employees of the Corporate group and the Bank, and (4) Status of Principal Offices of the Corporate Group under "1. Matters concerning the Current Status of the Bank," and (3) Agreement on Limitation of Liability, (4) Indemnity Agreement, and (5) Directors' and Officers' Liability Insurance Contract under "2. Matters concerning Company Officers (Directors)," "5. Matters concerning the Bank's Share Acquisition Rights, etc.," "6. Matters concerning the Accounting Auditor," "7. Basic Policy concerning Persons who control the Bank's Decisions on Financial and Business Policies," "8. Systems for Ensuring the Propriety of Business Activities and the Operation of the Systems," "9. Matters concerning specified Wholly-Owned Subsidiary company," "10. Matters concerning Transaction between the Stock Company and its Parent Company, etc.," "11. Matters concerning Accounting Advisor(s)" and "12. Others" in the Business Report
  - 2) Balance Sheet, Statement of Income, and Non-consolidated Statement of Changes in Net Assets and Notes to the Non-consolidated Financial Statements
  - 3) Consolidated Balance Sheet, Consolidated Statement of Income, and Consolidated Statement of Changes in Net Assets and Notes to the Consolidated Financial Statements
- ◎ If the Electronic Provision Measures Matters require any revisions, we will post a notice to that effect, as well as the versions before and after the revisions, on each of the websites where the Electronic Provision Measures Matters are posted.
- ◎ If there is no indication of your vote for or against any of the proposals on the returned Voting Rights Exercise Form, you will be deemed to have approved that proposal.

- If not attending the General Meeting of Shareholders

**Exercise of Voting Rights by Mail**

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 following deadline.

Deadline for Exercise of Voting Rights: 5:30 p.m., Thursday, June 25, 2026, Japan time

**Exercise of Voting Rights via the Internet**

Please follow the instructions on the voting website, and indicate your vote for or against the proposals by the following deadline.

Deadline for Exercise of Voting Rights: 5:30 p.m., Thursday, June 25, 2026, Japan time

- If attending the General Meeting of Shareholders

Please bring the Voting Rights Exercise Form with you and submit it at the reception desk.

Meeting Date and Time: 10:00 a.m., Friday, June 26, 2026, Japan time

**[Handling of Duplicate Voting]**

- (1) If you vote both in writing on the Voting Rights Exercise Form and via the Internet, only your vote placed via the Internet will be valid.
- (2) If you submit your vote multiple times via the Internet, only the last vote will be valid.

End

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal No. 1: Appropriation of Surplus

As a basic policy, in light of its public nature as a regional financial institution, the Bank aims to secure both a stable management foundation over the long term, accumulating appropriate internal reserves with the intent of strengthening its financial structure, as well as strengthening returns to shareholders, and as a management index to indicate profitability and capital efficiency, work to improve the stock price.

Based on this basic policy, it is proposed that the surplus be appropriated as follows, giving comprehensive consideration to factors such as the result of the 216th term as well as an internal reserve provided for future business development.

#### Matters concerning year-end dividends

- 1) Type of dividend property  
Cash
- 2) Matters concerning the allotment of dividend property and the total amount  
79 yen per share of common stock, for a total of 5,088,768,726 yen  
\* As 58 yen per share has already been paid as interim dividends in December last year, the annual dividends for the term under review will amount to 137 yen per share, an increase of 27 yen per share compared to the previous fiscal year.
- 3) Effective date of distribution of surplus  
Monday, June 29, 2026

#### [Reference] Shareholder return policy

To pay progressive dividends with profit growth, targeting a dividend payout ratio of approximately 40%, while executing flexible and intermittent share buybacks.

**Proposal No. 2:** Election of Six (6) Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)

The terms of office of all six (6) Directors (excluding Directors serving as Audit and Supervisory Committee Members; hereinafter, the same shall apply in this proposal) will expire at the conclusion of this Annual General Meeting of Shareholders. We therefore propose the election of six (6) Directors.

Furthermore, the selection of candidates for Director has been determined following the deliberation of the Nomination Advisory Committee (Note).

Additionally, upon deliberation on this Proposal, the Audit and Supervisory Committee determined that each candidate was suitable as Director of the Bank in view of factors such as their status of business execution and business results during the fiscal year under review.

The candidates for Directors are as follows.

(Note) The Nomination Advisory Committee is a voluntary advisory body that deliberates on matters about which it has been consulted by the Board of Directors, in order to enhance transparency in the appointment of Directors, etc.; majority of its members are Independent Outside Directors, and its Chairperson is also an Independent Outside Director.

No.	Name			Current position at the Bank
1	Male	Yasuyuki Matsuoka	Reappointment	Chairman and Representative Director
2	Male	Hiroyuki Haraguchi	Reappointment	President and Representative Director, President and Executive Officer
3	Male	Norio Maruoka	Reappointment	Director, Senior Managing Executive Officer
4	Male	Morihisa Mukai	Reappointment	Director, Managing Executive Officer
5	Male	Hiroyuki Sando	Reappointment	Director, Managing Executive Officer
6	Male	Takeshi Tokumaru	New candidate	Senior Executive Officer

No.	Name (Date of birth)	Past experience (Positions, responsibilities, and significant concurrent positions)	Number of shares of the Bank held
1	<p>Reappointment</p> <p>Yasuyuki Matsuoka Oct. 18, 1955 (70 years old)</p> <p>Term of office as Director 21 years</p>	<p>Apr. 1978 Joined the Bank and served as Deputy Manager of Head Office Marketing Department and General Manager of Shirahama Branch, etc.</p> <p>Jun. 2002 General Manager, Secretarial Office, Management Planning Department</p> <p>Oct. 2002 General Manager, Reform Project Promotion Office; General Manager, Secretarial Office</p> <p>Apr. 2003 Deputy General Manager, Management Planning Division</p> <p>Apr. 2004 General Manager, Management Planning Division</p> <p>Jun. 2005 Director; General Manager, Business Promotion Division</p> <p>Jun. 2009 Managing Director; General Manager, Head Office Marketing Department</p> <p>Jun. 2012 Managing Director</p> <p>Jun. 2013 Senior Managing Director</p> <p>Jun. 2015 President and Representative Director</p> <p>Jun. 2016 President and Representative Director, President and Executive Officer</p> <p>Jun. 2021 Chairman and Representative Director (current position)</p>	51,103 shares
<p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Yasuyuki Matsuoka has been appointed as Director since June 2005, served as President and Representative Director from June 2015 and as Chairman and Representative Director from June 2021, and has knowledge and experience to precisely, fairly, and efficiently execute corporate management of banks, and as the Bank has judged that he can continue to contribute to management, he has been selected as a candidate for Director.</p>			
2	<p>Reappointment</p> <p>Hiroyuki Haraguchi Nov. 25, 1962 (63 years old)</p> <p>Term of office as Director 9 years</p>	<p>Apr. 1985 Joined the Bank and served as General Manager, Kibi Branch; General Manager, Sumiyoshi Branch, etc.</p> <p>Jun. 2010 General Manager, Computer Systems Department</p> <p>Oct. 2012 General Manager, Tanabe Branch</p> <p>Jun. 2014 Executive Officer; General Manager, Tanabe Branch</p> <p>Jun. 2015 Executive Officer; General Manager, Marketing Supervisory Department, Business Promotion Division</p> <p>Jun. 2016 Executive Officer; General Manager, Business Promotion Division; General Manager, Marketing Supervisory Department; General Manager, Marketing Planning Department</p> <p>Oct. 2016 Executive Officer; General Manager, Business Promotion Division; General Manager, Marketing Supervisory Department</p> <p>Apr. 2017 Executive Officer</p> <p>Jun. 2017 Director, Senior Executive Officer</p> <p>Apr. 2018 Director, Senior Executive Officer; General Manager, General Administration Division</p> <p>Jun. 2019 Director, Managing Executive Officer; General Manager, Planning Division</p> <p>Apr. 2020 Director, Managing Executive Officer; General Manager, Management Planning Division; General Manager, Human Resources Department</p> <p>Oct. 2020 Director, Managing Executive Officer; General Manager, Management Planning Division</p> <p>Jun. 2021 President and Representative Director, President and Executive Officer (current position) (Current responsibilities) Audit Department</p>	27,500 shares
<p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Hiroyuki Haraguchi has been appointed as Director from June 2017, served as President and Representative Director from June 2021, and has knowledge and experience to precisely, fairly, and efficiently execute corporate management of banks, and as the Bank has judged that he can continue to contribute to management, he has been selected as a candidate for Director.</p>			

No.	Name (Date of birth)	Past experience (Positions, responsibilities, and significant concurrent positions)	Number of shares of the Bank held
3	Reappointment  Norio Maruoka Sept. 23, 1964 (61 years old)  Term of office as Director 6 years	Apr. 1988 Joined the Bank and served as General Manager of Osaka Chuo Branch and General Manager of Hirano Branch, etc. Jun. 2013 General Manager, Risk Management Department Jun. 2014 General Manager, Strategy Planning Department, Management Planning Division Jun. 2015 General Manager, Loan Department, Loan Division Oct. 2015 General Manager, Loan Department Apr. 2017 Executive Officer; General Manager, Loan Department Apr. 2018 Executive Officer; General Manager, Sakai Operations Department; General Manager, Minami-Osaka Operations Department Apr. 2020 Executive Officer; General Manager, Business Promotion Division Jun. 2020 Director, Senior Executive Officer; General Manager, Business Promotion Division Mar. 2021 President and Representative Director, Kiyo Capital Management Co., Ltd. Jun. 2022 Director, Managing Executive Officer; General Manager, Business Promotion Division Apr. 2023 Retired from President and Representative Director, Kiyo Capital Management Co., Ltd. Apr. 2023 Director, Managing Executive Officer; General Manager, Management Planning Division Jun. 2025 Director, Senior Managing Executive Officer; General Manager, Management Planning Division (current position) (Current responsibilities) Tokyo Headquarters	20,468 shares
		[Reasons for nomination as a candidate for Director] Mr. Norio Maruoka has served as General Manager of Hirano Branch and General Manager of Loan Department, etc., and served as Director from June 2020. He has also served as President and Representative Director of Kiyo Capital Management Co., Ltd. for two years from March 2021, and has knowledge and experience to precisely, fairly, and efficiently execute corporate management of banks, and as the Bank has judged that he can continue to contribute to management, he has been selected as a candidate for Director.	

No.	Name (Date of birth)	Past experience (Positions, responsibilities, and significant concurrent positions)	Number of shares of the Bank held	
4	Reappointment  Moriyasa Mukai Dec. 25, 1965 (60 years old)  Term of office as Director 2 years	Apr. 1989 Joined the Bank and served as Assistant to Director, Head Office Marketing Department and General Manager, Kawachinagano Branch, etc. Jun. 2013 Deputy General Manager, Computer Systems Department Jun. 2015 General Manager, Audit Department Oct. 2016 General Manager, Marketing Planning Department Apr. 2018 General Manager, Marketing Strategy Department Apr. 2019 General Manager, Higashi-Wakayama Branch in charge of Associate Branches; General Manager, Wakayama-Higashi Corporate Sales Department Apr. 2020 Executive Officer; General Manager, Higashi-Wakayama Branch in charge of Associate Branches; General Manager, Wakayama-Higashi Corporate Sales Department Jun. 2021 Executive Officer; General Manager, Computer Systems Division Jun. 2021 President and Representative Director, Kiyo Information Systems, Ltd. Jun. 2023 Senior Executive Officer; General Manager, Computer Systems Division Apr. 2024 Retired from President and Representative Director, Kiyo Information Systems, Ltd. Apr. 2024 Senior Executive Officer; General Manager, General Administration Division; General Manager, Computer Systems Division Jun. 2024 Director, Senior Executive Officer; General Manager, General Administration Division Jun. 2025 Director, Managing Executive Officer; General Manager, General Administration Division Apr. 2026 Director, Managing Executive Officer; General Manager, Business Promotion Division (current position)	15,189 shares	
		[Reasons for nomination as a candidate for Director] Mr. Moriyasa Mukai has served as General Manager of Kawachinagano Branch and General Manager of Higashi-Wakayama Branch in charge of Associate Branches, etc. as well as President and Representative Director of Kiyo Information Systems, Ltd. for around three years from June 2021. He has served as Director since June 2024. He has knowledge and experience to precisely, fairly, and efficiently execute corporate management of banks, and as the Bank has judged that he can continue to contribute to management, he has been selected as a candidate for Director.		

No.	Name (Date of birth)	Past experience (Positions, responsibilities, and significant concurrent positions)	Number of shares of the Bank held
5	<p>Reappointment</p> <p>Hiroyuki Sando Jan. 24, 1970 (56 years old)</p> <p>Term of office as Director 1 year</p>	<p>Apr. 1992 Joined the Bank and served as Acting General Managers of Human Resources Department, Loan Department, and Computer Systems Department</p> <p>Apr. 2016 General Manager, Izumi-Terada Branch in charge of Associate Branches</p> <p>Oct. 2017 Deputy General Manager, Computer Systems Department</p> <p>Apr. 2018 General Manager, Computer Systems Department</p> <p>Apr. 2020 Executive Officer; General Manager, Computer Systems Division; General Manager, Computer Systems Department</p> <p>Feb. 2021 Executive Officer; General Manager, Management Planning Department; General Manager, Related Business Office</p> <p>Jun. 2023 Senior Executive Officer; General Manager, Management Planning Department; General Manager, Related Business Office</p> <p>Apr. 2024 Senior Executive Officer; General Manager, Sakai Operations Department; General Manager, Minami-Osaka Operations Department</p> <p>Apr. 2025 Senior Executive Officer; General Manager, Loan Division</p> <p>Jun. 2025 Director, Managing Executive Officer; General Manager, Loan Division (current position)</p> <p>Jun. 2025 President and Representative Director, The Hanwa Credit &amp; Guaranty Service Co., Ltd. (current position) (Current responsibilities) General Administration Division and Computer Systems Division</p>	14,241 shares
<p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Hiroyuki Sando has served as General Manager of Izumi-Terada Branch in charge of Associate Branches and General Manager of Computer Systems Department, etc. and served as Director from June 2025. He has knowledge and experience to precisely, fairly, and efficiently execute corporate management of banks, and as the Bank has judged that he can continue to contribute to management, he has been selected as a candidate for Director.</p>			

No.	Name (Date of birth)	Past experience (Positions, responsibilities, and significant concurrent positions)	Number of shares of the Bank held
6	New candidate  Takeshi Tokumaru Mar. 2, 1971 (55 years old)	Apr. 1993 Joined the Bank and served as Acting General Manager, Marketing Supervisory Department and General Manager, Tsuruhara Branch, etc. Oct. 2016 Deputy General Manager, Human Resources Department Oct. 2019 Deputy General Manager, Loan Department Oct. 2020 General Manager, Loan Department Apr. 2022 Executive Officer; General Manager, Loan Department Apr. 2023 Executive Officer; General Manager, Sakai Branch Oct. 2024 Executive Officer; General Manager, Osaka Operations Department; General Manager, Osaka Branch Jun. 2025 Senior Executive Officer; General Manager, Osaka Operations Department; General Manager, Osaka Branch Apr. 2026 Senior Executive Officer; General Manager, General Administration Division (current position)	11,542 shares
	Term of office as Director —		
[Reasons for nomination as a candidate for Director] Mr. Takeshi Tokumaru has served as General Manager of Tsuruhara Branch and General Manager of Loan Department, etc. and served as Executive Officer from April 2022. He has knowledge and experience to precisely, fairly, and efficiently execute corporate management of banks, and as the Bank has judged that he can contribute to management, he has been selected as a candidate for Director.			

(Notes)

1. There are no special interests between each candidate and the Bank.
2. Terms of office as Director stated above are those as at the end of this Annual General Meeting of Shareholders.
3. The Bank has entered into a directors and officers liability insurance contract with an insurance company as set forth in Article 430-3, Paragraph 1 of the Companies Act.

An overview of the contents of this insurance contract is as follows:

- This insurance contract covers damages that may arise due to the insured directors and executive officers being liable for performance of duties or receiving a claim related to the pursuit of such liability.
- However, there are certain exclusions, such as no coverage of liability resulting from actions with the knowledge that they violate laws and regulations.

Insurance premiums shall be borne by the Bank, including the special provisions. If this Proposal is approved, the Bank plans to renew the insurance policy to insure each candidate.

[Reference] Expertise, experience, and expected roles of the Directors after the conclusion of this Annual General Meeting of Shareholders (Plan)

Name	Position	Skills Category								
		Corporate Management, Management Strategy	SME	DX	Human Capital	SX/Decarbonization	Market Investment	Regional Revitalization	Governance, Risk Management	Specific Expertise
Yasuyuki Matsuoka (Male)	Chairman and Director	○	○		○	○	○	○	○	
Hiroyuki Haraguchi (Male)	President and Director, President and Executive Officer	○	○	○	○	○	○	○	○	
Norio Maruoka (Male)	Director, Senior Managing Executive Officer	○	○	○	○	○	○	○	○	
Morihisa Mukai (Male)	Director, Managing Executive Officer		○	○					○	
Hiroyuki Sando (Male)	Director, Managing Executive Officer	○	○	○	○	○	○			
Takeshi Tokumaru (Male)	Director, Senior Executive Officer		○							
Hiroyuki Kurahashi (Male)	Director, Audit and Supervisory Committee Member		○						○	
Ryosuke Maeda (Male)	Director, Audit and Supervisory Committee Member		○						○	
Megumi Nishida (Female)	Director, Audit and Supervisory Committee Member (Outside)								○	○
Tomoko Hori (Female)	Director, Audit and Supervisory Committee Member (Outside)								○	○
Motohiro Adachi (Male)	Director, Audit and Supervisory Committee Member (Outside)							○	○	○
Toshimasa Fujiwara (Male)	Director, Audit and Supervisory Committee Member (Outside)	○							○	

(Notes)

1. This skills table does not present all of the knowledge, experience, and insights possessed by the internal Directors.
2. With regard to internal Directors, experience at and above the levels of head of department, branch, and office of relevant departments, including as above officer in charge (for periods of 6 months or more, in principle) has been referenced as the basis for the skills and experience in the above table.  
With regard to Outside Directors, the skills table reflects their respective skills and experience.
3. SX (sustainability transformation): The skill of management that balances the two aspects of sustainability of establishing and improving the bank's business model and business dominance from a medium- to long-term perspective, and building a society that is prepared to face climate change and other uncertainties.
4. The four (4) Outside Directors are Independent Officers as stipulated by the Tokyo Stock Exchange.

Skills Category	Description (Rationale)
Corporate Management, Management Strategy	In order to respond to the dynamically changing environment and co-create customer value in a financial industry that is being buffeted by major changes, it is necessary to retain directors with management experience and a management track record demonstrating a vision for defining the Bank's long-term management strategy while taking ESG and SDGs into consideration. Further, in order to build a governance system that enhances the effectiveness of the decision-making and supervision functions, it is necessary that our directors have the know-how acquired through business management and equivalent experience.
SME	The Bank's customers are the focus of our core customer strategy within Wakayama Prefecture and Osaka Prefecture, our base of operations. In order to strengthen our contact points with these customers, it is necessary to retain directors who possess the knowledge and experience for supporting regional business's core operations, improving their management, and facilitating their business renewal, acquired through experience as regional operations and/or branch general managers.
DX	As a bank that seeks to maximize its group functions with the goal of solving customers' problems and contributing to regional communities through DX, it is necessary to retain directors who possess tangible knowledge and experience of IT, one of our strengths, so it may become a core competency for the future.
Human Capital	In order to build an optimal human resource portfolio through a fusion of management strategy and human resource strategy and to effectively implement diversity and inclusivity, it is necessary to retain directors who possess knowledge and experience relating to human capital management.
SX/Decarbonization	In order to promote initiatives relating to SX and decarbonization for supporting sustainable local and regional growth, it is necessary to retain directors who are experienced with identifying risks and opportunities and planning and proposing management strategy.
Market Investment	In order to build suitable portfolios in market segments and make stable investments in securities to ensure profitability, it is necessary to retain directors with solid knowledge and experience with markets.
Regional Revitalization	As a regional financial institution, it is essential that we support regional business's core operations and engage in activities that make the lives of regional residents more convenient. In order to do so, it is necessary to retain directors with proven knowledge and experience in consulting and regional revitalization.
Governance, Risk Management	In order to implement suitable risk controls in the Board of Directors as the management decision-making body of a financial institution and build a governance system equipped with a risk management system, it is necessary to retain directors with know-how acquired through management and equivalent experience from within and outside the Bank.
Specific Expertise	It is necessary to retain directors with multifaceted knowledge based on an external track record and insight into the business, legal, financial, and other specialist issues pertinent to a financial institution, who are able to provide advice for strengthening the effectiveness of the Bank's decision-making and supervision functions from a position that is independent from the Bank's management.