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(Securities Code: 8337)

June 3, 2021

To Shareholders With Voting Rights:

Hitoshi Umeda  
President (CEO)  
**The Chiba Kogyo Bank, Ltd.**  
1-2, Saiwaicho 2-chome, Mihama-ku,  
Chiba, Japan

## **NOTICE OF CONVOCATION OF THE 99TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

This is to notify you that the 99th Annual General Meeting of Shareholders of The Chiba Kogyo Bank, Ltd. (the “Bank”) will be held for the purposes as described below.

Due to continued concerns about the spread of the novel coronavirus disease (COVID-19), the Bank has decided to hold the Annual General Meeting of Shareholders with appropriate measures implemented for the prevention of infections.

We cordially ask you to make the utmost effort to exercise your voting rights in writing or via the Internet or other means in advance and refrain from attending this Annual General Meeting of Shareholders, regardless of your health condition.

Please review the Reference Documents for the General Meeting of Shareholders (described hereinafter) and exercise your voting rights by no later than 5:00 p.m., Thursday, June 24, 2021 (JST).

If you vote both in writing and via the Internet, only your vote placed via the Internet will be valid. In addition, if you submit your vote multiple times via the Internet, only the last vote will be valid.

- 1. Date and Time:** Friday, June 25, 2021, at 10:00 a.m. (JST)
- 2. Place:** 7th Floor, Conference Hall, Head Office of the Bank,  
1-2, Saiwaicho 2-chome, Mihama-ku, Chiba, Japan

For the purpose of preventing the spread of infections, extra space will be provided between seats, significantly lowering the number of seats available, as was the case last year. For this reason, please note that entry to the Meeting cannot be guaranteed.

### **3. Purpose of the Meeting**

#### **Matters to be reported:**

1. The Business Report and Non-consolidated Financial Statements for the Bank's 99th Fiscal Year (from April 1, 2020 to March 31, 2021)
2. Consolidated Financial Statements for the Bank's 99th Fiscal Year (from April 1, 2020 to March 31, 2021) and results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board

#### **Proposals to be resolved:**

- Proposal No. 1:** Dividends of Surplus
- Proposal No. 2:** Election of Nine Directors
- Proposal No. 3:** Election of Three Audit & Supervisory Board Members
- Proposal No. 4:** Election of One Substitute Audit & Supervisory Board Member
- Proposal No. 5:** Partial Amendment to the Articles of Incorporation of the Bank
- Proposal No. 6:** Change in the Amount of Directors' Compensation
- Proposal No. 7:** Determination of the Specific Details of Share Remuneration-type Stock Options for Directors

- ◎ When attending the Meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- ◎ Of the documents needed to be attached to this notice of convocation, "Matters Concerning Share Acquisition Rights, Etc. of the Bank," "Notes to Non-consolidated Financial Statements" and "Notes to Consolidated Financial Statements" in the Business Report are provided to the Bank's shareholders by posting on the Bank's website (<https://www.chibakogyo-bank.co.jp/>) (in Japanese), in accordance with laws and regulations as well as Article 27 of the Articles of Incorporation of the Bank, and are therefore not included in the documents attached hereto. The Business Report, the Non-consolidated Financial Statements and the Consolidated Financial Statements, which have been audited by Audit & Supervisory Board Members in preparing the Audit Report and by the Financial Auditor in preparing the Accounting Audit Report, include those "Matters Concerning Share Acquisition Rights, Etc. of the Bank," "Notes to Non-consolidated Financial Statements" and "Notes to Consolidated Financial Statements" in addition to the matters set forth in the documents attached hereto.
- ◎ Revisions to the contents of the Reference Documents for the General Meeting of Shareholders, the Business Report, the Non-consolidated Financial Statements and Consolidated Financial Statements will be posted on the Bank's website (<https://www.chibakogyo-bank.co.jp/>) (in Japanese).
- ◎ If you exercise your voting rights by proxy, you are allowed to appoint one other shareholder with voting rights as your proxy. Please note that your proxy is required to submit a document evidencing the authority as proxy.
- ◎ If you exercise your voting rights inconsistently, you are required to provide notice in writing specifying your intention to do so and reasons therefor in writing at least three days prior to the date of the General Meeting of Shareholders.
- ◎ At the Meeting, the Bank's officers and employees will be dressed lightly and without neckties for energy-saving purposes.
- ◎ Shareholders attending the Meeting are encouraged to wear masks.
- ◎ At the entrance of the venue, alcohol sanitizer will be provided to attendees.
- ◎ Those who are found to have a fever or be in bad health may not be allowed to enter the venue.
- ◎ Staff of the Meeting will be at work wearing masks, after their health condition is confirmed by means such as measuring their body temperature.
- ◎ To reduce the time spent at the Meeting in order to prevent the spread of COVID-19, detailed explanations of matters to be reported (including audit reporting) and proposals to be resolved will be omitted. Shareholders are encouraged to read the Notice of Convocation in advance.
- ◎ Please be advised in advance that no gifts will be presented to the shareholders expected to be present at the General Meeting of Shareholders.
- ◎ The audio of the Meeting will be broadcasted on our Internet website (<https://www.chibakogyo-bank.co.jp/>) at a later date. Please be advised that although we will make the utmost effort to eliminate the appearance of attendees in the video, it may be seen unavoidably.

- © The above-mentioned measures may be updated in response to the infection situation and announcements of the government, etc. up to the date of the General Meeting of Shareholders. Attendees are also kindly requested to check the latest announcement on the Bank's Internet website (<https://www.chibakogyo-bank.co.jp/>).

## Reference Documents for the General Meeting of Shareholders

### Proposals and References

#### Proposal No. 1: Dividends of Surplus

In view of the public nature of the banking industry, the Bank's basic policy is to seek to maintain stable dividend distribution while increasing internal reserves to secure the sound management of the Bank. The proposed year-end dividend for the fiscal year ended March 31, 2021 is as follows:

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

Common shares of the Bank		
¥3 per share		Total of ¥177,733,032
Class 2 Preferred Stock of the Bank		
¥104 per share		Total of ¥416,000,000
First Series of Class 6 Preferred Stock of the Bank		
¥550 per share		Total of ¥330,000,000
First Series of Class 7 Preferred Stock of the Bank		
¥900 per share		Total of ¥587,700,000
Second Series of Class 7 Preferred Stock of the Bank		
¥7,101 per share		Total of ¥33,609,033

(2) Effective date of dividends of surplus

June 28, 2021

**Proposal No. 2: Election of Nine Directors**

The terms of service of all nine Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of nine Directors is proposed. The candidates for Director are as follows:

(The List of Candidates for Directors)

No.	Name		Current positions at the Bank
1	Shunichi Aoyagi	Reappointment	Chairman of the Board, Representative Director
2	Hitoshi Umeda	Reappointment	President (CEO), Representative Director
3	Ryuichi Matsumaru	Reappointment	Vice President (COO), Representative Director
4	Yoshiaki Tateno	Reappointment	Senior Managing Director, Senior Executive Officer
5	Yasumitsu Kanda	Reappointment	Managing Director, Managing Executive Officer
6	Katsumi Shirai	Reappointment	Managing Director, Managing Executive Officer
7	Hisako Toya	Reappointment Outside Director Independent Officer	Director (outside Director)
8	Eiji Yamada	Reappointment Outside Director Independent Officer	Director (outside Director)
9	Tetsuro Sugiura	Reappointment Outside Director Independent Officer	Director (outside Director)

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Class and number of shares of the Bank held
1	Shunichi Aoyagi (July 12, 1955)  Reappointment	Apr. 1980    Joined the Bank Aug. 1996    Assistant General Manager of International Division, General Manager of New York Representative Office July 2003    Associate Director-General, General Manager in charge of Management Planning Division May 2004    Associate Director-General, General Manager of Management Planning Division June 2004    Executive Officer, General Manager of Management Planning Division May 2007    Managing Executive Officer June 2007    Managing Director, Managing Executive Officer June 2009    President (CEO) Apr. 2019    Chairman of the Board (current position)	Common shares 4,100  Second series of class 7 preferred stocks 4
	<Reasons for nomination as a candidate for Director> The candidate has ample business experience and is familiar with overall banking operations as he has engaged in the Bank's business such as international business, management planning, and sales as a member of the Bank since 1980. As we believe that the effectiveness of the decision-making and supervisory functions of the Bank's Board of Directors would be improved by leveraging his experience and knowledge accumulated through assuming office as Chairman of the Board of the Bank in April 2019 after serving as President (CEO) of the Bank from June 2009, we nominate him as a candidate for Director.		

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Class and number of shares of the Bank held
2	<p style="text-align: center;">Hitoshi Umeda (December 24, 1962)  Reappointment</p>	<p>Apr. 1986    Joined the Bank</p> <p>Jan. 2004    Deputy General Manager of Financial Markets Division</p> <p>Apr. 2006    General Manager of Yakuendai Branch</p> <p>Oct. 2010    Deputy General Manager of Management Planning Division</p> <p>July 2012    Associate Director-General, General Manager in charge of Management Planning Division</p> <p>Apr. 2014    Associate Director-General, General Manager of Management Planning Division</p> <p>June 2014    Executive Officer, General Manager of Management Planning Division</p> <p>Apr. 2016    Executive Officer, General Manager of Sales Division of Head Office</p> <p>May 2016    Managing Executive Officer, General Manager of Sales Division of Head Office</p> <p>Apr. 2017    Managing Executive Officer</p> <p>June 2018    Managing Director, Managing Executive Officer</p> <p>Apr. 2019    President (CEO) (current position)</p>	<p style="text-align: center;">Common shares 3,600</p> <p style="text-align: center;">Second series of class 7 preferred stocks 10</p>
<p>&lt;Reasons for nomination as a candidate for Director&gt;  The candidate has ample business experience and is familiar with overall banking operations as he has engaged in the Bank's business such as management planning and sales as a member of the Bank since 1986. As we believe that the effectiveness of the decision-making and supervisory functions of the Bank's Board of Directors would be improved by leveraging his experience and knowledge accumulated through assuming office as President (CEO) of the Bank in April 2019 after serving as Managing Director and Managing Executive Officer, we nominate him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Class and number of shares of the Bank held
3	Ryuichi Matsumaru (August 1, 1959)  Reappointment	<p>April 1983    Joined The Fuji Bank, Limited (current Mizuho Bank, Ltd.)</p> <p>Oct. 1989    Seconded to Fuji Bank (Schweiz) AG (current Mizuho Bank (Switzerland) Ltd.)</p> <p>Nov. 1994    Seconded to Fuji Securities Co., Ltd. (current Mizuho Securities Co., Ltd.)</p> <p>Apr. 2002    General Manager of Capital Markets Department IV of Mizuho Securities Co., Ltd.</p> <p>Feb. 2008    General Manager of Funabashi Branch, Mizuho Bank, Ltd.</p> <p>Aug. 2010    Executive Officer of Mizuho Investors Securities Co., Ltd. (current Mizuho Securities Co., Ltd.)</p> <p>June 2014    President and Representative Director of Defined Contribution Plan Services Co., Ltd.</p> <p>May 2017    Managing Executive Officer</p> <p>June 2017    Vice President (COO) (current position)</p> <p>&lt;Current responsibilities&gt; Personnel Division, Financial Markets Division</p>	Common shares 3,800
<p>&lt;Reasons for nomination as a candidate for Director&gt;</p> <p>The candidate has ample business experience and is familiar with overall banking operations as he has engaged in international business, securities business, sales, etc. as a member of The Fuji Bank, Limited (current Mizuho Bank, Ltd.) since he joined the bank in 1983. He also has had ample experience in the corporate management as Vice President (COO) of the Bank since he joined the Bank in 2017.</p> <p>As we believe that the effectiveness of the decision-making and supervisory functions of the Bank's Board of Directors would be improved by leveraging his experience and knowledge accumulated through serving as Officer in charge of Personnel Division and Financial Markets Division, we nominate him as a candidate for Director.</p>			



No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Class and number of shares of the Bank held
4	Yoshiaki Tateno (August 8, 1957)  Reappointment	<p>Apr. 1981      Joined the Bank</p> <p>May 2004      Deputy General Manager of Credit Supervision Division</p> <p>July 2007      Associate Director-General, General Manager in charge of Credit Supervision Division</p> <p>June 2009      Executive Officer, General Manager of Credit Supervision Division</p> <p>Apr. 2012      Executive Officer, General Manager of Sales Division of Head Office</p> <p>Apr. 2013      Executive Officer</p> <p>May 2013      Managing Executive Officer</p> <p>June 2016      Managing Director, Managing Executive Officer</p> <p>June 2018      Senior Managing Director, Senior Executive Officer (current position)</p> <p>&lt;Current responsibilities&gt;            Credit Supervision Division, General Administration Division, Customer Service Promotion Division, and Financial Markets Division</p>	Common shares 3,910  Second series of class 7 preferred stocks 6
<p>&lt;Reasons for nomination as a candidate for Director&gt;</p> <p>The candidate has ample business experience and is familiar with overall banking operations as he has engaged in the Bank's business such as credit supervision and sales as a member of the Bank since 1981.</p> <p>As we believe that the effectiveness of the decision-making and supervisory functions of the Bank's Board of Directors would be improved by leveraging his experience and knowledge accumulated through serving as Officer in charge of Credit Supervision Division, General Administration Division, Customer Service Promotion Division, and Financial Markets Division, we nominate him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Class and number of shares of the Bank held
5	<p>Yasumitsu Kanda (November 2, 1962) Reappointment</p>	<p>Apr. 1986    Joined The Fuji Bank, Limited (current Mizuho Bank, Ltd.)</p> <p>Nov. 2002    Deputy General Manager of Takadanobaba Ekimae Branch, Mizuho Bank, Ltd.</p> <p>Jan. 2005    Deputy General Manager of Section IV of Nagoya Sales Department of Mizuho Corporate Bank, Ltd. (current Mizuho Bank, Ltd.)</p> <p>Apr. 2007    Promotion Chief of Administration Department</p> <p>Apr. 2010    Associate Director-General of Finance and Public Corporation Administration Department Seconded to the Bank, Vice General Manager of Management Planning Division</p> <p>Apr. 2016    Seconded to the Bank, General Manager of Management Planning Division</p> <p>June 2016    Executive Officer, General Manager of Management Planning Division</p> <p>May 2017    Managing Executive Officer, General Manager of Management Planning Division</p> <p>Apr. 2019    Managing Executive Officer</p> <p>June 2020    Managing Director, Managing Executive Officer (current position)</p> <p>&lt;Current responsibilities&gt; Management Planning Division, Risk Management Division, and Business Procedures and Operations Unit (consisting of Business Procedures and Operations Division and Intensive Operation Division)</p>	<p>Common shares 3,800</p> <p>Second series of class 7 preferred stocks 6</p>
		<p>&lt;Reasons for nomination as a candidate for Director&gt; The candidate has ample business experience and is familiar with overall business operations as he has engaged in administration, sales, etc. since he joined The Fuji Bank, Limited (current Mizuho Bank, Ltd.) in 1986. As we believe that the effectiveness of the decision-making and supervisory functions of the Bank's Board of Directors would be improved by leveraging his experience and knowledge accumulated through serving as Officer in charge of Management Planning Division, Risk Management Division, and Business Procedures and Operations Unit (consisting of Business Procedures and Operations Division and Intensive Operation Division) since he became a member of the Bank, we nominate him as a candidate for Director.</p>	

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Class and number of shares of the Bank held
6	<p style="text-align: center;">Katsumi Shirai (November 5, 1963)  Reappointment</p>	<p>Apr. 1987    Joined the Bank</p> <p>Nov. 2004    General Manager of Regional Corporation Department of Kashiwa Branch</p> <p>Apr. 2007    General Manager of Urayasu Branch</p> <p>Apr. 2010    Deputy General Manager of Sales Management Division</p> <p>Apr. 2012    General Manager of Goi Branch</p> <p>July 2013    Associate Director-General, General Manager of Goi Branch</p> <p>Apr. 2014    Associate Director-General, General Manager in charge of Branch Support Division, and Manager of Group I of Branch Support Division</p> <p>Apr. 2015    Associate Director-General, General Manager of Branch Support Division</p> <p>June 2015    Executive Officer, General Manager of Branch Support Division</p> <p>Apr. 2016    Executive Officer, General Manager of Corporate Strategy Division</p> <p>May 2016    Executive Officer, Deputy General Manager of Sales Unit, and General Manager of Corporate Strategy Division</p> <p>Apr. 2019    Managing Executive Officer, Regional Manager, and General Manager of Sales Division of Head Office</p> <p>Apr. 2020    Managing Executive Officer, General Manager of Sales Unit</p> <p>June 2020    Managing Director, Managing Executive Officer (current position)</p> <p>&lt;Current responsibilities&gt; Sales Unit consisting of Sales Planning Division, Sales Support Division, and Sales Promotion Division</p>	<p style="text-align: center;">Common shares 2,800</p>
<p>&lt;Reasons for nomination as a candidate for Director&gt; The candidate has ample business experience and is familiar with overall banking operations as he has engaged in the Bank's business such as sales and other businesses as a member of the Bank since 1987. As we believe that the effectiveness of the decision-making and supervisory functions of the Bank's Board of Directors would be improved by leveraging his experience and knowledge accumulated through serving as Officer in charge of Sales Unit consisting of Sales Planning Division, Sales Support Division, and Sales Promotion Division, we nominate him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Class and number of shares of the Bank held
7	<p data-bbox="336 595 536 748">Hisako Toya (August 1, 1952) Reappointment Outside Director Independent Officer</p>	<p data-bbox="592 315 1235 1025"> Apr. 1975    Joined Chiba Prefectural Government  Apr. 2000    Assistant General Manager of Children and Families Division of Health and Welfare Department, Head of Declining Birthrate Countermeasure Office  Apr. 2002    Director-General of Women’s Support Center of General Planning Department  Apr. 2004    Manager of Gender Equality Division of General Planning Department, Deputy Counselor of General Affairs Department  Apr. 2007    Deputy Director of Commerce and Labor Department, Counselor of General Affairs Department  Apr. 2008    Deputy Director of Health and Welfare Department  Apr. 2009    Director of Health and Welfare Department  Apr. 2011    Director of Environmental and Community Affairs Department  Mar. 2013    Retired from Chiba Prefectural Government  Apr. 2013    Executive Advisor of Federation of National Health Insurance Associations of Chiba Prefecture  June 2015    Outside Director of the Bank  (current position) </p>	<p data-bbox="1262 815 1390 869">Common shares 1,700</p>
<p data-bbox="300 1039 1214 1361"> &lt;Reasons for nomination as a candidate for outside Director and her expected role&gt;  Based on her long-term experience, performance, etc. in the area of regional administration in Chiba Prefecture, we believe that the candidate is a suitable person with knowledge and experience to serve as outside Director of the Bank. Thus, we continue to expect that she will make efforts to strengthen the management and supervision function of the Bank’s Board of Directors based on her experience, performance, etc. and nominate her as a candidate for outside Director.  The candidate previously has not been directly involved in the management of a corporation other than by serving as an outside director; however, for the reasons above, the Bank believes that she will appropriately perform her duties as outside Director.  The term of her office as outside Director will have been six years at the conclusion of this Annual 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 Bank held
8	<p>Eiji Yamada (July 18, 1955)</p> <p>Reappointment Outside Director Independent Officer</p>	<p>Apr. 1978    Joined Nippon Telegraph and Telephone Public Corporation (current Nippon Telegraph and Telephone Corporation)</p> <p>June 2001    General Manager of Financial Business Planning Division of Financial Systems Sector of NTT DATA Corporation</p> <p>Apr. 2002    General Manager of Payment Business Division of IT Business Development Sector</p> <p>May 2004    Deputy General Manager of Payment Solutions Sector</p> <p>June 2005    Senior Vice President</p> <p>June 2011    Director, Executive Vice President</p> <p>June 2012    Representative Director and Senior Executive Vice President</p> <p>June 2015    Advisor President and Representative Director of Japan Information Processing Service Co., Ltd. (current position)</p> <p>June 2017    Outside Director of the Bank (current position)</p> <p>&lt;Significant concurrent positions&gt; President and Representative Director of Japan Information Processing Service Co., Ltd.</p>	Common shares 1,200
<p>&lt;Reasons for nomination as a candidate for outside Director and his expected role&gt; The candidate is currently the President and Representative Director of Japan Information Processing Service Co., Ltd. Based on his experience and achievements in system development, etc. (related to NTT DATA Regional Bank Integrated Services Center, etc.), we believe that the candidate is a suitable person with knowledge and experience to serve as outside Director of the Bank. Thus, we continue to expect that he will make efforts to strengthen the management and supervision function of the Bank's Board of Directors based on his experience and achievements and nominate him as a candidate for outside Director. For the reasons above, the Bank believes that he will appropriately perform his duties as outside Director. The term of his office as outside Director will have been four years at the conclusion of this Annual 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 Bank held
9	Tetsuro Sugiura (July 30, 1954)  Reappointment Outside Director Independent Officer	<p>Apr. 1977    Joined The Fuji Bank, Limited (current Mizuho Bank, Ltd.)</p> <p>Apr. 2002    Related Business Department of Mizuho Bank, Ltd.                   Seconded to Fuji Research Institute Corporation (current Mizuho Research Institute Ltd.)                   Executive Board Member and Chief Economist</p> <p>Apr. 2003    Group Strategy Department I of Mizuho Financial Group, Inc.                   Seconded to Mizuho Research Institute, Ltd. Chief Economist</p> <p>Apr. 2004    Corporate Planning Department                   Seconded to Mizuho Research Institute, Ltd. Chief Economist</p> <p>Apr. 2005    Executive Officer of Corporate Planning Department                   Managing Executive Officer, Chief Economist of Mizuho Research Institute, Ltd.</p> <p>Apr. 2007    Senior Executive Officer of Mizuho Research Institute Ltd.</p> <p>July 2011    Vice-chairman</p> <p>Apr. 2014    Senior Director of Japan Economic Research Institute</p> <p>June 2019    Outside Director of the Bank (current position)</p>	Common shares 700
<p>&lt;Reasons for nomination as a candidate for outside Director and his expected role&gt;  The candidate has ample business experience and is familiar with overall business operations as he has engaged in corporate planning business, etc. since he joined The Fuji Bank, Limited (current Mizuho Bank, Ltd.) in 1977. He also has ample experience in corporate management, having served as Vice-chairman of Mizuho Research Institute Ltd. Based on his experience and achievements, we believe that the candidate is a suitable person with knowledge and experience to serve as outside Director of the Bank. Thus, we continue to expect that he will make efforts to strengthen the management and supervision function of the Bank's Board of Directors based on his experience and achievements and nominate him as a candidate for outside Director.  For the reasons above, the Bank believes that he will appropriately perform his duties as outside Director.  The term of his office as outside Director will have been two years at the conclusion of this Annual General Meeting of Shareholders.</p>			

(Notes)

1. There is no special interest relationship between the candidate and the Bank.
2. Hisako Toya, Eiji Yamada, and Tetsuro Sugiura are candidates for outside Directors. The Bank has submitted a notification designating Ms. Toya, Mr. Yamada, and Mr. Sugiura as independent officers to Tokyo Stock Exchange as stipulated in Article 436-2 of the Securities Listing Regulations of the Tokyo Stock Exchange. If the election of Ms. Toya, Mr. Yamada, and Mr. Sugiura is approved, they will continue to be independent officers of the Bank.
3. Eiji Yamada has been a business executor of NTT DATA Corporation that is a specified related business operator of the Bank in the past ten years.
4. Limited liability agreement with outside Directors  
The Bank has entered into a limited liability agreement with Hisako Toya, Eiji Yamada, and Tetsuro Sugiura to limit their liability for damages as specified in Article 423, paragraph (1) of the Companies Act to the amount stipulated by laws and regulations in accordance with Article 427, paragraph (1) of the same Act and pursuant to the Bank's Articles of Incorporation. If the election of Ms. Toya, Mr. Yamada, and Mr. Sugiura is approved, the Bank will renew their limited liability agreements with the same content as the limited liability agreements set forth above.
5. Directors and officers liability insurance policy with Sompo Japan Insurance Inc.  
The Bank has entered into a directors and officers liability insurance policy as specified in Article 430-3 of the Companies Act with Sompo Japan Insurance Inc. The policy covers losses that may arise from the Directors', Audit & Supervisory Board Members' and Executive Officers' assumption of liability incurred in the course of the performance of their duties, or receipt of claims pertaining to the pursuit of such liability. The maximum compensation for losses and the aggregate limit for each insured are stipulated. There are certain reasons for coverage exclusion, such as not covering losses arising from performance of an illegal act with full knowledge of its illegality. The insurance premiums, including those for special clauses, are fully borne by the Bank, and there are no insurance premiums actually borne by the insureds.

**Proposal No. 3: Election of Three Audit & Supervisory Board Members**

The terms of service of all three Audit & Supervisory Board Members will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of three Audit & Supervisory Board Members is proposed.

We have obtained the approval of the Audit & Supervisory Board for this proposal.

The candidates for Audit & Supervisory Board Member are as follows:

No.	Name (Date of birth)	Career summary and significant concurrent positions	Class and number of shares of the Bank held
1	<p style="text-align: center;">Shigeto Kato (June 24, 1959)  Reappointment</p>	<p>Apr. 1982    Joined The Fuji Bank, Limited (current Mizuho Bank, Ltd.)</p> <p>Oct. 2002    Seconded to the Bank, Associate Director-General of Finance and Public Corporation Administration Department of Mizuho Corporate Bank, Ltd. (current Mizuho Bank, Ltd.)</p> <p>Feb. 2005    Deputy Director of Loan and Occupational Operations Department of Mizuho Bank, Ltd.</p> <p>Mar. 2006    Head of Loan Operations Department</p> <p>Feb. 2009    Seconded to the Bank, Associate Director-General in charge of Risk Management Division</p> <p>Apr. 2009    Seconded to the Bank, Associate Director-General, General Manager of Risk Management Division</p> <p>June 2009    Executive Officer, General Manager of Risk Management Division of the Bank</p> <p>May 2010    Managing Executive Officer, General Manager of Risk Management Division</p> <p>Apr. 2013    Managing Executive Officer</p> <p>Apr. 2019    Executive Officer</p> <p>June 2019    Audit &amp; Supervisory Board Member (current position)</p>	<p style="text-align: center;">Common shares 15,900</p>
<p>&lt;Reasons for nomination as a candidate for Audit &amp; Supervisory Board Member&gt;                      The candidate has ample business experience and is familiar with overall business operations as he has engaged in loan operations, etc. since he joined The Fuji Bank, Limited (current Mizuho Bank, Ltd.) in 1982, and served as Officer in charge of Business Procedures and Operations Unit after joining the Bank.                      As he has ample knowledge and experience to perform auditing procedures through his practices at the Bank, we believe that he will appropriately perform his duties as Audit &amp; Supervisory Board Member, and we nominate him as a candidate for Audit &amp; Supervisory Board Member.</p>			

No.	Name (Date of birth)	Career summary and significant concurrent positions	Class and number of shares of the Bank held
2	Hitoshi Yokoyama (October 4, 1961)  Reappointment	<p>Apr. 1984    Joined the Bank</p> <p>Jan. 2003    Deputy General Manager of Financial Markets Division</p> <p>Jan. 2004    General Manager of Yotsukaido Branch</p> <p>May 2005    General Manager of Umesato Branch</p> <p>Jan. 2007    Deputy General Manager of Sales Management Division</p> <p>Apr. 2008    Vice General Manager of Sales Management Division</p> <p>Apr. 2009    General Manager of Financial Markets Division</p> <p>July 2010    Associate Director-General, General Manager of Financial Markets Division</p> <p>Oct. 2010    Associate Director-General, General Manager of Kashiwa Branch</p> <p>Apr. 2013    Associate Director-General, General Manager of Risk Management Division</p> <p>June 2014    Executive Officer, General Manager of Risk Management Division of the Bank</p> <p>Apr. 2017    Executive Officer, General Manager of General Administration Division</p> <p>Apr. 2018    Managing Executive Officer</p> <p>Apr. 2020    Executive Officer</p> <p>June 2020    Audit &amp; Supervisory Board Member (current position)</p>	Common shares 20,400
<p>&lt;Reasons for nomination as a candidate for Audit &amp; Supervisory Board Member&gt;</p> <p>The candidate has ample business experience and is familiar with overall banking operations as he has engaged in the Bank's business such as financial markets and sales, as well as served as Officer in charge of Risk Management Division, as a member of the Bank since 1984.</p> <p>As he has ample knowledge and experience to perform auditing procedures through his practice at the Bank, we believe that he will appropriately perform his duties as Audit &amp; Supervisory Board Member, and we nominate him as a candidate for Audit &amp; Supervisory Board Member.</p>			



No.	Name (Date of birth)	Career summary and significant concurrent positions	Class and number of shares of the Bank held
3	Takashi Kikugawa (April 21, 1960) New appointment Outside Director Independent Officer	<p>April 1983    Joined The Yasuda Mutual Life Insurance Company (current Meiji Yasuda Life Insurance Company)</p> <p>Apr. 2001    General Manager of Kanazawa Branch</p> <p>Jan. 2004    General Manager of Shinjuku Branch of Meiji Yasuda Life Insurance Company</p> <p>Apr. 2006    General Manager of Sapporo Branch</p> <p>Apr. 2009    General Manager of Compliance Control Department</p> <p>Apr. 2012    General Manager of Agency Department</p> <p>Apr. 2014    Operating Officer of Osaka Marketing Headquarters</p> <p>Apr. 2016    Managing Executive Officer</p> <p>Apr. 2020    Senior Managing Executive Officer</p> <p>Apr. 2021    Full-time Advisor (current position)</p>	Common shares 0
<p>&lt;Reasons for nomination as a candidate for outside Audit &amp; Supervisory Board Member&gt; Based on his long-term experience at Meiji Yasuda Life Insurance Company, we believe that the candidate is a suitable person with knowledge and experience to serve as outside Audit &amp; Supervisory Board Member of the Bank from objective perspectives. Thus, we nominate him as a candidate for outside Audit &amp; Supervisory Board Member.</p>			

(Notes)

1. There is no special interest relationship between the candidate and the Bank.
2. Takashi Kikugawa is a candidate for outside Audit & Supervisory Board Member. If the election of the candidate is approved as Audit & Supervisory Board Member of the Bank, the Bank will submit a notification designating him as an independent officer to the Tokyo Stock Exchange as stipulated in Article 436-2 of the Securities Listing Regulations of the Tokyo Stock Exchange.
3. Takashi Kikugawa has been a business executor of Meiji Yasuda Life Insurance Company that is a specified related business operator of the Bank in the past ten years.
4. Limited liability agreement with outside Audit & Supervisory Board Member  
If the election of Takashi Kikugawa is approved, the Bank will enter into a limited liability agreement with him to limit his liability for damages as specified in Article 423, paragraph (1) of the Companies Act to the amount stipulated by laws and regulations in accordance with Article 427, paragraph (1) of the same Act and pursuant to the Bank's Articles of Incorporation.
5. Directors and officers liability insurance policy with Sompo Japan Insurance Inc.  
The Bank has entered into a directors and officers liability insurance policy as specified in Article 430-3 of the Companies Act with Sompo Japan Insurance Inc. The policy covers losses that may arise from the Directors', Audit & Supervisory Board Members' and Executive Officers' assumption of liability incurred in the course of the performance of their duties, or receipt of claims pertaining to the pursuit of such liability. The maximum compensation for losses and the aggregate limit for each insured are stipulated. There are certain reasons for coverage exclusion, such as not covering losses arising from performance of an illegal act with full knowledge of its illegality.  
The insurance premiums, including those for special clauses, are fully borne by the Bank, and there are no insurance premiums actually borne by the insureds.

**Proposal No. 4: Election of One Substitute Audit & Supervisory Board Member**

To prepare for a contingency in which the number of Audit & Supervisory Board Members of the Bank falls below that required by laws and regulations, the Bank proposes to elect one substitute outside Audit & Supervisory Board Member.

We have obtained the approval of the Audit & Supervisory Board for this proposal.

The candidate for substitute Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Career summary and significant concurrent positions	Class and number of shares of the Bank held
Hideyuki Yonekura (June 4, 1952)	Apr. 1984 Registered as attorney at law Apr. 1984 Joined Sugimoto, Yanagawa & Okuyama Law Office (currently, Tokyo Marunouchi Law Offices) (current position)	
<Reasons for nomination as a candidate for substitute outside Audit & Supervisory Board Member> As we intend to utilize the candidate's legal knowledge accumulated through his experience over the years as attorney at law to the Bank's auditing system in the case where he assumes office as Audit & Supervisory Board Member, we nominate him as a candidate for substitute outside Audit & Supervisory Board Member. The candidate previously has not been directly involved in the management of a corporation; however, as he is familiar with corporate legal affairs as attorney at law and has sufficient insight to supervise the management of a corporation, the Bank believes that he will appropriately perform his duties as outside Audit & Supervisory Board Member.		0

(Notes)

1. There is no special interest relationship between the candidate for substitute outside Audit & Supervisory Board Member and the Bank.
2. Hideyuki Yonekura is a candidate for substitute outside Audit & Supervisory Board Member.
3. If Hideyuki Yonekura assumes office of Audit & Supervisory Board Member of the Bank, the Bank will enter into a limited liability agreement with him to limit his liability for damages as specified in Article 423, paragraph (1) of the Companies Act to the amount stipulated by laws and regulations in accordance with Article 427, paragraph (1) of the same Act and pursuant to the Bank's Articles of Incorporation.
4. If Hideyuki Yonekura assumes office as Audit & Supervisory Board Member of the Bank, the Bank will submit a notification designating him as an independent officer to the Tokyo Stock Exchange as stipulated in Article 436-2 of the Securities Listing Regulations of the Tokyo Stock Exchange.
5. Directors and officers liability insurance policy with Sampo Japan Insurance Inc.  
 The Bank has entered into a directors and officers liability insurance policy as specified in Article 430-3 of the Companies Act with Sampo Japan Insurance Inc. The policy covers losses that may arise from the Directors', Audit & Supervisory Board Members' and Executive Officers' assumption of liability incurred in the course of the performance of their duties, or receipt of claims pertaining to the pursuit of such liability. The maximum compensation for losses and the aggregate limit for each insured are stipulated. There are certain reasons for coverage exclusion, such as not covering losses arising from performance of an illegal act with full knowledge of its illegality.  
 The insurance premiums, including those for special clauses, are fully borne by the Bank, and there are no insurance premiums actually borne by the insureds.

**Proposal No. 5: Partial Amendment to the Articles of Incorporation of the Bank**

1. Reason for amendment

- (1) In addition to an increase in outside officers on the back of intensifying corporate governance in recent years, the Bank aims to further improve the efficiency of the operation of the Board of Directors for times such as when there is a change in work styles in the wake of the COVID-19 pandemic, or when there is a need to hold a meeting of the Board of Directors due to a loss of communication when a business continuity plan (BCP) is used. To this end, the Bank has decided to introduce an “Omission of Resolution of Board of Directors” (a written resolution, etc.) by partially amending Article 40 (Resolution of the Board of Directors) of the proposed draft and simultaneously adding Article 41 (Minutes of the Board of Directors) of the draft to introduce electronic or magnetic records in the future.
- (2) The numbers of articles are to be amended in accordance with the addition of the above provisions.

2. Reason for amendment

Details of the amendment are as follows:

Current Articles of Incorporation of the Bank	Proposed draft
Chapter 1 General Provisions	Chapter 1 General Provisions
Article 1 to Article 5 (Provisions omitted)	Article 1 to Article 5 (Unchanged)
Chapter 2 Stocks	Chapter 2 Stocks
Article 6 to Article 10 (Provisions omitted)	Article 6 to Article 10 (Unchanged)
Chapter 2-2 Preferred stocks	Chapter 2-2 Preferred stocks
Article 11 to Article 23 (Provisions omitted)	Article 11 to Article 23 (Unchanged)
Chapter 3 Shareholder Meetings	Chapter 3 Shareholder Meetings
Article 24 to Article 30 (Provisions omitted)	Article 24 to Article 30 (Unchanged)
Chapter 4 Directors and the Board of Directors	Chapter 4 Directors and the Board of Directors
Article 31 to Article 39 (Provisions omitted)	Article 31 to Article 39 (Unchanged)
Article 40 (Resolution of the Board of Directors Meeting) All decisions of the Board of Directors shall be resolved by a majority of the directors who attended the Meeting where a majority of directors are in attendance.	Article 40 (Resolution of the Board of Directors Meeting) All decisions of the Board of Directors shall be resolved by a majority of the directors who attended the Meeting where a majority of directors are in attendance.  2 <u>Notwithstanding the matter stated in the previous paragraph, when a matter proposed by a Director is to be resolved by the Board of Directors and is unanimously approved, either in writing or in an electronic or magnetic fashion, by Board Members that are entitled to participate in the vote and that are present, and Audit &amp; Supervisory Board Members do</u>

Current Articles of Incorporation of the Bank	Proposed draft
	<u>not make an objection, it shall be deemed to have been resolved by the Board of Directors.</u>
<p>(Newly added Article)</p> <p>Article <u>41</u> (Provisions omitted)</p> <p>Chapter 5 Audit &amp; Supervisory Board Members and the Meetings thereof</p> <p>Article <u>42</u> to Article <u>49</u> (Provisions omitted)</p> <p>Chapter 6 Calculation</p> <p>Article <u>50</u> to Article <u>53</u> (Provisions omitted)</p>	<p><u>Article 41 (Minutes of the Board of Directors)</u> <u>The minutes of the Board of Directors shall be prepared in writing or an electronic or magnetic fashion as stipulated by laws and regulations, and signed or sealed, either physically or electronically, by Directors or Audit &amp; Supervisory Board Members who are present.</u></p> <p>Article <u>42</u> (Unchanged)</p> <p>Chapter 5 Audit &amp; Supervisory Board Members and the Meetings thereof</p> <p>Article <u>43</u> to Article <u>50</u> (Unchanged)</p> <p>Chapter 6 Calculation</p> <p>Article <u>51</u> to Article <u>54</u> (Unchanged)</p>

**Proposal No. 6:** Change in the Amount of Directors' Compensation

The amount of the Bank's Directors' compensation was approved in an amount not exceeding 144 million yen per year by the 92nd General Meeting of Shareholders held on June 27, 2014.

To establish a flexible and agile system in order to hire a professional with expertise that may contribute to future sustainable growth of the Bank, and appoint additional Directors, etc. to strengthen corporate governance, the Bank intends to increase Directors' compensation to an amount not exceeding 200 million yen per year.

Please note that the amount of Directors' compensation for an employee who concurrently serves as Director may not include salary and bonuses as an employee. The payment time and the amount of individual payment will be at the discretion of the Board of Directors.

In addition, the current number of Directors is nine (including three outside Directors). If Proposal No. 2 "Election of Nine Directors" is approved as originally proposed, the number of Directors will continue to be nine (including three outside Directors).

**Proposal No. 7:** Determination of the Specific Details of Share Remuneration-type Stock Options for Directors

1. Reason for proposal

At the 92nd Annual General Meeting of Shareholders held on June 27, 2014, the Bank introduced share remuneration-type stock options for Directors in order to further enhance Directors' willingness to contribute to increasing business performances and corporate value as well as shareholder-oriented management awareness more than ever. It was approved that the amount of share acquisition rights allocated as share remuneration-type stock options for Directors, separate from the compensation, etc. (not more than ¥144 million per annum) under Proposal No. 6 of the same General Meeting of Shareholders, shall be not more than ¥30 million per annum and the maximum total number of share acquisition rights to be issued on a date within one year from the date of an Annual General Meeting of Shareholders pertaining to each fiscal year shall be 600 units. Subsequently, it was approved to keep the amount of stock option remuneration per annum unchanged, while revising the maximum total number of share acquisition rights to be issued on a date within one year from the date of an Annual General Meeting of Shareholders pertaining to each fiscal year, increasing it to 750 units at the 97th Annual General Meeting of Shareholders held on June 26, 2019 and to 1,200 units at the 98th Annual General Meeting of Shareholders held on June 25, 2020. This revision is still in effect.

The Bank once again requests the approval of the specific details of share remuneration-type stock options, based on the enforcement of the Act Partially Amending the Companies Act (Act No. 70 of 2019) and the Ministerial Order Partially Amending the Regulation for Enforcement of the Companies Act, etc. (Ministry of Justice Order No. 52 of 2020), which clarified the matters related to share remuneration-type stock options to be resolved at the General Meeting of Shareholders.

This proposal is made in response to the Act Partially Amending the Companies Act and other legal instruments and is not intended to make any substantive changes to the specific details of share remuneration-type stock options. The current number of Directors is nine (including three outside Directors). If Proposal No. 2 "Election of Nine Directors" is approved as originally proposed, the number of Directors will continue to be nine (including three outside Directors).

2. Details of share acquisition rights

The details of share acquisition rights are as follows:

(1) Persons to be allotted share acquisition rights

Directors (excluding outside Directors) of the Bank

(2) Class and number of shares to be issued upon exercise of share acquisition rights

The shares to be issued upon exercise of share acquisition rights shall be common shares of the Bank, and the number of shares to be issued upon exercise of each share acquisition right shall be 100 shares (the “Number of Granted Shares”).

If the Bank conducts a stock split, gratis allotment or stock consolidation of the Bank’s common shares after the allotment date, the Number of Granted Shares shall be adjusted according to the following formula. Any fraction of a share resulting from the adjustment shall be rounded down.

- $\text{Number of Granted Shares after adjustment} = \text{Number of Granted Shares before adjustment} \times \text{Ratio of stock split, gratis allotment or stock consolidation}$

If share acquisition rights are succeeded in the Bank’s absorption-type merger or consolidation-type merger or if share acquisition rights are succeeded in a share exchange or share transfer in which the Bank becomes a wholly-owned subsidiary, the Bank may adjust the number of shares as deemed necessary in accordance with the merger ratio and other factors.

(3) Total number of share acquisition rights

The maximum total number of share acquisition rights to be issued on a date within one year from the date of an Annual General Meeting of Shareholders pertaining to each fiscal year shall be 1,200 units.

(4) Paid-in amount for share acquisition rights

The amount to be paid in shall be the fair value calculated using the Black-Scholes model or other method on the allotment date of the share acquisition rights. Such paid-in amount shall be set off against the equivalent amount of compensation claims against the Bank held by each Director.

(5) Value of property to be contributed upon exercise of share acquisition rights

The property to be contributed upon the exercise of each share acquisition right shall be cash, and the value thereof shall be the amount calculated by multiplying the Number of Granted Shares to be delivered upon the exercise of such share acquisition right by ¥1 per share.

(6) Exercise period of share acquisition rights

The period shall be determined by the Bank’s Board of Directors within the range of 30 years from the following day of the allotment date of the share acquisition rights. However, if the last day of the exercise period falls on a holiday of the Bank, the last day shall be the preceding business day.

(7) Conditions for exercise of share acquisition rights

A person who has been allotted share acquisition rights (a “share acquisition right holder”) may exercise the share acquisition rights in a lump sum only during a ten-day period from the date they lose their position as either a Director or Executive Officer of the Bank.

(8) Restriction on transfer of share acquisition rights

The acquisition of share acquisition rights by transfer shall require the approval of the Bank’s Board of Directors.

(9) Treatment of fractional share to be delivered upon exercise

If the number of shares to be delivered to a share acquisition right holder contains a fraction of less than one share, such fraction shall be rounded down.

(10) Provisions concerning acquisition

If the number of shares to be delivered to a share acquisition right holder contains a fraction of less than one share, such fraction shall be rounded down.

- a In cases where any of the agendas (i), (ii), (iii), (iv) or (v) below is approved by Shareholder Meetings of the Bank (or resolved by the Board of Directors in cases where resolution by Shareholder Meetings is not required), the Bank may acquire share options without contribution on a day specified separately by the Board of Directors.
  - (i) Proposal for approval of a merger agreement where the Bank will be incorporated

- (ii) Proposal for approval of an absorption-type company split agreement or a new company split plan where the Bank will become the splitting company
  - (iii) Proposal for approval of a share exchange agreement or a share transfer plan where the Bank will become the wholly-owned subsidiary
  - (iv) Proposal for approval of amendments to the Articles of Incorporation creating a provision to the effect that, as the feature of all shares issued by the Bank, approval of the Bank is required for the acquisition of such shares by transfer
  - (v) Proposal for approval of amendments to the Articles of Incorporation to establish new provisions by which any acquisition by way of transfer of the type of any shares to be issued upon exercise of stock acquisition rights to be offered will be subject to the Bank's approval or the Bank may acquire all of the shares in the relevant type (if any) to be issued upon exercise of stock acquisition rights to be offered by a Shareholder Meeting of the Bank
- b Beyond the matters stated in the preceding paragraph, if certain grounds exist as provided by a share acquisition rights allotment agreement concluded between the Bank and the person to whom share acquisition rights are allotted, the Bank may acquire and cancel share acquisition rights without contribution by a resolution at the Board of Directors.

(11) Other details

Other details concerning share acquisition rights shall be determined at the meeting of the Board of Directors that determines matters related to subscription of share acquisition rights.