

This is a partial translation of the original Japanese “Notice of the 6th Ordinary General Meeting of Shareholders” prepared for the convenience of non-resident shareholders. Should there be any discrepancy between any part of this translation and the original Japanese text, the latter shall prevail.

Securities code: 7186

May 26, 2022

Yasuyoshi Oya
Representative Director and President
Concordia Financial Group, Ltd.
7-1, Nihonbashi 2-chome, Chuo-ku, Tokyo

NOTICE OF THE 6TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholder,

We are pleased to announce the 6th Ordinary General Meeting of Shareholders of Concordia Financial Group, Ltd. (the Company), which will be held as described hereunder.

We have decided to convene the General Meeting of Shareholders while taking appropriate measures to prevent the spread of COVID-19.

From the perspective of preventing the spread of COVID-19, we recommend that shareholders refrain from attending the venue on the day, regardless of your state of health, and request that you endeavor to exercise your voting rights in advance by mail or via the Internet.

Please review the appended “Reference Material for the General Meeting of Shareholders” and exercise your voting rights by 5:00 p.m. on Monday, June 20, 2022 (JST).

Yours faithfully,

MEETING AGENDA

- 1. Date and Time:** 10:00 a.m., Tuesday June 21, 2022 (JST)
(The reception for attendees begins at 9:00 a.m.)
- 2. Venue:** The Bank of Yokohama’s head office, Hamagin Hall “VIA MARE”
3-1-1, Minatomirai, Nishi-ku, Yokohama, Kanagawa
- 3. Agenda:**
- Matters to be reported* The Business Report, the Consolidated Financial Statements, the Financial Statements and the Audit Report of Accounting Auditors and Audit & Supervisory Board regarding the Consolidated Financial Statements for the 6th Term (April 1, 2021 to March 31, 2022)
- Matters to be resolved*
- Proposal 1: Amendment to the Articles of Incorporation
- Proposal 2: Election of Seven (7) Directors

4. Instructions for the exercise of your voting rights:

- (1) Pursuant to the relevant laws and regulations and the provision of Article 15 of the Articles of Incorporation, followings are posted on our Website and are not attached to the notice.
 - 1) Matters concerning Stock Acquisition Rights
 - 2) Consolidated Statement of Changes in Net Assets and Notes to the Consolidated Financial Statements
 - 3) Non-Consolidated Statement of Changes in Net Assets and Notes to the Financial StatementsConsequently, the documents attached to the original Japanese notice consist of part of the Business Report, the Consolidated Financial Statements and the Financial Statements that were audited by the Audit & Supervisory Board Members and, part of the Consolidated Financial Statements and the Financial Statements that were audited by the Accounting Auditors in preparing their audit reports.
- (2) The Company shall disclose any revisions to the Reference Material for the General Meeting of Shareholders and attached documents through our Website.
- (3) If you exercise your voting rights by proxy, you must delegate a proxy who is a shareholder with voting rights in the Company. Only one proxy per shareholder is permissible.

-
- ◎ Please be aware that **non-shareholders of the Company** such as people accompanying shareholders and children **may not attend the General Meeting of Shareholders.**
 - ◎ On the day of the General Meeting of Shareholders, the Company personnel will be dressed “cool-biz” style, or in suits without neckties.
 - ◎ Please be understanding in advance that no gift will be provided for shareholders at the meeting.
 - ◎ When inside the venue, please refrain from taking photographs or recording audio using a camera, smartphone or mobile telephone.
 - ◎ The results of the resolutions will be posted on the Company’s website at a later date.

< Notice concerning precautions to prevent the spread of COVID-19 >

- Our response may change up until the day of the General Meeting of Shareholders due to the state of the outbreak and any government announcements, etc. Please check the Company’s website for updates.
- We shall be suspending the preparation of the shareholder waiting room and the provision of drinks.
- We may refuse entry to people who are deemed to have a fever, who have the relevant symptoms or who are considered to be in poor health.
- Staff running the meeting will be wearing masks, following confirmation of their physical health, including the measurement of their temperature.
- We request that shareholders in attendance bring and wear a mask.
- To reduce the duration of the meeting, we will omit matters to be reported at the meeting (including the audit reports) as well as detailed explanations of proposals.
- The video we will show on the day of the meeting will be streamed online on the Company website on Tuesday, June 14, 2022 (planned).
- Shareholders will be able to view a live stream of the General Meeting of Shareholders available exclusively to them. Afterwards, we plan to post the meeting for viewing on the Company’s website.

The Company’s website	https://www.concordia-fg.jp/ - Japanese only
-----------------------	---

The live streaming site	https://sswp.smartstream.ne.jp/concordiafg/ - Japanese only
-------------------------	--

Guidance for Exercise of Voting Rights

Please exercise your voting rights after reviewing the Reference Material for the General Meeting of Shareholders listed on pages 4 to 18. The following three methods are available for exercising your voting rights. However, for this general meeting of shareholders, we recommend that shareholders refrain from attending the venue on the day regardless of your state of health and request that you endeavor to exercise your voting rights in advance by mail or via the Internet.

[Voting via the Internet]

To vote online, please access the dedicated voting Website (<https://www.e-sokai.jp> - Japanese only).

Exercise due date:

By 5:00 p.m., Monday, June 20, 2022 (JST)

[Submitting Voting Form by postal mail]

To vote by mail, please indicate your approval or disapproval on the enclosed voting form and return the completed form to us. Also, please use the enclosed privacy sticker to cover your vote.

Exercise due date:

To be received by 5:00 p.m., Monday, June 20, 2022 (JST)

[Attending the General Meeting of Shareholders]

Please present the enclosed voting form at the reception desk upon your arrival. Also, please be sure to bring this notice to the meeting for use as a meeting agenda.

Date and time of the General Meeting of Shareholders:

10:00 a.m., Tuesday, June 21, 2022 (JST)

Handling of voting rights when they are exercised more than once

- If you exercise your voting rights both by postal mail and via the Internet, the vote via the Internet shall be deemed valid.
- If you exercise your voting rights more than once via the Internet, only the last vote shall be deemed valid.

For Institutional investors

Provided that an application to use the platform has been submitted beforehand, institutional investors may use the electronic platform for exercising voting rights operated by ICJ, Inc.

Reference Material for the General Meeting of Shareholders

Proposal 1: Amendment to the Articles of Incorporation

1. Reasons for the Amendment

- (1) Changes related to Provision of Informational Materials for the General Meeting of Shareholders in Electronic Format

Since the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) are to be enforced on September 1, 2022, the Company proposes to make the following changes to its Articles of Incorporation in preparation for the introduction of the system for providing informational materials for the general meeting of shareholders in electronic format.

- (i) Article 15, paragraph 1 in “Proposed amendments” below will stipulate that the Company shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.
 - (ii) Article 15, paragraph 2 in “Proposed amendments” below will establish the provision to limit the scope of the items to be stated in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents.
 - (iii) Since the provisions for Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc. (Article 15 of the current Articles of Incorporation) will no longer be required, they will be deleted.
 - (iv) Accompanying the aforementioned establishment and deletion of provisions, supplementary provisions regarding the effective date, etc. will be established.
- (2) Amendment related to selection of the President and Chief Executive Officer

In order to enable the flexible establishment of an optimal business execution system, Article 21 (Directors With Special Titles) of the current Articles of Incorporation will be amended so that President and Chief Executive Officer who is not a director can be selected as a temporary measure until the appointment of directors at the general meeting of shareholders.

2. Details of the Amendment

The details of the amendment are as follows:

- (1) Changes related to Provision of Informational Materials for the General Meeting of Shareholders in Electronic Format

(Underlined text indicates where changes were made)

Current Articles of Incorporation	Proposed amendments
<p><u>(Internet Disclosure and Deemed Provision of Reference Material of the General Meeting of Shareholders, etc.)</u></p> <p><u>Article 15.</u></p> <p><u>When the Company convenes a general meeting of shareholders, if it discloses information that is to be stated or presented in the reference documents for the general meeting of shareholders, business report, financial statements and consolidated financial statements through the Internet in accordance with the provisions prescribed by the Ministry of Justice Order, it may be deemed that the Company has provided this information to shareholders.</u></p> <p><New></p> <p><New></p>	<p><Deleted></p> <p><u>(Measures, etc. for Providing Information in Electronic Format)</u></p> <p><u>Article 15.</u></p> <p><u>1. When the Company convenes a general meeting of shareholders, it shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.</u></p> <p><u>2. Among items for which the measures for providing information in electronic format will be taken, the Company may exclude all or some of those items designated by the Ministry of Justice Order from statements in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents by the record date of voting rights.</u></p> <p><u>(Supplementary Provisions)</u></p> <p><u>1. The amendment to the Articles of Incorporation pertaining to Article 15 shall be effective from September 1, 2022, which is the date of enforcement of the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (hereinafter referred to as the “Date of Enforcement”).</u></p>

Current Articles of Incorporation	Proposed amendments
	<p>2. <u>Notwithstanding the provision(s) of the preceding paragraph, Article 15 of the Articles of Incorporation (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) shall remain effective regarding any general meeting of shareholders held on a date within six months from the Date of Enforcement.</u></p> <p>3. <u>These Supplementary Provisions shall be deleted on the date when six months have elapsed from the Date of Enforcement or three months have elapsed from the date of the general meeting of shareholders in the preceding paragraph, whichever is later.</u></p>

(2) Amendment related to selection of the President and Chief Executive Officer

(Underlined text indicates where changes were made)

Current Articles of Incorporation	Proposed amendment
<p>(Directors With Special Title)</p> <p>Article 21.</p> <p>The Board of Directors may appoint, by its resolution, one (1) Director and Chairman, one (1) Director and President, one (1) or a small number of Director and Vice Presidents, one (1) or a small number of Senior Managing Directors, and one (1) or a small number of Managing Directors, from among the Directors.</p> <p><New></p>	<p>(Directors With Special Titles <u>and President and Chief Executive Officer</u>)</p> <p>Article 21.</p> <p>1. The Board of Directors may appoint, by its resolution, one (1) Director and Chairman, one (1) Director and President, one (1) or a small number of Director and Vice Presidents, one (1) or a small number of Senior Managing Directors, and one (1) or a small number of Managing Directors, from among the Directors.</p> <p>2. <u>If a Director and President is not appointed, the Board of Directors may, by resolution, select one (1) President and Chief Executive Officer.</u></p>

Proposal 2: Election of Seven (7) Directors

The term of office of all seven (7) Directors will expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the Company requests that shareholders elect seven (7) Directors. The candidates for Director are as follows:

In addition, all of the three candidates for Outside Director satisfy the requirements of the “The Criteria for Independence of Outside Officers” established by the Company.

(Please refer to page 18 for these criteria)

Candidate No.		Name	Gender		Current position and principal duty in the Company
1	New election	Tatsuya Kataoka	Male		Executive Officer
2	Reelection	Yoshiyuki Oishi	Male		Representative Director
3	Reelection	Yoshiaki Suzuki	Male		Director
4	New election	Nobuo Onodera	Male		Executive Officer In charge of Corporate Planning Department and ICT Management Department In Charge of Group Sustainability Promotion and System Project Implementation
5	Reelection	Mitsuru Akiyoshi	Male	Outside Independent Officer	Director
6	Reelection	Yoshinobu Yamada	Male	Outside Independent Officer	Director
7	Reelection	Mami Yoda	Female	Outside Independent Officer	Director

Candidate
No.

1

Tatsuya Kataoka

New election

Date of birth: January 2, 1967 (Age: 55)

Current position and principal duty in the Company: Executive Officer

Number of Company shares held: Common stocks 16,000

Status of attendance to Board of Directors meeting: –

Career Summary:

- Apr. 1990 Joined The Bank of Yokohama, Ltd.
- Apr. 2009 Became General Manager, Kamoi Ekimae Branch of The Bank of Yokohama, Ltd.
- Dec. 2010 Became Chief Representative, London Representative Office of The Bank of Yokohama, Ltd.
- Apr. 2013 Became General Manager, Strategic Planning Office, Corporate Planning Department of The Bank of Yokohama, Ltd.
- Apr. 2016 Became Deputy General Manager, Business Planning Department and General Manager, Financial Technology Business Promotion Office, Business Planning Department of The Bank of Yokohama, Ltd.
- Apr. 2017 Became General Manager, Personal Business Department of The Bank of Yokohama, Ltd.
- Apr. 2018 Became Executive Officer and General Manager, Corporate Planning Department of the Company
- Apr. 2019 Became Executive Officer and General Manager, Corporate Planning Department of The Bank of Yokohama, Ltd.
(Retired in November 2019)
- Dec. 2019 Became Executive Officer of the Company (incumbent)
Became Director of The Higashi-Nippon Bank, Ltd. (Retired in March 2022)
- Apr. 2022 Became Representative Director and President of The Bank of Yokohama, Ltd. (incumbent)

■ Reasons for nomination as candidate for Director

Tatsuya Kataoka possesses substantial experience and deep insight relating to the operation of the Group's businesses, including working in such areas as the corporate planning department, international department and sales department as an employee of the Group. In addition, he possesses substantial management experience as President of The Bank of Yokohama, Ltd. and Director of The Higashi-Nippon Bank, Ltd. We believe that by utilizing this experience and insight, he will be able to execute the management and control of the Group and the operation of its businesses accurately, fairly, and efficiently, in addition to promoting the sustainable growth of the Group and contributing to the enhancement of corporate value over the medium to long term, and have therefore nominated him as a candidate for Director.

■ Important concurrent positions

Representative Director and President of The Bank of Yokohama, Ltd.

Date of birth: April 12, 1962 (Age: 60)

Current position and principal duty in the Company: Representative Director

Number of Company shares held: Common stocks 73,300

Status of attendance to Board of Directors meeting (FY2021): 14/14 (100%)

Career Summary:

Apr. 1985	Joined The Bank of Yokohama, Ltd.
Oct. 2008	Became General Manager, Kamata Branch, and Kamata Area Manager of The Bank of Yokohama, Ltd.
Apr. 2010	Became General Manager, Operations Planning and Administration Department of The Bank of Yokohama, Ltd.
May 2011	Became Senior Deputy General Manager, Business Division Head Office of The Bank of Yokohama, Ltd. Became General Manager, Operations Planning and Administration Department of The Bank of Yokohama, Ltd.
May 2012	Became General Manager, Credit Department of The Bank of Yokohama, Ltd.
Apr. 2013	Became Executive Officer and General Manager, Credit Department of The Bank of Yokohama, Ltd.
Apr. 2014	Became Executive Officer and General Manager, Human Asset Department of The Bank of Yokohama, Ltd.
Apr. 2016	Became Executive Officer of The Bank of Yokohama, Ltd.
June 2016	Became Director and Executive Officer of The Bank of Yokohama, Ltd.
June 2017	Became Director and Managing Executive Officer of The Bank of Yokohama, Ltd.
June 2018	Became Representative Director and Managing Executive Officer of The Bank of Yokohama, Ltd. (Retired from office in November 2019)
Dec. 2019	Became Managing Executive Officer of the Company Became Representative Director and President of The Higashi-Nippon Bank, Ltd. (incumbent)
June 2020	Became Director of the Company
Mar. 2022	Became Representative Director of the Company (incumbent)

■ Reasons for nomination as candidate for Director

Yoshiyuki Oishi possesses substantial experience and deep insight relating to the operation of the Group's businesses, including working in such areas as the personnel department, credit department, administration department and the corporate planning department as an employee of the Group. In addition, he possesses substantial management experience as Representative Director of the Company, Representative Director of The Bank of Yokohama, Ltd. and Representative Director and President of The Higashi-Nippon Bank, Ltd. We believe that by utilizing this experience and insight, he will be able to execute the management and control of the Group and the operation of its businesses accurately, fairly, and efficiently, in addition to promoting the sustainable growth of the Group and contributing to the enhancement of corporate value over the medium to long term, and have therefore nominated him as a candidate for Director.

■ Important concurrent positions

Representative Director and President of The Higashi-Nippon Bank, Ltd.

Candidate
No.

3 Yoshiaki Suzuki

Reelection

Date of birth: January 29, 1966 (Age: 56)

Current position and principal duty in the Company: Director

Number of Company shares held: Common stocks 24,100

Status of attendance to Board of Directors meeting (FY2021): 14/14 (100%)

Career Summary:

Apr. 1988 Joined The Bank of Yokohama, Ltd.
Nov. 2006 Became General Manager, Oguchi Branch of The Bank of Yokohama, Ltd.
Apr. 2010 Became Chief Branch Leader, Business Division Head Office of The Bank of
Yokohama, Ltd.
Feb. 2013 Became General Manager, Seya Branch of The Bank of Yokohama, Ltd.
Apr. 2015 Became General Manager, Ofuna Branch, and Ofuna Area Manager of The Bank of
Yokohama, Ltd.
Apr. 2016 Became Executive Officer and General Manager, Yokosuka Branch, and General
Manager, Yokosuka Block Business Headquarters of The Bank of Yokohama, Ltd.
Apr. 2018 Became Executive Officer and Deputy General Manager, Group Strategy Planning
Department of the Company
(Retired from office in September 2018)
Became Executive Officer and Senior Deputy General Manager, Business Division
Head Office of The Bank of Yokohama, Ltd.
Apr. 2019 Became Executive Officer and General Manager, Business Department Headquarters of
The Bank of Yokohama, Ltd.
June 2019 Became Director and Executive Officer and General Manager, Business Department
Headquarters of The Bank of Yokohama, Ltd.
June 2020 Became Director of the Company (incumbent)
Apr. 2021 Became Director and Managing Executive Officer of The Bank of Yokohama, Ltd.
Apr. 2022 Became Director and Managing Executive Officer of The Bank of Yokohama, Ltd.
in charge of the Digital Strategy Department, Business Strategy Department and
Promotion of Talent Management, and Senior Deputy General Manager, Business
Division Head Office (incumbent)

■ Reasons for nomination as candidate for Director

Yoshiaki Suzuki possesses substantial experience and deep insight relating to the operation of the Group's businesses, including having served as General Manager of several branches and working in such areas as the business department headquarters, corporate planning department and ICT department as an employee of the Group. In addition, he possesses substantial management experience as Director of the Company and Director of The Bank of Yokohama, Ltd. We believe that by utilizing this experience and insight, he will be able to execute the management and control of the Group and the operation of its businesses accurately, fairly, and efficiently, in addition to promoting the sustainable growth of the Group and contributing to the enhancement of corporate value over the medium to long term, and have therefore nominated him as a candidate for Director.

■ Important concurrent positions

Director and Managing Executive Officer of The Bank of Yokohama, Ltd.

Candidate
No.

4 Nobuo Onodera

New election

Date of birth: June 3, 1971 (Age: 50)

Current position and principal duty in the Company: Executive Officer in charge of the Corporate Planning Department and ICT Management Department, and of Group Sustainability Promotion and System Project Implementation

Number of Company shares held: Common stocks 7,800

Status of attendance to Board of Directors meeting: –

Career Summary:

Apr. 1995 Joined The Bank of Yokohama, Ltd.

Apr. 2017 Became General Manager, Mizonokuchi Branch of The Bank of Yokohama, Ltd.

Oct. 2018 Became Deputy General Manager of Corporate Planning Department of The Bank of Yokohama, Ltd. and

Senior Manager of Corporate Planning Department of the Company

Apr. 2019 Became General Manager of Office for Planning Business Strategy, Corporate Planning Department of the Company and General Manager in charge of Corporate Planning Department of The Bank of Yokohama, Ltd.

Dec. 2019 Became General Manager of Corporate Planning Department of the Company and General Manager of Corporate Planning Department of The Bank of Yokohama, Ltd.

Apr. 2021 Became Executive Officer and General Manager of the Business Strategy Department, The Bank of Yokohama, Ltd.

Apr. 2022 Became Executive Officer in charge of Corporate Planning Department and ICT Management Department, and of Group Sustainability Promotion and System Project Implementation of the Company (incumbent)

Became Director and Executive Officer of The Yokohama Bank, Ltd.

in charge of Corporate Planning Department, ICT Planning and Promotion Department, promotion of the Bank's sustainability, and system projects and the businesses related to the Regional Banks Association of Japan (incumbent)

■ Reasons for nomination as candidate for Director

Nobuo Onodera possesses substantial experience and deep insight relating to the operation of the Group's businesses, including working in such areas as the corporate planning department and the sales department as an employee of the Group. We believe that by utilizing this experience and insight, he will be able to execute the management and control of the Group and the operation of its businesses accurately, fairly, and efficiently, in addition to promoting the sustainable growth of the Group and contributing to the enhancement of corporate value over the medium to long term, and have therefore nominated him as a candidate for Director.

■ Important concurrent positions

Director and Executive Officer of The Bank of Yokohama, Ltd.

Candidate
No.

5 Mitsuru Akiyoshi

Reelection Outside
Independent Officer

Date of birth: January 9, 1956 (Age: 66)

Current position and principal duty in the Company: Director

Number of Company shares held: Common stocks 3,300

Status of attendance to Board of Directors meeting (FY2021): 14/14 (100%)

Career Summary:

Apr. 1978 Joined Marubeni Corporation

Apr. 2007 Became Executive Officer of Marubeni Corporation

Apr. 2009 Became Managing Executive Officer of Marubeni Corporation

June 2010 Became Managing Executive Officer, Representative Director of Marubeni Corporation

Apr. 2012 Became Senior Managing Executive Officer, Representative Director of Marubeni Corporation

Apr. 2014 Became Senior Executive Vice President, Representative Director of Marubeni Corporation

Apr. 2015 Became Senior Executive Vice President, Representative Director of Marubeni Corporation

Became Chief Executive Officer, Consumer Products Group of Marubeni Corporation

Apr. 2018 Became Senior Consultant, Director of Marubeni Corporation

June 2018 Became Senior Consultant of Marubeni Corporation (Retired from office in March 2019)

Apr. 2019 Became President & CEO of Mizuho Marubeni Leasing Corporation (former MG Leasing Corporation)

June 2019 Became Director of the Company (incumbent)

Became Audit & Supervisory Board Member of INPEX CORPORATION (incumbent)

Apr. 2022 Became Advisor (part-time) of Mizuho Marubeni Leasing Corporation (incumbent)

■ Reasons for nomination as candidate for Outside Director and overview of expected roles

Mitsuru Akiyoshi possesses substantial experience as a corporate manager, including having assumed such posts as Senior Executive Vice President, Representative Director of Marubeni Corporation, and President & CEO of Mizuho Marubeni Leasing Corporation, and he also possesses deep insight, including working in such areas as the finance department, IT department and legal department at Marubeni Corporation. We expect that he will provide timely, appropriate opinions and advice to Directors and the management team from the perspective of promoting the sustainable growth of the Group and contributing to the enhancement of corporate value over the medium to long term, and have therefore nominated him again as a candidate for Outside Director.

■ Important concurrent positions

Advisor (part-time) of Mizuho Marubeni Leasing Corporation

Outside Audit & Supervisory Board Member of INPEX CORPORATION

■ Independence of the candidate

Mitsuru Akiyoshi satisfies the standards for independence stipulated by the Company, and the Company has appointed him as an independent officer as provided for by Tokyo Stock Exchange, Inc. and registered him at the aforementioned exchange. He was Senior Consultant and Director of Marubeni Corporation until June 2018, and he also served as President & CEO of Mizuho Marubeni Leasing Corporation until March 2022. However, the amount of transactions between Marubeni Corporation, Mizuho Marubeni Leasing Corporation and the Company and the Group companies in fiscal year 2021 is less than 1% of the Company's consolidated net sales and the Company's consolidated gross operating income. As a result, his independence is not affected.

■ Others

Mitsuru Akiyoshi's term of office as Outside Director of the Company will be three (3) years upon the conclusion of this Ordinary General Meeting of Shareholders.

Candidate
No.

6 Yoshinobu Yamada

Reelection Outside
Independent Officer

Date of birth: August 5, 1955 (Age: 66)

Current position and principal duty in the Company: Director

Number of Company shares held: Common stocks 2,400

Status of attendance to Board of Directors meeting (FY2021): 14/14 (100%)

Career Summary:

Apr. 1978 Joined The Fuji Bank, Limited
 (Retired from the company in January 1994)

Feb. 1994 Became Vice President, Tokyo Branch of CS First Boston Securities
 (Retired from office in February 1995)

Mar. 1995 Became Vice President of Smith New Court Securities

Sept. 1995 Became Managing Director of Merrill Lynch Securities Inc.
 (Retired from office in July 2008)

Sept. 2008 Representative Partner, Olivant Advisers Ltd.
 (Retired from office in July 2009)

Sept. 2009 Became Managing Director of Deutsche Securities Inc.
 (Retired from office in July 2019)

Nov. 2019 Became Senior Advisor of PwC Advisory LLC
 (Retired from office in April 2020)

June 2020 Became Director of the Company (incumbent)

■ Reasons for nomination as candidate for Outside Director and overview of expected roles

Yoshinobu Yamada possesses substantial experience as an analyst and highly-specialized expertise in analysis of the financial sector and DX. We expect that he will provide timely, appropriate opinions and advice to Directors and the management team from the perspective of promoting the sustainable growth of the Group and contributing to the enhancement of corporate value over the medium to long term, and have therefore nominated him again as a candidate for Outside Director. Although he has not participated in corporate management other than by being an outside director or outside audit & supervisory board member in the past, we judge that he is capable of appropriately carrying out his duties as Outside Director for the abovementioned reasons.

■ Important concurrent positions

None

■ Independence of the candidate

Yoshinobu Yamada satisfies the standards for independence stipulated by the Company, and the Company has appointed him as an independent officer as provided for by Tokyo Stock Exchange, Inc. and registered him at the aforementioned exchange.

■ Others

Yoshinobu Yamada's term of office as Outside Director of the Company will be two (2) years upon the conclusion of this Ordinary General Meeting of Shareholders.

Candidate
No.

7

Mami Yoda

(Name on family register: Mami Fukasawa)

Reelection Outside
Independent Officer

Date of birth: March 29, 1961 (Age: 61)

Current position and principal duty in the Company: Director

Number of Company shares held: Common stocks 3,800

Status of attendance to Board of Directors meeting (FY2021): 14/14 (100%)

Career Summary:

Jan. 1986 Joined Credit Suisse, Tokyo Branch
 (Retired from the company in July 1997)

Aug. 1997 Became Associate Director of S&P International LLC

Apr. 2000 Became Director of S&P International LLC

Apr. 2005 Became Managing Director of S&P International LLC
 (Retired from office in July 2009)

Apr. 2017 Associate Professor, Department of English Language, Culture, and Communication,
 Faculty of Arts and Sciences of Sagami Women's University

Apr. 2020 Associate Professor, Graduate School of Social Entrepreneurship of the Graduate
 School of Sagami Women's University

June 2020 Became Director of the Company (incumbent)

Apr. 2022 Became Professor, Department of English Language, Culture, and Communication,
 Faculty of Arts and Sciences of Sagami Women's University (incumbent)

 Became Professor, Graduate School of Social Entrepreneurship of the Graduate School
 of Sagami Women's University (incumbent)

■ Reasons for nomination as candidate for Outside Director and overview of expected roles

Mami Yoda possesses highly-specialized expertise and deep insight through her many years of involvement in primarily rating and auditing operations concerning corporations and other organizations at S&P International LLC and as a business administration professional in her current posts in teaching at the Sagami Women's University and its Graduate School. We expect that she will provide timely, appropriate opinions and advice to Directors and the management team from the perspective of promoting the sustainable growth of the Group and contributing to the enhancement of corporate value over the medium to long term, and have therefore nominated her again as a candidate for Outside Director. Although she has not participated in corporate management other than by being an outside director or outside audit & supervisory board member in the past, we judge that she is capable of appropriately carrying out her duties as Outside Director for the abovementioned reasons.

■ Important concurrent positions

Professor, Department of English Language, Culture, and Communication, Faculty of Arts and Sciences of Sagami Women's University

Professor, Graduate School of Social Entrepreneurship of the Graduate School of Sagami Women's University

■ Independence of the candidate

Mami Yoda satisfies the standards for independence stipulated by the Company, and the Company has appointed her as an independent officer as provided for by Tokyo Stock Exchange, Inc. and registered her at the aforementioned exchange.

■ Others

1. Mami Yoda is scheduled to be elected as a Director of The Bank of Yokohama, a subsidiary of the Company, at the bank's 161st Ordinary General Meeting of Shareholders to be held on June 21, 2022. After her appointment, her position at The Bank of Yokohama, Ltd. will become Director (non-business execution).
2. Mami Yoda's term of office as Outside Director of the Company will be two (2) years upon the conclusion of this Ordinary General Meeting of Shareholders.

(Notes) 1. There are no special interests between the candidates for Director and the Company.

2. Regarding the execution of limited liability agreements

The Company has concluded an agreement with each candidate for Outside Director, Mitsuru Akiyoshi, Yoshinobu Yamada, and Mami Yoda, to limit the liability for damages as provided for in Paragraph 1, Article 423 of the Companies Act to be the minimum liability amount as provided for in Paragraph 1, Article 425 of the Companies Act if he or she has acted in good faith and without gross negligence in performing the duties. If they are elected as Directors, the Company shall conclude the aforementioned agreement with them.

3. Regarding directors and officers liability insurance policy

The Company has entered into a directors and officers liability insurance (“D&O insurance”) policy as provided for in Paragraph 1, Article 430-3 of the Companies Act with an insurance company. This insurance policy covers the insured’s legally mandated amount of indemnification and such costs as related litigation expenses incurred from claims for damages arising from the acts (including nonfeasance) by the insured. If each candidate is elected as Director at the meeting, the Company plans to include each of them as the insured in the insurance policy and renew the said policy during their terms of office.

(Reference) Specialization and experience (skill matrix) of Director candidates, Audit & Supervisory Board members, and executive officers

In order to ensure the independence of the Board of Directors and to demonstrate its functions fairly and transparently, the Company appoints independent outside directors, and ensures that the Board of Directors is diverse with differing backgrounds in terms of specialist knowledge and experience by combining internal directors who are familiar with the Group's business with outside directors with extensive experience and knowledge outside the Company so that the Board of Directors has a well-balanced structure of knowledge, experience and skills.

Name	Position	Specialization and experience					
		Corporate planning and organizational management	Regional operations	Legal affairs and risk management	Finance and accounting	International and market operation	ICT and digital (DX)
Tatsuya Kataoka	Representative Director and President	●	●		●	●	
Yoshiyuki Oishi	Representative Director	●	●	●	●		
Yoshiaki Suzuki	Director		●		●		●
Nobuo Onodera	Director		●		●		●
Mitsuru Akiyoshi	Director (Outside)	●		●	●	●	●
Yoshinobu Yamada	Director (Outside)			●	●	●	●
Mami Yoda	Director (Outside)	●		●	●	●	
Kazuhiro Maehara	Full-time Audit & Supervisory Board Member		●	●	●		
Mitsuhiro Hara	Audit & Supervisory Board Member		●	●			
Keiichiro Hashimoto	Audit & Supervisory Board Member (Outside)	●		●	●	●	●
Seiichi Fusamura	Audit & Supervisory Board Member (Outside)	●		●			
Mayumi Noguchi	Audit & Supervisory Board Member (Outside)			●	●		
Yutaro Koshiba	Executive Officer		●	●			
Keigo Makino	Executive Officer			●	●	●	
Tomoki Arai	Executive Officer		●		●	●	
Toshihiko Onuki	Executive Officer						●
Kazuhiro Sukegawa	Executive Officer		●				
Toshiya Kubota	Executive Officer		●				

(Notes) 1. The position of director candidate describes the position to be appointed.

2. The table above shows a combination of skills held by each of Directors, and Audit & Supervisory Board members and executive officers who actually constitute the Board of Directors.

3. The specialization and experience required by the Company in light of the business model of the Company and its subsidiaries, which are regional financial institutions, is presented here. The details of each skill are found in the table below.

Corporate planning and organizational management	Knowledge, experience and skills concerning corporate management and organizational management
Regional operations	Knowledge, experience and skills concerning operations such as provision of solutions and supply of funds for revitalizing local economies
Legal affairs and risk management	Knowledge, experience and skills related to laws, compliance, risk management, credit screening, and industry and company analysis
Finance and accounting	Specialist knowledge concerning financial strategy, along with accounting and tax matters
International and market operation	Knowledge, experience and skills concerning global perspectives, overseas business, and market operation
ICT and digital (DX)	Knowledge, experience and skills concerning system planning, operation, management, along with digitalization

(Reference)

The Company selects candidates for Outside Director and Outside Audit & Supervisory Board Member from those who satisfy the conditions of the standard of independence provided by the financial instruments exchange on which the Company is listed and also meet the criteria specified in “The Criteria for Independence of Outside Officers” below. “Group companies” as stated below include The Bank of Yokohama, Ltd. and The Higashi-Nippon Bank, Ltd., which are subsidiaries of the Company.

● The Criteria for Independence of Outside Officers

In principle, a candidate for Outside Director or Outside Audit & Supervisory Board Member of the Company or any of its Group companies shall not presently fall under any of the following conditions, nor have done so recently.

- (1) A. A person for whom the Company or any of its Group companies are a major transacting counterparty or a business executive of an incorporated entity, etc. for which the Company or any of its Group companies are a major transacting counterparty.
B. A person who is a major transacting counterparty of the Company or a business executive of an incorporated entity, etc. that is a major transacting counterparty of the Company or Group companies.
- (2) A consultant, an accounting expert, or a legal expert who receives a large sum of cash or other assets other than officer compensation from the Company or Group companies.
- (3) An employee, etc. belonging to a consulting firm, accounting firm, legal firm, etc. that has the Company or Group companies as a major transacting counterparty.
- (4) A person who receives a donation, etc. of a large sum from the Company or Group companies, or who is a business executive of an incorporated entity, etc. receiving such donation.
- (5) A person who is a major shareholder of the Company or a business executive of an incorporated entity, etc. that is a major shareholder of the Company.
- (6) A close relative of a person who fits any of the following items (excluding persons who are not important persons):
 - A. Person falling under the above criteria (1) to (5).
 - B. Person who is a director, audit & supervisory board member, executive officer, and important employee, etc. of the Company or Group companies.
 - * The definition of “recently”:
Refers to cases that may be viewed as substantially identical to the present, for example, this includes such cases as when the candidate fell under the condition at the time the content was determined for the proposal for the General Meeting of Shareholders electing him or her Outside Director or Outside Audit & Supervisory Board Member.
 - * The definition of “major”:
Judged by the criterion of at least 1% of consolidated net sales (consolidated gross operating income in the case of the Company or Group companies) in the most recent business year.
 - * The definition of “incorporated entity, etc.”:
Includes organizations other than incorporated entities.
 - * The definition of “large sum”:
At least 10 million yen per year based on an average of the past three years.
 - * The definition of “close relative”:
Relative within the second degree of kinship.
 - * The definition of “persons who are not important persons”:
“Persons who are not important persons” refers to a person with a position belonging to a position classification subordinated to the class of company officer or general manager, and in the case of persons belonging to an accounting firm or law firm, etc., it refers to a person belonging to a position classification subordinated to a certified public accountant or attorney at law, etc.

(Reference)

To deliver a flexible return in response to profit level and capital profile, we have determined a Shareholder Return Policy for the duration of the Medium-term Management Plan (for the Plan period from FY2022 to FY2024) as below.

<Shareholder Return Policy for the duration of the Medium-term Management Plan>

- We aim for a payout ratio of approximately 40% based on progressive dividends.
- We will conduct flexible and agile share buyback given market trends and business outlook.

Consolidated Balance Sheets

(Unit: Millions of Yen)

	As of March 31, 2021	As of March 31, 2022
Assets :		
Cash and due from banks	4,173,809	5,637,213
Call loans and bills bought	60,777	119,366
Monetary claims bought	29,888	26,930
Trading assets	4,198	4,908
Securities	2,998,468	2,718,311
Loans and bills discounted	13,719,737	14,997,171
Foreign exchanges	28,723	27,200
Lease receivables and investment assets	71,768	71,841
Other assets	281,409	232,855
Tangible fixed assets	166,802	167,834
Buildings, net	56,311	61,443
Land	93,138	94,658
Lease assets, net	7	-
Construction in progress	3,170	327
Other tangible fixed assets	14,173	11,404
Intangible fixed assets	17,703	16,649
Software	17,225	16,258
Other intangible fixed assets	478	391
Net defined benefit asset	45,736	54,213
Deferred tax assets	11,629	20,387
Customers' liabilities for acceptances and guarantees	42,878	40,762
Allowance for loan losses	(76,134)	(74,855)
Total assets	21,577,398	24,060,792

(Unit: Millions of Yen)

	As of March 31, 2021	As of March 31, 2022
Liabilities :		
Deposits	18,015,297	19,045,992
Negotiable certificates of deposit	182,720	309,470
Call money and bills sold	174,786	856,869
Payables under repurchase agreements	2,441	10,915
Payables under securities lending transactions	155,394	64,530
Trading liabilities	57	33
Borrowed money	1,430,757	2,217,421
Foreign exchanges	197	462
Bonds payable	100,000	80,000
Due to trust account	15,931	26,152
Other liabilities	271,876	217,576
Provision for bonuses	4,808	4,818
Provision for directors' bonuses	29	40
Provision for share-based compensation	323	430
Net defined benefit liability	536	602
Provision for reimbursement of deposits	1,390	1,593
Provision for contingent losses	2,185	2,109
Reserves under special laws	25	25
Deferred tax liabilities	256	33
Deferred tax liabilities for land revaluation	16,402	16,325
Acceptances and guarantees	42,878	40,762
Total liabilities	20,418,298	22,896,166
Net assets :		
Capital stock	150,078	150,078
Capital surplus	247,363	247,365
Retained earnings	675,707	708,456
Treasury shares	(1,342)	(4,292)
Total shareholders' equity	1,071,806	1,101,608
Valuation difference on available-for-sale securities	44,661	11,355
Deferred gains or losses on hedges	(1,319)	3,020
Revaluation reserve for land	36,661	36,487
Foreign currency translation adjustment	(416)	421
Remeasurements of defined benefit plans	1,760	5,703
Total accumulated other comprehensive income	81,347	56,987
Subscription rights to shares	51	30
Non-controlling interests	5,894	6,000
Total net assets	1,159,099	1,164,626
Total liabilities and net assets	21,577,398	24,060,792

Consolidated Statements of Income and Consolidated Statements of Comprehensive Income
(Consolidated Statements of Income)

(Unit: Millions of Yen)

	For the year ended March 31, 2021	For the year ended March 31, 2022
Ordinary income	291,729	286,979
Interest income	164,711	172,123
Interest on loans and bills discounted	139,171	141,246
Interest and dividends on securities	20,945	22,915
Interest on call loans and bills bought	564	257
Interest on deposits with banks	2,543	5,595
Other interest income	1,486	2,109
Trust fees	245	252
Fees and commissions	66,706	68,671
Trading income	2,782	3,218
Other ordinary income	44,723	34,611
Other income	12,560	8,100
Recoveries of written off claims	1,743	1,677
Other	10,816	6,423
Ordinary expenses	250,324	204,722
Interest expenses	6,154	5,409
Interest on deposits	2,466	2,139
Interest on negotiable certificates of deposit	26	19
Interest on call money and bills sold	503	480
Interest on payables under repurchase agreements	53	16
Interest on payables under securities lending transactions	193	243
Interest on borrowings and rediscounts	964	403
Interest on bonds	428	477
Other interest expenses	1,518	1,629
Fees and commissions payments	14,942	14,998
Trading expenses	0	4
Other ordinary expenses	56,139	37,136
General and administrative expenses	136,888	131,131
Other expenses	36,198	16,040
Provision of allowance for loan losses	26,003	5,142
Other	10,195	10,898
Ordinary profit	41,405	82,257
Extraordinary income	104	546
Gain on disposal of non-current assets	104	546
Extraordinary losses	5,194	4,219
Loss on disposal of non-current assets	3,315	3,963
Impairment loss	1,872	255
Other	6	0
Profit before income taxes	36,315	78,584
Income taxes - current	14,034	21,954
Income taxes - deferred	(3,730)	2,284
Total income taxes	10,303	24,238
Profit	26,011	54,345
Profit attributable to non-controlling interests	685	464
Profit attributable to owners of parent	25,326	53,881

(Consolidated Statements of Comprehensive Income)

(Unit: Millions of Yen)

	For the year ended March 31, 2021	For the year ended March 31, 2022
Profit	26,011	54,345
Other comprehensive income	48,742	(24,185)
Valuation difference on available-for-sale securities	39,532	(33,305)
Deferred gains or losses on hedges	1,317	4,340
Remeasurements of defined benefit plans	8,537	3,909
Share of other comprehensive income of entities accounted for using equity method	(645)	870
Comprehensive income	74,754	30,160
(Comprehensive income attributable to)		
Comprehensive income attributable to owners of parent	74,069	29,695
Comprehensive income attributable to non-controlling interests	685	464

Consolidated Statements of Changes in Net Assets
For the year ended March 31, 2021

(Unit: Millions of Yen)

	Shareholders' equity				
	Capital stock	Capital surplus	Retained earnings	Treasury shares	Total shareholders' equity
Balance at beginning of current period	150,078	247,362	669,897	(1,416)	1,065,921
Cumulative effects due to revision of accounting standards for foreign affiliates			(197)		(197)
Restated balance	150,078	247,362	669,699	(1,416)	1,065,723
Changes of items during period					
Dividends of surplus			(19,342)		(19,342)
Profit attributable to owners of parent			25,326		25,326
Purchase of treasury shares				(1)	(1)
Disposal of treasury shares		0		75	76
Change in shareholders' interest of parent due to transactions with non-controlling interests		0			0
Reversal of revaluation reserve for land			24		24
Net changes of items other than shareholders' equity					
Total changes of items during period	—	0	6,008	73	6,083
Balance at end of current period	150,078	247,363	675,707	(1,342)	1,071,806

	Accumulated other comprehensive income						Subscription rights to shares	Non-controlling interests	Total net assets
	Valuation difference on available-for-sale securities	Deferred gains or losses on hedges	Revaluation reserve for land	Foreign currency translation adjustment	Remeasurements of defined benefit plans	Total accumulated other comprehensive income			
Balance at beginning of current period	5,128	(2,637)	36,686	225	(6,773)	32,629	62	5,360	1,103,972
Cumulative effects due to revision of accounting standards for foreign affiliates									(197)
Restated balance	5,128	(2,637)	36,686	225	(6,773)	32,629	62	5,360	1,103,775
Changes of items during period									
Dividends of surplus									(19,342)
Profit attributable to owners of parent									25,326
Purchase of treasury shares									(1)
Disposal of treasury shares									76
Change in shareholders' interest of parent due to transactions with non-controlling interests									0
Reversal of revaluation reserve for land									24
Net changes of items other than shareholders' equity	39,532	1,317	(24)	(642)	8,534	48,718	(10)	534	49,241
Total changes of items during period	39,532	1,317	(24)	(642)	8,534	48,718	(10)	534	55,324
Balance at end of current period	44,661	(1,319)	36,661	(416)	1,760	81,347	51	5,894	1,159,099

For the year ended March 31, 2022

(Unit: Millions of Yen)

	Shareholders' equity				
	Capital stock	Capital surplus	Retained earnings	Treasury shares	Total shareholders' equity
Balance at beginning of current period	150,078	247,363	675,707	(1,342)	1,071,806
Cumulative effects of changes in accounting policies			(754)		(754)
Restated balance	150,078	247,363	674,953	(1,342)	1,071,052
Changes of items during period					
Dividends of surplus			(20,552)		(20,552)
Profit attributable to owners of parent			53,881		53,881
Purchase of treasury shares				(3,001)	(3,001)
Disposal of treasury shares		2		52	54
Change in shareholders' interest of parent due to transactions with non-controlling interests		0			0
Reversal of revaluation reserve for land			174		174
Net changes of items other than shareholders' equity					
Total changes of items during period	—	2	33,503	(2,949)	30,556
Balance at end of current period	150,078	247,365	708,456	(4,292)	1,101,608

	Accumulated other comprehensive income						Subscription rights to shares	Non-controlling interests	Total net assets
	Valuation difference on available-for-sale securities	Deferred gains or losses on hedges	Revaluation reserve for land	Foreign currency translation adjustment	Remeasurements of defined benefit plans	Total accumulated other comprehensive income			
Balance at beginning of current period	44,661	(1,319)	36,661	(416)	1,760	81,347	51	5,894	1,159,099
Cumulative effects of changes in accounting policies									(754)
Restated balance	44,661	(1,319)	36,661	(416)	1,760	81,347	51	5,894	1,158,345
Changes of items during period									
Dividends of surplus									(20,552)
Profit attributable to owners of parent									53,881
Purchase of treasury shares									(3,001)
Disposal of treasury shares									54
Change in shareholders' interest of parent due to transactions with non-controlling interests									0
Reversal of revaluation reserve for land									174
Net changes of items other than shareholders' equity	(33,305)	4,340	(174)	837	3,942	(24,359)	(21)	105	(24,275)
Total changes of items during period	(33,305)	4,340	(174)	837	3,942	(24,359)	(21)	105	6,281
Balance at end of current period	11,355	3,020	36,487	421	5,703	56,987	30	6,000	1,164,626