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(Securities Code: 8346)

June 1, 2023

(Date of commencement of electronic provision measures:
May 26, 2023)

To Shareholders with Voting Rights:

Minoru Sato
President
The Toho Bank, Ltd.
3-25, Ohmachi, Fukushima City,
Fukushima, Japan

NOTICE OF CONVOCATION OF THE 120TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

We are pleased to announce that the 120th Annual General Meeting of Shareholders of The Toho Bank, Ltd. (hereinafter the “Bank”) will be held for the purposes as described below.

In convening this General Meeting of Shareholders, the Bank provides electronically the Reference Documents Concerning the Annual General Meeting of Shareholders and other information (matters subject to the electronic provision measures) as the "Notice of the Convocation of the 120th Annual General Meeting of Shareholders" and "Other Matters for Which Information is Provided in Electronic Format (Matters for Which Document Provision is Omitted) on the Bank’s website. Please access the following website to check the information.

The Bank’s Website

<https://www.tohobank.co.jp/company/ir/stocks/sokai.html>

The matters subject to the electronic provision measure are posted also on the website of the Tokyo Stock Exchange (TSE) as well as the above website. If you are unable to access the Bank’s website, please access the following TSE website (Listed Company Information Service) and enter the issue name “Toho Bank” or securities code “8346” to search, and select "Basic Information" and "Documents for Public Inspection/PR Information" and check the information.

TSE website

<https://www2.jpx.co.jp/tseHpFront/JJKO10010Action.do?Show=Show>

If you choose not to physically attend the meeting, you can exercise your voting rights via the Internet or in writing by returning the enclosed Voting Rights Exercise Form. Please review the Reference Documents for the General Meeting of Shareholders of the matters subject to the electronic provision measures and exercise your voting rights by one of the following methods by Friday, June 23, 2023 at 5:30 p.m. Japan time.

■ Exercise of Voting Rights via the Internet.

Please review the “Guidance for the Exercise of Voting Rights via the Internet” on page 5 and 6 of this Notice of Convocation, and access the voting rights exercise website (<https://evote.tr.mufg.jp/>) designated by the Bank on PC or smartphone, and vote for or against for each of the proposals by following the on-screen instructions.

■ Exercise of Voting Rights in Writing (via Mail)

Please indicate your vote for or against each of the proposals on the enclosed “Voting Rights Exercise Form” and return it so that it is received by the voting deadline.

1. Date and Time: Monday, June 26, 2023 at 10:00 a.m. Japan Standard Time (reception begins at 9:00 a.m.)

2. Place: 8F, Main Conference Room, Head Office of the Bank, 3-25, Ohmachi, Fukushima City, Fukushima, Japan
(Congestion is expected immediately before the meeting begins. It is requested to arrive early.)

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report and Non-consolidated Financial Statements for the Bank’s 120th Fiscal Year (from April 1, 2022 to March 31, 2023)
 2. Consolidated Financial Statements for the Bank’s 120th Fiscal Year (from April 1, 2022 to March 31, 2023) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee

Proposals to be resolved:

- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Election of Six (6) Directors other than Directors serving as Audit and Supervisory Committee Members
- Proposal No. 3:** Revision of the Payment Standards of the Performance-linked Remuneration for Directors other than Directors serving as Audit and Supervisory Committee Members (excluding Outside Directors)
- Proposal No. 4:** Determination of Remuneration for Granting Restricted Stock to Directors other than Directors serving as Audit and Supervisory Committee Members (excluding Outside Directors)

End

Disclosure via the Internet

- (1) Among the matters subject to the electronic provision measure, the following matters are not stated in the documents to be delivered to shareholders who make request for the delivery of hard copies, in accordance with the relevant laws and regulations and the provisions of Article 16 of the Article of Incorporation of the Bank. Therefore, the documents to be delivered to the shareholders who requested the delivery of the hard copies are a part of the documents audited by the Audit & Supervisory Committee and Accounting Auditors in preparing the Audit Report.
 1. Consolidated Statement of Changes in Net Assets and Notes to Consolidated Financial Statements
 2. Non-consolidated Statement of Changes in Net Assets and Notes to Non-consolidated Financial Statements
- (2) If you exercise your voting rights both by the method of exercising voting rights via the Internet and by the method of exercising voting rights in writing by mail, the exercise of voting rights by the method of exercising voting rights via the Internet shall prevail. If you exercise your voting rights multiple times via the Internet, the vote made last shall prevail.
- (3) If no indication of approval or disapproval is made on the Voting Rights Exercise Form, it will be treated as an indication of approval of the Company's proposal.

- ◎ In the event of any modification to the matters subject to the electronic provision measure, the Bank will inform of the matter and post the items before and after the modification on the Bank's website and the TSE's website.
- ◎ The Bank has stopped giving out souvenirs to shareholders attending the Annual General Meeting of Shareholders starting in 2018. We would like to ask for your understanding in this matter.

Exercise of Voting Rights

If you decide not to physically attend the meeting, you can exercise your voting rights in writing (via mail) or via the Internet. Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights.

If physically attending the General Meeting of Shareholders

Exercise by physically attending the meeting

Please submit the enclosed Voting Rights Exercise Form to the receptionist at the venue of the General Meeting of Shareholders.

On the day of the meeting, please bring this notice of convocation with you.

Date and time of General Meeting of Shareholders: Monday, June 26, 2023 at 10:00 a.m. Japan Standard Time

If exercising your voting rights in advance

***This year, we highly recommend you this way.**

Exercise via the Internet, etc.

Please access the voting website to exercise your voting rights.

- Please refer to the following page for details.

Exercise deadline: Friday, June 23, 2023, at 5:30 p.m. Japan Standard Time

Exercise in writing (via mail)

Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it so that it is received by the exercise deadline.

- If there is no indication for or against the proposals, your vote will be deemed to be for the proposals.

Exercise deadline: Friday, June 23, 2023, at 5:30 p.m. Japan Standard Time

How to fill in the Voting Rights Exercise Form

Please detach this section and return it by mail.

Please indicate your vote for or against each proposal.

Proposal No. 1, 3 and 4

- In case of approval: Draw a circle in the “賛” section.
- In case of disapproval: Draw a circle in the “否” section.

Proposal No. 2

- In case of approval of all candidates: Draw a circle in the “賛” section.
- In case of disapproval of all candidates: Draw a circle in the “否” section.

* In case of indicating approval or disapproval of only some candidates, please enter the candidate number of the candidate(s).

If you submit the form without indicating your vote for or against the proposals, your vote will be deemed to be for the proposals.

Login ID / Temporary Password

The “Login ID” and “Temporary Password” required for exercising voting rights via the Internet are indicated here.

If you physically attend the meeting on the day of the meeting, please note that the content of your advance exercise will be considered withdrawn.

Guidance for the Exercise of Voting Rights via the Internet

If you exercise your voting rights via the Internet, please access the Bank's designated voting website using a smartphone or personal computer, etc., and exercise your voting rights by following the guidance on the screen.

Exercise deadline: Votes received by Friday, June 23, 2023, at 5:30 p.m. Japan Standard Time

If using a smartphone: Method by scanning the QR Code

You can log into the voting website by scanning the "Login QR Code" without entering the "Login ID" and "Temporary Password."

You can exercise your voting rights by the following method only once.

- 1 Scan the QR Code.
With your smartphone, please scan the "Login QR Code" printed on the side slip (right side) of the enclosed Voting Rights Exercise Form.
- 2 Select the method to exercise your voting rights.
The exercise method selection screen is displayed. Please select a method to exercise your voting rights.
- 3 Select approval or disapproval for each proposal.
Please select your vote for or against each of the proposals by following the on-screen instructions. Exercise is completed by following the on-screen instructions.
If you log into the voting website a second time and for subsequent logins, please log in by following the guidance provided on the following page.

For institutional investors

If you have registered ahead of time to utilize the Electronic Voting Rights Platform operated by ICJ, Inc., voting rights may be exercised via said Electronic Voting Rights Platform.

Duplicate Exercise of Voting Rights

- If you vote both in writing and via the Internet, only your vote placed via the Internet will be valid.
- If you submit your vote multiple times via the Internet, only the most recent vote will be valid.
- If you submit in duplicate via computer or smartphone, only the most recent vote will be valid.

Method by entering Login ID and Temporary Password

- 1 Access the voting rights exercise website.

Voting rights exercise website: <https://evote.tr.mufg.jp/>

Click “Next screen”

- 2 Enter the “Login ID” and “Temporary Password” indicated on the side slip (right side) of your enclosed Voting Rights Exercise Form.

Click “Login”

- 3 Enter a new password in both “New password” and “New password (confirmation).”

Click “Send”

From here, please vote for or against the proposals by following the on-screen instructions.

Notes on use

1. Voting rights exercise website

- (1) You can exercise your voting rights via the Internet by accessing the voting rights exercise website (<https://evote.tr.mufg.jp/>) with your personal computer or smartphone (The website is unavailable from 2:00 a.m. to 5:00a.m. everyday).
- (2) Depending on your Internet use environment, such as in case of using firewall, etc. for connecting the Internet, anti-virus software, without setting TLS encrypted transmission or with a proxy server, it may not be possible to utilize the voting rights exercise website.
- (3) Votes via the Internet will be accepted by 5:30 p.m. on Friday, June 23, 2023; however, you are cordially requested to exercise your voting rights ahead of time, and contact the Help Desk as mentioned below should you have any inquiries.

2. Method for exercising voting rights via the Internet

(1) By PCs

- i) On the voting rights exercise website (<https://evote.tr.mufg.jp/>), please use the “Login ID” and “Temporary Password” printed on the Voting Rights Exercise Form to enter your vote for or against for each of the proposals by following the on-screen instructions.
- ii) To prevent unauthorized access (impersonation) and tampering of votes by any third party, please note that you will be required to change the temporary password on the voting website.
- iii) We will inform you of your new login ID and temporary password for each General Meeting of Shareholders.

(2) By Smartphones

- i) By scanning the "Login QR Code" printed on the Voting Rights Exercise Form with your smartphone, you will be directed to the Voting Rights Exercise Website automatically to exercise your voting rights (No need to enter "Login ID" and "Temporary Password").
- ii) From the security point of view, the exercise of voting rights by using the QR code is possible only once. After the second time, even if you scan the QR code, you will need to enter "Login ID" and "Temporary Password".
- iii) There might be a case that you are unable to login with the QR code depending on smartphone models. If you couldn't login with the QR code, please exercise your voting rights by the method for PCs described in 2(i) above.

*QR code is the registered trademarks of DENSO WAVE INCORPORATED.

Inquiries regarding Exercise of Voting Rights

Mitsubishi UFJ Trust and Banking Corporation, Stock Transfer Agency Division (Help desk)

Toll free (within Japan) 0120-173-027 (Hours of operation: 9:00 a.m. to 9:00 p.m. or 21:00, free of charge)

Proposal No. 1: Appropriation of Surplus

The Bank proposes the appropriation of surplus as follows.

1. Matters concerning year-end dividends

The Company proposes a year-end dividend of 3.50 yen per share for the 120th fiscal year, taking into consideration the following returns of profits to shareholders in shareholder return policy and the Company's business performance for the fiscal year under review.

This, together with the interim dividend of 3.50 yen per share already paid, will bring the total dividend for the year to 7 yen per share.

[Policy on shareholder return]

In light of the public nature of the banking business, the Bank's management is based on ensuring soundness by enhancing retained earnings. Based on this premise, the Bank will strive to return profits to shareholders in a flexible manner in accordance with business results, with a basic policy of paying a stable dividend of 6 yen per share and a payout ratio of 30% of net income attributable to shareholders of the parent company as a target.

(1) Matters concerning the allotment of dividend property to shareholders and the total amount
3.50 yen per share of common stock, for a total of 882,197,260 yen

(2) Effective date of distribution of surplus
June 27, 2023

2. Other matters concerning the appropriation of surplus

Concerning other appropriation of surplus, the Bank proposes the following to strengthen the financial situation in consideration of the future business environment.

(1) Item and the amount of surplus to be increased
General reserve 3,000,000,000 yen

(2) Item and the amount of surplus to be decreased
Retained earnings brought forward 3,000,000,000 yen

Proposal No. 2: Election of Six (6) Directors other than Directors serving as Audit and Supervisory Committee Members

The terms of office of all six (6) 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.

Accordingly, with the aim of continuing to strengthen the corporate governance, the election of six (6) Directors including two (2) Outside Directors is proposed.

The Audit and Supervisory Committee has carefully examined if the selection of the candidates for Directors had gone through appropriate procedures including discussions at the Nomination and Remuneration Committee in accordance with Corporate Governance Regulations and other regulations, and as to the insight, qualities and experiences, etc., of each candidate, from the viewpoint of the effectiveness of the Board of Directors as a whole. As a result, the Committee deemed the candidates for Directors proposed in this Proposal qualified and appropriate.

The names, etc. of the candidates for Directors are as follows and matters concerning the candidates for Directors are described on page 10 to page 17

No.	Name (Gender) (Age)	Current positions and responsibilities at the Bank	Attendance Rate to Board of Directors meetings (Attendance Status)
1	Minoru Sato (Male) (62) <u>Reelection</u> <u>Inside</u>	President (Representative Director) [Responsibilities] Audit Department (Main)	100% (14 out of 14)
2	Katsutoshi Endo (Male) (57) <u>New</u> <u>Inside</u>	Managing Executive Officer [Responsibilities] Planning Department (Main), Compliance & Risk Management Department (Main), General Affairs Department (Main)	-
3	Shigeki Nanaumi (Male) (61) <u>Reelection</u> <u>Inside</u>	Managing Director and General Manager, Personnel Department [Responsibilities] Personnel Department (Main), Credit Department (Main)	100% (14 out of 14)
4	Toshiki Soeta (Male) (58) <u>New</u> <u>Inside</u>	Managing Executive Officer and Head, Business Promotion Headquarters [Responsibilities] Business Promotion Headquarters (Main), Digital Strategy & Business Reform Department (Main) (to the present)	-
5*	Masako Konishi (Female) (64) <u>Reelection</u> <u>Outside</u> <u>Independent</u>	Director (Outside)	91% (10 out of 11)
6	Hideya Takashima (Male) (63) <u>Reelection</u> <u>Outside</u> <u>Independent</u>	Director (Outside)	91% (10 out of 11)

(Notes) 1. The age of the candidates is as of the end of the fiscal year.

2. As for Ms. Masako Koshini and Mr. Hideya Takashima, the attendance at Board of Directors' meetings held after their assumption of office on June 23, 2022 are stated.

3. If this proposal is approved in its original form, the number of Independent Outside Directors including Directors serving as Audit and Supervisory Committee Members will be five (5), and the ratio of Independent Outside Directors of the Board of Directors of the Bank will be 50%.

New New candidate for Director

Reelection Candidate for Director to be reelected

Inside Inside Director

Outside Outside Director

Independent Independent Director/Auditor submitted to Tokyo Stock Exchange

* Female candidate for Director

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Bank held
1	Minoru Sato (Nov. 27, 1960) (Male) (Age: 62) <u>Reelection</u> <u>Inside</u>	<p>Apr. 1983 Joined the Bank</p> <p>Oct. 2003 Section Manager, Planning Section, General Planning Department</p> <p>Mar. 2006 Branch Manager, Hokida Branch and Omori Branch</p> <p>Oct. 2007 Branch Manager, Hokida Branch</p> <p>Jun. 2008 Branch Manager, Sukagawa Branch</p> <p>Jun. 2010 General Manager, Financial Markets Department</p> <p>Jun. 2012 Director and General Manager, General Planning Department, and Manager, Management Strategy Coordination Office</p> <p>May. 2014 Director and General Manager, Head Office</p> <p>Jun. 2014 Managing Director and General Manager, Head Office</p> <p>Jun. 2016 Senior Managing Director (Representative Director) and Head of Business Operations Headquarters [Responsibilities] Business Operation Headquarters (Main) and Personnel Department (Main)</p> <p>Jun. 2020 President (Representative Director) [Responsibilities] Audit Department (Main) (To the present)</p> <p>Reasons for election as Director</p> <p>Mr. Minoru Sato has a wealth of business experience and a wide range of knowledge, having served as branch manager and overseen various market division measures as described in the above biography.</p> <p>He has also been a Director since June 2012, overseeing the planning of basic management policies and management reforms, as well as the improvement of overall administrative and systems efficiency. Having superior corporate planning abilities, sense of management balance and high reliability, he has appropriately and sincerely executed his duties of management in the environment with great changes.</p> <p>After assuming the position of President in June 2020, in order to satisfy expectations by our shareholders, he has been steering the company's management in the environment with great changes. Under these circumstances, in April 2021, the Bank has newly formulated the "Toho 'Kagayaki' Plan", the medium-term management plan, and has been working to improve our business performance.</p> <p>Consideration his track record of improving business performance, his ability to implement reforms, and his leadership to smoothly promote the operation of the Board of Directors, since he is an appropriate person to lead the overall management of the Company during the final year of the "Toho 'Kagayaki' Plan" medium-term management plan, the Bank requests his reelection as Director.</p>	<p>122,700 shares</p> <p>Attendance Rate to Board of Directors meetings (Attendance Status): 100% (14 out of 14)</p>

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Bank held
2	Katsutoshi Endo (December 20, 1965) (Male) (Age: 57) <input type="checkbox"/> New <input type="checkbox"/> Inside	<p>Apr. 1988 Joined the Bank</p> <p>Jun. 2008 Section Manager, Public Relations Section, Head Office</p> <p>Jun. 2011 Branch Manager, Tomita Branch</p> <p>Jun. 2013 Branch Manager, Sendai-higashi Branch</p> <p>May 2014 Branch Manager, Natori Branch</p> <p>May 2016 Branch Manager, Sendai Branch</p> <p>Jun. 2019 Executive Officer, General Manager, Sendai Branch</p> <p>Jun. 2020 Executive Officer, Deputy Head, Business Promotion Headquarters of the Bank</p> <p>Jun. 2021 Managing Executive Officer and General Manager, Head Office</p> <p>Mar 2023 Managing Executive Officer [Responsibilities] Planning Department (Main), Compliance & Risk Management Department (Main), General Affairs Department (Main)</p>	14,500 shares
		<p>Reasons for election as a Director</p> <p>Mr. Katsutoshi Endo, has a wealth of abundant business experience and a wide range of knowledge including serving as branch manager of branches in the Sendai area, the largest market of the Tohoku region, as described in the above biography, and since June 2019, being Executive Officer in charge of sales branches within his area of jurisdiction at our core branches, he has been appropriately and sincerely performing his duties. Considering that he will apply his experience and knowledge to the management of the Bank Group from now on from the standpoint of a Director, since he is the appropriate personnel for the further growth of the Bank Group. the Bank thus requests his election as Director.</p>	Attendance Rate to Board of Directors meetings (Attendance Status): -

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Bank held
3	Shigeki Nanaumi (May 30, 1961) (Male) (Age: 61) <u>Reelection</u> <u>Inside</u>	<p>Apr. 1984 Joined the Bank</p> <p>Oct. 2003 Section Manager, Credit Section, Koriyama Branch (present Koriyama Main Office)</p> <p>Mar. 2006 Branch Manager, Fukushima-nishi chuo Branch</p> <p>Jun. 2008 Branch Manager, Yabuki Branch</p> <p>Sep. 2009 Deputy General Manager, Head Office, and Section Manager, Credit Section</p> <p>Oct. 2010 Senior Deputy General Manager, Head Office, and Section Manager, Credit Section</p> <p>Mar. 2012 General Manager, Credit Management Department</p> <p>May. 2013 General Manager, Credit Management Department, and General Manager, Credit Department</p> <p>Sep. 2014 Branch Manager, Shirakawa Branch</p> <p>Jun. 2015 Executive Officer and Branch Manager, Shirakawa Branch</p> <p>May. 2016 Executive Officer and Branch Manager, Tokyo Branch</p> <p>Jun. 2019 Senior Executive Officer and Branch Manager, Tokyo Branch</p> <p>May. 2021 Senior Executive Officer and General Manager, Koriyama Main Office</p> <p>Jun. 2021 Managing Director and General Manager, Koriyama Main Office [Responsibilities] Business Promotion Headquarters (Sub)</p> <p>Mar. 2023 Managing Director and General Manager, Personnel Department [Responsibilities] Personnel Department (Main), Credit Department (Main) (To the present)</p>	33,000 shares
		<p>Reasons for election as Director</p> <p>Mr. Shigeki Nanaumi has a wealth of business experience and wide knowledge, including serving as Branch Manager of sales branches, as described in above brief biography, and being involved in overseeing planning, managing and supervising related to general credit businesses. Since June 2015, being as Executive Officer, he has appropriately and sincerely executed his duties such as overseeing the sales branches in the jurisdiction of the core branches. Also, since June 2021, being as a Director, he has appropriately and sincerely made commitment on overseeing sales branches in central and southern part of Fukushima Prefecture. Considering these facts, since he is the appropriate personnel for the further growth of the Group, the Bank thus requests his election as Director.</p>	Attendance Rate to Board of Directors meetings (Attendance Status): 100% (14 out of 14)

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Bank held
4	Toshiki Soeta (Apr. 1, 1964) (Male) (Age: 58) <input type="checkbox"/> New <input type="checkbox"/> Inside	<p>Apr. 1986 Joined the Bank</p> <p>Sep. 2010 Branch Manager, Hitachi Branch</p> <p>Mar. 2012 Branch Manager, Koriyama Minami Branch</p> <p>Sep. 2013 Branch Manager, Aizu Ichinomachi Branch</p> <p>May. 2015 Branch Manager, Ueda Branch</p> <p>Jul. 2017 Branch Manager, Iwaki Main Office</p> <p>May. 2018 General Manager, Corporate Banking Department</p> <p>Jun. 2018 Executive Officer and General Manager, Corporate Banking Department</p> <p>Nov. 2019 Executive Officer and General Manager, Corporate Banking Dept. and General Manager, International Business Promotion Dept.</p> <p>Dec. 2019 Executive Officer and Deputy Head, Business Promotion Headquarters, General Manager, Corporate Banking Department and General Manager, International Business Promotion Department</p> <p>Mar. 2020 Executive Officer and Deputy Head, Business Promotion Headquarters, and General Manager, Regional Trading Company Business Department</p> <p>Jun. 2020 Executive Officer and Deputy Head, Business Promotion Headquarters</p> <p>May. 2021 Executive Officer, Branch Manager, Aizu Branch (present Aizu Main Office)</p> <p>Jun. 2021 Managing Executive Officer and Branch Manager, Aizu Branch (present Aizu Main Office)</p> <p>Sep. 2022 Managing Executive Officer and General Manager, Aizu Main Office.</p> <p>Mar. 2023 Managing Executive Officer and Head, Business Promotion Headquarters [Responsibilities] Business Promotion Headquarters (Main), Digital Strategy & Business Reform Department (Main) (To the present)</p>	15,600 shares
		<p>Reasons for election as Director</p> <p>Mr. Toshiki Soeta has a wealth of business experience and a wide range of knowledge, including serving as General Manager of Main Offices. as described in the above biography.</p> <p>Since June 2018, being Executive Officer, he has been planning, supervising, and promoting various measures to support the resolution of regional issues of regional and industrial development</p> <p>Considering that he will apply his experience and knowledge to management in his position from a Director's stand point from now on, since he is an appropriate personnel for the further growth of the Bank Group, the Bank thus decided to request for election of Mr. Toshiki Soeta as Director.</p>	Attendance Rate to Board of Directors meetings (Attendance Status): (-)

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Bank held
5*	Masako Konishi (Oct. 18, 1958) (Female) (Age: 64) <u>Reelection</u> <u>Outside</u> <u>Independent</u>	<p>Apr. 1981 Joined Announcement Department, CHUBU-NIPPON BROADCASTING CO., LTD.</p> <p>Mar. 1983 Retired from CHUBU-NIPPON BROADCASTING CO., LTD.</p> <p>Apr. 1989 Served as a caster and reporter at multiple broadcasting stations such as NHK, TBS, and CNN.</p> <p>Apr. 1998 Obtaining certificate of weather forecaster, served as a weather forecaster at MX TV, etc.</p> <p>Jun. 2001 Joined Weathernews Inc. Weather forecaster and producer, Contents Creation Department</p> <p>Jul. 2004 Retired from Weathernews Inc.</p> <p>Sep. 2005 Joined WWF Japan (To the present)</p> <p>Feb. 2017 Member of the Central Environment Council, Ministry of the Environment</p> <p>Apr. 2017 Specially Appointed Professor, Department of Business Design, Faculty of Global Business, Showa Women's University</p> <p>Apr. 2022 Specially Appointed Professor, Graduate School of Advanced Integrated Studies in Human Survivability, Kyoto University (To the present)</p> <p>Jun. 2022 Outside Director of the Bank (Non-executive, Independent) (To the present)</p> <p>Apr. 2023 Specially Appointed Professor, Graduate Program in Welfare Co-creation Management, Showa Women's University (To the present)</p>	-
		<p>Reasons for election for Outside Director and expected roles After joining the World Wide Fund for Nature Japan, Ms. Masako Konishi participated in the United Nations Framework Convention on Climate Change (UNFCCC) as an international climate change negotiator since 2005, and has been engaged in information analysis, negotiations, and policy recommendations. She also has extensive experience in advising corporate management on medium- and long-term corporate value enhancement, including sustainability. The Bank expects that she will contribute to the realization of more transparent management by reflecting the perspectives of shareholders and other stakeholders from an independent and objective standpoint, utilizing such experience and insight. She does not have experience of engaging directly in the business management of a company in the past; however, for the reasons above, the Bank believes that Ms. Masako Konishi will appropriately perform her duties as an Outside Director.</p> <p>Supplemental explanation regarding independence Ms. Masako Konishi does not infringe upon the "Standards for Independence" stipulated by the Tokyo Stock Exchange, and satisfies the Criteria of independence for Outside Officers defined by the Bank. As she has high independence from management and there is no risk of conflicts of interest with ordinary shareholders, she has been elected an Independent Director.</p>	Attendance Rate to Board of Directors meetings (Attendance Status): 91% (10 out of 11)

Term of office as Outside Director

Ms. Masako Konishi's term of office as an Outside Director of the Bank will be one year at the conclusion of this General Meeting of Shareholders.

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Bank held
6	Hideya Takashima (Nov. 20, 1959) (Male) (Age: 63) <u>Reelection</u> <u>Outside</u> <u>Independent</u>	Apr. 1982 Joined Sapporo Breweries Limited	10,300 shares
		Sep. 2001 General Manager in charge of Manufacturing Department, Beer Manufacturing Headquarters	
		Mar. 2007 General Manager, Sendai Brewery	
		Mar. 2009 Executive officer and General Manager, Corporate Strategy Headquarters	
		Sep. 2012 Managing executive officer and General Manager, Hokkaido Headquarters	
		Mar. 2013 Managing executive officer and General Manager, Hokkaido Headquarters and Representative, Hokkaido Head Office	
		Mar. 2015 Director and Senior Managing Executive Officer, POKKA SAPPORO FOOD & BEVERAGE LTD.	
		Jan. 2017 President & representative director, Sapporo Breweries Limited and Group executive officer, Sapporo Holdings Limited	
		Mar. 2017 President & representative director, Sapporo Breweries Limited and Managing group executive officer, Sapporo Holdings Limited	
		Mar. 2021 Advisor, Sapporo Holdings Limited	
		Mar. 2022 External Auditor, Fujio Food Group. Inc, (To the present)	
Jun. 2022 Outside Director of the Bank (Non-executive, Independent) (To the present)	Attendance Rate to Board of Directors meetings (Attendance Status): 91% (10 out of 11)		
Jun. 2022 Auditor, Hokkaido Airport Terminal Co., Ltd. (To the present)			
Mar. 2023 Retired from the position as Advisor of Sapporo Holding Limited			
Reasons for election as Outside Director and expected roles Mr. Hideya Takashima has served as President & representative director of Sapporo Breweries Limited for many years as well as a managing group executive officer of Sapporo Holdings Limited, and he has a wealth of experience and a wide range of knowledge as a long time business manager. In the expectation that he will contribute to the strengthening of corporate governance by providing advice and guidance to the Bank's management and supervise it appropriately from an objective perspective based on his experience and insight, the Bank thus request his election as Outside Director.			
Supplemental explanation regarding independence Mr. Hideya Takashima does not infringe upon the "Standards for Independence" stipulated by the Tokyo Stock Exchange, and satisfies the Criteria of independence for Outside Officers defined by the Bank. As he has high independence from management and there is no risk of conflicts of interest with ordinary shareholders, he has been elected an Independent Director.			

Term of office as Outside Director

Mr. Hideya Takashima's term of office as an Outside Director of the Bank will be one year at the conclusion of this General Meeting of Shareholders.

- (Notes)
1. There are no special interest relationships between each candidate and the Bank.
 2. If Ms. Masako Konishi and Mr. Hideya Takahashi are elected as originally proposed, the Bank plans to designate them as Independent Officers prescribed by the regulations of the Tokyo Stock Exchange, Inc. and submit a notification of the appointment to the same Exchange.

3. Agreement limiting liability with Outside Directors

The Bank and Outside Directors have entered into agreements to limit their liability pursuant to Article 423, Paragraph 1 of the Companies Act, in accordance with the provisions of Article 427, Paragraph 1 of the said Act. The maximum amount of liability pursuant to the agreement is the minimum liability amount stipulated by Article 425, Paragraph 1 of the said Act, and if the election of Ms. Masako Konishi and Mr. Hideya Takahashi is approved, the Bank plans to continue the agreements with them.

4. The Bank will conclude the Directors and Officers Liability Insurance Contract with an insurance company, and has agreed that the contract will cover damages that may be incurred by the insured as a result of his/her assuming responsibility for the performance of his/her duties or receiving a claim related to the pursuit of such responsibility. All candidates for the position of Director shall be covered by the insurance policy. The policy is scheduled to be renewed with the same contents at the next renewal.

(Reference) Skill Matrix of the Candidates for Directors

Name	Positions and responsibilities	Management strategy and sustainability	Corporate management/legal affairs	Sales/Consulting	Corporate review/Revitalization support	Human resources/Diversity	Market operation/International business	IT/DX
Minoru Sato	President (Representative Director)	●	●	●	●	●	●	●
Katsutoshi Endo	Managing Director	●	●	●	●			
Shigeki Nanaumi	Managing Director	●		●	●	●		
Toshiki Soeta	Managing Director	●	●	●		●		●
Masako Konishi <u>Outside</u>	Director (Non-executive)	●				●	●	●
Hideya Takashima <u>Outside</u>	Director (Non-executive)	●	●	●		●		●
Takayuki Ishii	Director and Audit & Supervisory Committee Member	●	●	●	●	●		
Hayao Watanabe <u>Outside</u>	Director and Audit & Supervisory Committee Member	●	●	●	●	●	●	
Satoshi Nagano <u>Outside</u>	Director and Audit & Supervisory Committee Member	●	●		●		●	●
Ichiro Kawano <u>Outside</u>	Director and Audit & Supervisory Committee Member	●	●		●			

The table above does not cover all knowledge the candidates for Directors have

Details of each item

Management strategy and sustainability	Knowledge, experience, and abilities related to corporate management and organizational operation, as well as ESG management (environmental, social, governance, etc.) that supports corporate sustainability
Corporate management/legal affairs	Knowledge, experience, and abilities related to business administration, including compliance, risk management, accounting, and taxation
Sales/Consulting	Knowledge, experience, and abilities related to sales, such as providing solutions to revitalize local economies, and knowledge, experience, and abilities related to sales planning and marketing
Corporate review/Revitalization support	Knowledge, experience, and abilities related to corporate screening, corporate growth support, and revitalization support
Human Resources/Diversity	Knowledge, experience, and abilities related to human resource management, human resource development, diversity promotion, and other human resource-related operations
Market operation/International businesses	Knowledge, experience, and abilities related to securities management and international operations
IT/DX	Knowledge, experience, and skills related to the use and promotion of digital technology to improve productivity and add value to companies

(Reference) Criteria of independence for Outside Directors

If a candidate for Outside Director satisfies the conditions for independence defined by the Tokyo Stock Exchange and none of the following conditions apply either currently or recently (Note 1), the candidate will be deemed as possessing independence.

- (1) A party that holds the Bank as a major transaction partner (Note 2), or if the party is a corporation, etc. (Note 3), a business executor thereof.
- (2) A major transaction partner of the Bank, or if the party is a corporation, etc., a business executor thereof.
- (3) A consultant, accounting specialist, or legal specialist that receives a significant amount (Note 4) of cash or other properties from the Bank other than officer compensation (if the party receiving said properties is a corporation, etc., persons affiliated with said corporation, etc.).
- (4) A party receiving a significant amount of donations, etc., from the Bank, or if the party is a corporation, etc., a business executor thereof.
- (5) A major shareholder (Note 5) of the Bank, or if the party is a corporation, etc., a business executor thereof.
- (6) A relative (Note 7) of a party listed below (excluding parties that are not significant (Note 6)).
 - A. A party to which (1) to (5) above applies
 - B. Director, Audit and Supervisory Board Member, Executive Officer, or business executor of the Bank or its subsidiaries

(Note 1) "Recent" refers to cases that are essentially equivalent to the present, and includes, for example, cases where the classification applied when the content of a proposal for election as an Outside Director at a General Meeting of Shareholders was determined.

(Note 2) A "major transaction partner" is evaluated based on a standard of 2% or more of consolidated net sales (for the Bank, consolidated ordinary revenue) for a fiscal year. Additionally, for financing transactions, if changes in the credit policies of the Bank would have a significant effect on the transaction partner, such as in cases where the amount of financing provided by the Bank is the top transaction amount and if immediate collection of said financing would cause critical issues with business continuity, the party shall be deemed a major transaction partner.

(Note 3) A "corporation, etc.," includes organizations other than corporations.

(Note 4) A "significant amount" refers to an amount of 10 million yen or more on average for the past three years.

(Note 5) A "major shareholder" refers to a person or corporation, etc., which holds, either directly or indirectly, voting rights of 10% or more of total voting rights.

(Note 6) "Significant" refers to persons who are at the executive or managerial level at a company, or for accounting specialists and legal specialists, persons holding specialized licenses, such as certified public accountant and attorney at law.

(Note 7) A "relative" refers to relatives to within the second degree of kinship.

Proposal No. 3 Revision of the Payment Standards of the Performance-linked Remuneration for Directors other than Directors serving as Audit and Supervisory Committee Members (excluding Outside Directors)

As remuneration for Directors other than Directors serving as Audit and Supervisory Committee Members (excluding Outside Directors), the Bank pays remuneration comprising a monthly fixed-amount remuneration in line with the duties and responsibilities of each position and a performance-linked remuneration paid annually in accordance with the business performance for a single fiscal year.

The performance-linked remuneration, which serves as an incentive for senior management to contribute to the improvement of business performance, has adopted the profit (non-consolidated) representing the results of a single business year as a performance indicator and has been paid annually to executive Directors based on the profit (non-consolidated) of the previous fiscal year, within the upper limit amount of performance-linked remuneration resolved by the 115th Annual General Meeting of Shareholders held on June 22, 2018.

In May 2022, the Bank established a shareholder return policy (*) to further improve the return of profits to its shareholders. In light of these circumstances, the Bank, in an effort to clarify the link between the Directors' remuneration and the Group's business performance, proposes to set the upper limits of performance-linked remuneration as per the table below, including the revision of the payment standards, which had previously stipulated the profit (non-consolidated) at more than 3.0 billion yen as the minimal level for payment, to the profit (consolidated) level at more than 5.0 billion yen as the minimal level for payment. Moreover, the Bank proposes that decisions regarding the specific amount for each Director, the timing of payment, and other matters be delegated to the Board of Directors.

Please be advised that the amount of remuneration, etc., to Directors shall not include the employee salary portion of Directors who concurrently serve as employees.

At present, the number of Directors other than Directors serving as Audit and Supervisory Committee Members (excluding Outside Directors) is four (4), and if Proposal No. 2 "Election of Six (6) Directors other than Directors serving as Audit and Supervisory Committee Members" is approved and resolved as originally proposed, the number of eligible Directors other than Directors serving as Audit and Supervisory Committee Members (excluding Outside Directors) will be four (4). The revision of the payment standards outlined in this Proposal has been determined in consideration of the above purpose, the Bank's business conditions, the Bank's policy on the determination of the content of remunerations, etc. to individual Directors (Please see "Matters concerning the Officers (Directors) of the Bank" of the "Business Report for the 120th Fiscal Year" for the details of the policy), and other various circumstances and accordingly, has been deemed to be reasonable. This Proposal was also deliberated by the Audit and Supervisory Committee and no objections have been voiced thereto.

(*) The Bank, in light of the public nature of the bank operations, engages in management based on ensuring soundness through the enhancement of its internal reserves. To this end, the Bank strives to return profits to shareholders in a flexible manner according to its business results, by paying a stable dividend of 6 yen per share as principle and aiming for a payout ratio of 30% against its profit attributable to owners of parent.

[Current] Table of the performance-linked remuneration payment standards

Level of profit (non-consolidated)	Upper limit amounts	Number of payment months
Not more than 3.0 billion yen	0 yen	0.0 months
More than 3.0 billion yen but not more than 4.0 billion yen	30 million yen	1.0 months
More than 4.0 billion yen but not more than 6.0 billion yen	40 million yen	1.5 months
More than 6.0 billion yen but not more than 8.0 billion yen	50 million yen	2.0 months
More than 8.0 billion yen but not more than 10.0 billion yen	60 million yen	2.5 months
More than 10.0 billion yen	70 million yen	3.0 months

[Revised] Table of performance-linked remuneration payment standards

Level of profit (consolidated)	Upper limit amounts	Number of payment months
Less than 5.0 billion yen	0 yen	0.0 months
5.0 billion yen or more but less than 6.0 billion yen	30 million yen	1.0 months
6.0 billion yen or more but less than 7.0 billion yen	40 million yen	1.5 months
7.0 billion yen or more but less than 8.0 billion yen	50 million yen	2.0 months
8.0 billion yen or more but less than 10.0 billion yen	60 million yen	2.5 months
10.0 billion yen or more	70 million yen	3.0 months

(Note) The above, revised payment standards shall be applied from the 121st Fiscal Year (from April 1, 2023 to March 31, 2024).

(Payment method) Performance-linked remuneration payment amount is an amount of the fixed-amount remuneration multiplied by the number of payment months.

Proposal No. 4 Determination of Remuneration for Granting Restricted Stock to Directors other than Directors serving as Audit and Supervisory Committee Members (excluding Outside Directors)

The upper limit of remunerations, etc. for the Directors other than Directors serving as Audit and Supervisory Committee Members was approved by the 115th Annual General Meeting of Shareholders held on June 22, 2018, at 345 million yen per annum (including 30 million yen for Outside Directors, however not including the employee salary portion of Directors who concurrently serve as employees).

The Bank, as part of revisions to its executive compensation system, asks for the approval of the shareholders to pay a new amount of remuneration within the upper limit of remunerations, described above, to grant restricted stock to the Bank's Directors other than Directors serving as Audit and Supervisory Committee Members (excluding Outside Directors, hereinafter, referred to as the "Eligible Director(s)"), in an effort to provide an incentive to the Eligible Directors to strive for the sustained improvement of corporate value of the Bank, while at the same encourage them to share further value with the shareholders.

Based on this Proposal, the remuneration to be paid to the Eligible Directors for granting restricted stock shall be monetary receivables for the total maximum amount of 70 million yen per annum (however, not including the employee salary portion of Directors who concurrently serve as employees). Moreover, the specific timing of payment and allocation to each Eligible Director shall be determined by the Board of Directors.

At present, the number of Directors other than Directors serving as Audit and Supervisory Committee Members (excluding Outside Directors) is four (4), and if Proposal No.2 "Election of Six (6) Directors other than Directors serving as Audit and Supervisory Committee Members" is approved and resolved as originally proposed, the number of eligible Directors other than Directors serving as Audit and Supervisory Committee Members (excluding Outside Directors) will be four (4).

Moreover, based on a resolution of the Board of Directors of the Bank, the Eligible Directors shall pay all monetary claims to be paid to them as a result of this Proposal in the form of property contributed in kind, and shall, in return, receive the issue or disposal of the common shares of the Bank. The total maximum number of the common shares of the Bank to be issued or disposed of shall be not more than 350,000 shares per annum (however, if a share split (including the allotment of common shares of the Bank without consideration) or a reverse share split, or an event that would otherwise require the total number of common shares of the Bank to be issued or disposed of as restricted stock to be adjusted, takes place after the date on which this proposal is approved and resolved, such total number of shares shall be adjusted to a reasonable extent).

The amount to be paid per share shall be determined by the Board of Directors based on the closing price of common shares of the Bank on the Tokyo Stock Exchange on the business day immediately preceding the date of each resolution of the Board of Directors (or the closing price on the trading day immediately preceding thereto if there is no trading on such business day) to the extent that it is not particularly advantageous to the Eligible Directors receiving such common shares. In addition, this issuance or disposal of the common shares of the Bank and the payment of monetary claims as property contributed in kind shall be conditional upon the conclusion of an agreement for the allotment of restricted stock that includes the following terms and conditions (the "Allotment Agreement") between the Bank and the Eligible Directors. Furthermore, the conditions for the granting of restricted stock to Eligible Directors based on this Proposal, including the upper limit of remuneration and the total number of common shares to be issued or disposed of have been determined in consideration of the above purpose, the Bank's business conditions, the Bank's policy on the determination of the content of remunerations, etc. to individual Directors (Please see "Matters concerning the Officers (Directors) of the Bank" of the "Business Report for the 120th Fiscal Year" for the details of the policy), and other various circumstances and accordingly, have been deemed to be reasonable. This Proposal was also deliberated by the Audit and Supervisory Committee and no objections have been voiced thereto.

In addition, if the proposal regarding this system is approved and resolved as originally proposed at this Annual General Meeting of Shareholders, the Bank intends to adopt a similar restricted stock compensation system for the Managing Executive Officers who do not concurrently serve as Directors of the Bank.

[Outline of the Allotment Agreement]

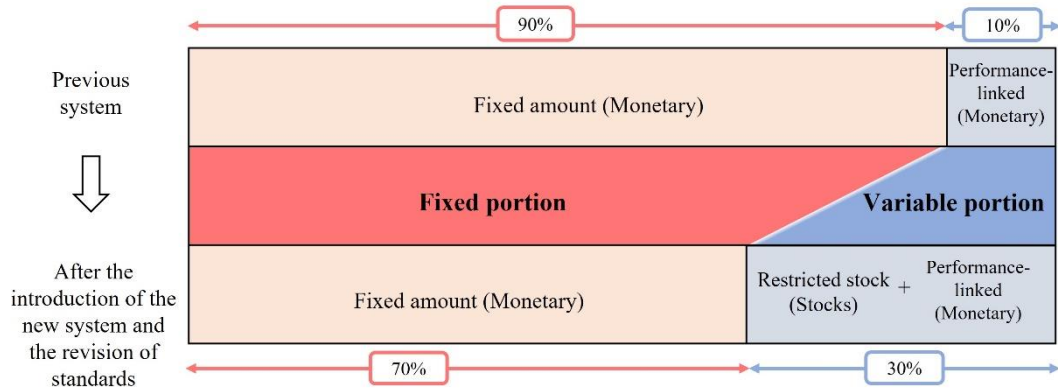
(1) Transfer Restriction Period

An Eligible Director shall not transfer, create a security interest on, or otherwise dispose of the common shares of the Bank that have been allotted based on the Allotment Agreement (the "Allotted Shares"), from the date on which the allotment of the Allotted Shares was received until the point in time immediately following the retirement from the position set forth in advance by the Board of Directors of the Bank, among the positions of an officer or employee of the Bank (the "Transfer Restriction Period")(the "Transfer Restrictions").

- (2) Handling at the time of retirement
If an Eligible Director resigns from the position set forth in advance by the Board of Directors of the Bank, among the positions of an officer or employee of the Bank before the expiry of the period stipulated by the Bank's Board of Directors (the "Service Period"), unless there is a reason deemed reasonable such as the expiry of the term of office or death, the Bank shall automatically acquire the Allotted Shares without consideration.
- (3) Lifting of the Transfer Restrictions
The Bank, on the condition that the Eligible Director continuously holds the position set forth in advance by the Board of Directors of the Bank, among the positions of an officer or employee of the Bank throughout the Service Period, shall lift the Transfer Restrictions on all of the Allotted Shares at the point the Transfer Restriction Period expires. However, (1) if the said Eligible Director, due to a reasonable reason, resigns from the position set forth in advance by the Board of Directors of the Bank, among the positions of an officer or employee of the Bank before the expiry of the Service Period, or (2) the said Eligible Director, even after the expiry of the Service Period, resigns from the position set forth in advance by the Board of Directors of the Bank, among the positions of an officer or employee of the Bank before the expiry of the Transfer Restriction Period without a reasonable reason, the Bank shall adjust, as necessary, to a reasonable extent the number of Allotted Shares for which the Transfer Restrictions are to be lifted and the timing of the lifting of the Transfer Restrictions. In addition, pursuant to the above provisions, the Bank shall automatically acquire without consideration any Allotted Shares remaining for which the Transfer Restrictions had not been lifted, immediately after the point at which the Transfer Restriction Period expires.
- (4) Handling in the event of an organizational restructuring, etc.
Notwithstanding the provision of (1) above, if during the Transfer Restriction Period, a merger agreement in which the Bank becomes the non-surviving company, a share exchange agreement or share transfer plan in which the Bank becomes a wholly-owned subsidiary, or any other organizational restructuring, etc., is approved by the General Meeting of Shareholders of the Bank (however, if said the organizational restructuring, etc., does not require the approval of the General Meeting of Shareholders of the Bank, then the Board of Directors), the Bank, by a resolution of the Board of Directors, shall lift the Transfer Restrictions, prior to the effective date of the organizational restructuring, etc., for the number of Allotted Shares determined reasonably taking into account the period between the commencement of the Transfer Restriction Period to the date on which the organization restructuring, etc., was approved. In addition, in situations described above, the Bank shall automatically acquire without consideration any Allotted Shares remaining for which the Transfer Restrictions had not been lifted, immediately after the point at which the Transfer Restriction Period expires.
- (5) Other matters
Other matters regarding the Allotment Agreement shall be determined by the Board of Directors of the Bank.

[Reference]

<Conceptual Diagram of the Composition of Executive Compensation after the Introduction of the Restricted Stock Compensation System>



*This is a conceptual diagram based on the calculation for a certain position and performance, and the above proportion may vary according to the position and performance.