

This document is a partial English translation of Japanese original of the Notice of The 212th 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)

May 31, 2024

Electronic provision measures commencement date: May 30, 2024

To Shareholders with Voting Rights:

Eiji Sato
President
The Yamagata Bank, Ltd.
1-2, Nanukamachi 3-chome,
Yamagata, Japan

**NOTICE OF CONVOCATION OF
THE 212TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

You are cordially notified that the 212th 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 20, 2024 at 5 p.m. Japan time.

1. Date and Time: Friday, June 21, 2024 at 10 a.m. Japan time

2. Place: Concert Hall, Yamagin Kenmin Hall
2-38, 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 212th Fiscal Year (from April 1, 2023 to March 31, 2024)
 2. Consolidated Financial Statements for the Bank’s 212th Fiscal Year (from April 1, 2023 to March 31, 2024) 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 Six (6) Directors (excluding Directors Serving as Audit and Supervisory Committee Members) |
| Proposal 2 | Election of Four (4) Directors Serving as Audit and Supervisory Committee Members |
| Proposal 3 | Revisions to the Details of the Performance-Linked Stock Remuneration Plan for Directors |

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 21, 2024 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 20, 2024, 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 20, 2024, 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

- When attending the meeting, please bring this Notice of Convocation with you for conservation of resources.

□ Notices

- For this General Meeting of Shareholders, we have decided to send a paper copy of the matters for electronic provision to all shareholders, regardless of whether or not they have requested it.
- The following matters are not included in the paper copy, pursuant to the provisions of applicable laws and the Articles of Incorporation of the Bank. The Audit and Supervisory Committee and the Accounting Auditor have audited the documents, including the following items.
 - Non-Consolidated Statement of Changes in Equity
 - Notes to the Non-Consolidated Financial Statements
 - Consolidated Statement of Changes in Equity
 - Notes to the Consolidated Financial Statements
- 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/>). We appreciate the understanding and cooperation of our shareholders.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1 Election of Six (6) Directors (excluding Directors Serving as Audit and Supervisory Committee Members)

The terms of office of all twelve (12) 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.

The Bank has decided to introduce a system of executive officers in order to optimize the roles of execution and supervision at the Board of Directors and achieve swifter decision-making.

Accordingly, the Bank proposes the election of six (6) Directors, decreasing the number of Directors by six (6) compared to 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' meetings
1	<u>Reappointment</u>	Kichishige Hasegawa			Chairman and Representative Director	100% (11/11)
2	<u>Reappointment</u>	Eiji Sato			President 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>	Yutaka Touyama			Managing Director	100% (11/11)
5	<u>Reappointment</u>	Yumiko Inoue	<u>Outside</u>	Independent	Outside Director	100% (11/11)
6	<u>Reappointment</u>	Keitaro Harada	<u>Outside</u>	Independent	Outside Director	91% (10/11)

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	<p>Kichishige Hasegawa (Sep. 30, 1949) Male</p> <p>Reappointment</p> <p>Attendance at the Board of Directors' meeting 100% (11/11)</p>	Apr. 1973	Joined The Sumitomo Bank, Ltd. (currently Sumitomo Mitsui Banking Corporation)	324,050 shares
		May 1983 Jun. 1985 Apr. 1993 Jun. 1997 Jun. 2005 Jun. 2023	Assistant General Manager, Business Planning Division, Business Headquarters Managing Director, the Bank Senior Managing Director Senior Managing Director and Representative Director President and Representative Director Chairman and Representative Director to present	
<p><Reason for nomination as a candidate for Director></p> <p>After serving for 18 years as President and Representative Director since June 2005, Mr. Kichishige Hasegawa has continued to demonstrate superior leadership in the overall management of the Bank as Chairman and Representative Director since June 2023. Thus, he has the knowledge and experience to perform accurate, fair, and efficient control of the Bank.</p>				
2	<p>Eiji Sato (Jun. 5, 1964) Male</p> <p>Reappointment</p> <p>Attendance at the Board of Directors' meeting 100% (11/11)</p>	Apr. 1987	Joined the Bank	2,700 shares
		Jun. 2009 Apr. 2012 Jun. 2014 Jun. 2017 Jun. 2020 Jun. 2022 Jun. 2023	General Manager, Corporate Banking Division, Sakata Branch Deputy General Manager, Business Planning Division General Manager, Business Support Division Director serving as General Manager, Yonezawa Branch and General Manager, Yonezawa-Kita Branch Managing Director Senior Managing Director and Representative Director President and Representative Director to present (Responsibilities) Auditing Division	
<p><Reason for nomination as a candidate for Director></p> <p>After being appointed Director in June 2017, Mr. Eiji Sato served as Managing Director, Senior Managing Director and Representative Director, and assumed the position of President and Representative Director in June 2023. He has extensive practical experience, a track record of relationship-building with numerous customers, and corporate planning experience, and has demonstrated superior leadership in the overall management of the Bank. He possesses the ability to handle complex and sophisticated issues, as well as the knowledge and experience to accurately steer management 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
3	Shinichiro Miura (Dec. 27, 1971) Male <u>Reappointment</u> Attendance at the Board of Directors' meeting 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) Corporate Planning Division, System Planning Division, Secretariat, Tokyo Liaison Office	130,165 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, he led the formulation of the 21st long-term business plan, and thus he has expertise and ability to perform accurate, fair, and efficient control of the Bank.		
4	Yutaka Touyama (Nov. 14, 1965) Male <u>Reappointment</u> Attendance at the Board of Directors' meeting 100% (11/11)	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) Human Resources & General Administration Division, Operation Administration Division	4,600 shares
	<Reason for nomination as a candidate for Director> After serving in positions such as the General Manager of branches and the General Manager of Credit Division, Mr. Yutaka Touyama was appointed as the Director in June 2019. Since then, he has accumulated abundant experience and achievements mainly through the supervision of the credit department. From the previous fiscal year, he supervised the human resources & general administration department and operation administration department, where he led the development of a system for diverse and flexible work styles and the structural reform of administrative work. Thus, he has expertise 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	<p>Yumiko Inoue (Jul. 27, 1947) Female</p> <p>Reappointment</p> <p>Outside</p> <p>Independent</p> <p>Attendance at the Board of Directors' meeting 100% (11/11)</p>	<p>Feb. 1996 Joined Takashima Electric, INC (Director)</p> <p>Feb. 2001 Managing Director</p> <p>Jul. 2003 President and Representative Director</p> <p>Aug. 2009 Chairperson, Miyagi and Yamagata Women's Association (incumbent)</p> <p>Feb. 2011 Chairman and Representative Director, Takashima Electric, INC</p> <p>Jun. 2012 Deputy President, The Yamagata Chamber of Commerce and Industry</p> <p>Jun. 2015 Outside Director, the Bank (incumbent)</p> <p>Apr. 2017 Management Council Member, Yamagata University</p> <p>Feb. 2022 Chairman and President, Representative Director of Takashima Electric, INC (incumbent) to present</p>	3,500 shares
	<p><Reason for nomination as a candidate for Director and overview of expected roles></p> <p>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.</p>		
6	<p>Keitaro Harada (Feb. 2, 1953) Male</p> <p>Reappointment</p> <p>Outside</p> <p>Independent</p> <p>Attendance at the Board of Directors' meeting 91% (10/11)</p>	<p>Apr. 1977 Joined Happy Sewing Machine Mfg. Co., Ltd. (currently HappyJapan Inc.)</p> <p>Jun. 1987 President and Representative Director, Tohoku Seiki Industries Co., Ltd. (currently HappyJapan Inc.)</p> <p>Dec. 1999 President and Representative Director, Happy Industrial Corporation (currently HappyJapan Inc.)</p> <p>Jun. 2005 Outside Auditor, Yamako Corporation (incumbent)</p> <p>Jun. 2006 Outside Director, Ryou Kyowa Corporation (incumbent)</p> <p>Jul. 2011 President and Representative Director, Happy Kyowa Corporation (incumbent)</p> <p>Jun. 2012 Outside Auditor, Yamagata Broadcasting Co., Ltd. (incumbent)</p> <p>Oct. 2014 President and Representative Director, HappyJapan Inc.</p> <p>Apr. 2017 President and Representative Director, HappyProduct Inc.</p> <p>Oct. 2019 Chief Executive Officer, HappyJapan Inc. (incumbent)</p> <p>Dec. 2019 Chief Executive Officer, HappyProduct Inc. (incumbent)</p> <p>Jun. 2020 Outside Director, the Bank (incumbent) to present</p>	1,200 shares
	<p><Reason for nomination as a candidate for Director and overview of expected roles></p> <p>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.</p>		

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 FY2023 accounted for less than 1% of sales of both Takashima Electric, INC and the Bank, and 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 FY2023 accounted for less than 1% of sales of each company and the Bank, and 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 5 out of 10 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 nine (9) years and four (4) years, respectively, at the conclusion of this Annual General Meeting of Shareholders.

Proposal 2 Election of Four (4) Directors Serving as Audit and Supervisory Committee Members

Of the six (6) Directors serving as Audit and Supervisory Committee Members, the terms of office of Mr. Takuro Taruishi, Mr. Yasumasa Gomi, Mr. Gisuke Ohara, Mr. Junichi Matsuda and Mr. Masanori Oshino, will expire at the conclusion of this Annual General Meeting of Shareholders and Mr. Hiroyuki Sasa will resign. Accordingly, the Bank proposes the election of four (4) Directors serving as Audit and Supervisory Committee Members. With regard to this proposal, the consent of the Audit and Supervisory Committee has been obtained.

The candidates for Directors serving as Audit and Supervisory Committee Members are as follows.

The candidates for Directors serving as Audit and Supervisory Committee Members are determined at the Board of Directors upon deliberation at the Governance Committee.

Candidates for Directors serving as Audit and Supervisory Committee Members

No.		Name			Current positions at the Bank	Attendance at the Board of Directors' meetings	Attendance at the Audit and Supervisory Committee meetings
1	<u>Reappointment</u>	Takuro Taruishi			Director serving as Full-time Audit and Supervisory Committee Member	100% (11/11)	100% (14/14)
2	<u>Reappointment</u>	Yasumasa Gomi	<u>Outside</u>	Independent	Outside Director serving as Audit and Supervisory Committee Member	100% (11/11)	100% (14/14)
3	<u>Reappointment</u>	Masanori Oshino	<u>Outside</u>	Independent	Outside Director serving as Audit and Supervisory Committee Member	100% (11/11)	100% (14/14)
4	<u>New appointment</u>	Meiko Okamoto	<u>Outside</u>	Independent		–	–

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	<p>Takuro Taruishi (Mar. 30, 1965) Male</p> <p>Reappointment</p> <p>Attendance at the Board of Directors' meetings 100% (11/11)</p> <p>Attendance at the Audit and Supervisory Committee meetings 100% (14/14)</p>	<p>Apr. 1987 Joined the Bank</p> <p>Apr. 2011 General Manager, Kunomoto Branch</p> <p>Jul. 2012 Deputy General Manager, General Planning & Coordinations Division</p> <p>Apr. 2016 General Manager, Financial Markets Division</p> <p>Jun. 2020 Director serving as Full-time Audit and Supervisory Committee Member to present</p>	5,500 shares
<p><Reason for nomination as a candidate for Director></p> <p>Mr. Takuro Taruishi has served in positions such as the General Manager of a branch and the Financial Markets Division. In particular, he is well versed in financial market, securities, and international business, and has accumulated abundant experience and achievements through the supervision of marketable securities and international business departments. As Chairman of the Audit and Supervisory Committee, he works closely with Outside Directors serving as Audit and Supervisory Committee Members to carry out appropriate audit and supervision. The Bank has judged that his experience and achievements are sufficient for continuing to implement audit and supervision of the status of duties of the Business Executive Directors and overall management, and has selected him as a candidate.</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
2	<p data-bbox="240 331 440 427">Yasumasa Gomi (Feb. 8, 1943) Male</p> <p data-bbox="240 456 440 490">Reappointment</p> <p data-bbox="280 519 400 553">Outside</p> <p data-bbox="256 582 424 616">Independent</p> <p data-bbox="233 645 448 797">Attendance at the Board of Directors' meetings 100% (11/11)</p> <p data-bbox="233 801 448 1014">Attendance at the Audit and Supervisory Committee meetings 100% (14/14)</p>	<p data-bbox="472 309 1302 365">Apr. 1966 Joined The Mitsubishi Bank, Ltd. (currently MUFG Bank, Ltd.)</p> <p data-bbox="472 369 1302 521">Jun. 1993 Director of The Mitsubishi Bank, Ltd., BTMU Americas Holdings Division, General Manager of the Planning Office for the Americas (Special Appointment: Chairman and President of Union Bank of California, N.A.)</p> <p data-bbox="472 526 1302 582">May 2003 Vice President and Head of Corporate Sales Department of The Mitsubishi Bank, Ltd.</p> <p data-bbox="472 586 1302 620">Jun. 2004 Resigned as Vice President of The Mitsubishi Bank, Ltd.</p> <p data-bbox="472 624 1302 680">Jun. 2004 Director and Chairman, Mitsubishi Securities Co., Ltd. (currently Mitsubishi UFJ Securities Holdings Co., Ltd.)</p> <p data-bbox="472 685 1302 719">Jun. 2009 Outside Auditor, the Bank</p> <p data-bbox="472 723 1302 779">Feb. 2013 Special Corporate Adviser, Mitsubishi UFJ Securities Holdings Co., Ltd.</p> <p data-bbox="472 784 1302 817">Jun. 2015 Outside Director, OBIC Co., Ltd. (incumbent)</p> <p data-bbox="472 822 1302 878">Jun. 2016 Outside Director serving as Audit and Supervisory Committee Member, the Bank (incumbent)</p> <p data-bbox="472 882 1302 960">Apr. 2019 Honorary Advisor, Mitsubishi UFJ Securities Holdings Co., Ltd. (incumbent) to present</p>	2,100 shares
	<p data-bbox="240 1057 1198 1090"><Reason for nomination as a candidate for Director and overview of expected roles></p> <p data-bbox="240 1095 1302 1299">Mr. Yasumasa Gomi is well versed in financial and securities business including overseas assignment experience and has abundant expertise and social credibility to govern bank management. After being appointed as Outside Auditor in June 2009, he has conducted appropriate audit and supervision of the Bank. Thus, the Bank expects that he will continue to implement appropriate audit and supervision of the status of duties of the Business Executive Directors and overall management, as well as providing appropriate advice and suggestions on management, and has selected him as a candidate.</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
3	<p>Masanori Oshino (May 17, 1958) Male</p> <p>Reappointment</p> <p>Outside</p> <p>Independent</p> <p>Attendance at the Board of Directors' meetings 100% (11/11)</p> <p>Attendance at the Audit and Supervisory Committee meetings 100% (14/14)</p>	<p>Sep. 1988 Registered as a certified public accountant</p> <p>Jun. 2004 Representative Partner, ShinNihon & Co. (currently Ernst & Young ShinNihon LLC)</p> <p>Jul. 2011 Director, Yamagata Office, ShinNihon LLC (currently Ernst & Young ShinNihon LLC)</p> <p>Jun. 2012 Chairman of the Japanese Institute of Certified Public Accountants Tohoku Chapter, Yamagata Group</p> <p>Jun. 2012 Vice Chairman of the Japanese Institute of Certified Public Accountants Tohoku Chapter</p> <p>Jul. 2017 Representative, Masanori Oshino Certified Public Accountant Office (incumbent)</p> <p>Nov. 2017 Outside Director, MICRON MACHINERY CO., LTD. (incumbent)</p> <p>Jun. 2020 Outside Director serving as Audit and Supervisory Committee Member, the Bank (incumbent) to present</p>	0 share
<p><Reason for nomination as a candidate for Director and overview of expected roles></p> <p>As a certified public accountant, Mr. Masanori Oshino is well versed in corporate accounting and has abundant experience of financial institution audits. After being appointed as Outside Director serving as Audit and Supervisory Committee Member in June 2020, he has conducted appropriate audit and supervision. Thus, the Bank expects that he will continue to utilize his high-level insight and expertise to implement audit and supervision of the status of duties of the Business Executive Directors and overall management, as well as providing appropriate advice and suggestions on management, and has selected him as a candidate.</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
4	Meiko Okamoto (Oct. 28, 1980) Female	Dec. 2008 Registered as an attorney-at-law (Tokyo Bar Association) Joined Matsuda & Partners (responsible for corporate law, personnel and labor, business rehabilitation, real estate, and general civil law)	0 share
	<div style="border: 1px solid black; padding: 2px; text-align: center;">New appointment</div> <div style="border: 1px solid black; padding: 2px; text-align: center; margin-top: 5px;">Outside</div> <div style="border: 1px solid black; padding: 2px; text-align: center; margin-top: 5px; background-color: black; color: white;">Independent</div> Attendance at the Board of Directors' meetings – Attendance at the Audit and Supervisory Committee meetings –	Aug. 2013 Supervisor and Member of Qualification Examination Committee, The Association of Credit Management-Japan Aug. 2015 Seconded to PricewaterhouseCoopers K.K. (currently PwC Advisory LLC) (until August 2016) Nov. 2015 Special Lecturer, Chiba University of Commerce Nov. 2017 Member of the Tokyo Bar Association Food Safety Legal Research Subcommittee (incumbent) Mar. 2018 Director serving as Audit and Supervisory Committee Member, GLOBAL-DINING, INC. (incumbent) Jun. 2018 Registered as a public consultant on social and labor insurance Jan. 2021 Partner, Matsuda & Partners (incumbent) to present	
<p><Reason for nomination as a candidate for Director and overview of expected roles> As an attorney-at-law, Ms. Meiko Okamoto is well versed in corporate law, personnel and labor affairs, and has high-level insight, specialized knowledge, and experience as an outside director of another company. Thus, the Bank expects that she will implement appropriate audit and supervision of the status of duties of the Business Executive Directors and overall management from an independent standpoint, and has selected her as a candidate. 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.</p> <p>Note: Ms. Meiko Okamoto's name on the family register is "Meiko Oshima."</p>			

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

<Notes>

1. Mr. Masanori Oshino serves as the representative of a certified public accountant office, but has no consultancy contract with the Bank. The Bank makes no payments to him except for executive remuneration.
2. Mr. Yasumasa Gomi, Mr. Masanori Oshino and Ms. Meiko Okamoto are candidates for Outside Directors.
3. The Bank has submitted an Independent Director Notification to designate Mr. Yasumasa Gomi and Mr. Masanori Oshino 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 the election of Ms. Meiko Okamoto as Director is approved, she will become an Independent Director.
If Proposal 1 and Proposal 2 are approved, the number of Outside Directors who are Independent Directors will be 5 out of 10 Directors.
4. Though Mr. Masanori Oshino has no experience of direct involvement in corporate management, he has a high-level insight and expertise as a certified public accountant. The Bank has judged that he will be able to appropriately execute his duties as Outside Director serving as Audit and Supervisory Committee Member.
5. Through Ms. Meiko Okamoto has no experience of direct involvement in corporate management, she has a high-level insight and expertise as an attorney-at-law. The Bank has judged that she will be able to appropriately execute her duties as Outside Director serving as Audit and Supervisory Committee Member.
6. The Bank has entered into limited liability agreements with Mr. Yasumasa Gomi and Mr. Masanori Oshino 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 their reelection is approved, the Bank plans to continue the said agreements. If the election of Ms. Meiko Okamoto as Director is approved, the Bank plans to enter into a similar agreement with her.
7. 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 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.
8. Mr. Yasumasa Gomi currently serves as an Outside Director serving as Audit and Supervisory Committee Member of the Bank, and he has served for eight (8) years at the conclusion of this Annual General Meeting of Shareholders.
9. Mr. Masanori Oshino currently serves as an Outside Director serving as Audit and Supervisory Committee Member of the Bank, and he has served for four (4) years at the conclusion of this Annual General Meeting of Shareholders.

(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 Co-Creation	Risk Management	Human Capital Management	Market Operation	Digital/DX
	Kichishige Hasegawa	○	○		○		
	Eiji Sato	○		○	○		
	Shinichiro Miura	○	○			○	
	Yutaka Touyama			○	○		○
	Takuro Taruishi			○		○	

Expected role by area

Management Strategies	Management strategy planning and appropriate organizational management	Human Capital Management	Cultivate human resources indispensable for the realization of management strategies
Regional Co-Creation	Multifaceted support for sustainable growth of the local economy	Market Operation	Appropriate risk-taking/risk management and stable operations
Risk Management	Appropriate management of various risks	Digital/DX	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	○	○			○
	Masanori Oshino				○	
	Meiko Okamoto			○		

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

**Proposal 3 Revisions to the Details of the Performance-Linked Stock
Remuneration Plan for Directors**

1. Reason why the revisions to the Plan are considered appropriate

A performance-linked remuneration plan (hereinafter referred to as the “Plan”) for Directors (excluding Directors serving as Audit and Supervisory Committee Members; hereinafter, the same applies in this Proposal) was approved by the 204th Annual General Meeting of Shareholders held on June 23, 2016, and introduced. Under the Plan, shares of the Bank and the equivalent amount converted to cash (hereinafter referred to as the “Bank’s shares, etc.”) are delivered or paid (hereinafter referred to as the “Delivery, etc.”) to Directors based on the degree to which performance targets are achieved and each Director’s position.

The Bank proposes to revise the indicators used to evaluate performance under the Plan in order to further raise Directors’ awareness of their contribution to achieving the continuing improvement of the Bank’s performance and the enhancement of enhancement corporate value over the medium and long term.

In addition, the Bank has decided to introduce a system of executive officers after the conclusion of this Annual General Meeting of Shareholders in order to optimize the roles of supervision and execution at the Board of Directors and achieve swifter decision-making, and plans to implement a performance-linked remuneration plan similar to the Plan for its Executive Officers. In view of the fact that some Directors eligible under the Plan will retire as Directors and take office as Executive Officers, the Bank proposes to revise the timing of Delivery, etc. of the Bank’s shares, etc. from the time when recipients cease to serve in the office of Director to the time when recipients cease to serve in the office of either Director or Executive Officer.

This proposal is in accordance with the content of the Bank’s policy on the determination of the details of remuneration for individual Directors (presented under “2. Company Directors (2) Remuneration for Company Directors” in the Business Report, in Japanese only), and has been formulated through appropriate procedures, such as deliberation by the Governance Committee, which is composed of a majority of Independent Outside Directors. The Bank therefore considers this proposal appropriate.

If Proposal 1 “Election of Six (6) Directors (excluding Directors Serving as Audit and Supervisory Committee Members)” is approved without amendment, four (4) Directors will be eligible under the Plan.

No changes have been made to the other details of the Plan approved by the 204th Annual General Meeting of Shareholders, including the maximum amount of money to be contributed by the Bank for Directors and the maximum number of the Bank’s shares to be acquired by Directors.

2. Details of the revisions to the Plan

(1) Criteria for the achievement of performance targets

Before revision	After revision
Varies depending on the degree to which the Bank’s performance targets are achieved each year	Varies depending on the degree to which the Bank’s performance targets <u>(for both financial and non-financial indicators)</u> are achieved each year
<p>[Reason for the revision]</p> <p>The Bank will adopt non-financial indicators, in addition to financial indicators, to evaluate performance, in order to further raise Directors’ awareness of their contribution to achieving the continuing improvement of the Bank’s performance and the enhancement of corporate value over the medium and long term.</p>	

(2) Timing of the Delivery, etc. of the Bank’s shares, etc.

Before revision	After revision
<u>When the recipient ceases to serve as a Director</u>	<u>When the recipient ceases to serve as either a Director or an Executive Officer</u>
<p>[Reason for the revision]</p> <p>In view of the fact that some Directors eligible under the Plan will retire as Directors and take office as Executive Officers pursuant to the introduction of a system of executive officers, and the fact that a similar performance-linked remuneration plan has been introduced for its Executive officers, the Bank will revise the timing of the Delivery, etc. of the Bank’s shares, etc.</p>	

(Reference)

Details of the Plan approved by shareholders at the 204th Annual General Meeting of Shareholders

Item	Details
Persons eligible for the Delivery, etc. of the Bank's shares, etc.	<ul style="list-style-type: none">• The Bank's Directors (excluding Directors serving as Audit and Supervisory Committee Members, Outside Directors and Part-time Directors)
Maximum amount of money to be contributed by the Bank	<ul style="list-style-type: none">• 250 million yen in total over a period of five (5) fiscal years
Maximum number of the Bank's shares to be acquired by Directors and method of acquisition	<ul style="list-style-type: none">• The maximum total number of points to be awarded to Directors each year is 140,000 points**The number of shares of the Bank to be delivered for each point accumulated has been adjusted to 0.2 common shares to reflect the 1-for-5 share consolidation of common shares implemented with an effective date of October 1, 2017.• The Bank's shares are purchased on the stock market
Criteria for the achievement of performance targets	<ul style="list-style-type: none">• Varies depending on the degree to which the Bank's performance targets are achieved each year
Timing of the Delivery, etc. of the Bank's shares, etc. to Directors	<ul style="list-style-type: none">• At the time of retirement (or at the time of death, if a Director dies while in office)*If a Director dies while in office, an amount of money equivalent to the value of the Bank's shares at the time of death, converted to cash, shall be paid to the Director's heirs.