

This document is a partial English translation of Japanese original of the Notice of The 211th Annual General Meeting of Shareholders for reference purpose only.
In the event of any discrepancy between terms of the English translation hereof and the Japanese original, the Japanese original shall prevail. The Bank shall not be held liable for any direct or indirect damages arising from such discrepancy of terms due to the English translation version.

(Securities Code: 8344)

June 2, 2023

Electronic provision measures commencement date: June 1, 2023

To Shareholders with Voting Rights:

Kichishige Hasegawa
President
The Yamagata Bank, Ltd.
1-2, Nanukamachi 3-chome,
Yamagata, Japan

**NOTICE OF CONVOCATION OF
THE 211TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

You are cordially notified that the 211th Annual General Meeting of Shareholders of The Yamagata Bank, Ltd. (the “Bank”) will be held for the purposes as described below.

In convening this General Meeting of Shareholders, the Bank has taken measures to provide information (matters for electronic provision) electronically on the below websites.

The Bank’s website

(<https://www.yamagatabank.co.jp/english/>)

In addition to the above website, the Bank has also disclosed matters for electronic provision on the website of the Tokyo Stock Exchange (TSE). Please access the below TSE website (TSE Listed Company Information Service), enter and search for the issue name (The Yamagata Bank) or securities code (8344), then select “Basic Information” or “Documents for Public Inspection/PR Information.”

Tokyo Stock Exchange website (TSE Listed Company Information Service)

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

Instead of attending the meeting on the day, you can exercise your voting rights in writing or via electromagnetic means (the Internet, etc.). Please review the Reference Documents for the General Meeting of Shareholders described hereinafter, and exercise your voting rights by Thursday, June 22, 2023 at 5 p.m. Japan time.

1. Date and Time: Friday, June 23, 2023 at 10 a.m. Japan time

2. Place: Terrsa Hall, Yamagata Terrsa
2-3, Futabacho 1-chome, Yamagata, Japan

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report and Non-consolidated Financial Statements for the Bank’s 211th Fiscal Year (from April 1, 2022 to March 31, 2023)
 2. Consolidated Financial Statements for the Bank’s 211th Fiscal Year (from April 1, 2022 to March 31, 2023) and results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee

Proposals to be resolved:

- Proposal 1** **Election of Twelve (12) Directors (excluding Directors Serving as Audit and Supervisory Committee Members)**
- Proposal 2** **Election of One (1) Director Serving as Audit and Supervisory Committee Member**

4. Exercise of Voting Rights

Attending the General Meeting of Shareholders

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

Date and time of the meeting : Friday, June 23, 2023 at 10 a.m. Japan time

Exercise of Voting Rights in Writing

Please indicate your approval or disapproval for a proposal on the enclosed Voting Rights Exercise Form and send the form to us so that it reaches us by the deadline below. If neither approval nor disapproval of a proposal is indicated in the Voting Rights Exercise Form, it shall be deemed a vote of approval.

Deadline : To arrive by no later than 5 p.m. on Thursday, June 22, 2023, Japan time

Exercise of Voting Rights via the Internet, etc.

Please access the Bank's designated website for exercising voting rights (<https://evote.tr.mufg.jp/>). Use the "log-in ID" and "temporary password" printed on the enclosed Voting Rights Exercise Form, and follow the on-screen guidance to enter your approval or disapproval of proposal.

Deadline : By no later than 5 p.m. on Thursday, June 22, 2023, Japan time

For details, please see page 5 of the Japanese version of this document.

Handling of multiple voting

If you exercise your voting rights both via mail and the Internet, the vote placed via the Internet will be deemed valid.

If you exercise your voting rights multiple times via the Internet, the latest vote will be deemed valid.

End

□ Requests to shareholders

- Shareholders attending this General Meeting of Shareholders are kindly requested to consider their own physical condition before attending. You may be asked to take your temperature and to cooperate in checking your physical condition at the venue. Please note that those who appear unwell may be asked to refrain from entering the venue.
- If you are unable to attend the meeting, please exercise your voting rights in advance either via mail or the Internet.
- When attending the meeting, please bring this Notice of Convocation with you for conservation of resources.

□ Notices

- In line with the enforcement of the electronic provision system under the revised Companies Act, the materials for the General Meeting of Shareholders will be provided on our website. However, since this is the first year of application of this system, we have decided to send the materials to all shareholders in writing as in the past in order to avoid confusion among shareholders.
- Of the matters for electronic provision measures, the following matters are not included in the paper copy to be sent to shareholders who have requested it, pursuant to the provisions of applicable laws and regulations and Article 15 of the Articles of Incorporation of the Bank. “Non-Consolidated Statement of Changes in Equity,” “Notes to the Non-Consolidated Financial Statements,” “Consolidated Statement of Changes in Equity,” and “Notes to the Consolidated Financial Statements.” Accordingly, the said documents are part of the documents audited by the Accounting Auditor and Audit and Supervisory Committee when preparing the Audit Report.
- Amendments to the matters for electronic provision measures, if any, will be posted on the above websites.
- Any major changes in the operation of the General Meeting of Shareholders due to changes in circumstances will be announced on the Bank’s website (<https://www.yamagatabank.co.jp/english/>). We appreciate the understanding and cooperation of our shareholders.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1 Election of Twelve (12) Directors (excluding Directors Serving as Audit and Supervisory Committee Members)

The terms of office of all thirteen (13) Directors (excluding Directors serving as Audit and Supervisory Committee Members; hereinafter, the same applies in this Proposal) will expire at the conclusion of this Annual General Meeting of Shareholders. In order to efficiently strengthen the business management systems, the Bank proposes the election of twelve (12) Directors, decreasing one (1) Director from the previous fiscal year.

The candidates for Directors are as follows.

The Bank has established the Governance Committee, which is a voluntary body to conduct deliberations upon request of the Board of Directors in order to enhance transparency of remuneration and election of Directors. The candidates for Directors are determined at the Board of Directors upon deliberation at the Governance Committee.

The majority of the Committee members are Independent Outside Directors, and it is chaired by an Independent Outside Director.

▪ Opinion of the Audit and Supervisory Committee on the election of Directors

Regarding candidates for Directors, the Audit and Supervisory Committee made careful consideration from the viewpoint of qualification and business execution ability of each candidate, reinforcing the effectiveness of the Board of Directors, nomination procedures, etc. As a result, the candidates for Directors in this Proposal have been judged to be appropriate due to the following reasons: each candidate has abundant business experience and achievements; those persons that are deemed to be capable of fulfilling the duties expected as members of the Board of Directors have been selected; and all candidates have been nominated after undergoing appropriate procedures, including the deliberation in the Governance Committee.

Candidates for Directors (excluding Directors serving as Audit and Supervisory Committee Members)

No.	Name	Current positions at the Bank		Attendance at the Board of Directors
1	<u>Reappointment</u> Kichishige Hasegawa	President and Representative Director		91% (10/11)
2	<u>Reappointment</u> Eiji Sato	Senior Managing Director and Representative Director		100% (11/11)
3	<u>Reappointment</u> Shinichiro Miura	Senior Managing Director and Representative Director		100% (11/11)
4	<u>Reappointment</u> Hiroshi Koya	Managing Director		100% (11/11)
5	<u>Reappointment</u> Yutaka Touyama	Managing Director		91% (10/11)
6	<u>Reappointment</u> Izumi Hasegawa	Managing Director serving as General Manager, Financial Markets Division		100% (11/11)
7	<u>Reappointment</u> Tsutomu Komagome	Managing Director serving as General Manager, Operation Administration Division		100% (11/11)
8	<u>Reappointment</u> Tomokazu Kan	Managing Director serving as General Manager, Business Planning Division		100% (11/11)
9	<u>Reappointment</u> Toshiyuki Komatsu	Director serving as General Manager, Credit Division		100% (11/11)
10	<u>Reappointment</u> Mitsuru Imokawa	Director serving as General Manager, Head Office Sales Division		100% (9/9)
11	<u>Reappointment</u> Yumiko Inoue	<u>Outside</u>	Independent	Outside Director 91% (10/11)
12	<u>Reappointment</u> Keitaro Harada	<u>Outside</u>	Independent	Outside Director 82% (9/11)

No.	Name (Date of birth)	Past experience, positions and responsibilities in the Bank, and significant concurrent positions	Number of shares of the Bank held
1	Kichishige Hasegawa (Sep. 30, 1949) Male <input type="checkbox"/> Reappointment Attendance at the Board of Directors 91% (10/11)	Apr. 1973 Joined The Sumitomo Bank, Ltd. (currently Sumitomo Mitsui Banking Corporation) May 1983 Assistant General Manager, Business Planning Division, Business Headquarters Jun. 1985 Managing Director, the Bank Apr. 1993 Senior Managing Director Jun. 1997 Senior Managing Director and Representative Director Jun. 2005 President and Representative Director to present (Responsibilities) Auditing Division	323,850 shares
		<Reason for nomination as a candidate for Director> Since being appointed President and Representative Director in June 2005, Mr. Kichishige Hasegawa has demonstrated superior leadership in the overall management of the Bank and has the knowledge and ability to perform accurate, fair, and efficient control of the Bank.	
2	Eiji Sato (Jun. 5, 1964) Male <input type="checkbox"/> Reappointment Attendance at the Board of Directors 100% (11/11)	Apr. 1987 Joined the Bank Jun. 2009 General Manager, Corporate Banking Division, Sakata Branch Apr. 2012 Deputy General Manager, Business Planning Division Jun. 2014 General Manager, Business Support Division Jun. 2017 Director serving as General Manager, Yonezawa Branch and General Manager, Yonezawa-Kita Branch Jun. 2020 Managing Director Jun. 2022 Senior Managing Director and Representative Director to present (Responsibilities) Corporate Planning Division, Human Resources & General Administration Division	2,400 shares
		<Reason for nomination as a candidate for Director> After being appointed Director in June 2017, Mr. Eiji Sato assumed the position of Senior Managing Director and Representative Director in June 2022. During the previous fiscal year, while building management and human resource strategies, he demonstrated his high level of management skills by guiding the revision of the human resource system and the development of a diverse and flexible work system, in addition to initiatives for business expansion and strengthening corporate governance. He has the knowledge and ability to perform accurate, fair, and efficient control of the Bank.	

No.	Name (Date of birth)	Past experience, positions and responsibilities in the Bank, and significant concurrent positions	Number of shares of the Bank held
3	Shinichiro Miura (Dec. 27, 1971) Male <div style="border: 1px solid black; padding: 2px;">Reappointment</div> Attendance at the Board of Directors 100% (11/11)	Apr. 1994 Joined The Mitsubishi Bank, Ltd. (currently MUFG Bank, Ltd.) Sep. 2003 Manager, Corporate Banking Credit Group II, Credit Division Jun. 2005 Managing Director, the Bank Jun. 2014 Senior Managing Director and Representative Director Jun. 2020 Senior Managing Director and Representative Director serving as General Manager, Corporate Management Center Jun. 2022 Senior Managing Director and Representative Director to present (Responsibilities) Business Support Division, System Planning Division, Secretariat, Tokyo Liaison Office	129,765 shares
		<Reason for nomination as a candidate for Director> Mr. Shinichiro Miura joined the Bank after working for The Mitsubishi Bank, Ltd. (currently MUFG Bank, Ltd.). After serving as the Managing Director of the Bank, he was appointed as the Senior Managing Director and Representative Director in June 2014. He has experience and skill in a broad range of fields, and has demonstrated superior leadership in the overall management of the Bank. During the previous fiscal year, in addition to exerting efforts to strengthen business relations to firmly establish a wide-area sales system, he launched “DX Labo” as a DX strategy measure in his role as the supervisor of digital strategy promotion. Thus, he has the knowledge and ability to perform accurate, fair, and efficient control of the Bank.	
4	Hiroshi Koya (Jun. 16, 1962) Male <div style="border: 1px solid black; padding: 2px;">Reappointment</div> Attendance at the Board of Directors 100% (11/11)	Apr. 1986 Joined The Sumitomo Bank, Ltd. (currently Sumitomo Mitsui Banking Corporation) May 1994 Joined the Bank Apr. 2008 General Manager, Minami-Yamagata Branch Oct. 2010 Deputy General Manager, Business Planning Division Jul. 2011 Deputy General Manager, General Planning & Coordinations Division Jul. 2012 General Manager, Financial Markets Division Oct. 2014 General Manager, Sendai Branch Apr. 2016 General Manager, General Planning & Coordinations Division Jun. 2016 Director serving as General Manager, General Planning & Coordinations Division Apr. 2019 Managing Director serving as General Manager, Corporate Management Center and Corporate Planning Division Oct. 2019 Managing Director serving as General Manager, Corporate Management Center Jun. 2020 Managing Director to present (Responsibilities) Risk Management Division, Compliance Division	3,400 shares
		<Reason for nomination as a candidate for Director> Mr. Hiroshi Koya joined the Bank after working for the Sumitomo Bank, Ltd. (currently Sumitomo Mitsui Banking Corporation). After serving in positions such as the General Manager of branches, Financial Markets Division and General Planning & Coordinations Division, he was appointed as Director. Since then, he has accumulated abundant experience and achievements through the supervision of the financial markets department and compliance/risk management department. During the previous fiscal year, he led the reinforcement of anti-money laundering and combating the financing of terrorism (AML/CFT) measures and BCP such as COVID-19 response. Thus, he has the knowledge and ability to perform accurate, fair, and efficient control of the Bank.	

No.	Name (Date of birth)	Past experience, positions and responsibilities in the Bank, and significant concurrent positions	Number of shares of the Bank held
5	Yutaka Touyama (Nov. 14, 1965) Male Reappointment Attendance at the Board of Directors 91% (10/11)	Apr. 1988 Joined the Bank Jul. 2010 General Manager, Karikawa Branch Jul. 2012 Deputy General Manager, Credit Division Sep. 2015 General Manager, Kotobukicho Branch Jun. 2017 General Manager, Credit Division Jun. 2019 Director serving as General Manager, Credit Division Jun. 2021 Managing Director to present (Responsibilities) Credit Division	4,100 shares
	<p><Reason for nomination as a candidate for Director></p> <p>After serving in positions such as the General Manager of branches, Mr. Yutaka Touyama was appointed as the Director serving as General Manager, Credit Division in June 2019. Since then, he has accumulated abundant experience and achievements mainly through the supervision of the credit department. During the previous fiscal year, he led the reinforcement of credit management based on business feasibility evaluations and credit risk management through support for customers' management improvement, in addition to improving the appropriate loan planning, credit management and control. Thus, he has the knowledge and ability to perform accurate, fair, and efficient control of the Bank.</p>		
6	Izumi Hasegawa (Oct. 12, 1977) Female Reappointment Attendance at the Board of Directors 100% (11/11)	Apr. 2001 Joined Deutsche Securities Limited, Tokyo Branch (currently Deutsche Securities Inc.) May 2004 Joined Morgan Stanley Japan Limited (currently Morgan Stanley MUFG Securities Co., Ltd.) Mar. 2006 Joined Standard & Poor's Ratings Services (currently S&P Global Ratings Japan Inc.) May 2007 Joined Barclays Capital Japan Limited (currently Barclays Securities Japan Limited) Aug. 2008 Joined Dexia Crédit Local May 2010 Joined The Royal Bank of Scotland Plc (currently NatWest Markets Securities Japan Limited) Vice President, Risk Management Department Apr. 2015 Head of Operational Risk Japan Sep. 2017 General Manager in General Planning & Coordinations Division, the Bank Apr. 2019 General Manager, Risk Management Division Jun. 2019 Director serving as General Manager, Risk Management Division Jun. 2020 Director serving as General Manager, Financial Markets Division Jun. 2021 Managing Director serving as General Manager, Financial Markets Division to present (Responsibilities) Financial Markets Division	8,700 shares
	<p><Reason for nomination as a candidate for Director></p> <p>Ms. Izumi Hasegawa joined the Bank after engaging in credit markets analysis, arrangements of finance projects in Japan and overseas, risk management of bank loans and financial markets transactions in Japan and overseas, which were mainly for Japan offices of banks and securities companies in the U.S. and Europe. After serving in positions such as General Manager, Risk Management Division, she was appointed as the Director. During the previous fiscal year, she supervised the financial markets department based on her extensive specialized knowledge, and has the experience and ability to perform accurate, fair, and efficient control of the Bank.</p>		

No.	Name (Date of birth)	Past experience, positions and responsibilities in the Bank, and significant concurrent positions	Number of shares of the Bank held
7	<p>Tsutomu Komagome (Oct. 27, 1966) Male</p> <p>Reappointment</p> <p>Attendance at the Board of Directors 100% (11/11)</p>	<p>Apr. 1989 Joined the Bank</p> <p>Jul. 2011 General Manager, Arato Branch</p> <p>Apr. 2014 General Manager, Yachi Branch</p> <p>Jul. 2017 General Manager, Sagae Chuo Branch</p> <p>Apr. 2019 General Manager, Operation Administration Division</p> <p>Jun. 2021 Director serving as General Manager, Operation Administration Division</p> <p>Jun. 2022 Managing Director serving as General Manager, Operation Administration Division to present (Responsibilities) Operation Administration Division</p>	5,093 shares
<p><Reason for nomination as a candidate for Director></p> <p>After serving as General Manager of branches and General Manager, Operation Administration Division, Mr. Tsutomu Komagome was appointed Director serving as General Manager, Operation Administration Division in June 2021. Since then, he has accumulated abundant experience and achievements mainly through supervision of the operation administration department. During the previous fiscal year, he continued efforts to improve the efficiency of the operations of branches through concentrating administrative tasks at the head office and support for transition to electronic exchange, as well as encouraged structural reforms such as initiatives to secure earnings and reduce administrative costs. Thus he has the knowledge and ability to perform accurate, fair, and efficient control of the Bank.</p>			
8	<p>Tomokazu Kan (Jun. 18, 1966) Male</p> <p>Reappointment</p> <p>Attendance at the Board of Directors 100% (11/11)</p>	<p>Apr. 1990 Joined the Bank</p> <p>Apr. 2014 General Manager, Honjo Branch</p> <p>Apr. 2016 Deputy General Manager, General Planning & Coordinations Division and Chief, Yamagata Strategic Growth Office</p> <p>Oct. 2017 General Manager, Tsuruoka Branch</p> <p>Jun. 2019 General Manager, Business Planning Division</p> <p>Jun. 2021 Director serving as General Manager, Business Planning Division</p> <p>Jun. 2022 Managing Director serving as General Manager, Business Planning Division to present (Responsibilities) Business Planning Division</p>	1,900 shares
<p><Reason for nomination as a candidate for Director></p> <p>After serving as General Manager of branches and General Manager, Business Planning Division, Mr. Tomokazu Kan was appointed Director serving as General Manager, Business Planning Division in June 2021. Since then, he has accumulated abundant experience and achievements mainly through the supervision of the business planning department. During the previous fiscal year, he continued to work on the establishment of new sales branch structures throughout the prefecture and on issues related to regional development. He also promoted strengthening of transactions with existing customers in the corporate sector as well as the digitalization and non-face-to-face shift in the personal retail sector. Thus, he has the knowledge and ability to perform accurate, fair, and efficient control of the Bank.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibilities in the Bank, and significant concurrent positions		Number of shares of the Bank held
9	Toshiyuki Komatsu (Sep. 10, 1966) Male Reappointment Attendance at the Board of Directors 100% (11/11)	Apr. 1990	Joined the Bank	3,800 shares
		Jul. 2014	General Manager, Corporate Banking Division, Sakata Branch	
		Jun. 2017	General Manager, Kotobukicho Branch	
		Jun. 2020	General Manager, Sakata Branch and General Manager, Sakata-Ekimae Branch	
		Jun. 2021	Director serving as General Manager, Credit Division to present	
		<Reason for nomination as a candidate for Director> After serving in positions such as the General Manager of branches, Mr. Toshiyuki Komatsu was appointed as the Director serving as General Manager, Credit Division in June 2021. Since then, he has accumulated abundant experience and achievements mainly through the supervision of the credit department. During the previous fiscal year, he continued providing financing support and support for customers' management improvement, in addition to promoting the appropriate credit management and control, and reinforcing loan infrastructure by strengthening collaboration with branches. Thus, he has the knowledge and ability to perform accurate, fair, and efficient control of the Bank.		
10	Mitsuru Imokawa (Feb. 17, 1967) Male Reappointment Attendance at the Board of Directors 100% (9/9)	Apr. 1989	Joined the Bank	4,700 shares
		Apr. 2012	General Manager, Komatsu Branch	
		Apr. 2013	Deputy General Manager, Business Support Division	
		Nov. 2014	General Manager, Head Office Sales Division 2	
		Jun. 2017	General Manager, Business Support Division	
		Jun. 2020	General Manager, Yonezawa Branch and General Manager, Yonezawa-Kita Branch	
		Apr. 2022	General Manager, Yonezawa Branch and General Manager, Yonezawa & Higashi-Okitama Sales Division	
		Jun. 2022	Director serving as General Manager, Head Office Sales Division to present	
		<Reason for nomination as a candidate for Director> After serving as General Manager of the Business Support Division and General Manager of branches, Mr. Mitsuru Imokawa was appointed Director in June 2022. He has accumulated abundant experience and achievements mainly through strengthening relations with major prefectural customers with a focus on Yamagata city as General Manager, Head Office Sales Division. During the previous fiscal year, he assisted customers in resolving business issues, established a new sales branch structure in the Yamagata region, and strengthened sales ability. Thus, he has the knowledge and ability to perform accurate, fair, and efficient control of the Bank.		

No.	Name (Date of birth)	Past experience, positions and responsibilities in the Bank, and significant concurrent positions	Number of shares of the Bank held
11	Yumiko Inoue (Jul. 27, 1947) Female <div style="border: 1px solid black; padding: 2px; display: inline-block;">Reappointment</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Outside</div> <div style="background-color: black; color: white; padding: 2px; display: inline-block;">Independent</div> Attendance at the Board of Directors 91% (10/11)	Feb. 1996 Joined Takashima Electric, INC (Director) Feb. 2001 Managing Director Jul. 2003 President and Representative Director Aug. 2009 Chairperson, Miyagi and Yamagata Women's Association (incumbent) Feb. 2011 Chairman and Representative Director, Takashima Electric, INC Jun. 2012 Deputy President, The Yamagata Chamber of Commerce and Industry Jun. 2015 Outside Director, the Bank (incumbent) Apr. 2017 Management Council Member, Yamagata University Feb. 2022 Chairman and President, Representative Director of Takashima Electric, INC (incumbent) to present	3,000 shares
	<Reason for nomination as a candidate for Director and overview of expected roles> The Bank appointed Ms. Yumiko Inoue as a candidate for Outside Director, appreciating her advice to management from external and independent standpoint with high-level insight she has gained as a corporate manager and her experience in serving as an executive of economy organizations such as the Deputy President of the Yamagata Chamber of Commerce and Industry. Additionally, the Bank believes that she is the best qualified to promote and enhance the Bank's initiative, "Ensuring Diversity, Including Active Participation of Women" set forth in Japan's Corporate Governance Code.		
12	Keitaro Harada (Feb. 2, 1953) Male <div style="border: 1px solid black; padding: 2px; display: inline-block;">Reappointment</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Outside</div> <div style="background-color: black; color: white; padding: 2px; display: inline-block;">Independent</div> Attendance at the Board of Directors 82% (9/11)	Apr. 1977 Joined Happy Sewing Machine Mfg. Co., Ltd. (currently HappyJapan Inc.) Jun. 1987 President and Representative Director, Tohoku Seiki Industries Co., Ltd. (currently HappyJapan Inc.) Dec. 1999 President and Representative Director, Happy Industrial Corporation (currently HappyJapan Inc.) Jun. 2005 Outside Auditor, Yamako Corporation (incumbent) Jun. 2006 Outside Director, Ryou Kyowa Corporation (incumbent) Jul. 2011 President and Representative Director, Happy Kyowa Corporation (incumbent) Jun. 2012 Outside Auditor, Yamagata Broadcasting Co., Ltd. (incumbent) Oct. 2014 President and Representative Director, HappyJapan Inc. Apr. 2017 President and Representative Director, HappyProduct Inc. Oct. 2019 Chief Executive Officer, HappyJapan Inc. (incumbent) Dec. 2019 Chief Executive Officer, HappyProduct Inc. (incumbent) Jun. 2020 Outside Director, the Bank (incumbent) to present	900 shares
	<Reason for nomination as a candidate for Director and overview of expected roles> As a corporate manager of global manufacturing companies, Mr. Keitaro Harada is well versed in professional knowledge and advanced manufacturing technology and has a wide range of global insights. In addition, he has abundant experience as Outside Director and Outside Audit & Supervisory Board Member at other companies, and he has been providing objective advice on management from an external and independent standpoint. Thus, the Bank has selected him as a candidate for Outside Director. The Bank has judged that he will be able to appropriately execute his duties as Outside Director of the Bank.		

There are no special interest relationships between the candidates and the Bank

<Notes>

1. Ms. Yumiko Inoue serves as Representative Director of Takashima Electric, INC however, total amount of transactions between Takashima Electric, INC and the Bank in FY2022 accounted for less than 1% of sales of both Takashima Electric, INC and the Bank, therefore does not affect Ms. Yumiko Inoue's independence.
2. Mr. Keitaro Harada serves as Representative Director of HappyJapan Inc. and HappyProduct Inc. and Happy Kyowa Corporation, however, total amount of transactions between these companies and the Bank in FY2022 accounted for less than 1% of sales of each company and the Bank, therefore does not affect Mr. Keitaro Harada's independence.
3. Ms. Yumiko Inoue and Mr. Keitaro Harada are candidates for Outside Directors.
4. The Bank has submitted an Independent Director Notification to designate Ms. Yumiko Inoue and Mr. Keitaro Harada as Independent Directors to the Tokyo Stock Exchange, in accordance with the Bank's "Independence Standards" on page 17 and other requirements. If they are reelected, they are to continue serving as Independent Directors.
If Proposal 1 and Proposal 2 are approved, the number of Outside Directors who are Independent Directors will be 6 out of 18 Directors, including Directors serving as Audit and Supervisory Committee Members.
5. The Bank has entered into limited liability agreements with Ms. Yumiko Inoue and Mr. Keitaro Harada in accordance with Article 427, Paragraph 1 of the Companies Act to limit their liability in case of damages to the Bank arising from negligence in performing duties to the minimum liability stipulated under laws and regulations. If the reelection of Ms. Yumiko Inoue and Mr. Keitaro Harada is approved, the Bank plans to continue the said agreements.
6. The Bank has entered into the directors and officers liability insurance contract to insure all Directors. The contract shall cover damage that may arise as a result of the insured Directors assuming liability for their execution of duties, or receiving a claim for damages pertaining to the pursuit of such liability. If the candidates are elected as Directors, each of them will be insured under the insurance contract, which is to be renewed during their terms of office.
7. Ms. Yumiko Inoue and Mr. Keitaro Harada currently serve as Outside Directors of the Bank, and Ms. Yumiko Inoue and Mr. Keitaro Harada have served as Outside Director for eight (8) years and three (3) years, respectively, at the conclusion of this Annual General Meeting of Shareholders.
8. Mr. Mitsuru Imokawa was newly elected as Director at last year's Annual General Meeting of Shareholders held on June 24, 2022. Thus, his attendance at the Board of Directors is applied to the Board of Directors held on or after the said Annual General Meeting of Shareholders held last year.

Proposal 2 Election of One (1) Director Serving as Audit and Supervisory Committee Member

In order to further strengthen our management supervisory function, The Bank proposes the election of one (1) Director serving as Audit and Supervisory Committee Member. With regard to this proposal, the consent of the Audit and Supervisory Committee has been obtained.

The candidate for Director serving as Audit and Supervisory Committee Member is as follows.

The candidate for Director serving as Audit and Supervisory Committee Member is determined at the Board of Directors upon deliberation at the Governance Committee.

No.	Name (Date of birth)	Past experience, positions and responsibilities in the Bank, and significant concurrent positions	Number of shares of the Bank held
1	Hiroyuki Sasa (Jun. 9, 1967) Male	Apr. 1990 Joined the Bank Oct. 2014 General Manager, Jinmachi Branch Oct. 2015 Deputy General Manager, Credit Division Jun. 2018 General Manager, Human Resources & General Administration Division	3,300 shares
	New appointment	Oct. 2019 General Manager, Corporate Planning Division Jun. 2022 Director serving as General Manager, Corporate Planning Division to present	
	Attendance at the Board of Directors 100% (9/9)		
	<p><Reason for nomination as a candidate for Director> Mr. Hiroyuki Sasa served as General Manager of a branch, General Manager, Human Resources & General Administration Division, and Corporate Planning Division before being appointed Director in June 2022. He is well versed in all aspects of management, utilizing his extensive network of contacts with other financial institutions and other industries, and reflecting this network in various policies and measures. Thus, the Bank expects that he will implement appropriate audit and supervision of the status of duties of the Business Executive Directors and overall management, and has selected him as a candidate.</p>		

There are no special interest relationships between the candidate and the Bank

<Notes>

1. The Bank has entered into the directors and officers liability insurance contract to insure all Directors, including Directors serving as Audit and Supervisory Committee Members. The contract shall cover damage that may arise as a result of the insured Directors assuming liability for their execution of duties, or receiving a claim for damages pertaining to the pursuit of such liability. If the candidate is elected as Director, he will be insured under the insurance contract, which is to be renewed during his terms of office.
2. Mr. Hiroyuki Sasa was newly elected as Director at last year's Annual General Meeting of Shareholders held on June 24, 2022. Thus, his attendance at the Board of Directors is applied to the Board of Directors held on or after the said Annual General Meeting of Shareholders held last year.

(Reference) Skill Matrix

If Proposal 1 and Proposal 2 are approved, Areas in which the Bank specifically expects each Director are as follows. The items in the expected areas are selected based on the bank's core business operations as well as the long-term business plan and management strategy, and the skill areas that the Board of Directors should have in place to fulfill its roles and responsibilities.

Inside Director	Name	Management Strategies	Regional Development	Risk Management	Human Capital Management	Credit Management	Sales	Market Operation	Digital DX/BPR
	Kichishige Hasegawa	○	○	○					
	Eiji Sato	○					○	○	
	Shinichiro Miura	○	○						○
	Hiroshi Koya	○		○				○	
	Yutaka Touyama				○	○			○
	Izumi Hasegawa	○		○				○	
	Tsutomu Komagome					○	○		○
	Tomokazu Kan		○				○		○
	Toshiyuki Komatsu			○		○	○		
	Mitsuru Imokawa		○				○		
	Takuro Taruishi		○	○				○	
Hiroyuki Sasa	○		○	○					

Expected role by area

Management Strategies	Management strategy planning and appropriate organizational management	Credit Management	Credit management and rehabilitation support in financing
Regional Development	Multifaceted support for sustainable growth of the local economy	Sales	Branch operations, client support, consulting sales
Risk Management	Appropriate management of various risks	Market Operation	Appropriate risk-taking/risk management and stable operations
Human Capital Management	Cultivate human resources indispensable for the realization of management strategies	Digital DX/BPR	DX support for customers, DX and business efficiency improvement within the Bank

Outside Director	Name	Corporate Management	Finance	Legal	Financial Affairs	Global
	Yumiko Inoue	○				
	Keitaro Harada	○				○
	Yasumasa Gomi	○	○			○
	Gisuke Ohara	○				
	Junichi Matsuda	○		○		
	Masanori Oshino				○	

Expected role by area

Corporate Management	Advice and management supervision based on knowledge and experience as a corporate manager of a listed company, etc., and reflection of feedback from local companies
Finance	Advice on management strategies and execution of operations, utilizing knowledge and experience as a financial institution manager
Legal	Appropriate advice and supervision of management in corporate legal affairs
Financial Affairs	Appropriate advice and supervision of management in corporate accounting
Global	Advice based on broad international expertise and reflection of opinions based on overseas trends

* The above tables do not indicate all of the knowledge and experience possessed by each Director. A maximum of three fields are indicated for each Director expected to have particular expertise based on his or her experience, etc.

(Reference) Independence Standards of the Bank

The Bank designates all Outside Directors who qualify as Independent Directors as Independent Directors. The Bank shall determine that an Outside Director candidate is independent from the Bank if he or she falls under none of the following items currently and in the past three years.

- (1) Major business partners (*1)
 - a. A party that holds the Bank as a major business partner or, in the case where the party is a legal entity, etc. (hereinafter referred to as “legal entity or other organization”), an executive thereof.
 - b. A major business partner of the Bank or, if the party is a legal entity, an executive thereof
- (2) Specialists
A consultant, accounting specialist, or legal specialist who receives money and other property exceeding 10 million yen per year over the past three years on average from the Bank (excluding the Bank’s executive remuneration).
- (3) Donations
A party who receives donations, etc. exceeding 10 million yen per year from the Bank over the past three years on average or an executive thereof
- (4) Major shareholders
Major shareholders who hold 10% or more of the outstanding shares of the Bank or, if a party is a legal entity, an executive thereof
- (5) Any close relatives of those specified in (1) to (4) above (*2)
(Excluding insignificant persons (*3))
- (6) Directors, Auditors, employees, and their close relatives of the Bank or its subsidiaries (*2)
(Excluding insignificant persons (*3))
 - *1. Definition of “major business partners”
 - A party whose major business partner is the Bank: In the case where the percentage of sales to the Bank accounts for more than 2% of consolidated sales of the said party
 - Major business partner of the Bank: In the case where the Bank has loans exceeding 1% of its consolidated total assets
 - *2. Definition of “close relatives”
A spouse or a relative within the second degree of kinship
 - *3. Definition of “significant”
A person who is of the Director / Audit & Supervisory Board Member or General Manager level of a corporation