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(Securities Code: 5831)

June 1, 2026

(Start date for measures for electronic provision: May 27, 2026)

To Shareholders with Voting Rights:

Hisashi Shibata
President
The Shizuoka Financial Group, Inc.
10, Gofukucho 1-chome, Aoi-ku,
Shizuoka City, Shizuoka, Japan

**NOTICE OF CONVOCATION OF
THE 4TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

We wish to inform you that the 4th Annual General Meeting of Shareholders of the Shizuoka Financial Group, Inc. (the “Company”) will be held as described below.

In convening this General Meeting of Shareholders, the Company has taken measures to provide information electronically, and has posted the matters for electronic provision on the following website.

Company website: <https://www.shizuoka-fg.co.jp/ir/shareholders-meeting.html>

In addition to the above, the Company has also posted the information on the website listed below. If you cannot view the Company website, please access the Tokyo Stock Exchange Inc. website below, enter “Shizuoka Financial Group” under “Issue name (company name)” or, alternatively, enter the Company’s securities code “5831” under “Code” and press “Search.” Then select “Basic information” and “Documents for public inspection/PR information” in that order and check the “Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting” item under “Filed information available for public inspection.”

Tokyo Stock Exchange website: <https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

- 1. Date and Time:** Friday, June 19, 2026 at 10:00 a.m. Japan standard time
(Reception desk opens at 9:00 a.m.)
- 2. Place:** Large Hall, 2F, Shizuoka Bank Training Center,
2-1, Kusanagi-Kita, Shimizu-ku, Shizuoka City, Shizuoka, Japan
- 3. Meeting Agenda:**
Matters to be reported:
 1. The Business Report and Consolidated Financial Statements for the Company’s 4th Fiscal Year (from April 1, 2025 to March 31, 2026) and the 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 Company’s 4th Fiscal Year (from April 1, 2025 to March 31, 2026)

Proposals to be resolved:

- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Election of Six (6) Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)
- Proposal No. 3:** Election of Four (4) Directors Who Are Audit & Supervisory Committee Members
- Proposal No. 4:** Revision of Performance-linked Compensation for Directors (Excluding Outside Directors and Directors Who Are Audit & Supervisory Committee Members)
- Proposal No. 5:** Revision of Officer Compensation Based on Points System Linked to Share Price and Restricted Share-based Compensation for Directors (Excluding Outside Directors and Directors Who Are Audit & Supervisory Committee Members)
- Proposal No. 6:** Increase of Amounts of Compensation, Etc. for Directors Who Are Audit & Supervisory Committee Members
- Proposal No. 7:** Disposal of Treasury Stock Through Third-Party Allotment for the Purpose of Supporting the Activities of the Shizuoka Mirai Cocreation Foundation

4. Guide for Exercise of Voting Rights, etc.:

- (1) Pursuant to laws and regulations and the Articles of Incorporation of the Company, the documents delivered to shareholders who made a request for delivery of written information are not included in the attached documents. The Audit and Supervisory Committee and the Accounting Auditor have audited the documents subject to the audit including the items below.
 - 1) Business Report:
Part of “Matters regarding the Company’s current state,” part of “Matters regarding the Company’s officers (directors),” “Matters regarding the Company’s shares,” “Matters regarding the Company’s share acquisition rights,” “Matters regarding the Accounting Auditor,” “Basic policy regarding roles of persons controlling decision on financial and business policies,” “Systems for ensuring the appropriateness of business activities,” “Matters regarding specified wholly-owned subsidiaries,” “Matters regarding transactions with the parent company etc.,” “Matters regarding the accounting advisor,” and “Other matters”
 - 2) Consolidated Financial Statements
 - 3) Non-consolidated Financial Statements
 - 4) Audit Report
- (2) Any revisions to matters provided electronically will be posted on each website where the matters are displayed.
- (3) If you are not attending the meeting in person on the day, you may exercise your voting rights via the Internet or in writing. Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:00 p.m. on Thursday, June 18, 2026.

Submission of Questions in Advance of the Meeting

Questions may be submitted through the dedicated website shown on the Notice of Convocation for this General Meeting of Shareholders. The Company will only accept questions submitted by shareholders with voting rights.

Of the questions submitted, the Company plans to reply to those of the most interest to shareholders on the day of the General Meeting of Shareholders.

Submission period: From Monday, June 1, 2026 to Wednesday, June 10, 2026, at 5:00 p.m. Japan standard time

Submission method: Please log on to the website shown below and enter your question.
<https://q.srdb.jp/5831/>

<Precautions concerning the submission of questions in advance>

- Questions cannot be accepted unless the shareholder's name, shareholder number, and other required information are correct. Please enter this information carefully.
- Please phrase any questions in questions in specific and concise terms.
- Each shareholder is only allowed to submit one question (of up to 200 Japanese characters).
- The Company does not promise to reply to all questions submitted.
- The Company will not provide any individual explanations and will not make individual contact with shareholders. Thank you for your understanding.

Video on the day of the General Meeting of Shareholders

To provide information to shareholders, the Company plans to post the video related to the matters to be reported on the day of the General Meeting of Shareholders on the Company website indicated on page 1 of this Notice after the end of the meeting on Monday, June 22, 2026.

System for Electronic Provision of Materials for General Meetings of Shareholders

The system for electronic provision of materials for general meetings of shareholders has been introduced in accordance with the revisions to the Companies Act.

As in previous years, a paper copy of this Notice of Convocation will be sent to all shareholders, regardless of whether they have requested a paper copy.

A paper copy of Other matters for electronic provision (matters omitted from the paper copy sent to shareholders) is not provided. They are provided (in Japanese) via the Company's website or the Tokyo Stock Exchange website shown on page 1 of this Notice. Please review them together with this Notice.

Inquiries regarding the System for Electronic Provision
Stock Transfer Agency Business Planning Dept., Sumitomo Mitsui Trust Bank, Limited. Telephone (toll-free within Japan) 0120- 782-031 Reception hours: 9:00 a.m. to 5:00 p.m. (except weekends, public holidays, and the New Year period) Please refer to the website below for details of the system for electronic provision of materials for general meetings of shareholders (in Japanese): https://www.smtb.jp/personal/procedure/agency/kaisyahou

Guide for Exercise of Voting Rights

You are kindly asked to exercise your voting rights by one of the following methods.

Exercise of Voting Rights via the Internet

Please access the Company's designated website for the exercise of voting rights (<https://www.web54.net>), follow the on-screen instructions, and exercise your voting rights.

Deadline: Thursday, June 18, 2026 by 5:00 p.m. Japan standard time

*Please note that your votes via the Internet will be cancelled if you attend the meeting.

Exercise of Voting Rights in Writing

Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it to us by the deadline.

Deadline: Thursday, June 18, 2026 Japan standard time (time of receipt)

*If there is no indication of your vote for or against each proposal, the Company will deem that you have voted in favor of the proposals.

If you are attending the meeting

Please submit the enclosed Voting Rights Exercise Form at the reception desk.

Date and time: Friday, June 19, 2026 at 10:00 a.m. Japan standard time

*When exercising voting rights through a proxy, you may exercise your voting rights by proxy by having another shareholder who holds voting rights attend the General Meeting of Shareholders on your behalf, provided that his or her Voting Rights Exercise Form and a document certifying him or her as your proxy are submitted.

- When attending the General Meeting of Shareholders, please submit the enclosed Voting Rights Exercise Form at the reception desk of the meeting venue. You are also kindly requested to bring this Notice of Convocation to save resources.
- If you intend to engage in split voting, please submit a written notice indicating the reasons for the split voting at least three days prior to the General Meeting of Shareholders.
- If you exercise your voting rights both via the Internet and in writing on the Voting Rights Exercise Form, only the vote via the Internet will be deemed as valid regardless of the date and time of receipt of the Voting Rights Exercise Form.
- If you exercise your voting rights via the Internet etc. more than once, only your last vote will be deemed as valid.

For institutional investors	You may exercise your voting rights using Electronic Voting Platform operated by ICJ Inc.
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Guide for Exercise of Voting Rights via the Internet

Via a smartphone

*“QR Code” is a registered trademark of DENSO WAVE INCORPORATED.

You can log on to the voting website without entering the “voting code” or “password” by reading the special QR code on the bottom right of the enclosed Voting Rights Exercise Form.

Note:

All costs for using the website for the exercise of voting rights, including the provider fee and communication charges, shall be borne by shareholders.

《Inquiries regarding the Exercise of Voting Rights via the Internet》

If you have any inquiries about the exercise of voting rights via the Internet, please call the following number.

Transfer Agent: Sumitomo Mitsui Trust Bank, Limited

Web Support

[Direct Line (Toll free)] 0120-652-031

Open from 9:00 a.m. to 9:00 p.m. (including Saturdays, Sundays, and national holidays).

Please note that if you wish to change your votes after exercising your voting rights, you must take the necessary procedures by accessing the following voting rights exercise website using the “proxy code” and “password.”

Via a personal computer (re-exercise of voting rights)

Step 1

Access the website for the exercise of voting rights.

<https://www.web54.net>

Step 2

Read “Guide for Exercise of Voting Rights via the Internet” and click “Proceed.”

Step 3

Enter the “voting right exercising code” noted on the enclosed Voting Rights Exercise Form and click “Log in.”

Then, enter the “password” noted on the enclosed Voting Rights Exercise Form and click “Proceed.”

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal No. 1: Appropriation of Surplus

With respect to the appropriation of surplus, the Company maintains the basic policy of distributing dividends to shareholders steadily while paying attention to internal reserves to enhance management quality.

Matters concerning year-end dividends of surplus

With due consideration given to the business results and current management environment, the Company proposes to pay a year-end dividend for the fiscal year under review as follows.

- (1) Type of property dividend
Cash
- (2) Allotment of property dividend to shareholders and the total amount
41 yen per share of common stock of the Company, for a total of 21,766,746,414 yen
As the Company has paid 39 yen per share as an interim dividend, the total amount of annual dividends will be 80 yen per share for the fiscal year ended March 31, 2026.
- (3) Effective date of distribution of surplus
June 22, 2026

Proposal No. 2: Election of Six (6) Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

The terms of office of six (6) Directors (excluding Directors who are Audit & Supervisory Committee Members, hereinafter the same applies in this proposal) will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of six (6) Directors is proposed.

The Audit and Supervisory Committee examined this proposal and found no matters to report.

The candidates are as follows:

No.		Name	Present position at the Company
1	Reappointment	Hisashi Shibata	President (Representative Director) responsible for chief executive functions
2	Reappointment	Minoru Yagi	Director & Executive Officer
3	Reappointment	Yutaka Fukushima	Director & Executive Officer
4	New candidate	Hiromitsu Umehara	Executive Officer CFO
5	Reappointment Candidate for Outside Director	Kumi Fujisawa	Outside Director
6	Reappointment Candidate for Outside Director	Kazutoshi Inano	Outside Director

No.	Name (Date of birth)	Brief personal history, positions and responsibilities	Number of the Company's shares held
1	Hisashi Shibata (November 18, 1963) (Reappointment)	<p>Apr. 1986 Joined The Shizuoka Bank, Ltd.</p> <p>Jan. 2003 Deputy General Manager, Head Office</p> <p>Jun. 2004 Dispatched to Regional Banks Association of Japan as Deputy General Manager and Deputy General Manager of Tokyo Liaison Office, Corporate Planning Dept., The Shizuoka Bank, Ltd.</p> <p>Jun. 2005 General Manager of Corporate Planning Group, Corporate Planning Dept.</p> <p>Jun. 2009 General Manager of Corporate Planning Dept.</p> <p>Apr. 2011 General Manager of Gofukucho Branch</p> <p>Jun. 2011 Executive Officer and General Manager of Gofukucho Branch</p> <p>Jun. 2012 Senior Executive Officer, Deputy General Manager of Banking Division in charge of securities and international business, General Manager of Metropolitan Business Unit and General Manager of Tokyo Branch</p> <p>Apr. 2013 Senior Executive Officer, Deputy General Manager of Banking Division in charge of Metropolitan Division, General Manager of Metropolitan Business Unit and General Manager of Tokyo Branch</p> <p>Oct. 2013 Senior Executive Officer, Deputy General Manager of Banking Division in charge of Metropolitan Division, General Manager of Metropolitan Business Unit, General Manager of Tokyo Office</p> <p>Jun. 2014 Director & Senior Executive Officer, Deputy General Manager of Banking Division in charge of credit</p> <p>Jun. 2016 Director & Senior Executive Officer, Deputy General Manager of Corporate Center in charge of corporate planning and corporate administration</p> <p>Jun. 2017 President & COO</p> <p>Oct. 2022 President, Shizuoka Financial Group, Inc. (to present) Director, The Shizuoka Bank, Ltd. (retired in June 2025)</p> <p>Significant concurrent positions -</p>	156,700 shares
<p>[Reasons for selection as a candidate for Director]</p> <p>Mr. Hisashi Shibata served as General Manager of Corporate Planning Dept., General Manager of Gofukucho Branch, General Manager of Metropolitan Business Unit, and General Manager of Tokyo Office at The Shizuoka Bank, Ltd., which is now a part of the Shizuoka Financial Group. He also served as the Bank's President & COO from June 2017 to October 2022. He has been serving as President of the Company since October 2022 and is responsible for the Group's business management and operations. He utilizes his wealth of business experience and broad knowledge and plays an appropriate role in strengthening the effectiveness of the Board of Directors' decision-making and supervisory functions, among others. For these reasons, we have nominated Mr. Shibata as a candidate for Director again.</p>			

No.	Name (Date of birth)	Brief personal history, positions and responsibilities	Number of the Company's shares held
2	Minoru Yagi (May 7, 1963) (Reappointment)	<p>Apr. 1987 Joined The Shizuoka Bank, Ltd.</p> <p>Jun. 2003 Dispatched to Shizugin Management Consulting Co., Ltd. as Deputy General Manager</p> <p>Jun. 2004 General Manager of Human Resources Development Group, Corporate Administration Dept., The Shizuoka Bank, Ltd.</p> <p>Jun. 2008 General Manager of Shintori Branch</p> <p>Jan. 2010 General Manager of Yaizu Branch</p> <p>Apr. 2011 Senior General Manager of Corporate Planning Dept.</p> <p>Jun. 2012 Executive Officer, General Manager of Corporate Planning Dept.</p> <p>Jun. 2014 Director & Senior Executive Officer, Deputy General Manager of Corporate Center in charge of corporate planning and corporate administration</p> <p>Jun. 2016 Director & Senior Executive Officer, Deputy General Manager of Banking Division in charge of credit</p> <p>Jun. 2017 Director & Senior Managing Executive Officer, General Manager of Corporate Center</p> <p>Jun. 2021 Deputy President, General Manager of Corporate Center</p> <p>Oct. 2022 Director & Executive Officer, Shizuoka Financial Group, Inc. President, General Manager of Corporate Center, The Shizuoka Bank, Ltd.</p> <p>Jun. 2025 Director & Executive Officer, in charge of Corporate Administration Dept., Shizuoka Financial Group, Inc. (to present) President, General Manager of Corporate Center, in charge of Corporate Administration Dept., The Shizuoka Bank, Ltd. (to present)</p> <p>Significant concurrent positions President (Representative Director), The Shizuoka Bank, Ltd.</p>	85,300 shares
<p>[Reasons for selection as a candidate for Director]</p> <p>Mr. Minoru Yagi served as General Manager of Yaizu Branch and General Manager of Corporate Planning Dept. at The Shizuoka Bank, Ltd., which is now a part of the Shizuoka Financial Group. He was appointed as the Bank's Deputy President from June 2021 and has served as President of Shizuoka Bank, Ltd since October 2022. In addition, he has been serving as Director & Executive Officer of the Company since October 2022 and is responsible for Group business management and operations. He utilizes his wealth of business experience and broad knowledge and plays an appropriate role in strengthening the effectiveness of the Board of Directors' decision-making and supervisory functions, among others. For these reasons, we have nominated Mr. Yagi as a candidate for Director again.</p>			

No.	Name (Date of birth)	Brief personal history, positions and responsibilities	Number of the Company's shares held
3	Yutaka Fukushima (September 19, 1966) (Reappointment)	<p>Apr. 1989 Joined The Shizuoka Bank, Ltd.</p> <p>Apr. 2005 General Manager of Fujikawa Branch</p> <p>Jun. 2006 Deputy General Manager of Corporate Planning Group of Corporate Planning Dept.</p> <p>Jan. 2009 General Manager of Fujinomiya Branch</p> <p>Jun. 2011 Joint General Manager of Credit Dept. (concurrently serving as General Manager of Credit Group II)</p> <p>Jun. 2013 General Manager of Fujichuo Branch</p> <p>Jan. 2015 General Manager of Gofukucho Branch</p> <p>Jun. 2015 Executive Officer, General Manager of Gofukucho Branch</p> <p>Jun. 2016 Executive Officer, General Manager of Head Office</p> <p>Jun. 2017 Senior Executive Officer, General Manager of Eastern Area Business Unit</p> <p>Jun. 2021 Director & Senior Executive Officer, General Manager of Banking Division and Business Promotion Dept.</p> <p>Jun. 2022 Director and Senior Managing Executive Officer, General Manager of Banking Division</p> <p>Oct. 2022 Director & Executive Officer, in charge of Group Company Business, Shizuoka Financial Group, Inc. (to present)</p> <p>Jun. 2025 Director and Senior Managing Executive Officer, General Manager of Banking Division, in charge of Area Business Units, Sales Strategy Dept., Corporate Business Support Dept., Life Planning Support Dept., Asset Building Support Division, International Business Dept., and Digital Business Promotion Dept., The Shizuoka Bank, Ltd. (to present)</p> <p>Significant concurrent positions Director and Senior Managing Executive Officer (Representative Director)*, The Shizuoka Bank, Ltd. *Scheduled to assume office as Director and Deputy President (Representative Director), The Shizuoka Bank, Ltd. on June 19, 2026</p>	51,200 shares
<p>[Reasons for selection as a candidate for Director]</p> <p>Mr. Yutaka Fukushima served as General Manager of Head Office and General Manager of Eastern Area Business Unit at The Shizuoka Bank, Ltd., which is now a part of the Shizuoka Financial Group. He has also served as a Director at the Bank since June 2021. In addition, he has been serving as Director & Executive Officer of the Company since October 2022 and is responsible for Group business management and operations. He utilizes his wealth of business experience and broad knowledge and plays an appropriate role in strengthening the effectiveness of the Board of Directors' decision-making and supervisory functions, among others. For these reasons, we have nominated Mr. Fukushima as a candidate for Director again.</p>			

No.	Name (Date of birth)	Brief personal history, positions and responsibilities	Number of the Company's shares held
4	Hiromitsu Umehara (April 9, 1967) (New candidate)	<p>Apr. 1990 Joined The Shizuoka Bank, Ltd.</p> <p>Mar. 2006 Deputy General Manager of Hamamatsu Office</p> <p>Jun. 2007 General Manager of Mochimune Branch</p> <p>Jun. 2008 General Manager of Personnel and Human Resources Development Group, Corporate Administration Dept.</p> <p>Jun. 2009 General Manager of Corporate Planning Group, Corporate Planning Dept.</p> <p>Apr. 2013 General Manager of Tokyo Banking Division III, Tokyo Branch</p> <p>Jun. 2016 General Manager of Corporate Planning Dept.</p> <p>Apr. 2019 Executive Officer, General Manager of Tokyo Office; General Manager of Treasury and Securities Dept.</p> <p>Jun. 2020 Senior Executive Officer, General Manager of Central Area Business Unit</p> <p>Oct. 2022 Senior Executive Officer, Deputy General Manager of Corporate Center, in charge of corporate planning Executive Officer & CFO, the Company (to present)</p> <p>Jun. 2023 Director & Senior Executive Officer, Deputy General Manager of Corporate Center, in charge of corporate planning, The Shizuoka Bank, Ltd.</p> <p>Jun. 2025 Director & Senior Executive Officer, Deputy General Manager of Corporate Center, in charge of corporate planning, Corporate Planning Dept., and Secretarial Office (to present)</p> <p>Significant concurrent positions Director & Senior Executive Officer*, The Shizuoka Bank, Ltd. *Scheduled to assume office as Director & Senior Managing Executive Officer, The Shizuoka Bank, Ltd. on June 19, 2026</p>	38,500 shares
<p>[Reasons for selection as a candidate for Director]</p> <p>Mr. Hiromitsu Umehara served as General Manager of Tokyo Office and General Manager of Central Area Business Unit at The Shizuoka Bank, Ltd., which is now a part of the Shizuoka Financial Group. He has also served as a Director at the Bank since June 2023. In addition, he has been serving as Executive Officer of the Company since October 2022 and is responsible for Group business management and operations. The Company judges that he can play an appropriate role in strengthening the effectiveness of the Board of Directors' decision-making and supervisory functions among others by utilizing his wealth of business experience and broad knowledge. For these reasons, we have nominated Mr. Umehara as a new candidate for Director.</p>			

No.	Name (Date of birth)	Brief personal history, positions and responsibilities	Number of the Company's shares held
5	Kumi Fujisawa (March 15, 1967) (Reappointment, Candidate for Outside Director)	Apr. 1995 Established IFIS Limited Representative Director of the same (retired in July 1999) Jun. 2004 Executive Director, The Investment Trusts Association, Japan (retired in June 2023) Nov. 2004 Director, SophiaBank Limited (retired in March 2022) Jun. 2011 Public Governor, Japan Securities Dealers Association (to present) Jun. 2013 Director, The Shizuoka Bank, Ltd. (retired October 2022) Aug. 2013 President, SophiaBank Limited (retired in March 2022) Jun. 2014 Director, Toyota Tsusho Corporation (retired in June 2023) May 2016 Director, Creek and River Co., Ltd. (retired in May 2022) Mar. 2018 Director, JAPAN PROFESSIONAL FOOTBALL LEAGUE (retired in March 2022) Oct. 2018 Director, Net Protections Holdings, Inc. (retired in June 2025) Apr. 2019 Director, Japan Action Tank (to present) Mar. 2020 Director, JINSEKI KOGEN GAKUEN INSTITUTION (to present) Jan. 2021 Director, CellSource Co., Ltd. (retired in January 2026) Apr. 2021 Representative Director, Japan Philanthropic Partners (retired in November 2024) Oct. 2021 Auditor, Ridilover Inc. (retired in September 2025) Apr. 2022 Chairperson, Institute for International Socio-Economic Studies, Ltd. (to present) May 2022 Director, EDMILSON FUNDS ASIA (to present) Oct. 2022 Director, Shizuoka Financial Group, Inc. (to present) Apr. 2023 Director, University Public Corporation Osaka (to present) Jul. 2024 Chairperson, JAPAN SOCIETY OF SPORTS INDUSTRY (to present) Sep. 2024 Director, Mercari, Inc. (to present) Jun. 2025 Director, Toyota Motor Corporation (to present) Significant concurrent positions Chairperson, Institute for International Socio-Economic Studies	2,300 shares
<p>[Reasons for selection as a candidate for Outside Director and expected roles]</p> <p>Ms. Kumi Fujisawa founded Japan's first investment trust evaluation firm and served as its representative director. She also participated in forming SophiaBank Limited and served as its representative director. She has served in various public positions, including as a committee member of the Financial System Council of the Financial Services Agency. She served as Outside Director of The Shizuoka Bank, Ltd., a group company of the Company, from June 2013 through October 2022 before becoming a Director of the Shizuoka Financial Group, Inc. in October 2022. Her profound understanding of the Group's operations and advanced knowledge of new businesses, innovations and more, backed by her career trajectory, are crucial as we pursue the development of new business areas that leverage synergies with existing business structures of the Group under our management strategy. In the Board of Directors and other meetings, she provides forward-looking insights that incorporate perspectives on future technological advancements and societal trends. Furthermore, drawing on this wealth of experience and knowledge, she plays an appropriate role in ensuring the transparency and fairness of the decision-making process in the Company's Board of Directors and further strengthening its supervisory function by contributing an objective standpoint that is independent of management. For these reasons, we have selected Ms. Fujisawa as a candidate for Outside Director again. Her term of office as Outside Director of the Company will be three years and nine months upon the conclusion of this Annual General Meeting of Shareholders.</p>			

[Matters concerning independence]

The Company has registered Ms. Kumi Fujisawa as an independent officer with Tokyo Stock Exchange Inc., as she is judged not to have any potential conflicts of interest with general shareholders according to the criteria for the independence of independent officers as stipulated by the Tokyo Stock Exchange and the criteria for designating independent directors as stipulated by the Company.

No.	Name (Date of birth)	Brief personal history, positions and responsibilities	Number of the Company's shares held
6	Kazutoshi Inano (September 4, 1953) (Reappointment, Candidate for Outside Director)	<p>Apr. 1976 Joined Nomura Securities Co., Ltd. (currently NOMURA HOLDINGS, INC.)</p> <p>Jun. 2000 Director, Executive Vice President of Nomura Securities Co., Ltd.</p> <p>Apr. 2002 Director, President of Nomura Asset Management Co., Ltd.</p> <p>Apr. 2003 Director, Deputy President & Co-COO of NOMURA HOLDINGS, INC.</p> <p>Jun. 2003 Director, Executive Managing Director, Deputy President & Co-COO of NOMURA HOLDINGS, INC. (retired in March 2008) Director, Executive Managing Director, President & CEO of Nomura Asset Management Co., Ltd. (retired March 2005)</p> <p>Apr. 2005 Director, Chairman of The Nomura Trust and Banking Co., Ltd. (retired in March 2008)</p> <p>Apr. 2008 Executive Managing Director, Deputy Chairman of Nomura Securities Co., Ltd. (retired in March 2009)</p> <p>Apr. 2009 Director, Chairperson, Representative Executive Managing Director of Nomura Asset Management Co., Ltd. Vice Chairman of Japan Association of Corporate Executives (retired in April 2013)</p> <p>Jun. 2009 Chairman of The Investment Trusts Association (retired in June 2013)</p> <p>Aug. 2009 Chairman of The Securities Analysts Association of Japan (retired in August 2013)</p> <p>Jun. 2011 Chairperson of the Board of Directors of Nomura Asset Management Co., Ltd. (retired in June 2013)</p> <p>Jul. 2013 Chairman of Japan Securities Dealers Association (retired in June 2017)</p> <p>May 2017 Chairman of Japan Securities Scholarship Foundation (retired in June 2023)</p> <p>Apr. 2018 Chairman of Japan Foundation For Regional Vitalization (retired in August 2022)</p> <p>Jun. 2021 Director, The Shizuoka Bank, Ltd. (retired in October 2022)</p> <p>Oct. 2022 Director, Shizuoka Financial Group, Inc. (to present)</p> <p>Jul. 2023 Director of Japan Securities Scholarship Foundation (retired in July 2025)</p> <p>Aug. 2023 Outside Councilor, Ernst & Young ShinNihon LLC (to present)</p> <p>Jul. 2025 Trustee, Japan Securities Scholarship Foundation (to present)</p> <p>Significant concurrent positions -</p>	2,000 shares

[Reasons for selection as a candidate for Outside Director and expected roles]

Mr. Kazutoshi Inano held important positions in the Nomura Group companies including Director, Executive Managing Director, Deputy President of NOMURA HOLDINGS, INC. He also served as Chairman of The Investment Trusts Association, Chairman of The Securities Analysts Association of Japan, Chairman of Japan Securities Dealers Association, Chairman of Japan Securities Scholarship Foundation, and Chairman of Japan Foundation For Regional Vitalization. He served as Outside Director of The Shizuoka Bank, Ltd., a group company of the Company, from June 2021 through October 2022 before becoming a Director of the Shizuoka Financial Group, Inc. in October 2022. His experience as a manager at a listed financial group company and resulting advanced knowledge of the overall financial business are crucial as we expand our business as a comprehensive financial group, while advancing governance practices as a listed company under a holding company structure. In the Board of Directors and other meetings, he provides insights that accurately capture the balance between risks and opportunities for the financial business of the Group. Furthermore, drawing on this wealth of experience and knowledge, he plays an appropriate role in ensuring the transparency and fairness of the decision-making process in the Company's Board of Directors and further strengthening its supervisory function by contributing an objective standpoint that is independent of management. For these reasons, we have selected Mr. Inano as a candidate for Outside Director again. His term of office as Outside Director of the Company will be three years and nine months upon the conclusion of this Annual General Meeting of Shareholders.

[Matters concerning independence]

The Company has registered Mr. Kazutoshi Inano as an independent officer with the Tokyo Stock Exchange, as he is judged not to have any potential conflicts of interest with general shareholders according to the criteria for the independence of independent officers as stipulated by the Tokyo Stock Exchange and the criteria for designating independent directors as stipulated by the Company.

Notes: 1. No special interest exists between any of the candidates for Director and the Company.

2. Ms. Kumi Fujisawa and Mr. Kazutoshi Inano are candidates for Outside Director.

3. Limited liability agreements with Outside Directors

In order to ensure that the Company is able to secure suitable individuals as its Outside Directors, the Company has established a provision concerning limited liability agreements with the Outside Directors in the current Articles of Incorporation. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has concluded agreements (hereinafter referred to as the "limited liability agreements") with Ms. Kumi Fujisawa and Mr. Kazutoshi Inano to limit their liability provided for in Article 423, Paragraph 1 of the Companies Act and the agreements are to be continued when they are re-elected as Outside Directors of the Company. The limitation of liability under the agreement shall be the minimum liability amount provided in Article 425, Paragraph 1 of the same Act.

4. Directors and Officers Liability Insurance Contract

The Company has entered into a directors and officers liability insurance ("D&O Insurance") contract as stipulated in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. The D&O Insurance covers damage, etc. (excluding damage, etc. applicable to exemptions contractually stipulated in the D&O Insurance) that may arise when directors assume liability for the execution of their duties. The insurance premiums of the D&O Insurance are fully borne by the Company. If the candidates are elected and assume office as Director, any of them will be insured under the D&O Insurance. The contract period of the D&O Insurance is set at one year. The Company plans to renew the insurance before it reaches its maturity during the candidates' terms of office, in accordance with the resolution of the Board of Directors.

5. With regard to Ms. Kumi Fujisawa, the candidate for Outside Director, the name "Kumi Fujisawa" is used for professional purposes only, and stated above as such due to its high recognition among the public, whereas her name in the domiciliary register is Kumi Tsunoda.

<Reference>

The criteria for designating independent directors stipulated by the Company are found below the table describing "Status of Major Activities of Outside Directors" in 3. (2) of the Business Report.

Proposal No. 3: Election of Four (4) Directors Who Are Audit & Supervisory Committee Members

The terms of office of four (4) Directors who are Audit & Supervisory Committee Members will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of four (4) Directors who are Audit & Supervisory Committee Members is proposed.

The Audit & Supervisory Committee has given its consent to this proposal.

The candidates are as follows:

No.		Name	Present position at the Company
1	Reappointment	Koichi Kiyokawa	Director (Audit & Supervisory Committee Member)
2	Reappointment Candidate for Outside Director	Kazuto Tsubouchi	Outside Director (Audit & Supervisory Committee Member)
3	Reappointment Candidate for Outside Director	Naomi Ushio	Outside Director (Audit & Supervisory Committee Member)
4	New candidate Candidate for Outside Director	Noriyuki Yanagawa	-

No.	Name (Date of birth)	Brief personal history, positions and responsibilities	Number of the Company's shares held
1	Koichi Kiyokawa (March 18, 1965) (Reappointment)	Apr. 1988 Joined The Shizuoka Bank, Ltd. Jun. 2004 Deputy General Manager of Corporate Planning Group of Corporate Planning Dept. Jun. 2006 General Manager of New York Branch Jun. 2009 Senior Deputy General Manager of Numazu Branch Oct. 2009 Senior Deputy General Manager of Numazu Branch (concurrently serving as General Manager of Honcho Branch) Apr. 2010 General Manager of Fujieda Branch Apr. 2012 Joint General Manager of Corporate Administration Dept. Jun. 2012 General Manager of Corporate Administration Dept. Jun. 2014 Executive Officer, General Manager of Corporate Planning Dept. Jun. 2016 Executive Officer, General Manager of Risk Management Dept. Jun. 2017 Executive Officer, General Manager of Shimizu Branch Jun. 2019 Executive Officer, General Manager of Head Office Jun. 2020 Director & Senior Executive Officer, General Manager of Audit Dept. Jun. 2022 Director & Senior Executive Officer (retired in October 2022) Oct. 2022 Director (Audit & Supervisory Committee Member), Shizuoka Financial Group, Inc. (to present) Jun. 2023 Audit & Supervisory Board Member, The Shizuoka Bank, Ltd. (to present) Significant concurrent positions -	39,200 shares
<p>[Reasons for selection as a candidate for Director]</p> <p>Mr. Koichi Kiyokawa served as General Manager of Shimizu Branch and General Manager of Head Office at The Shizuoka Bank, Ltd., which is now a part of the Shizuoka Financial Group. He has also served as the Bank's Director since June 2020 and as the Company's Director who is an Audit & Supervisory Committee Member since October 2022. Drawing on this wealth of experience and knowledge, he plays an appropriate role in ensuring the transparency and fairness of the decision-making process in the Company's Board of Directors and further strengthening its supervisory function from an objective standpoint that is independent of management. For these reasons, we have selected Mr. Kiyokawa as a candidate for Director who is an Audit & Supervisory Committee Member again.</p>			

No.	Name (Date of birth)	Brief personal history, positions and responsibilities	Number of the Company's shares held
2	<p>Kazuto Tsubouchi (May 2, 1952)</p> <p>(Reappointment, Candidate for Outside Director)</p>	<p>Apr. 1976 Joined Nippon Telegraph and Telephone Public Corporation (currently NIPPON TELEGRAPH AND TELEPHONE CORPORATION (NTT))</p> <p>Dec. 2000 General Manager, Kanazawa Branch of NIPPON TELEGRAPH AND TELEPHONE WEST CORPORATION</p> <p>Jun. 2006 Member of the Board of Directors, Senior Vice President, Managing Director of Accounts and Finance Department of NTT DOCOMO, INC.</p> <p>Jun. 2012 Member of the Board of Directors, Senior Executive Vice President, Chief Financial Officer of NTT DOCOMO, INC. (retired in June 2014)</p> <p>Jul. 2015 President, Foundation for MultiMedia Communications (retired in June 2018)</p> <p>Jun. 2018 Chairman, Information & Telecommunication Equipment Constructor's Association (retired in June 2020)</p> <p>Jun. 2020 Director, The Shizuoka Bank, Ltd. (retired in October 2022)</p> <p>Oct. 2022 Director (Audit & Supervisory Committee Member), Shizuoka Financial Group, Inc. (to present)</p> <p>Significant concurrent positions -</p>	0 shares
<p>[Reasons for selection as a candidate for Outside Director and expected roles]</p> <p>Mr. Kazuto Tsubouchi served as a Member of the Board of Directors, Senior Executive Vice President (CFO) of NTT DOCOMO, INC. He also has experience of serving in roles that are public in nature, such as President of the Foundation for MultiMedia Communications and Chairman of the Information & Telecommunication Equipment Constructor's Association. He served as Outside Director of The Shizuoka Bank, Ltd., a group company of the Company, from June 2020 through October 2022 before becoming an Outside Director of the Company in October 2022. His experience as a senior executive (Chief Financial Officer) at a major listed telecommunications group and advanced knowledge, particularly in finance and IT, are crucial for the effective supervision of growth investments and other aspects of our management strategy. In the Board of Directors and other meetings, he provides insightful opinions on matters such as business profitability and the probability of enhancing corporate value. Furthermore, drawing on his wealth of experience and knowledge, he plays an appropriate role in ensuring the transparency and fairness of the decision-making process in the Company's Board of Directors and further strengthening its supervisory function from an objective standpoint that is independent of management. For these reasons, we have selected Mr. Tsubouchi as a candidate for Outside Director who is an Audit & Supervisory Committee Member again. The term of office as Outside Director of Mr. Tsubouchi will be three years and nine months upon the conclusion of this Annual General Meeting of Shareholders.</p>			
<p>[Matters concerning independence]</p> <p>The Company has registered Mr. Kazuto Tsubouchi as an independent officer with the Tokyo Stock Exchange, as he is judged not to have any potential conflicts of interest with general shareholders according to the criteria for the independence of independent officers as stipulated by the Tokyo Stock Exchange and the criteria for designating independent directors as stipulated by the Company.</p>			

No.	Name (Date of birth)	Brief personal history, positions and responsibilities	Number of the Company's shares held
3	Naomi Ushio (March 8, 1961) (Reappointment, Candidate for Outside Director)	Apr. 1983 Joined Fuji Television Network, Inc. (retired in February 1989) Apr. 1998 Senior Assistant Professor, Meiji University Apr. 2003 Assistant Professor, Meiji University Apr. 2007 Associate Professor, Meiji University Apr. 2009 Professor, School of Information and Communication, Meiji University (to present) Aug. 2009 Expert Member, Liaison Conference for the Promotion of Gender Equality, Cabinet Office (retired in August 2015) Jun. 2011 Audit & Supervisory Board Member, Seven Bank, Ltd. (retired in June 2019) Jun. 2014 Corporate Auditor, JX Holdings, Inc. (currently ENEOS Holdings, Inc.) (retired in June 2018) Apr. 2016 Vice President, Meiji University (retired in March 2020) Mar. 2018 Director, POLA ORBIS HOLDINGS INC. (to present) Feb. 2019 Member, 10th Central Council for Education, Ministry of Education, Culture, Sports, Science and Technology (retired in February 2021) Jun. 2019 Audit & Supervisory Board Member, The Shizuoka Bank, Ltd. (retired in October 2022) Jun. 2020 Corporate Auditor, Hadoromo Foods Corporation (retired in June 2024) Jun. 2021 Director, The Dai-ichi Life Insurance Company, Limited (to present) Oct. 2022 Director (Audit & Supervisory Committee Member), Shizuoka Financial Group, Inc. (to present) Jun. 2024 Director, Hadoromo Foods Corporation (to present) Significant concurrent positions Professor, School of Information and Communication, Meiji University	0 shares
<p>[Reasons for selection as a candidate for Outside Director and expected roles] As a university professor, Ms. Naomi Ushio specializes in business administration and human resources management theories, is addressing the issue of enabling working women to make use of their abilities, and has experience as outside director or outside audit & supervisory board member of other listed companies. She also has experience of serving in roles that are public in nature, such as an Expert Member of the Liaison Conference for the Promotion of Gender Equality of the Cabinet Office. She served as Outside Director of The Shizuoka Bank, Ltd., a group company of the Company, from June 2019 through October 2022 before becoming Outside Director of the Company in October 2022. Her advanced knowledge, which includes DE&I perspectives aimed at fostering the success of the Group's human resources, is crucial for the effective supervision of human capital management initiatives. In the Board of Directors and other meetings, she also provides insightful opinions, which help align business strategy and human resource strategy. Furthermore, drawing on her wealth of experience and knowledge, she plays an appropriate role in ensuring the transparency and fairness of the decision-making process in the Company's Board of Directors and further strengthening its supervisory function from an objective standpoint that is independent of management. For these reasons, we have selected Ms. Ushio as a candidate for Outside Director who is an Audit & Supervisory Committee Member again. The term of office as Outside Director of Ms. Ushio will be three years and nine months upon the conclusion of this Annual General Meeting of Shareholders.</p>			
<p>[Matters concerning independence] The Company has registered Ms. Ushio as an independent officer with the Tokyo Stock Exchange, as she is judged not to have any potential conflicts of interest with general shareholders according to the criteria for the independence of independent officers as stipulated by the Tokyo Stock Exchange and the criteria for designating independent directors as stipulated by the Company.</p>			

No.	Name (Date of birth)	Brief personal history, positions and responsibilities	Number of the Company's shares held
4	Noriyuki Yanagawa (April 23, 1963) (New candidate, Candidate for Outside Director)	Apr. 1996 Assistant Professor, Graduate School of Economics, The University of Tokyo Apr. 2007 Associate Professor, Graduate School of Economics, The University of Tokyo Dec. 2011 Professor, Graduate School of Economics, The University of Tokyo (to present) Jun. 2016 Director, Sumitomo Mitsui Asset Management Company, Limited (currently, Sumitomo Mitsui DS Asset Management Company, Limited) (retired in June 2024) Jan. 2019 Member, Council on Economic and Fiscal Policy, Cabinet Office (retired in October 2025) Jun. 2020 Director, Yamaguchi Financial Group, Inc. (retired in June 2022) Jun. 2022 Director, ORIX Corporation (to present) Jun. 2025 Director, Commons Asset Management, Inc. (to present) Significant concurrent positions Professor, Graduate School of Economics, The University of Tokyo	0 shares
[Reasons for selection as a candidate for Outside Director and expected roles]			
<p>Mr. Noriyuki Yanagawa is a university professor specializing in economics related to corporate behavior based on legal systems and contracts. He also serves as an outside director of other listed companies engaged in financial-related businesses. He has experience of serving in roles that are public in nature, such as a member of the Council on Economic and Fiscal Policy of the Cabinet Office and a member of the Corporate Governance System (CGS) Study Group of the Ministry of Economy, Trade and Industry, as an expert in the fields of economics and finance, including their relationship with legal systems. We expect him to provide supervision and advice on the management of the Group based on his advanced expertise in governance and corporate behavior, informed by his economic perspective. Furthermore, we believe that, drawing on his wealth of experience and knowledge, he plays an appropriate role in ensuring the transparency and fairness of the decision-making process of the Company's Board of Directors and further strengthening its supervisory function from an objective standpoint that is independent of management. For these reasons, we have selected Mr. Yanagawa as a candidate for Outside Director who is an Audit & Supervisory Committee Member.</p>			
[Matters concerning independence]			
<p>The Company has registered Mr. Noriyuki Yanagawa as an independent officer with the Tokyo Stock Exchange as he is judged not to have any potential conflicts of interest with general shareholders according to the criteria for the independence of independent officers as stipulated by the Tokyo Stock Exchange and the criteria for designating independent directors as stipulated by the Company.</p>			

- Notes:
1. No special interest exists between any of the candidates for Director and the Company.
 2. Mr. Kazuto Tsubouchi, Ms. Naomi Ushio and Mr. Noriyuki Yanagawa are candidates for Outside Director.
 3. Ms. Naomi Ushio and Mr. Noriyuki Yanagawa have no experience of involvement in corporate management other than in their roles as outside officers. However, as described in "Reasons for selection as a candidate for Outside Director and expected roles" above, the Company judges that they can appropriately fulfill their duties as Outside Directors who are Audit & Supervisory Committee Members of the Company.
 4. Mr. Noriyuki Yanagawa serves as Outside Director of Commons Asset Management, Inc., which is an equity-method affiliate.
 5. Limited liability agreements with Outside Directors
 In order to ensure that the Company is able to secure suitable individuals as its Outside Directors, the Company has established a provision concerning limited liability agreements with the Outside Directors in the current Articles of Incorporation. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has concluded agreements (hereinafter referred to as the "limited liability agreements") with Mr. Kazuto Tsubouchi and Ms. Naomi Ushio to limit their liability provided for in Article 423, Paragraph 1 of the Companies Act and the agreements are to be continued when they are re-elected as Outside Directors of the Company. The Company intends to conclude a limited liability agreement with Mr. Noriyuki Yanagawa, a new candidate, following his election. The limitation of liability under the agreement shall be the minimum liability amount provided in Article 425, Paragraph 1 of the same Act.

6. Directors and Officers Liability Insurance Contract

The Company has entered into a directors and officers liability insurance (“D&O Insurance”) contract as stipulated in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. The D&O Insurance covers damage, etc. (excluding damage, etc. applicable to exemptions contractually stipulated in the D&O Insurance) that may arise when directors assume liability for the execution of their duties. The insurance premiums of the D&O Insurance are fully borne by the Company. If the candidates are elected and assume office as Director, any of them will be insured under the D&O Insurance. The contract period of the D&O Insurance is set at one year. The Company plans to renew the insurance before it reaches its maturity during the candidates’ terms of office, in accordance with the resolution of the Board of Directors.

<Reference>

The criteria for designating independent directors stipulated by the Company are found below the table describing “Status of Major Activities of Outside Directors” in 3. (2) of the Business Report.

[Reference]

Areas in which Directors are particularly expected to fulfill their roles at the Board of Directors

Under its flexible and strong governance framework that provides a ground for continuous growth, the Group aims to strengthen the Group’s management and establish businesses that promote co-creation of value with stakeholders and to achieve growth through the provision of specialized and cutting-edge comprehensive financial services, as well as by taking on the challenges of new businesses.

The Board of Directors assumes the mission of supervising the entire Group’s business execution based on the Group’s wide variety of expertise and linking the Group’s business to the continuous growth of the Group and its stakeholders. With an eye on its aim described above, in the areas of “corporate management,” “society and economy,” and “business,” the Board of Directors secures an appropriate balance as a whole required for effective oversight with respect to the key aspects that it must supervise in response to the business environment, through each Director fulfilling his/her roles and demonstrating skills from a comprehensive perspective based on his/her knowledge, backed by his/her personal background, professional experience, and other attributes.

	Corporate management			Society and economy		Business	
	Supervision of management as a listed company	Management strategy of a comprehensive financial group	Supervision of internal control	Vision for local communities and economies	Responding to social changes	Comprehensive financial services	New businesses (business development, M&A and business mix)
Hisashi Shibata (President (Representative Director))	●	●	● Financial accounting	●		● Banking business (Branch sales/ market operations)	
Minoru Yagi (Director & Executive Officer)		●	● Financial accounting, business management (HR)	●		● Banking business (Branch sales/ market operations)	
Yutaka Fukushima (Director & Executive Officer)		●		●		● Banking business (Branch sales)	
Hiromitsu Umehara (Executive Officer)			● Financial accounting	●		● Banking business (Branch sales/ market operations)	●
Kumi Fujisawa (Outside Director)	●			●	● Innovation	● Investment business	●
Kazutoshi Inano (Outside Director)	●	●		●		● Asset management business	●
Koichi Kiyokawa (Director (Audit & Supervisory Committee Member))			● Financial accounting, business management (HR), risk management, internal audit	●		● Banking business (Branch sales/ market operations)	
Kazuto Tsubouchi (Outside Director (Audit & Supervisory Committee Member))	●		● Financial accounting		● IT/digital		●
Naomi Ushio (Outside Director (Audit & Supervisory Committee Member))	●		● Business management (HR)		● DE&I		
Noriyuki Yanagawa (Outside Director (Audit & Supervisory Committee Member))	●		● Legal system, governance		● Economic/ industrial trends		

Notes: 1. They are all candidates for Director proposed for election under the Proposal No. 2 and the Proposal No. 3 of this Annual General Meeting of Shareholders.

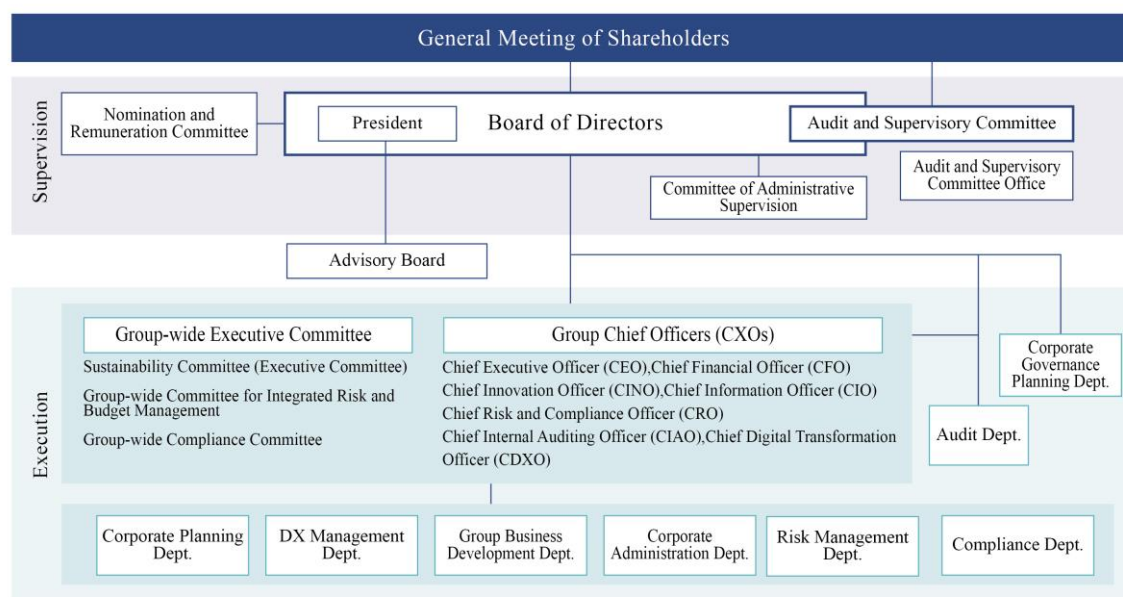
2. Current positions in the Company are enclosed in parentheses.

[Supplementary explanation regarding roles and skills]

Roles and skills		Approach to roles and skills
Corporate Management	Supervision of management as a listed company	In accordance with the principles of corporate governance required of companies listed on the Tokyo Stock Exchange Prime Market, we emphasize the supervisory function to ensure management that respects the interests of shareholders
	Management strategy of a comprehensive financial group	As a comprehensive financial group with banking as its founding business, we emphasize a management strategy that builds relationships of trust with the local communities and other stakeholders, co-creates value with them, and drives growth together.
	Supervision of internal control	From the perspective of appropriately implementing management supervision as a listed company and the management strategy of a comprehensive financial group, we emphasize supervision of the Group's internal controls over business operations.
Society and economy	Vision for local communities and economies	Guided by our corporate philosophy, "Expand dreams and affluence with our community," we believe that a vision for the future of local communities and the economy is essential for our Group to grow together with the communities.
	Responding to social changes	To achieve sustainable growth as a corporate group, we believe it is necessary to proactively anticipate social changes and transform the Group's management and business operations.
Business	Comprehensive financial services	The Group aims to achieve both the creation of social value and the enhancement of corporate value by providing specialized and advanced comprehensive financial services to a wide range of customers, including those in the local communities.
	New businesses (business development, M&A and business mix)	The Group aims to achieve both the creation of social value and the enhancement of corporate value by proactively anticipating social changes, taking on challenges for new businesses, and appropriately updating the Group's business mix.

[Reference] Initiatives to Strengthen the Corporate Governance System

The Group is strengthening its corporate governance system to achieve both the creation of social value and the enhancement of corporate value. The Board of Directors supervises the Group’s sustainable business growth through co-creation of value with all stakeholders, while the executive side, including the Group Chief Officers and the Group-wide Executive Committee, manages the Group’s business and administrative operations under the supervision of the Board of Directors. By strengthening corporate governance through collaboration between supervision and execution, we aim to enhance the well-being of all stakeholders and enhance corporate value over the medium to long term.



Building a supervisory structure to ensure the independence of Outside Directors

To appropriately supervise business execution in response to changes in the business environment, each of the Group’s supervisory organs (the Board of Directors, the Audit and Supervisory Committee, and the Nomination and Remuneration Committee) includes an appropriate proportion of independent Outside Directors. (The graphs below show the current situation.)



[Reference] Measures to Reduce Strategic Shareholdings

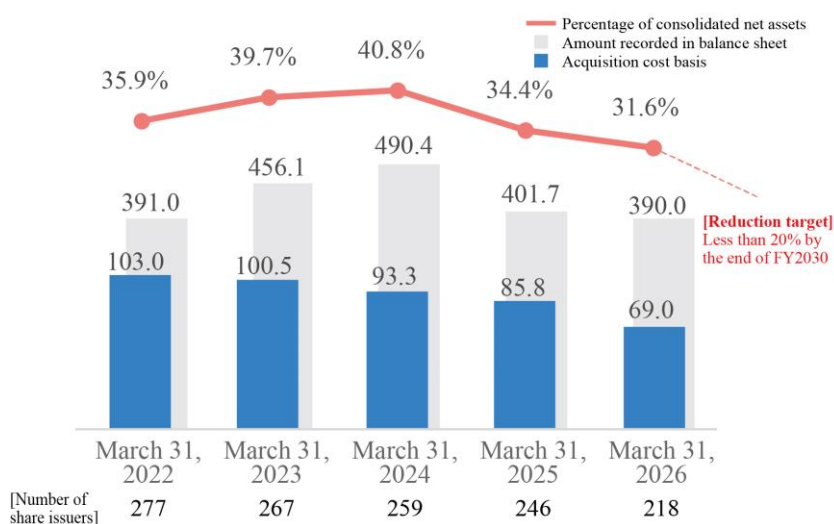
• Policy on strategic shareholdings (Corporate Governance Code Principle 1.4)

The Company's basic policy on strategic shareholdings is to reduce them. The Company will only maintain those shareholdings deemed meaningful from the perspectives of "business investment," "strengthening business relationships," and "contribution to the regional economy." Under the supervision of the Board of Directors, the Company determines its policy on strategic shareholdings based on profitability, the status of share prices, etc. and by considering, in the business plan for each year, the appropriateness of the purposes of these shareholdings, their benefits, and profitability from investment in them, among other things. The significance and economic rationality of strategic shareholdings are verified based on certain indices that take into account capital cost, etc. In cases where a strategic shareholder of the Company expresses its intention to sell its shares of the Company, the Company accepts the intention in principle without discouraging the intended sale.

• Strategic shareholdings reduction target

The Company is working to reduce strategic shareholdings (market value) so that strategic shareholdings (market value) as a percentage of consolidated net assets will be less than 20% by the end of fiscal 2030. At the end of the fiscal year under review (March 31, 2026), strategic shareholdings (market value) as a percentage of consolidated net assets were 31.6% (a decrease of 2.8 percentage points compared to the figure at the end of the previous fiscal year). The capital obtained from the sale will be used for strategic investments in areas such as DX, human capital, and new businesses to accelerate the growth strategy.

Changes in Strategic Shareholdings (fiscal year-end) *Billions of yen



Breakdown of decreases in strategic shareholdings

Factors for increase/decrease	FY2024	FY2025
Reduction of strategic shareholdings	¥53.1 billion decrease	¥99.4 billion decrease
Market value increase/decrease	¥35.6 billion decrease	¥87.7 billion increase
Total	¥88.7 billion decrease	¥11.6 billion decrease

(Note) As there have been no strategic shareholdings held by the Company, the strategic shareholdings held by The Shizuoka Bank, Ltd., which is a consolidated subsidiary of the Company, are listed.

Investment shares held purely for investment purposes

We only hold shares that meet quantitative profitability criteria such as market-value-based dividend yield, and for which the issuing company has agreed to the sale and there are no circumstances preventing the sale, as "investment shares held purely for investment purposes (including transfers from strategic shareholdings)." The Corporate Planning Dept., which is organizationally separated from banking divisions, is responsible for decisions regarding sales and the exercise of voting rights (including establishment of exercise criteria).

Proposal No. 4: Revision of Performance-linked Compensation for Directors (Excluding Outside Directors and Directors Who Are Audit & Supervisory Committee Members)

With respect to the compensation, etc., for the Company’s Directors (excluding Directors who are Audit & Supervisory Committee Members), at the 1st Annual General Meeting of Shareholders held on June 16, 2023, approval was secured for “fixed monetary compensation,” “performance-linked compensation,” “officer compensation based on a points system linked to the share price,” and “restricted share-based compensation,” and no change has been made to date. Of these, the amount of “performance-linked compensation” for Directors (excluding Outside Directors and Directors who are Audit & Supervisory Committee Members) was approved to be up to 140 million yen per year, based on the level of net income attributable to owners of the parent.

In light of various factors, including changes in the business environment and economic conditions, and with the aim of creating incentives to improve consolidated business performance in line with the business environment, the Company would like to abolish the existing “performance-linked compensation” system, and introduce a new “performance-linked compensation” system in its place, under which the upper limit of the amount to be paid will be 140 million yen per year, based on the level of actual results of the key performance indicators set forth in the “Policy Relating to the Determination of the Details of Compensation, etc. for Individual Directors” (hereinafter referred to as the “Compensation Determination Policy”), which are to be resolved by the Board of Directors pursuant to Article 361, Paragraph 7 of the Companies Act and outlined in the Business Report. If this proposal is approved, the Company plans to specify “net income attributable to owners of the parent” and “consolidated ROE” as the key performance indicators in the “Compensation Determination Policy,” and to establish the upper limit of compensation based on the level of actual results for these key performance indicators, taking into account management objectives and other factors.

Any decisions on the timing and allocation of compensation, etc., would be entrusted to the Board of Directors.

Reference: Key points comparing the new system under this proposal and the previous system

Item	Previous system	New system (this proposal)
Key performance indicators Upper limit of compensation based on the level of actual results for the key performance indicators	[Key performance indicator] · Net income attributable to owners of the parent	[Key performance indicators] · Net income attributable to owners of the parent
	[Upper limit of compensation based on the level of actual results for the key performance indicators]	· Consolidated ROE [Upper limit of compensation based on the level of actual results for the key performance indicators]
	Net income attributable to owners of the parent	Upper limit of compensation
	20 billion yen or less	0
	More than 20 billion yen to 35 billion yen or less	20 million yen
	More than 35 billion yen to 40 billion yen or less	40 million yen
	More than 40 billion yen to 45 billion yen or less	60 million yen
	More than 45 billion yen to 50 billion yen or less	80 million yen
	More than 50 billion yen to 60 billion yen or less	100 million yen
Annual amount	More than 60 billion yen to 70 billion yen or less	120 million yen
	More than 70 billion yen	140 million yen
	· Up to 140 million yen	· Up to 140 million yen
		*Please refer to “[Reference] Overview of the Policy Relating to the Determination of the Details of Compensation, etc. for Individual Directors (Revised).”

This proposal has been determined by the Board of Directors following consultation with the Company's Nomination and Remuneration Committee, and the Audit & Supervisory Committee examined the proposal and expressed its opinion that there are no matters to be pointed out. The amount of compensation shall not include employee salaries payable to Directors (excluding Outside Directors and Directors who are Audit & Supervisory Committee Members) who are also employees.

The outline of the Company's "Compensation Determination Policy" is described in the "Matters Concerning Company Officers (Directors)" segment of the Business Report. If this proposal, Proposal No. 5: Revision of Officer Compensation Based on Points System Linked to Share Price and Restricted Share-based Compensation for Directors (Excluding Outside Directors and Directors Who Are Audit & Supervisory Committee Members), and Proposal No. 6: Increase of Amounts of Compensation, Etc. for Directors Who Are Audit & Supervisory Committee Members are approved, the Company is scheduled to change the "Compensation Determination Policy" at an extraordinary meeting of the Board of Directors to be held after this Annual General Meeting of Shareholders has concluded to ensure the policies coincide with the new approved content. The outline of the proposed revised content is described below in "[Reference] Overview of the Policy Relating to the Determination of the Details of Compensation, etc. for Individual Directors (Revised)." Furthermore, the content of this proposal is judged to be appropriate because it coincides with the proposed revised "Compensation Determination Policy" and is necessary to determine the content of compensation, etc., for individual Directors, and it also takes into account various circumstances, such as the status of the Company's management frameworks and broader economic conditions.

The Company currently has six Directors (excluding Directors who are Audit & Supervisory Committee Members), two of whom are Outside Directors. If Proposal No. 2: Election of Six (6) Directors (Excluding Directors Who Are Audit & Supervisory Committee Members) is approved as originally proposed, the number of Directors (excluding Outside Directors and Directors who are Audit & Supervisory Committee Members) who would be eligible for compensation under this proposal would be four.

[Reference] Overview of the Policy Relating to the Determination of the Details of Compensation, etc. for Individual Directors (Revised)

1. Basic policies

- (1) The compensation system for Directors shall be designed to function as a sound incentive to help the Shizuoka Financial Group develop into a sustainable corporate group that is able to maximize value for all stakeholders.
- (2) The compensation of Directors shall reflect the roles, responsibilities, and results that each Director should fulfill in order to maintain and improve the Group's sound management structure, while recognizing the responsibility to accurately manage the Group's business.
- (3) The fairness and objectiveness in the process for determining compensation, etc. shall be ensured, under appropriate supervision from the Board of Directors, including the involvement of the Nomination and Remuneration Committee, while respecting the resolutions of the General Meeting of Shareholder.

2. Overview of compensation, etc.

(1) Components of compensation

- (i) In addition to fixed monetary compensation, compensation for Directors (excluding Outside Directors and Directors who are Audit & Supervisory Committee Members) comprises performance-linked compensation, officer compensation based on a points system linked to share price, and restricted share-based compensation.
- (ii) Compensation for Outside Directors and Directors who are Audit & Supervisory Committee Members consists of fixed monetary compensation only in order to ensure neutrality and independence.

(2) Policy for determining the proportion of components of compensation

- (i) The components of compensation for Directors (excluding Outside Directors and Directors who are Audit & Supervisory Committee Members) shall be based on the percentages shown in the table below.
- (ii) The proportion of each component of compensation shall vary. The proportion of "fixed monetary compensation" shall be based on each Director's position, etc.; that of "performance-linked compensation" shall be based on the Company's business performance, each Director's position, and the degree of each Director's contribution to the Company's business performance, etc.; that of

“officer compensation based on a points system linked to the share price” shall be based on the Company’s business performance and each Director’s position, etc.; and that of “restricted share-based compensation” shall be based on each Director’s position, etc.

Basic compensation (monetary compensation)	Performance-linked compensation, etc. (monetary compensation)		Non-monetary compensation, etc. (Share-based compensation)
Fixed monetary compensation	Performance-linked compensation	Officer compensation based on a share price-linked points system	Restricted share-based compensation
50%	20%	20%	10%

*Estimated breakdown of compensation components based on standard evaluation for performance-linked compensation, etc.

3. Compensation Determination Policy

(1) Determination policy for each compensation system

	Contents Timing of payment and method	Upper limit per year (Total)	Allocation calculation method
Fixed monetary compensation	Monetary compensation commensurate with the responsibility for effectively managing the Group’s business is paid monthly.	Directors (excluding Directors who are Audit & Supervisory Committee Members): 210 million yen Directors who are Audit & Supervisory Committee Members: 110 million yen (Proposal No. 6 on the agenda for this General Meeting of Shareholders)	Directors (excluding Outside Directors and Directors who are Audit & Supervisory Committee Members): Calculated based on each Director’s position, etc. Outside Directors and Directors who are Audit & Supervisory Committee Members: Calculated based on each Director’s position
Performance-linked compensation	To reflect the Group’s business performance in compensation, the compensation is allocated (paid in cash) to eligible Directors annually. The amount is determined based on the level of actual results for net income attributable to owners of the parent and consolidated ROE and shall not exceed the upper limit of compensation (total amount),	140 million yen	The amount to be allocated to individual Directors is calculated based on each Director’s position, the degree of contribution to the Company’s business performance, etc. The total amount of compensation shall not exceed the upper limit of compensation per year based on the actual results for the Company’s key performance indicators (total amount).
Officer compensation based on a share price-linked points system	To further incentivize Directors to strive to enhance corporate value during their tenure, points will be granted annually based on the level of actual results for the Company’s key performance indicators and each Director’s position. A cash sum equivalent to the number of accumulated points multiplied by the average closing price of the Company’s share over the six months immediately prior to the date of retirement will be paid.	50,000 points (1 point = 1 share)	The number of points to be granted to individual Directors is calculated based on the level of actual results for the Company’s key performance indicators and each Director’s position.
Restricted share- based compensation	To enhance corporate value and to share value with shareholders, shares of common stock of the Company subject to transfer restrictions will be granted annually.	50 million yen and 50,000 shares	The amount to be allocated to individual Directors is calculated based on the standard number of shares, which is specified according to the position.

(2) Details of the key performance indicators related to performance-linked compensation, etc., and the policy for determining the methods for calculating the amounts or the numbers

1) Performance-linked compensation

- i. By using the Company’s “net income attributable to owners of the parent” and “consolidated ROE” as key performance indicators, both profit and capital efficiency are taken into account.
- ii. Based on the management objectives of the Medium-term Business Plan, compensation will be allocated to the eligible Directors, not exceeding the total of the upper limits of compensation (up to 140 million yen), in accordance with the level of actual results for “net income attributable to owners of the parent [Performance Indicator A]” and “consolidated ROE [Performance Indicator B]” as shown in the table below.

iii. From the viewpoint of designing an appropriate incentive structure in response to changes in the environment, such as revisions to the management objectives of the Medium-term Business Plan, the table below may be amended by revising the “Policy Relating to the Determination of the Details of Compensation, etc. for Individual Directors,” by resolution of the Board of Directors. The table below is disclosed in the matters concerning the “Policy Relating to the Determination of the Details of Compensation, etc. for Individual Directors” segment of the Business Report.

[Performance Indicator A]		[Performance Indicator B]	
Net income attributable to owners of the parent		Consolidated ROE	
Level of actual results	Upper limit	Level of actual results	Upper limit
Less than 40 billion yen	0	Less than 4.0%	0
40 billion yen to less than 55 billion yen	10 million yen	4.0% to less than 5.0%	10 million yen
55 billion yen to less than 70 billion yen	20 million yen	5.0% to less than 6.0%	20 million yen
70 billion yen to less than 85 billion yen	30 million yen	6.0% to less than 7.0%	30 million yen
85 billion yen to less than 100 billion yen	40 million yen	7.0% to less than 8.0%	40 million yen
100 billion yen to less than 115 billion yen	50 million yen	8.0% to less than 9.0%	50 million yen
115 billion yen to less than 130 billion yen	60 million yen	9.0% to less than 10.0%	60 million yen
130 billion yen or more	70 million yen	10.0% or more	70 million yen

2) Officer compensation based on a share price-linked points system

- i. Based on the Group’s medium-term management objectives and other factors, the Company establishes financial and non-financial performance indicators, evaluates actual results for each fiscal year, and grants points based on the evaluation results and each Director’s position.
- ii. The key performance indicators are listed in the table below. In the event of any significant changes to management objectives or similar matters, the table below may be amended by revising the “Policy Relating to the Determination of the Details of Compensation, etc. for Individual Directors,” by resolution of the Board of Directors. The table below is disclosed in the matters concerning the “Policy Relating to the Determination of the Details of Compensation, etc. for Individual Directors” segment of the Business Report.
- iii. The specific evaluation criteria and methods, etc., for the key performance indicators listed in the table below shall be determined by the Nomination and Remuneration Committee.

Key performance indicators		Outline of evaluation criteria	Evaluation period and timing
Financial	a. Consolidated ordinary profit	Evaluation based on progress toward and degree of achievement of the targets set in the Medium-term Business Plan	Fiscal year After the completion of a fiscal year
	b. Consolidated ROE		
	c. Total Shareholder Return (TSR)		
Non-financial	d. ESG rating agencies’ assessments of the Company	Assessment based on changes in ratings by multiple ESG rating agencies	
	e. The Group’s officer/employee engagement	Bonus points will be granted if the Board of Directors or the Nomination and Remuneration Committee recognizes notable initiatives or achievements that contribute to enhancing corporate value.	

* As a general guideline, the evaluation breakdown consists of 90% financial performance indicators (a, b, and c) and 10% non-financial performance indicators (d); the points granted based on performance evaluation will vary within a range of 70% to 130%. If bonus points are granted for the performance indicator (e), 10 points will be added to the range (70% – 130%).

4. Method and process for determining compensation, etc.

- (1) The allocation of each type of compensation to Directors (excluding Directors who are Audit & Supervisory Committee Members) has been entrusted to the Board of Directors by the 1st Annual General Meeting of Shareholders (June 16, 2023) and the 4th Annual General Meeting of Shareholders (June 19, 2026). The allocation of “fixed monetary compensation,” “performance-linked compensation,” and “officer compensation based on a share price-linked points system (number of points granted per year)” is entrusted to the Nomination and Remuneration Committee by resolution of the Board of Directors, in order to ensure fairness and objectivity. A majority of the committee’s members shall be Outside Directors to guarantee its independence, so that the delegated authority is

exercised appropriately.

- (2) The allocation of compensation (fixed monetary compensation only) for Directors who are Audit & Supervisory Committee Members is determined through consultation among Directors who are Audit & Supervisory Committee Members, as approved at the 1st Annual General Meeting of Shareholders (June 16, 2023) and the 4th Annual General Meeting of Shareholders (June 19, 2026).

5. Policies concerning grounds for return of compensation, etc., and concerning decision-making thereon

- (1) The Regulations for Officer Compensation Based on a Share Price-linked Points System, which serve as the internal regulations governing the “officer compensation based on a share price-linked points system,” include provisions specifying the grounds for withholding monetary compensation from eligible Directors and other officers in the event of serious misconduct or a similar act. In addition, the internal regulations also include provisions stipulating that if, after the retirement of an eligible Director or other officer, facts come to light indicating that the person was involved in serious misconduct or a similar act during his or her tenure, and the Board of Directors resolves that the person bears appropriate responsibility for such act, the Company may require the person to return all or part of the monetary compensation already paid.
- (2) With regard to “restricted share-based compensation,” the agreement on the allotment of restricted shares executed by the Company and the eligible Directors and other officers upon each payment of this compensation specifies the grounds (including serious misconduct by the eligible Directors and other officers) under which the Company may acquire, without consideration, shares of common stock of the Company subject to certain transfer restrictions granted as compensation. In addition, the agreement includes provisions stipulating that if, after the retirement of an eligible Director or other officer, facts come to light indicating that the person was involved in serious misconduct or a similar act during his or her tenure, and the Board of Directors resolves that the person bears appropriate responsibility for such act, the Company may acquire, without consideration, all or part of the shares of common stock of the Company that were granted as restricted share-based compensation and for which the transfer restrictions have been lifted, and may require the person to pay the Company all or part of the amount equivalent to the sale price of such shares.

Proposal No. 5: Revision of Officer Compensation Based on Points System Linked to Share Price and Restricted Share-based Compensation for Directors (Excluding Outside Directors and Directors Who Are Audit & Supervisory Committee Members)

With respect to the compensation, etc., for the Company's Directors (excluding Directors who are Audit & Supervisory Committee Members), at the 1st Annual General Meeting of Shareholders held on June 16, 2023, approval was secured for "fixed monetary compensation," "performance-linked compensation," "officer compensation based on a points system linked to the share price," and "restricted share-based compensation," and no change has been made to date. The Company would like to seek your approval for 1. and 2. listed below.

1. Officer compensation based on a points system linked to the share price

With regard to the "officer compensation based on a points system linked to the share price" for Directors (excluding Outside Directors and Directors who are Audit & Supervisory Committee Members) (a certain number of points per year would be granted, and a cash sum equivalent to the number of accumulated points multiplied by the average closing price of the Company's share over the six months immediately prior to the date of retirement will be paid), the maximum total number of points to be granted per year was approved to be 50,000 points (one point is equivalent to one share). With the aim of further heightening management's awareness of enhancing corporate value to drive share price appreciation during their tenure, the Company would like to introduce a performance-based payment method in which the number of points granted fluctuates based on the Company's annual actual results for the financial and non-financial performance indicators. Furthermore, the Company intends to establish a policy regarding the method of payment, including the details of performance indicators, in the "Policy Relating to the Determination of the Details of Compensation, etc. for Individual Directors" (hereinafter referred to as the "Compensation Determination Policy"), which are to be resolved by the Board of Directors pursuant to Article 361, Paragraph 7 of the Companies Act and outlined in the Business Report. This revision does not change the maximum total number of points to be granted per year (50,000 points, where one point is equivalent to one share), and any decisions on the timing and allocation of compensation, etc., would be entrusted to the Board of Directors as before.

2. Restricted share-based compensation

With regard to "restricted share-based compensation" for Directors (excluding Outside Directors and Directors who are Audit & Supervisory Committee Members), the Company has traditionally stipulated in the restricted share allotment agreements entered into with eligible Directors the grounds (including serious misconduct involving the eligible Directors) under which the Company may acquire, without consideration, shares of common stock of the Company granted as compensation and subject to certain transfer restrictions. With the aim of further tightening the rules governing the payment of such compensation, the Company intends to stipulate the following provisions in the said agreements: if, after the retirement of an eligible Director or other officer, facts come to light indicating that the person was involved in serious misconduct or a similar act during his or her tenure, and the Board of Directors resolves that the person bears appropriate responsibility for such act, the Company may acquire, without consideration, all or part of the shares of common stock of the Company that were granted as restricted share-based compensation and for which the transfer restrictions have been lifted, and may require the person to pay the Company all or part of the amount equivalent to the sale price of such shares. Accordingly, the Company intends to revise the existing "restricted share-based compensation" system in this regard.

Reference: Key changes from the previous system in this proposal

1. Officer compensation based on a points system linked to the share price

- Points granted (see table below)

Previous system (Before revision)	This proposal (Revised)
<ul style="list-style-type: none">• A certain number of points per year will be granted.	<ul style="list-style-type: none">• Points are granted annually based on a performance-based payment method in which the number of points granted varies according to the Company's annual actual results for financial and non-financial performance indicators.• A policy for the payment method, including details of performance indicators, is established in the "Compensation Determination Policy" resolved by the Board of Directors* <p>*Please refer to the section titled "[Reference] Overview of the Policy Relating to the Determination of the Details of Compensation, etc. for Individual Directors (Revised)" included in Proposal No. 4.</p>

- The maximum total number of points to be granted per year will remain unchanged at 50,000 points (one point is equivalent to one share).

2. Restricted share-based compensation

- With respect to serious misconduct or a similar act involving an eligible Director, in addition to the existing malus clause, which applies during the Director's tenure, the Company will introduce a "clawback clause"* that enables forfeiture or repayment of compensation, etc., after retirement of the Director in question.

* With regard to the "officer compensation based on a points system linked to the share price," in addition to the existing malus clause, the Company plans to introduce a "clawback clause" based on the "Compensation Determination Policy" to be resolved by the Board of Directors.

This proposal has been determined by the Board of Directors following consultation with the Company's Nomination and Remuneration Committee, and the Audit and Supervisory Committee examined the proposal and expressed its opinion that there are no matters to be pointed out. The amount of compensation shall not include employee salaries payable to Directors (excluding Outside Directors and Directors who are Audit & Supervisory Committee Members) who are also employees.

The outline of the Company's "Compensation Determination Policy") is described in the "Matters Concerning Company Officers (Directors)" segment of the Business Report. If this proposal, Proposal No. 4: Revision of Performance-linked Compensation for Directors (Excluding Outside Directors and Directors Who Are Audit & Supervisory Committee Members), and Proposal No. 6: Increase of Amounts of Compensation, Etc. for Directors Who Are Audit & Supervisory Committee Members are approved, the Company is scheduled to change the "Compensation Determination Policy" at an extraordinary meeting of the Board of Directors to be held after this Annual General Meeting of Shareholders has concluded to ensure the policies coincide with the new approved content. The outline of the proposed revised content is described in Proposal No. 4 in "[Reference] Overview of the Policy Relating to the Determination of the Details of Compensation, etc. for Individual Directors (Revised)." Furthermore, the content of this proposal is judged to be appropriate because it coincides with the proposed revised "Compensation Determination Policy" and is necessary to determine the content of compensation, etc. for individual Directors, and it also takes into account various circumstances, such as the status of the Company's management frameworks and broader economic conditions.

The Company currently has six Directors (excluding Directors who are Audit & Supervisory Committee Members), two of whom are Outside Directors. If Proposal No. 2: Election of Six (6) Directors (Excluding Directors Who Are Audit & Supervisory Committee Members) is approved as originally proposed, the number of Directors (excluding Outside Directors and Directors who are Audit & Supervisory Committee Members) who would be eligible for compensation under this proposal would be four.

Proposal No. 6: Increase of Amounts of Compensation, Etc. for Directors Who Are Audit & Supervisory Committee Members

With respect to the amount of compensation for the Company's Directors who are Audit & Supervisory Committee Members, at the 1st Annual General Meeting of Shareholders held on June 16, 2023, it was approved that the compensation, etc. consists of "fixed monetary compensation" only and the total amount will not exceed 90 million yen per year.

In light of the importance of the responsibility of the Directors who are Audit & Supervisory Committee Members with regard to internal controls, as well as various other factors such as economic conditions, the Company would like to change the total amount to up to 110 million yen per year.

This proposal has been determined by the Board of Directors following consultation with the Company's Nomination and Remuneration Committee, and all Directors who are Audit & Supervisory Committee Members expressed their opinions that there are no matters to be pointed out.

Reference: Key changes from the previous system in this proposal

Item	Previous system (Before revision)	This proposal (Revised)
Total amount	Up to 90 million yen per year	Up to 110 million yen per year

The outline of the Company's "Policy Relating to the Determination of the Details of Compensation, etc. for Individual Directors" (hereinafter referred to as the "Compensation Determination Policy") is described in the "Matters Concerning Company Officers (Directors)" segment of the Business Report. If this proposal, Proposal No. 4: Revision of Performance-linked Compensation for Directors (Excluding Outside Directors and Directors Who Are Audit & Supervisory Committee Members), and Proposal No. 5: Revision of Officer Compensation Based on Points System Linked to Share Price and Restricted Share-based Compensation for Directors (Excluding Outside Directors and Directors Who Are Audit & Supervisory Committee Members) are approved, the Company is scheduled to change the "Compensation Determination Policy" at an extraordinary meeting of the Board of Directors to be held after this Annual General Meeting of Shareholders has concluded to ensure the policies coincide with the new approved content. The outline of the proposed revised content is described in Proposal No. 4 in "[Reference] Overview of the Policy Relating to the Determination of the Details of Compensation, etc. for Individual Directors (Revised)." Furthermore, the content of this proposal is judged to be appropriate because it coincides with the proposed revised "Compensation Determination Policy" and is necessary to determine the content of compensation, etc. for individual Directors, and it also takes into account various circumstances, such as the status of the Company's management frameworks and broader economic conditions.

The Company currently has four Directors who are Audit & Supervisory Committee Members, three of whom are Outside Directors. If Proposal No. 3: Election of Four (4) Directors Who Are Audit & Supervisory Committee Members is approved as originally proposed, the number of Directors who are Audit & Supervisory Committee Members who would be eligible for compensation under this proposal would be four, three of whom are Outside Directors.

The timing and allocation of compensation, etc., will be determined through consultation among Directors who are Audit & Supervisory Committee Members.

Proposal No. 7: Disposal of Treasury Stock Through Third-Party Allotment for the Purpose of Supporting the Activities of the Shizuoka Mirai Cocreation Foundation

In the news release “Shizuoka Financial Group to consider using shares to support new general incorporated foundation” dated November 7, 2025, the Company announced that it would start considering this matter. With regard to this matter, at a Board of Directors meeting held on May 12, 2026, the Company resolved to carry out the disposal of its treasury stock through a third-party allotment (hereinafter referred to as “the Disposal of Treasury Stock”) for the purpose of providing continuous and stable support for the activities of the Shizuoka Mirai Cocreation Foundation (hereinafter referred to as “the Foundation”), which is scheduled to be established by the Company’s subsidiary, the Shizuoka Bank, Ltd. (hereinafter referred to as “Shizuoka Bank”). Accordingly, the Company proposes to carry out the disposal of treasury stock.

1. Purpose of the Foundation

Under its Corporate Philosophy—Expand dreams and affluence with our community—the Shizuoka Financial Group, as a comprehensive financial group whose identity and growth is rooted in the region, promotes various businesses through the Group companies to provide diverse value and contribute to the economic and cultural progress of the region as well as to the well-being of stakeholders. Launched in fiscal 2026, the Group’s 2nd Medium-term Business Plan—Xover 2.0: Into the future together—articulates the 10-Year Vision: A cyclical state of resonance between Shizuoka Financial Group’s growth and stakeholder growth. Toward this vision, the Group aims to maximize creation of social value and enhancement of corporate value by further deepening initiatives to provide solutions to the issues faced by the region and customers.

Conventionally, the Shizuoka Bank, in collaboration with its group companies, has been working to create and nurture local industries by building networks through the holding of TECH BEAT Shizuoka, a matching event between local companies and startups and through business support such as investment and lending for startups. Leveraging these insights and networks we have cultivated so far, we have decided to establish the Foundation for the purpose of developing projects that address various issues and promote the creation of new industries, while also developing human resources who will shape the region’s future, thereby contributing to the promotion of local industries and the sustainable development of local communities.

The Foundation will organize various events to foster business co-creation, provide side-by-side support and grants, and offer workspaces for local businesses, local governments, educational institutions, local residents, domestic and international startups, and others, primarily within Shizuoka Prefecture. Through these business activities, we aim to generate social impact, such as *population growth* and *expansion of real gross domestic product* in Shizuoka Prefecture, thereby expanding medium- to long-term revenue opportunities of the Group, establishing stronger relationships of trust with the region, and fostering officer and employee engagement.

2. Disposal of treasury stock

The Disposal of Treasury Stock is to be carried out to enable the Foundation to secure the funds necessary for its ongoing and stable operations through dividends on the Company’s shares.

In connection with the Disposal of Treasury Stock, the Company will establish a beneficiary trust (hereinafter referred to as the “Trust”), with Sumitomo Mitsui Trust Bank, Limited as the trustee, Custody Bank of Japan, Ltd. as the re-trustee, and the Foundation as the beneficiary, and the Trust will acquire the Company’s shares. The Trust will distribute trust income, such as dividends on the Company’s shares, to the Foundation, which will use such income as a source of funding for its activities. the Disposal of Treasury Stock will be carried out for the establishment of the Trust to provide funding for the Foundation’s activities.

3. Rationality of disposal conditions, etc.

The number of shares to be disposed of has been set at a level that ensures the Foundation has sufficient funds to continue its activities in a stable and sustainable manner over the long term in accordance with its purpose, and the Company believes that the scale of the Disposal of Treasury Stock is reasonable. Under the framework of the Trust, a large-scale influx of shares into the stock market as a result of the Disposal of Treasury Stock is unlikely, and therefore, the Company believes that the impact of the Disposal of Treasury Stock on the secondary market will be minimal.

Furthermore, the 4,000,000 shares to be disposed of represent only 0.69% of the total number of issued shares as of March 31, 2026 (580,129,069 shares), and therefore, the Company believes that the impact on share dilution will be minimal.

In addition, as announced in the “Notice Concerning Decision on Matters Related to Acquisition of Treasury Stock (Acquisition of Own Shares Under the Provisions of the Articles of Incorporation Pursuant to the Provisions of Article 165, Paragraph (2) of the Companies Act)” dated November 7, 2025, and the “Notice Concerning Revised Forecasts of Full-year Consolidated Financial Results and (Increased) Year-end Dividend, and Decision on Matters Related to Acquisition of Treasury Stock” dated February 12, 2026, the Company passed a resolution at a meeting of the Board of Directors regarding the acquisition of treasury stock and, based on this resolution, has acquired approximately 30 billion yen worth of its own shares since the announcement of the start of consideration of this matter, thereby taking measures to address share dilution.

The intended transferee, Custody Bank of Japan, Ltd., shall, in accordance with the trust agreement to be entered into between the Company and Sumitomo Mitsui Trust Bank, Ltd., deliver to the Foundation the trust income derived from dividends on the Company’s shares, and shall not exercise the voting rights associated with the shares throughout the term of the Trust.

Accordingly, while the subscription price of 1 yen per share is particularly favorable to the allottee, the Company believes that it is necessary and reasonable in light of the aforementioned intent and purpose. Therefore, pursuant to the provisions of Article 199 of the Companies Act (Determination of Subscription Requirements), the Company hereby requests your approval for the disposal of treasury stock through a third-party allotment.

<Details of the treasury stock to be disposed of>

(1) Class and number of shares to be disposed of	4,000,000 shares of common stock (0.69% of total number of issued shares*)
(2) Disposal price (amount paid)	1 yen per share
(3) Amount of funds to be procured (total amount paid)	4,000,000 yen
(4) Method of offering or disposal	Disposal through third-party allotment
(5) Intended transferee	Custody Bank of Japan, Ltd. (Re-trustee entrusted by Sumitomo Mitsui Trust Bank, Limited, which is the trustee)
(6) Disposal date (payment period)	From September 1, 2026 through the end of that month (the specific date will be determined based on the progress of the relevant procedures.)

*Calculated based on the total number of issued shares as of March 31, 2026, which was 580,129,069 shares.

<About the Foundation>

(1) Name	Shizuoka Mirai Cocreation Foundation
(2) Chairman	Katsunori Nakanishi*
(3) Activities	<ul style="list-style-type: none"> • Planning, managing, and implementing events and programs that promote interaction, collaboration, and cooperation • Consulting, side-by-side support, grants, and support for activities that contribute to the creation of new businesses and the resolution of regional issues • Planning, development, operation, management, leasing, and provision of co-creation hubs • Human resources development, education, and training, and providing learning opportunities • Research, information gathering, and information dissemination regarding the above
(4) Funds for activities	Approximately 500 million yen per year (planned) Revenue from business activities and dividends on the Company’s shares allotted through the Disposal of Treasury Stock, will be the source of funds for activities.
(5) Date of establishment	July 2026 (planned)

*Scheduled to retire from his position as Director (Chairman) of the Company upon the expiration of his term of office at the conclusion of this Annual General Meeting of Shareholders.

(Reference) Q&A regarding this proposal

Q1: Why will the Foundation, rather than the Shizuoka Financial Group, carry out the business activities?

A1: By having the Foundation carry out these activities, it is possible to establish a neutral and transparent framework that makes it easier for entities outside the Group to participate, thereby enabling the activities to continue in a stable manner over the medium to long term. The Company also believes that by increasing opportunities for diverse stakeholders to participate, it is possible to foster an environment where new initiatives are continuously generated and nurtured in the community.

In addition, as well as establishing the Foundation's operational framework and conflict-of-interest management system, the Company intends to continuously disclose information regarding the Foundation's activities and achievements, thereby striving to ensure transparency.

Q2: Why does the Foundation rely on dividends (trust income) as its primary source of funds, rather than donations from the Shizuoka Financial Group or the Shizuoka Bank?

A2: If donations are the primary source of funds, the Foundation's activities are likely to be influenced by the funders' annual budgets and profit levels. Furthermore, since donations are treated as expenses that directly reduce the funders' profit levels, it may become difficult to explain their priority relative to shareholder returns and the positioning of the Foundation.

On the other hand, when using dividends on the Company's shares as the source of funds, improvement of the Company's profitability and the sustainable payment of dividends will lead both to shareholder returns and the securing of a stable source of funds for the Foundation's activities. The Company therefore believes that this approach is reasonable for enhancing the continuity and effectiveness of the Foundation's activities.

Q3: What is the Company's view on the appropriateness of the number of shares to be disposed of (4,000,000 shares) and the potential dilution of shares resulting from the disposal of treasury stock?

A3: The number of shares to be disposed of has been set at a level that secures the necessary funds to ensure the long-term, stable continuation of the Foundation's activities, while taking into account the potential dilution effect on shareholders.

Assuming an annual dividend of 80 yen per share by the Company, dividends on 4 million shares would amount to 320 million yen per year. The Company believes that this would be sufficient to support the activities of the Foundation over the medium to long term, given the Foundation's expected business scale of approximately 500 million yen.

In addition, the 4 million shares represent approximately 0.69% of the total number of issued shares, and the Company believes that the impact on dilution will be limited.

Q4: How do the Foundation's activities contribute to enhancing the corporate value of the Shizuoka Financial Group?

A4: The Company is a community-based comprehensive financial group with The Shizuoka Bank as its core operating company, and is supported by a strong customer base centered in Shizuoka Prefecture. The sustainable development of the local economy is the source of the Group's medium- to long-term growth, and the Company views the Foundation's activities as a vital initiative underpinning that growth.

Through the activities of the Foundation, the Company aims to generate social impact, such as population growth and expansion of real gross domestic product in Shizuoka Prefecture, thereby expanding revenue opportunities, including increased deposits, investment, and financing, and ultimately enhancing corporate value.