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Securities code: 7384

June 4, 2026

(Start date of electronic provision of documents: May 28, 2026)

**To Shareholders with Voting Rights:**

Susumu Narita  
President  
Procrea Holdings, Inc.  
3-1, Katta 1-Chome, Aomori City,  
Aomori, Japan

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

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

You are hereby informed that the 4th Ordinary General Meeting of Shareholders of Procrea Holdings, Inc. (the “Company”) will be held as described below.

For the convocation of this General Meeting of Shareholders, the Company provides documents by electronic means and has posted the matters for electronic provision as the “Notice of Convocation of the 4th Ordinary General Meeting of Shareholders” on the following website.

Company website (Japanese only):

<https://www.procrea-hd.co.jp/shareholder/soukai.html>

In addition to the Company’s website, the matters for electronic provision are also disclosed on the following website.

Tokyo Stock Exchange (TSE) website (Listed Company Search):

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

Access the above TSE website, enter the issue name “Procrea Holdings” or the securities code “7384” and click on Search. Select “Basic Information” and then “Documents for Public Inspection/PR Information,” and check the “Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting” in the “Filed information available for public inspection” section.

In lieu of attending the meeting in person, you may exercise your voting rights by mailing the enclosed Voting Rights Exercise Form or via electromagnetic means (via the Internet). Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:00 p.m. on Wednesday, June 24, 2026, Japan Standard Time.

The meeting will be streamed live via the Internet. Therefore, you will be able to watch it online without visiting the venue.

- 1 Date and Time:** Thursday, June 25, 2026 at 10:00 a.m. Japan time  
(Reception desk opens at 9:00 a.m.)
- 2. Place:** 8F, Main Conference Room, Head Office of Aomori Michinoku Bank,  
9-30, Hashimoto 1-chome, Aomori City, Aomori, Japan
- 3 Meeting Agenda:**  
**Matters to be reported:** The Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements for the Company's 4th Fiscal Year (April 1, 2025 - March 31, 2026) and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements
- Proposals to be resolved:**
- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of Ten (10) Directors (excluding Directors who are Audit and Supervisory Committee Members)
- Proposal 3:** Election of Four (4) Directors who are Audit and Supervisory Committee Members
- 4 Other Decisions Regarding this Convocation**
- (1) If you do not indicate your approval or disapproval of any of the proposals on the voting form, we will assume that you have indicated your approval of the proposal.
- (2) If you exercise your voting rights both in writing and via the Internet, only the vote placed via the Internet will be handled as valid. If you exercise your voting rights more than once via the Internet, the last vote exercised shall be deemed valid.

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- Requests to the shareholders
- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception upon arrival.  
Shareholders are kindly requested to bring this notice of convocation to the meeting venue in order to help conserve resources.
  - In order to save electricity, the air conditioning at the venue will be set moderately. We would appreciate your attendance in light attire.
- Notice
- For this General Meeting of Shareholders, regardless of whether you have requested delivery of written documents, we will send you a document containing the matters for electronic provision. However, this document does not include the items below in accordance with laws and regulations as well as the Company's Articles of Incorporation. The Audit and Supervisory Committee and the Accounting Auditor have audited the documents subject to audit, including the following items:
    - (1) Consolidated Financial Statements section: "Consolidated Statement of Changes in Shareholders' Equity" and "Notes to Consolidated Financial Statements"; and
    - (2) Non-consolidated Financial Statements section: "Statement of Changes in Shareholders' Equity" and "Notes to Non-consolidated Financial Statements"
  - If any revisions are required in the matters for electronic provision, the revisions will be posted on the respective websites where the initial information was posted.

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal 1: Appropriation of Surplus

The Company's basic policy is to maintain stable dividends while striving for long-term enhancement of its business foundation. Under this policy, the Company proposes that the surplus for the fiscal year under review be appropriated as follows.

Matters concerning year-end dividends

(1) Type of dividend property

Cash

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

The Company proposes to pay 25 yen per share of common stock.

In this case, the total dividend amount would be 715,088,075 yen.

As a result, the full-year dividends for the fiscal year under review will be 50 yen per share, including an interim dividend of 25 yen that has already been paid.

(3) Effective date of distribution of surplus

June 26, 2026

**Proposal 2: Election of Ten (10) Directors (excluding Directors who are Audit and Supervisory Committee Members)**

The terms of office of all ten (10) Directors (excluding Directors who are Audit and Supervisory Committee members) will expire at the conclusion of this meeting.

Accordingly, the election of ten (10) Directors (excluding Directors who are Audit and Supervisory Committee members) is proposed.

This proposal was settled on after deliberation and a report by the Nomination and Remuneration Committee. It has also been reviewed by the Audit and Supervisory Committee, and there were no particular issues to point out.

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

No.	Name	Current position at the Company	Attendance at meetings of the Board of Directors
1	Susumu Narita (Male) [Reappointment]	President (Representative Director)	18/18 (100%)
2	Keitaro Ishikawa (Male) [Reappointment]	Vice President (Representative Director)	18/18 (100%)
3	Takayuki Fujisawa (Male) [Reappointment]	Vice President (Representative Director)	18/18 (100%)
4	Yo Mori (Male) [Reappointment]	Director	18/18 (100%)
5	Motomi Shiratori (Male) [Reappointment]	Director	18/18 (100%)
6	Shinji Suto (Male) [Reappointment]	Director	18/18 (100%)
7	Shin Kidachi (Male) [Reappointment]	Director	14/14 (100%)
8	Takuya Furusato (Male) [New appointment]	–	–
9	Katsunori Mikuniya (Male) [Reappointment] [Outside] [Independent]	Director	18/18 (100%)
10	Takeshi Katano (Male) [New appointment] [Outside] [Independent]	–	–

Note: Mr. Shin Kidachi was newly elected as a Director at last year's Ordinary General Meeting of Shareholders (held on June 25, 2025). Therefore, the status of his attendance at meetings of the Board of Directors is based on the meetings of the Board of Directors held on or after the above date.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Class and number of shares of the Company held
1	<p>Susumu Narita (September 27, 1954)</p> <p>[Reappointment]</p> <p>[Attendance at the Board of Directors meetings] 100% (18/18)</p>	<p>April 1978</p> <p>June 2007</p> <p>June 2008</p> <p>June 2010</p> <p>April 2011</p> <p>June 2011</p> <p>June 2014</p> <p>April 2015</p> <p>April 2022</p> <p>June 2023</p>	<p>Joined The Aomori Bank, Ltd.</p> <p>General Manager, Corporate Banking Division</p> <p>Executive Officer / General Manager, Credit Supervision Division</p> <p>Executive Officer / General Manager, Hirosaki Branch</p> <p>Executive Officer / Hirosaki Area Supervisor</p> <p>Managing Director</p> <p>Senior Managing Director</p> <p>Director / President</p> <p>President in charge of Auditing Division, the Company (current position)</p> <p>Chairperson, The Aomori Bank, Ltd.</p>	<p>Common stock: 7,820 shares</p>
	<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Susumu Narita has a wealth of practical experience gained through involvement in the corporate banking planning and credit supervision divisions, and other areas at The Aomori Bank. He had served as a representative director of The Aomori Bank since June 2014 and has served as the representative director and president of the Company since April 2022, having demonstrated his management ability.</p> <p>He is nominated as a director candidate because it is judged that, by utilizing these experiences and insights, he can be expected to continue to contribute to sustainable growth and improvement of enterprise value of the Company and increase the effectiveness of decision-making and supervisory functions of the Board of Directors.</p>			
2	<p>Keitaro Ishikawa (April 26, 1961)</p> <p>[Reappointment]</p> <p>[Attendance at the Board of Directors meetings] 100% (18/18)</p>	<p>April 1984</p> <p>April 2010</p> <p>April 2011</p> <p>June 2013</p> <p>June 2014</p> <p>June 2015</p> <p>June 2016</p> <p>June 2018</p> <p>June 2019</p> <p>June 2021</p> <p>April 2022</p> <p>June 2022</p> <p>June 2023</p> <p>June 2023</p> <p>January 2025</p>	<p>Joined The Aomori Bank, Ltd.</p> <p>General Manager, Personnel Division</p> <p>General Manager, General Planning Division</p> <p>General Manager, Head Office</p> <p>Executive Officer / General Manager, Head Office</p> <p>Executive Officer / General Manager, Business Administration Division</p> <p>Director / Executive General Manager, Regional Headquarters (Hirosaki Area)</p> <p>Managing Executive Officer / Executive General Manager, Regional Headquarters (Hirosaki Area)</p> <p>Director / Managing Executive Officer</p> <p>Director and Senior Managing Executive Officer</p> <p>Director, the Company</p> <p>Director / Deputy President, The Aomori Bank, Ltd.</p> <p>Vice President in charge of Regional Strategy Business Division, the Company (current position)</p> <p>Director / President, The Aomori Bank, Ltd.</p> <p>Director and President in charge of Auditing Division, Aomori Michinoku Bank, Ltd. (current position)</p>	<p>Common stock: 2,960 shares</p>
	<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Keitaro Ishikawa has a wide range of business experience gained through involvement in the management planning, sales planning, and personnel divisions, and other areas at The Aomori Bank. He has demonstrated his management ability as a representative director of The Aomori Bank since June 2022. He has also provided leadership in formulating and implementing various strategies while leading respective divisions since his appointment as a representative director of the Company in June 2023.</p> <p>He is nominated as a director candidate because it is judged that he can be expected to continue to contribute to sustainable growth and improvement of enterprise value of the Company and increase the effectiveness of decision-making and supervisory functions of the Board of Directors.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Class and number of shares of the Company held
3	Takayuki Fujisawa (August 26, 1966)  [Reappointment]  [Attendance at the Board of Directors meetings] 100% (18/18)	April 1990      Joined The Michinoku Bank, Ltd. April 2007      General Manager, Management Planning Division April 2010      General Manager, Furukawa Branch April 2012      General Manager, Personnel Division April 2015      Executive Officer, Director of Business Promotion Headquarters, and General Manager, Sales Strategy Division June 2016      Managing Executive Officer, Director of Business Promotion Headquarters, and General Manager, Sales Strategy Division April 2017      Senior Executive Officer and Director of Business Promotion Headquarters June 2018      President April 2022      Vice President, the Company (current position) January 2025    Chairperson, Aomori Michinoku Bank, Ltd. (current position)	Common stock: 1,550 shares
<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Takayuki Fujisawa has a wealth of practical experience gained through involvement in the management planning, personnel, and sales promotion divisions, and other areas at The Michinoku Bank. He has demonstrated his management ability as a representative director of The Michinoku Bank since June 2018. At the Company, he has appropriately fulfilled his duties and responsibilities, including assisting the chief executive officer, as a representative director and vice president since April 2022.</p> <p>He is nominated as a director candidate because it is judged that he can be expected to continue to contribute to sustainable growth and improvement of enterprise value of the Company and increase the effectiveness of decision-making and supervisory functions of the Board of Directors.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Class and number of shares of the Company held
4	<p style="text-align: center;">Yo Mori (December 6, 1963)</p> <p style="text-align: center;">[Reappointment]</p> <p style="text-align: center;">[Attendance at the Board of Directors meetings] 100% (18/18)</p>	<p>April 1986      Joined The Aomori Bank, Ltd.</p> <p>July 2009      General Manager, Namidate-Dori Branch</p> <p>April 2011      General Manager, Misawa Branch</p> <p>June 2013      General Manager, Personnel Division</p> <p>June 2015      General Manager, Head Office</p> <p>June 2017      Executive Officer and General Manager, Head Office</p> <p>June 2019      Managing Executive Officer / Executive General Manager, Regional Headquarters (Aomori Area)</p> <p>April 2022      Director, the Company (current position)</p> <p>June 2022      Director, Senior Managing Executive Officer, and Executive General Manager, Regional Headquarters (Aomori Area), The Aomori Bank, Ltd.</p> <p>October 2023    Director and Senior Managing Executive Officer</p> <p>January 2025    Director and Senior Managing Executive Officer, Aomori Michinoku Bank, Ltd.</p> <p>June 2025      Director, Senior Managing Executive Officer, and Executive General Manager of Sales Headquarters in charge of Sales Administration Division, Regional Development Division, Corporate Consulting Division, Retail Sales Division, and Asset Management Consulting Division. (current position)</p>	<p>Common stock: 3,300 shares</p>
<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Yo Mori has a wealth of practical experience gained through the management of three sales offices and involvement in the personnel division and other areas at The Aomori Bank. Most recently, he has led sales divisions, where he has demonstrated his ability in formulating sales strategies and building the sales structure.</p> <p>He is nominated as a director candidate because it is judged that, by utilizing these experiences and insights, he can be expected to continue to contribute to sustainable growth and improvement of enterprise value of the Company and increase the effectiveness of decision-making and supervisory functions of the Board of Directors.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Class and number of shares of the Company held
5	<p>Motomi Shiratori (January 1, 1967)</p> <p>[Reappointment]</p> <p>[Attendance at the Board of Directors meetings] 100% (18/18)</p>	<p>April 1989      Joined The Aomori Bank, Ltd.</p> <p>April 2010      General Manager, Ominato Branch</p> <p>October 2012    General Manager, Sendai Branch</p> <p>June 2015      General Manager, Corporate Banking Division</p> <p>July 2017      General Manager, Hirosaki Branch</p> <p>June 2019      Executive Officer and General Manager, Head Office</p> <p>April 2022      Director, the Company (current position)</p> <p>April 2022      Managing Executive Officer, The Aomori Bank, Ltd.</p> <p>June 2024      Senior Managing Executive Officer</p> <p>January 2025    Director and Senior Managing Executive Officer in charge of Credit Supervision Division, Aomori Michinoku Bank, Ltd. (current position)</p>	<p>Common stock: 2,900 shares</p>
<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Motomi Shiratori has a wealth of practical experience gained through the management of four sales offices and involvement in the corporate banking planning division and other areas at The Aomori Bank. Most recently, he has demonstrated his ability by leading the credit supervision division.</p> <p>He is nominated as a director candidate because it is judged that, by utilizing these experiences and insights, he can be expected to continue to contribute to sustainable growth and improvement of enterprise value of the Company and increase the effectiveness of decision-making and supervisory functions of the Board of Directors.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Class and number of shares of the Company held
6	<p>Shinji Suto (July 30, 1969)</p> <p>[Reappointment]</p> <p>[Attendance at the Board of Directors meetings] 100% (18/18)</p>	<p>April 1992      Joined The Michinoku Bank, Ltd.</p> <p>March 2008    General Manager, Sales Management Division</p> <p>April 2008    General Manager, Sales Development Division</p> <p>April 2012    General Manager, Furukawa Branch</p> <p>April 2015    General Manager, Management Planning Division</p> <p>April 2017    Executive Officer and General Manager, Management Planning Division</p> <p>April 2018    Managing Executive Officer</p> <p>April 2019    Senior Executive Officer</p> <p>April 2022    Director in charge of Risk Administration Division, the Company (current position)</p> <p>June 2022    Director and Senior Executive Officer, The Michinoku Bank, Ltd.</p> <p>January 2025   Director and Senior Managing Executive Officer in charge of Risk Administration Division and Systems Division, Aomori Michinoku Bank, Ltd. (current position)</p>	<p>Common stock: 1,582 shares</p>
<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Shinji Suto has a wealth of practical experience gained through involvement in the management planning, business management, and sales promotion divisions, and other areas at The Michinoku Bank. Most recently, he has demonstrated his ability by leading the risk administration and systems divisions.</p> <p>He is nominated as a director candidate because it is judged that, by utilizing these experiences and insights, he can be expected to continue to contribute to sustainable growth and improvement of enterprise value of the Company and increase the effectiveness of decision-making and supervisory functions of the Board of Directors.</p>			
7	<p>Shin Kidachi (January 2, 1967)</p> <p>[Reappointment]</p> <p>[Attendance at the Board of Directors meetings] 100% (14/14)</p>	<p>April 1989      Joined The Aomori Bank, Ltd.</p> <p>June 2012      General Manager, Matsumorimachi Branch</p> <p>April 2015      General Manager, Towada Branch</p> <p>June 2017      General Manager, General Planning Division</p> <p>June 2019      Executive Officer and General Manager, General Planning Division</p> <p>April 2022      General Manager, Management Planning Division, the Company</p> <p>June 2023      Managing Executive Officer, The Aomori Bank, Ltd.</p> <p>January 2025   Managing Executive Officer, Aomori Michinoku Bank, Ltd.</p> <p>June 2025      Director in charge of Management Planning Division, the Company (current position)</p> <p>June 2025      Director and Managing Executive Officer in charge of General Planning Division, Tokyo Liaison Office, and General Affairs Division, Aomori Michinoku Bank, Ltd. (current position)</p>	<p>Common stock: 3,200 shares</p>
<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Shin Kidachi has a wealth of practical experience gained through the management of two sales offices and involvement in the management planning division and other areas at The Aomori Bank. Most recently, he has demonstrated his ability by leading the planning and general affairs divisions.</p> <p>He is nominated as a director candidate because it is judged that, by utilizing these experiences and insights, he can be expected to continue to contribute to sustainable growth and improvement of enterprise value of the Company and increase the effectiveness of decision-making and supervisory functions of the Board of Directors.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Class and number of shares of the Company held
8	<p>Takuya Furusato (April 7, 1969)</p> <p>[New appointment]</p> <p>[Attendance at the Board of Directors meetings] —</p>	<p>April 1992      Joined The Michinoku Bank, Ltd.</p> <p>April 2016      General Manager, Konakano Branch</p> <p>April 2018      General Manager, Credit Supervision Division</p> <p>April 2020      Executive Officer and General Manager, Credit Supervision Division</p> <p>April 2021      Executive Officer and General Manager, Head Office</p> <p>February 2023   Executive Officer, General Manager, Aomori Chuo Sales Division, and General Manager, Kokudo Branch</p> <p>April 2023      Executive Officer and General Manager, Hakodate Sales Division</p> <p>June 2023      Executive Officer, Director of Hokkaido Area Headquarters, and General Manager, Hakodate Sales Division</p> <p>January 2025    Executive Officer, Executive General Manager of Hakodate Area Sales Headquarters, and General Manager, Hakodate Sales Division, Aomori Michinoku Bank, Ltd. (current position)</p>	<p>Common stock: 982 shares</p>
<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Takuya Furusato has a wealth of practical experience gained through the management of three sales offices and involvement in the credit supervision division and other areas at The Michinoku Bank. Most recently, in addition to demonstrating leadership as the Executive General Manager of an Area Sales Headquarters to improve the performance of the area, he has also demonstrated his ability in sales office management as the General Manager of the Hakodate Sales Division.</p> <p>He is nominated as a director candidate because it is judged that, by utilizing these experiences and insights at the Company as well, he can be expected to contribute to sustainable growth and improvement of enterprise value, and increase the effectiveness of decision-making and supervisory functions of the Board of Directors.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Class and number of shares of the Company held
9	<p>Katsunori Mikuniya (April 25, 1951)</p> <p>[Reappointment] [Outside] [Independent]</p> <p>[Attendance at the Board of Directors meetings] 100% (18/18)</p>	<p>April 1974      Joined the Ministry of Finance</p> <p>July 1979      Director, Sanjo Tax Office</p> <p>June 1981      Director, Economics Department, Agriculture and Forestry Division, Aomori Prefectural Government</p> <p>April 1982      Director, Fiscal Policy Department, General Affairs Division, Aomori Prefectural Government</p> <p>July 1997      Director, Corporate Finance Department, Securities Bureau, Ministry of Finance</p> <p>July 2002      Councilor, Planning and Coordination Bureau, Financial Services Agency</p> <p>July 2004      General Councilor, Financial Services Agency</p> <p>August 2005    Director General, Planning and Coordination Bureau, Financial Services Agency</p> <p>July 2008      Director General, Supervisory Bureau, Financial Services Agency</p> <p>July 2009      Commissioner, Financial Services Agency</p> <p>October 2011   Counselor, Nitore Holdings Co., Ltd.</p> <p>April 2012      Professor, University of Tokyo (Policy Vision Research Center)</p> <p>March 2015     Chair, Deposit Insurance Corporation of Japan</p> <p>October 2017   Chair, International Association of Deposit Insurers (IADI)</p> <p>April 2021      Counselor, Open House Co., Ltd.</p> <p>April 2022      Director, the Company (current position)</p> <p>June 2023      Trustee (part-time), Tokyo Keizai University (current position)</p> <p>June 2024      Director and Executive Adviser, Shinkin Central Bank (current position)</p>	<p>Common stock: 0 shares</p>
<p>[Reason for nomination as candidate for Outside Director and expected role]</p> <p>Mr. Katsunori Mikuniya has a wealth of experience and broad insights into financial and monetary administration gained through service as Commissioner of the Financial Services Agency, Chair of the Deposit Insurance Corporation of Japan and in numerous other positions, and as a native of Aomori Prefecture, he has a deep understanding of the area.</p> <p>His experiences and insights have been applied at the Company. He is nominated as an outside director candidate because it is judged that he can be expected to continue to contribute to sustainable growth and improvement of enterprise value and increase the effectiveness of decision-making and supervisory functions of the Board of Directors.</p> <p>His term of office as an outside director of the Company will have been four years and three months at the conclusion of this General Meeting of Shareholders.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Class and number of shares of the Company held
10	<p>Takeshi Katano (April 30, 1963)</p> <p>[New appointment] [Outside] [Independent]</p> <p>[Attendance at the Board of Directors meetings] —</p>	<p>April 1988      Joined The Dai-Ichi Kangyo Bank, Ltd. (now Mizuho Bank, Ltd.)</p> <p>April 2009      Deputy General Manager, IT &amp; Systems Control Department</p> <p>January 2012    Project Manager, Banking Systems Operations Control Department, Mizuho Information &amp; Research Institute, Inc.</p> <p>April 2012      Project Manager, Accounting Systems Division I</p> <p>April 2013      Deputy General Manager, IT &amp; Systems Control Department, Mizuho Bank, Ltd.</p> <p>July 2014       Deputy General Manager, IT &amp; Systems Planning Department, Mizuho Financial Group, Inc.</p> <p>July 2014       Deputy General Manager, IT &amp; Systems Planning Department, Mizuho Bank, Ltd.</p> <p>April 2016      General Manager, IT &amp; Systems Control Department No. 1</p> <p>April 2017      Co-General Manager, IT &amp; Systems Control Department, Mizuho Financial Group, Inc.</p> <p>April 2019      Operating Officer and General Manager, IT &amp; Systems Control Department No. 1, Mizuho Bank, Ltd.</p> <p>April 2020      Managing Executive Officer and Deputy Head of the IT &amp; Systems Group, Mizuho Financial Group, Inc.</p> <p>April 2020      Managing Executive Officer and Deputy Head of the IT &amp; Systems Group, Mizuho Bank, Ltd.</p> <p>October 2022    Audit &amp; Supervisory Board Member, Mizuho Research &amp; Technologies, Ltd.</p> <p>April 2024      Managing Executive Officer and Deputy Group Leader, IT System Group, Orient Corporation</p> <p>April 2026      Director and Vice President, Executive Officer, Orico Product Finance Co., Ltd. (current position)</p>	<p>Common stock: 0 shares</p>
<p>[Reason for nomination as candidate for Outside Director and expected role] Mr. Takeshi Katano has a wealth of experience and broad insights into corporate management and financial practice gained through service as an officer of major banks and major consumer credit companies, and he has appropriately discharged his duties and responsibilities to date.</p> <p>He is nominated as an outside director candidate because it is judged that, by utilizing these experiences and insights at the Company as well, he can be expected to contribute to sustainable growth and improvement of enterprise value going forward, and increase the effectiveness of decision-making and supervisory functions of the Board of Directors of the Group.</p>			

- Notes:
1. There is no special interest between each candidate for Director and the Company.
  2. Mr. Katsunori Mikuniya and Mr. Takeshi Katano are candidates for Outside Director.
  3. The Company has registered Mr. Katsunori Mikuniya as an Independent Director with the Tokyo Stock Exchange as set forth in the regulations of the Exchange, and if his reappointment is approved, the Company intends for him to continue as an Independent Director.  
If Mr. Takeshi Katano is elected as Outside Director and assumes the office, he will be an Independent Director as set forth in the regulations of the Tokyo Stock Exchange.
  4. Liability limitation agreements with Directors  
The Company has entered into an agreement with Mr. Katsunori Mikuniya to limit his liability pursuant to Article 427, paragraph (1) of the Companies Act, and if his reappointment is approved, the Company intends to continue the agreement with him.

If Mr. Takeshi Katano is elected as Outside Director and assumes the office, the Company intends to enter into an agreement with him to limit his liability provided for in the provisions of Article 423, paragraph (1) of the Companies Act, pursuant to Article 427, paragraph (1) of the same Act.

An overview of the content of the liability limitation agreement is as follows:

- In the event that a Director is liable for damages to the Company owing to failure to perform his or her duties, his or her liability shall be limited to the total amount provided for in each item of Article 425, paragraph (1) of the Companies Act.
- The aforementioned limitation of liability shall only be recognized in cases when the performance of duties by the Director that is the cause of the liability is done so in good faith and without serious negligence.

5. Directors and officers liability insurance agreement with Directors

The Company has entered into a directors and officers liability insurance agreement with an insurance company as stipulated in Article 430-3, Paragraph (1) of the Companies Act. At the time of renewal, the Company intends to renew the agreement under the same terms. Directors, if their appointment is approved, will be covered by the said insurance agreement.

An overview of the contents of the directors and officers liability insurance agreement is as follows:

- The insurance premium is fully borne by the Company.
- The insurance agreement shall cover any damage that may arise as Directors, the insured, assume responsibility in executing their duties or receive claims related to the pursuit of such liability. However, there are certain exemptions, such as no compensation being given for liability attributable to acts in violation of laws or regulations that were carried out with full knowledge of their illegality.

### Proposal 3: Election of Four (4) Directors who are Audit and Supervisory Committee Members

The terms of office of all four (4) Directors who are Audit and Supervisory Committee members will expire at the conclusion of this meeting.

Accordingly, the election of four (4) Directors who are Audit and Supervisory Committee members is proposed.

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

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

No.	Name	Current position at the Company	Attendance at meetings of the Board of Directors
1	Kazuhiro Moriyama (Male) [New appointment]	–	–
2	Masashi Iwakigawa (Male) [Reappointment] [Outside] [Independent]	Director Audit and Supervisory Committee Member	18/18 (100%)
3	Mie Ishida (Female) [Reappointment] [Outside] [Independent]	Director Audit and Supervisory Committee Member	18/18 (100%)
4	Yoshiteru Kawata (Male) [Reappointment] [Outside] [Independent]	Director Audit and Supervisory Committee Member	14/14 (100%)

Note: Mr. Yoshiteru Kawata was newly elected as a Director at last year's Ordinary General Meeting of Shareholders (held on June 25, 2025). Therefore, the status of his attendance at meetings of the Board of Directors is based on the meetings of the Board of Directors held on or after the above date.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Class and number of shares of the Company held
1	Kazuhiro Moriyama (March 19, 1968)  [New appointment]  [Attendance at the Board of Directors meetings] -	April 1990      Joined The Aomori Bank, Ltd. April 2014      General Manager, Kanko-dori Branch April 2016      General Manager, Legal and Compliance Office, Risk Administration Division, and Deputy General Manager, Risk Administration Division June 2017      General Manager, Treasury and International Division June 2023      Executive Officer and General Manager, Treasury and International Division June 2024      Director, Audit and Supervisory Committee Member January 2025   Director, Audit and Supervisory Committee Member, Aomori Michinoku Bank, Ltd. (current position)	Common stock: 900 shares
<p>[Reason for nomination as candidate for Director]            Mr. Kazuhiro Moriyama has a wealth of practical experience and high-level insight gained through the management of one sales office and involvement in the treasury and risk management divisions, and other areas at The Aomori Bank. Most recently, he has demonstrated his ability as a Director who is an Audit and Supervisory Committee Member of a subsidiary bank.</p> <p>He is nominated as a candidate for Director who is an Audit and Supervisory Committee Member because it is judged that, by utilizing these experiences and insights, he can contribute to sustainable growth and improvement of enterprise value of the Company going forward and that he can be expected to increase the effectiveness of the Group's audit function as well as the decision-making and supervisory functions of the Board of Directors.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Class and number of shares of the Company held
2	<p>Masashi Iwakigawa (May 26, 1959)</p> <p>[Reappointment] [Outside] [Independent]</p> <p>[Attendance at the Board of Directors meetings] 100% (18/18)</p>	<p>April 1982      Joined Nikko Securities Co., Ltd.</p> <p>December 1998      General Manager, Sales Planning Department</p> <p>March 2001      General Manager, Product Planning Department</p> <p>March 2002      Executive Officer and Manager, Joint Head Office</p> <p>February 2005      Executive Managing Director</p> <p>February 2006      Senior Executive Managing Director</p> <p>February 2007      Senior Executive Managing Director, Nikko Cordial Securities, Inc. (now SMBC Nikko Securities Inc.)</p> <p>April 2015      Representative Director, Executive Deputy President, SMBC Nikko Securities Inc.</p> <p>March 2018      Executive Officer, Executive Deputy President</p> <p>June 2019      Director and Deputy President</p> <p>March 2020      Advisor</p> <p>August 2020      Executive Officer, HUREX k.k.</p> <p>October 2021      Counselor (current position)</p> <p>April 2022      Director, Audit and Supervisory Committee Member, the Company (current position)</p> <p>June 2025      Outside Director, Suruga Bank Ltd. (current position)</p>	<p>Common stock: 0 shares</p>
<p>[Reason for nomination as candidate for Outside Director and expected role]</p> <p>Mr. Masashi Iwakigawa has a wealth of experience and broad insights into financial services area gained through his experience as a representative director of a major securities company and other positions, and as a native of Aomori Prefecture, he has a deep understanding of the area.</p> <p>His experiences and insights have been applied at the Company. He is nominated as a candidate for Outside Director who is an Audit and Supervisory Committee Member because it is judged that he can continue to contribute to sustainable growth and improvement of enterprise value and that he can be expected to increase the effectiveness of the Group's audit function as well as the decision-making and supervisory functions of the Board of Directors.</p> <p>His term of office as an outside director (Audit and Supervisory Committee Member) of the Company will have been four years and three months at the conclusion of this General Meeting of Shareholders.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Class and number of shares of the Company held
	<p>Mie Ishida (April 25, 1975)</p> <p>[Reappointment] [Outside] [Independent]</p> <p>[Attendance at the Board of Directors meetings] 100% (18/18)</p>	<p>September 2008 Registered as an attorney-at-law (Daini Tokyo Bar Association)</p> <p>September 2008 Joined Ishida Law Office (current position)</p> <p>June 2018 Director and Audit and Supervisory Committee Member, The Aomori Bank, Ltd.</p> <p>April 2022 Director, Audit and Supervisory Committee Member, the Company (current position)</p> <p>February 2026 Outside Audit &amp; Supervisory Board Member, Hokko Chemical Industry Co., Ltd. (current position)</p>	<p>Common stock: 0 shares</p>
3	<p>[Reason for nomination as candidate for Outside Director and expected role]</p> <p>As an attorney-at-law, Ms. Mie Ishida has a deep insight and expertise in law, as well as a wealth of practical experience in corporate legal affairs. She was appointed Outside Director (Audit and Supervisory Committee Member) of The Aomori Bank in 2018, and has since been contributing to the vitalization of the Board of Directors by making proposals, etc., from a position independent of management.</p> <p>Her experiences and insights have been applied at the Company. She is nominated as a candidate for Outside Director who is an Audit and Supervisory Committee Member because it is judged that she can continue to contribute to sustainable growth and improvement of enterprise value and that she can be expected to increase the effectiveness of the Group's audit function as well as the decision-making and supervisory functions of the Board of Directors.</p> <p>Her term of office as an outside director (Audit and Supervisory Committee Member) of the Company will have been four years and three months at the conclusion of this General Meeting of Shareholders.</p>		

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Class and number of shares of the Company held
4	Yoshiteru Kawata (October 7, 1959)  [Reappointment] [Outside] [Independent]  [Attendance at the Board of Directors meetings] 100% (14/14)	April 1984      Joined The To-o Nippo Press Co., Ltd. April 2001      Assistant General Manager, Politics and Economics Division April 2006      General Manager, Editorial Division, Tokyo Branch Office April 2009      General Manager, Digital Editorial Division, Editorial Office November 2011    General Manager, Secretary Division, General Affairs Office November 2016    General Manager, Hirosaki Branch Office April 2017        Member of Management Council, Hirosaki University November 2018    Executive Officer and General Manager, Editorial Office, The To-o Nippo Press Co., Ltd. November 2019    Representative Director and President November 2019    Director, KYODO NEWS November 2020    Director and General Manager, Digital Office, The To-o Nippo Press Co., Ltd. April 2022        Part-Time Instructor, Aomori Public University (current position) June 2025        Director, Audit and Supervisory Committee Member, the Company (current position)	Common stock: 0 shares
<p>[Reason for nomination as candidate for Outside Director and expected role]            Mr. Yoshiteru Kawata has an experience as a representative director at the largest newspaper company in Aomori Prefecture, as well as broad insights into society, politics, and economy of the region.            His experiences and insights have been applied at the Company. He is nominated as a candidate for Outside Director who is an Audit and Supervisory Committee Member because it is judged that he can continue to contribute to sustainable growth and improvement of enterprise value and that he can be expected to increase the effectiveness of the Group's audit function as well as the decision-making and supervisory functions of the Board of Directors.            His term of office as an outside director (Audit and Supervisory Committee Member) of the Company will have been one year at the conclusion of this General Meeting of Shareholders.</p>			

- Notes:
1. There is no special interest between each candidate and the Company.
  2. Mr. Masashi Iwakigawa, Ms. Mie Ishida, and Mr. Yoshiteru Kawata are candidates for Outside Director.
  3. The Company has registered Mr. Masashi Iwakigawa, Ms. Mie Ishida, and Mr. Yoshiteru Kawata as Independent Directors with the Tokyo Stock Exchange as set forth in the regulations of the Exchange, and if their reappointment is approved, the Company intends for them to continue as Independent Directors.
  4. Liability limitation agreements with Directors  
 The Company has entered into an agreement with Mr. Masashi Iwakigawa, Ms. Mie Ishida, and Mr. Yoshiteru Kawata to limit their liability pursuant to Article 427, paragraph (1) of the Companies Act, and if their reappointment is approved, the Company intends to continue the agreement with them.  
 An overview of the content of the liability limitation agreement is as follows:
    - In the event that a Director is liable for damages to the Company owing to failure to perform his or her duties, his or her liability shall be limited to the total amount provided for in each item of Article 425, paragraph (1) of the Companies Act.
    - The aforementioned limitation of liability shall only be recognized in cases when the performance of duties by the Director that is the cause of the liability is done so in good faith and without serious negligence.

5. Directors and officers liability insurance agreement with Directors

The Company has entered into a directors and officers liability insurance agreement with an insurance company as stipulated in Article 430-3, Paragraph (1) of the Companies Act. At the time of renewal, the Company intends to renew the agreement under the same terms. Directors, if their appointment is approved, will be covered by the said insurance agreement.

An overview of the contents of the directors and officers liability insurance agreement is as follows:

- The insurance premium is fully borne by the Company.
- The insurance agreement shall cover any damage that may arise as Directors, the insured, assume responsibility in executing their duties or receive claims related to the pursuit of such liability. However, there are certain exemptions, such as no compensation being given for liability attributable to acts in violation of laws or regulations that were carried out with full knowledge of their illegality.

6. Ms. Mie Ishida was an Outside Director (Audit and Supervisory Committee Member) of The Aomori Bank, Ltd., a subsidiary of the Company, from June 2018 until March 2022.

## (Reference) Skills Matrix

As a whole, the Company's Board of Directors possesses a well-balanced composition of diverse knowledge and expertise.

The following skills in particular are expected to be demonstrated by the directors, both internal and outside, in the Board of Directors:

### Internal Directors

Position	Name	Skills Expected to be Demonstrated in the Board of Directors						
		Corporate Management	Sales/Marketing	Finance/Accounting	Risk Management	Human Resources/Talent Development	DX/ICT	International/Market Investments
Chairperson of the Board	Susumu Narita	●		●	●			
President	Keitaro Ishikawa	●	●	●				
Vice President	Takayuki Fujisawa	●		●		●		
Director	Yo Mori		●			●		
Director	Motomi Shiratori		●	●		●		
Director	Shinji Suto	●					●	●
Director	Shin Kidachi			●			●	●
Director	Takuya Furusato		●	●	●			
Director (Audit and Supervisory Committee Member)	Kazuhiro Moriyama				●			●

### Outside Directors

Position	Name	Skills Expected to be Demonstrated in the Board of Directors				
		Corporate Management	Public Administration	Law	Finance	Regional Economy
Outside Director	Katsunori Mikuniya		●		●	●
Outside Director	Takeshi Katano	●			●	
Outside Director (Audit and Supervisory Committee Member)	Masashi Iwakigawa	●			●	●
Outside Director (Audit and Supervisory Committee Member)	Mie Ishida			●		
Outside Director (Audit and Supervisory Committee Member)	Yoshiteru Kawata	●				●

- Notes:
1. This is the planned structure of the Board of Directors after the election of the director candidates in Proposal 2 and Proposal 3 for this General Meeting of Shareholders.
  2. This is a list of skills that are particularly expected to be demonstrated and does not encompass all the knowledge possessed by each individual.

(Reference)

## **Independence Standards for Outside Officers**

The Company designates all Outside Officers who qualify as Independent Directors as Independent Directors.

(Independence Standards for Outside Directors)

The Company has formulated its Independence Standards as follows:

- (1) The person shall not be a party for whom the Procrea Holdings Group is a major business partner nor an executive thereof.
- (2) The person shall not be a party which is a major business partner of the Procrea Holdings Group nor an executive thereof.
- (3) The person shall not be a consultant, accounting specialist, or legal specialist who receives significant money or other financial benefits from the Procrea Holdings Group apart from the Director's remuneration.
- (4) The person shall not be a major shareholder of the Procrea Holdings Group nor an executive thereof.
- (5) The person shall not be a person who receives significant donations from the Procrea Holdings Group nor an executive thereof.
- (6) The person shall not have fallen under any of the criteria in (1) to (5) above within the past three (3) years.
- (7) The person shall not be a close relative of anyone falling under any of the criteria (1) to (6) above (except those who are not in a principal position).

\*1 "A party for whom the Procrea Holdings Group is a major business partner": Refers to a business partner for which transactions with the Procrea Holdings Group make up 2% or more of the business partner's consolidated net sales in the most recent fiscal year.

\*2 "A party which is a major business partner of the Procrea Holdings Group": Refers to a business partner for which income from transactions with the business partner makes up 2% or more of the Procrea Holdings Group's consolidated gross profit in the most recent fiscal year.

\*3 "Significant": An amount exceeding the greater of 10 million yen per year or 30% of the party's annual expenses, averaged over the past three (3) years

\*4 "A major shareholder": A shareholder that holds 10% or more in direct or indirect voting rights of the Procrea Holdings Group

\*5 "Those who are not in a principal position": A person who is not an officer or general manager of the company

\*6 "A close relative": A relative within the second degree of kinship