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(Securities Code: 8337)

June 2, 2022

To Shareholders With Voting Rights:

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

NOTICE OF CONVOCATION OF THE 100TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

This is to notify you that the 100th Annual General Meeting of Shareholders of The Chiba Kogyo Bank, Ltd. (the “Bank”) will be held for the purposes as described below.

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

Given this situation, we cordially ask you to make the utmost effort to refrain from attending this Annual General Meeting of Shareholders and exercise your voting rights in writing or via the Internet.

Please review the Reference Documents for the General Meeting of Shareholders (described hereinafter) and exercise your voting rights by no later than 5:00 p.m., Thursday, June 23, 2022 (JST). If you vote in writing, please note that it may take longer than usual mail for your vote to arrive. We ask that you send us your vote as early as possible.

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

- 1. Date and Time:** Friday, June 24, 2022, at 10:00 a.m. (JST)
- 2. Place:** 7th Floor, Conference Hall, Head Office of the Bank,
1-2, Saiwaicho 2-chome, Mihama-ku, Chiba, Japan

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

3. Purpose of the Meeting

Matters to be reported:

1. The Business Report and Non-consolidated Financial Statements for the Bank's 100th Fiscal Year (from April 1, 2021 to March 31, 2022)
2. Consolidated Financial Statements for the Bank's 100th Fiscal Year (from April 1, 2021 to March 31, 2022) and results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board

Proposals to be resolved:

- Proposal No. 1:** Dividends of Surplus
- Proposal No. 2:** Partial Amendment to the Articles of Incorporation of the Bank
- Proposal No. 3:** Election of Eight Directors
- Proposal No. 4:** Election of One Audit & Supervisory Board Member
- Proposal No. 5:** Election of One Substitute Audit & Supervisory Board Member

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

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

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal No. 1: Dividends of Surplus

In view of the public nature of the banking industry, the Bank's basic policy is to seek to maintain stable dividend distribution while increasing internal reserves to secure the sound management of the Bank. The proposed year-end dividend for the fiscal year ended March 31, 2022 is as follows:

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

Common shares of the Bank		
¥5 per share		Total of ¥296,216,860
Class 2 Preferred Stock of the Bank		
¥104 per share		Total of ¥364,000,000
Second Series of Class 6 Preferred Stock of the Bank		
¥26.31 per share		Total of ¥7,919,310
First Series of Class 7 Preferred Stock of the Bank		
¥900 per share		Total of ¥587,700,000
Second Series of Class 7 Preferred Stock of the Bank		
¥9,000 per share		Total of ¥42,588,000

(2) Effective date of dividends of surplus

June 27, 2022

Proposal No. 2: Partial Amendment to the Articles of Incorporation of the Bank

1. Reason for amendment

- (1) In accordance with the 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) on September 1, 2022, the Bank proposes to make the following changes to its Articles of Incorporation since the system for providing informational materials for the general meeting of shareholders in electronic format will be introduced.
- a. Article 27, paragraph 1 in “Proposed draft” below will stipulate that the Bank shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.
 - b. Article 27, paragraph 2 in “Proposed draft” 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.
 - c. Since the provisions for Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc. (Article 27 of the current Articles of Incorporation) will no longer be required, they will be deleted.
 - d. Accompanying the aforementioned establishment and deletion of provisions, supplementary provisions regarding the effective date, etc. will be established.
- (2) In addition to the necessary changes accompanying the above, the overall Articles of Incorporation of the Bank will be reviewed, and the numbers of the articles cited from the Articles of Incorporation of the Bank will be amended.

2. Details of the amendment

Details of the amendment are as follows:

(Amendments underlined)

Current Articles of Incorporation of the Bank	Proposed draft
Chapter 3 Shareholder Meetings <u>(Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.)</u> <u>Article 27</u> <u>When the Bank 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 Bank has provided this information to shareholders.</u>	Chapter 3 Shareholder Meetings (Deleted)

Current Articles of Incorporation of the Bank	Proposed draft
<p>(Newly added Article)</p> <p>(Newly added Article)</p> <p>(Newly added Article)</p>	<p><u>(Measures, etc. for Providing Information in Electronic Format)</u></p> <p><u>Article 27</u></p> <p><u>1 When the Bank 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 Bank 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>Article 1</u></p> <p><u>1 The deletion of Article 27 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) in the pre-amended Articles of Incorporation and the establishment of the new Article 27 (Measures, etc. for Providing Information in Electronic Format) in the amended Articles of Incorporation shall be effective from September 1, 2022, 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> <p><u>2 Notwithstanding the provision of the preceding paragraph, Article 27 of the pre-amended Articles of Incorporation shall remain effective regarding any general meeting of shareholders held on a date within six months from the Date of Enforcement.</u></p> <p><u>3 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>
<p>Chapter 2-2 Preferred stocks</p> <p>Article 11</p> <p>With regard to year-end dividends of surplus set forth in Article <u>51</u>, the Bank shall pay the dividends in an amount that is determined by the resolution of the Board of Directors at the time of issue of preferred stocks (hereinafter referred to as “Preferred Dividends”), with the upper limit for each class as set forth below, to shareholders who hold the preferred stocks (hereinafter referred to as “Preferred Shareholders”), trustees of the preferred stocks (hereinafter referred to as “Preferred Trustees”) or registered pledgees of the preferred stocks (hereinafter referred to as “Preferred Registered Pledgees”) before the Bank pays shareholders who hold common shares (hereinafter referred to as “Common Shareholders”), trustees of common shares (hereinafter referred to as “Common Trustees”) or registered pledgees of common shares (hereinafter referred to as “Common Registered Pledgees”). (hereinafter provisions omitted)</p>	<p>Chapter 2-2 Preferred stocks</p> <p>Article 11</p> <p>With regard to year-end dividends of surplus set forth in Article <u>52</u>, the Bank shall pay the dividends in an amount that is determined by the resolution of the Board of Directors at the time of issue of preferred stocks (hereinafter referred to as “Preferred Dividends”), with the upper limit for each class as set forth below, to shareholders who hold the preferred stocks (hereinafter referred to as “Preferred Shareholders”), trustees of the preferred stocks (hereinafter referred to as “Preferred Trustees”) or registered pledgees of the preferred stocks (hereinafter referred to as “Preferred Registered Pledgees”) before the Bank pays shareholders who hold common shares (hereinafter referred to as “Common Shareholders”), trustees of common shares (hereinafter referred to as “Common Trustees”) or registered pledgees of common shares (hereinafter referred to as “Common Registered Pledgees”). (hereinafter unchanged)</p>

Current Articles of Incorporation of the Bank	Proposed draft
<p>Article 12</p> <p>If the Bank pays the Interim Dividends defined in Article <u>52</u>, the Bank shall pay the money in an amount that is determined by the resolution of the Board of Directors at the time of issue of the preferred stocks (referred to as “Preferred Interim Dividends” in these Articles of Incorporation), with the upper limit being one-half of the Preferred Dividends per preferred stock, to Preferred Shareholders, Preferred Trustees or Preferred Registered Pledgees before the Bank pays Common Shareholders, Common Trustees or Common Registered Pledgees.</p>	<p>Article 12</p> <p>If the Bank pays the Interim Dividends defined in Article <u>53</u>, the Bank shall pay the money in an amount that is determined by the resolution of the Board of Directors at the time of issue of the preferred stocks (referred to as “Preferred Interim Dividends” in these Articles of Incorporation), with the upper limit being one-half of the Preferred Dividends per preferred stock, to Preferred Shareholders, Preferred Trustees or Preferred Registered Pledgees before the Bank pays Common Shareholders, Common Trustees or Common Registered Pledgees.</p>
<p>Article 23</p> <p>The provision of Article <u>53</u> shall apply mutatis mutandis to the payment of Preferred Dividends and Preferred Interim Dividends.</p>	<p>Article 23</p> <p>The provision of Article <u>54</u> shall apply mutatis mutandis to the payment of Preferred Dividends and Preferred Interim Dividends.</p>

Proposal No. 3: Election of Eight Directors

The terms of service of all nine Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the Bank proposes to elect eight Directors, decreasing the number of Directors by one to ensure strategic and flexible decision-making by the Board of Directors.

To ensure fairness and transparency of the procedure, this proposal has been deliberated on by the Governance Committee, the majority of which is composed of independent outside Directors and independent outside Audit & Supervisory Board Members and which is chaired by an independent outside Director.

The aforementioned Governance Committee was reorganized to be the Nomination and Compensation Advisory Committee as of April 1, 2022.

The candidates for Director are as follows:

(The List of Candidates for Directors)

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

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Class and number of shares of the Bank held
1	Shunichi Aoyagi (July 12, 1955) Reappointment	Apr. 1980 Joined the Bank Aug. 1996 Assistant General Manager of International Division, General Manager of New York Representative Office July 2003 Associate Director-General, General Manager in charge of Management Planning Division May 2004 Associate Director-General, General Manager of Management Planning Division June 2004 Executive Officer, General Manager of Management Planning Division May 2007 Managing Executive Officer June 2007 Managing Director, Managing Executive Officer June 2009 President (CEO) Apr. 2019 Chairman of the Board (current position)	Common shares 4,500 Second series of class 7 preferred stocks 4
	<Reasons for nomination as a candidate for Director> The candidate has ample business experience and is familiar with overall banking operations as he has engaged in the Bank's business such as international business, management planning, and sales as a member of the Bank since 1980. As we believe that the effectiveness of the decision-making and supervisory functions of the Bank's Board of Directors would be improved by leveraging his experience and knowledge accumulated through assuming office as Chairman of the Board of the Bank in April 2019 after serving as President (CEO) of the Bank from June 2009, we nominate him as a candidate for Director.		

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Class and number of shares of the Bank held
2	<p style="text-align: center;">Hitoshi Umeda (December 24, 1962) Reappointment</p>	<p>Apr. 1986 Joined the Bank</p> <p>Jan. 2004 Deputy General Manager of Financial Markets Division</p> <p>Apr. 2006 General Manager of Yakuendai Branch</p> <p>Oct. 2010 Deputy General Manager of Management Planning Division</p> <p>July 2012 Associate Director-General, General Manager in charge of Management Planning Division</p> <p>Apr. 2014 Associate Director-General, General Manager of Management Planning Division</p> <p>June 2014 Executive Officer, General Manager of Management Planning Division</p> <p>Apr. 2016 Executive Officer, General Manager of Sales Division of Head Office</p> <p>May 2016 Managing Executive Officer, General Manager of Sales Division of Head Office</p> <p>Apr. 2017 Managing Executive Officer</p> <p>June 2018 Managing Director, Managing Executive Officer</p> <p>Apr. 2019 President (CEO) (current position)</p>	<p style="text-align: center;">Common shares 4,100</p> <p style="text-align: center;">Second series of class 7 preferred stocks 10</p>
<p><Reasons for nomination as a candidate for Director> The candidate has ample business experience and is familiar with overall banking operations as he has engaged in the Bank's business such as management planning and sales as a member of the Bank since 1986. As we believe that the effectiveness of the decision-making and supervisory functions of the Bank's Board of Directors would be improved by leveraging his experience and knowledge accumulated through assuming office as President (CEO) of the Bank in April 2019 after serving as Managing Director and Managing Executive Officer, we nominate him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Class and number of shares of the Bank held
3	<p>Ryuichi Matsumaru (August 1, 1959) Reappointment</p>	<p>Apr. 1983 Joined The Fuji Bank, Limited (current Mizuho Bank, Ltd.) Oct. 1989 Seconded to Fuji Bank (Schweiz) AG Nov. 1994 Seconded to Fuji Securities Co., Ltd. (current Mizuho Securities Co., Ltd.) Apr. 2002 General Manager of Capital Markets Department IV of Mizuho Securities Co., Ltd. Feb. 2008 General Manager of Funabashi Branch, Mizuho Bank, Ltd. Aug. 2010 Executive Officer of Mizuho Investors Securities Co., Ltd. (current Mizuho Securities Co., Ltd.) June 2014 President and Representative Director of Defined Contribution Plan Services Co., Ltd. May 2017 Managing Executive Officer of the Bank June 2017 Vice President (COO) (current position) <Current responsibilities> Personnel Division, Financial Markets Division</p>	<p>Common shares 5,100</p>
<p><Reasons for nomination as a candidate for Director> The candidate has ample business experience and is familiar with overall banking operations as he has engaged in international business, securities business, sales, etc. as a member of The Fuji Bank, Limited (current Mizuho Bank, Ltd.) since he joined the bank in 1983. He also has had ample experience in the corporate management as Vice President (COO) of the Bank since he joined the Bank in 2017. As we believe that the effectiveness of the decision-making and supervisory functions of the Bank's Board of Directors would be improved by leveraging his experience and knowledge accumulated through serving as Officer in charge of Personnel Division and Financial Markets Division, we nominate him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Class and number of shares of the Bank held
4	Yasumitsu Kanda (November 2, 1962) Reappointment	<p>Apr. 1986 Joined The Fuji Bank, Limited (current Mizuho Bank, Ltd.)</p> <p>Nov. 2002 Deputy General Manager of Takadanobaba Ekimae Branch, Mizuho Bank, Ltd.</p> <p>Jan. 2005 Deputy General Manager of Section IV of Nagoya Sales Department of Mizuho Corporate Bank, Ltd. (current Mizuho Bank, Ltd.)</p> <p>Apr. 2007 Promotion Chief of Administration Department</p> <p>Apr. 2010 Associate Director-General of Finance and Public Corporation Administration Department Seconded to the Bank, Vice General Manager of Management Planning Division</p> <p>Apr. 2016 Seconded to the Bank, General Manager of Management Planning Division</p> <p>June 2016 Executive Officer, General Manager of Management Planning Division</p> <p>May 2017 Managing Executive Officer, General Manager of Management Planning Division</p> <p>Apr. 2019 Managing Executive Officer</p> <p>June 2020 Managing Director, Managing Executive Officer (current position)</p> <p><Current responsibilities> Management Planning Division, Risk Management Division, Business Procedures and Operations Unit (consisting of Business Procedures and Operations Division and Intensive Operation Division), General Administration Division, Customer Service Promotion Division, and Financial Markets Division</p>	<p>Common shares 4,300</p> <p>Second series of class 7 preferred stocks 6</p>
<p><Reasons for nomination as a candidate for Director> The candidate has ample business experience and is familiar with overall business operations as he has engaged in administration, sales, etc. since he joined The Fuji Bank, Limited (current Mizuho Bank, Ltd.) in 1986. As we believe that the effectiveness of the decision-making and supervisory functions of the Bank's Board of Directors would be improved by leveraging his experience and knowledge accumulated through serving as Officer in charge of Management Planning Division, Risk Management Division, Business Procedures and Operations Unit (consisting of Business Procedures and Operations Division and Intensive Operation Division), General Administration Division, Customer Service Promotion Division, and Financial Markets Division since he became a member of the Bank, we nominate him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Class and number of shares of the Bank held
5	<p style="text-align: center;">Katsumi Shirai (November 5, 1963) Reappointment</p>	<p>Apr. 1987 Joined the Bank</p> <p>Nov. 2004 General Manager of Regional Corporation Department of Kashiwa Branch</p> <p>Apr. 2007 General Manager of Urayasu Branch</p> <p>Apr. 2010 Deputy General Manager of Sales Management Division</p> <p>Apr. 2012 General Manager of Goi Branch</p> <p>July 2013 Associate Director-General, General Manager of Goi Branch</p> <p>Apr. 2014 Associate Director-General, General Manager in charge of Branch Support Division, and Manager of Group I of Branch Support Division</p> <p>Apr. 2015 Associate Director-General, General Manager of Branch Support Division</p> <p>June 2015 Executive Officer, General Manager of Branch Support Division</p> <p>Apr. 2016 Executive Officer, General Manager of Corporate Strategy Division</p> <p>May 2016 Executive Officer, Deputy General Manager of Sales Unit, and General Manager of Corporate Strategy Division</p> <p>Apr. 2019 Managing Executive Officer, Regional Manager, and General Manager of Sales Division of Head Office</p> <p>Apr. 2020 Managing Executive Officer, General Manager of Sales Unit</p> <p>June 2020 Managing Director, Managing Executive Officer (current position)</p> <p><Current responsibilities> Sales Unit consisting of Sales Planning Division, Sales Support Division, and Sales Promotion Division</p>	<p style="text-align: center;">Common shares 3,200</p>
<p><Reasons for nomination as a candidate for Director> The candidate has ample business experience and is familiar with overall banking operations as he has engaged in the Bank's business such as sales and other businesses as a member of the Bank since 1987. As we believe that the effectiveness of the decision-making and supervisory functions of the Bank's Board of Directors would be improved by leveraging his experience and knowledge accumulated through serving as Officer in charge of Sales Unit consisting of Sales Planning Division, Sales Support Division, and Sales Promotion Division, we nominate him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Class and number of shares of the Bank held
6	<p data-bbox="336 595 536 745">Hisako Toya (August 1, 1952) Reappointment Outside Director Independent Officer</p>	<p data-bbox="587 315 1238 1025"> Apr. 1975 Joined Chiba Prefectural Government Apr. 2000 Assistant General Manager of Children and Families Division of Health and Welfare Department, Head of Declining Birthrate Countermeasure Office Apr. 2002 Director-General of Women’s Support Center of General Planning Department Apr. 2004 Manager of Gender Equality Division of General Planning Department, Deputy Counselor of General Affairs Department Apr. 2007 Deputy Director of Commerce and Labor Department, Counselor of General Affairs Department Apr. 2008 Deputy Director of Health and Welfare Department Apr. 2009 Director of Health and Welfare Department Apr. 2011 Director of Environmental and Community Affairs Department Mar. 2013 Retired from Chiba Prefectural Government Apr. 2013 Executive Advisor of Federation of National Health Insurance Associations of Chiba Prefecture June 2015 Outside Director of the Bank (current position) </p>	<p data-bbox="1262 813 1390 869">Common shares 2,100</p>
<p data-bbox="296 1043 1214 1361"> <Reasons for nomination as a candidate for outside Director and her expected role> Based on her long-term experience, performance, etc. in the area of regional administration in Chiba Prefecture, we believe that the candidate is a suitable person with knowledge and experience to serve as outside Director of the Bank. Thus, we continue to expect that she will make efforts to strengthen the management and supervision function of the Bank’s Board of Directors based on her experience, performance, etc. and nominate her as a candidate for outside Director. The candidate previously has not been directly involved in the management of a corporation other than by serving as an outside director; however, for the reasons above, the Bank believes that she will appropriately perform her duties as outside Director. The term of her office as outside Director will have been seven years at the conclusion of this Annual General Meeting of Shareholders. </p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Class and number of shares of the Bank held
7	<p>Eiji Yamada (July 18, 1955)</p> <p>Reappointment Outside Director Independent Officer</p>	<p>Apr. 1978 Joined Nippon Telegraph and Telephone Public Corporation (current Nippon Telegraph and Telephone Corporation)</p> <p>June 2001 General Manager of Financial Business Planning Division of Financial Systems Sector of NTT DATA Corporation</p> <p>Apr. 2002 General Manager of Payment Business Division of IT Business Development Sector</p> <p>May 2004 Deputy General Manager of Payment Solutions Sector</p> <p>June 2005 Senior Vice President</p> <p>June 2011 Director, Executive Vice President</p> <p>June 2012 Representative Director and Senior Executive Vice President</p> <p>June 2015 Advisor President and Representative Director of Japan Information Processing Service Co., Ltd.</p> <p>June 2017 Outside Director of the Bank</p> <p>June 2021 Advisor of Japan Information Processing Service Co., Ltd. (current position) External Director of Kyokuyo Co., Ltd. (current position)</p> <p><Significant concurrent positions> External Director of Kyokuyo Co., Ltd.</p>	Common shares 1,700
<p><Reasons for nomination as a candidate for outside Director and his expected role> Based on his experience and achievements in system development, etc. at Japan Information Processing Service Co., Ltd., we believe that the candidate is a suitable person with knowledge and experience to serve as outside Director of the Bank. Thus, we continue to expect that he will make efforts to strengthen the management and supervision function of the Bank's Board of Directors based on his experience and achievements and nominate him as a candidate for outside Director. For the reasons above, the Bank believes that he will appropriately perform his duties as outside Director. The term of his office as outside Director will have been five years at the conclusion of this Annual General Meeting of Shareholders.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Class and number of shares of the Bank held
8	Tetsuro Sugiura (July 30, 1954) Reappointment Outside Director Independent Officer	<p>Apr. 1977 Joined The Fuji Bank, Limited (current Mizuho Bank, Ltd.)</p> <p>Apr. 2002 Related Business Department of Mizuho Bank, Ltd. Seconded to Fuji Research Institute Corporation (current Mizuho Research & Technologies, Ltd.) Executive Board Member and Chief Economist</p> <p>Apr. 2003 Group Strategy Department I of Mizuho Financial Group, Inc. Seconded to Mizuho Research Institute, Ltd. (current Mizuho Research & Technologies, Ltd.) Chief Economist</p> <p>Apr. 2004 Corporate Planning Department Seconded to Mizuho Research Institute, Ltd. (current Mizuho Research & Technologies, Ltd.) Chief Economist</p> <p>Apr. 2005 Executive Officer of Corporate Planning Department Managing Executive Officer, Chief Economist of Mizuho Research Institute, Ltd. (current Mizuho Research & Technologies, Ltd.)</p> <p>Apr. 2007 Senior Executive Officer of Mizuho Research Institute Ltd. (current Mizuho Research & Technologies, Ltd.)</p> <p>July 2011 Vice-chairman</p> <p>Apr. 2014 Senior Director of Japan Economic Research Institute</p> <p>June 2019 Outside Director of the Bank (current position)</p>	Common shares 1,100
<p><Reasons for nomination as a candidate for outside Director and his expected role> The candidate has ample business experience and is familiar with overall business operations as he has engaged in corporate planning business, etc. since he joined The Fuji Bank, Limited (current Mizuho Bank, Ltd.) in 1977. He also has ample experience in corporate management, having served as Vice-chairman of Mizuho Research Institute Ltd. (current Mizuho Research & Technologies, Ltd.). Based on his experience and achievements, we believe that the candidate is a suitable person with knowledge and experience to serve as outside Director of the Bank. Thus, we continue to expect that he will make efforts to strengthen the management and supervision function of the Bank's Board of Directors based on his experience and achievements and nominate him as a candidate for outside Director. For the reasons above, the Bank believes that he will appropriately perform his duties as outside Director. The term of his office as outside Director will have been three years at the conclusion of this Annual General Meeting of Shareholders.</p>			

(Notes)

1. There is no special interest relationship between the candidate and the Bank.
2. Hisako Toya, Eiji Yamada, and Tetsuro Sugiura are candidates for outside Directors. The Bank has submitted a notification designating Ms. Toya, Mr. Yamada, and Mr. Sugiura as independent officers to the Tokyo Stock Exchange as stipulated in Article 436-2 of the Securities Listing Regulations of the Tokyo Stock Exchange. If the election of Ms. Toya, Mr. Yamada, and Mr. Sugiura is approved, they will continue to be independent officers of the Bank.
3. Eiji Yamada has been a business executor and officer of NTT DATA Corporation that is a specified related business operator of the Bank in the past ten years.
4. Limited liability agreement with outside Directors
The Bank has entered into a limited liability agreement with Hisako Toya, Eiji Yamada, and Tetsuro Sugiura to limit their liability for damages as specified in Article 423, paragraph (1) of the Companies Act to the amount stipulated by laws and regulations in accordance with Article 427, paragraph (1) of the same Act and pursuant to the Bank's Articles of Incorporation. If the election of Ms. Toya, Mr. Yamada, and Mr. Sugiura is approved, the Bank will renew their limited liability agreements with the same content as the limited liability agreements set forth above.
5. Directors and officers liability insurance policy with Sompo Japan Insurance Inc.
The Bank has entered into a directors and officers liability insurance policy as specified in Article 430-3 of the Companies Act with Sompo Japan Insurance Inc. The policy covers losses that may arise from the Directors', Audit & Supervisory

Board Members' and Executive Officers' assumption of liability incurred in the course of the performance of their duties, or receipt of claims pertaining to the pursuit of such liability. The maximum compensation for losses and the aggregate limit for each insured are stipulated. There are certain reasons for coverage exclusion, such as not covering losses arising from performance of an illegal act with full knowledge of its illegality. The insurance premiums, including those for special clauses, are fully borne by the Bank, and there are no insurance premiums actually borne by the insureds.

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

Audit & Supervisory Board Member Junichi Sakamoto will resign at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of one Audit & Supervisory Board Member is proposed.

To ensure fairness and transparency of the procedure, this proposal has been deliberated on by the Governance Committee, the majority of which is composed of independent outside Directors and independent outside Audit & Supervisory Board Members and which is chaired by an independent outside Director.

The aforementioned Governance Committee was reorganized to be the Nomination and Compensation Advisory Committee as of April 1, 2022.

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

The candidate for Audit & Supervisory Board Member is as follows. Tatsuya Toyoshima will be appointed as a substitute for Junichi Sakamoto, who will resign from the post of Audit & Supervisory Board Member before the expiration of his term of office. The term of office for the substitute will be until the expiration of the term of office of the original Audit & Supervisory Board Member, as stipulated in the Bank's Articles of Incorporation.

Name (Date of birth)	Career summary and significant concurrent positions	Class and number of shares of the Bank held
<p>Tatsuya Toyoshima (June 22, 1959) New appointment Outside Director Independent Officer</p>	<p>Apr. 1982 Joined Yasuda Fire & Marine Insurance Co., Ltd. (current Sampo Japan Insurance Inc.) Apr. 2005 General Manager of Shizuoka Automobile Sales Department of former Sampo Japan Insurance Inc. (current Sampo Japan Insurance Inc.) Apr. 2008 General Manager of Osaka Automobile Sales I Department Apr. 2011 Executive Officer, General Manager of Tokyo Chuo Branch Mar. 2014 Retired from former Sampo Japan Insurance Inc. Apr. 2014 Representative Director and President of Sampo Credit Inc. June 2014 Audit & Supervisory Board Member (part-time) of Penta-Ocean Construction Co., Ltd. June 2017 Audit & Supervisory Board Member of Universe Development Co., Ltd. June 2018 Audit & Supervisory Board Member of Marubeni Safenet Co., Ltd. (current position) June 2020 Audit & Supervisory Board Member (part-time) of ZAIKEISHINYOHOSYO Co., Ltd. (current position) <Significant concurrent positions> Audit & Supervisory Board Member of Marubeni Safenet Co., Ltd. Audit & Supervisory Board Member (part-time) of ZAIKEISHINYOHOSYO Co., Ltd.</p>	<p>Common shares 0</p>
<p><Reasons for nomination as a candidate for outside Audit & Supervisory Board Member> Based on his long-term experience at Yasuda Fire & Marine Insurance Co., Ltd. (current Sampo Japan Insurance Inc.) and other companies, we believe that the candidate is a suitable person with knowledge and experience to serve as outside Audit & Supervisory Board Member of the Bank from objective perspectives. Thus, we nominate him as a candidate for outside Audit & Supervisory Board Member.</p>		

(Notes)

1. There is no special interest relationship between the candidate and the Bank.
2. Tatsuya Toyoshima is a candidate for outside Audit & Supervisory Board Member. If the election of the candidate is approved as Audit & Supervisory Board Member of the Bank, the Bank will submit a notification designating him as an independent officer to the Tokyo Stock Exchange as stipulated in Article 436-2 of the Securities Listing Regulations of the Tokyo Stock Exchange.
3. Tatsuya Toyoshima has been a business executor of Sampo Japan Nipponkoa Insurance Inc. (current Sampo Japan Insurance Inc.) that is a specified related business operator of the Bank in the past ten years.
4. Tatsuya Toyoshima is to retire from his position as a part-time Audit & Supervisory Board Member of ZAIKEISHINYOHOSYO Co., Ltd. in June 2022.

5. Limited liability agreement with outside Audit & Supervisory Board Member

If the election of Tatsuya Toyoshima is approved, the Bank will enter into a limited liability agreement with him to limit his liability for damages as specified in Article 423, paragraph (1) of the Companies Act to the amount stipulated by laws and regulations in accordance with Article 427, paragraph (1) of the same Act and pursuant to the Bank's Articles of Incorporation.

6. Directors and officers liability insurance policy with Sompo Japan Insurance Inc.

The Bank has entered into a directors and officers liability insurance policy as specified in Article 430-3 of the Companies Act with Sompo Japan Insurance Inc. The policy covers losses that may arise from the Directors', Audit & Supervisory Board Members' and Executive Officers' assumption of liability incurred in the course of the performance of their duties, or receipt of claims pertaining to the pursuit of such liability. The maximum compensation for losses and the aggregate limit for each insured are stipulated. There are certain reasons for coverage exclusion, such as not covering losses arising from performance of an illegal act with full knowledge of its illegality.

The insurance premiums, including those for special clauses, are fully borne by the Bank, and there are no insurance premiums actually borne by the insureds.

Skill matrix of Directors and Audit & Supervisory Board Members after the Annual General Meeting of Shareholders (planned)

Name	Position	Independence (outside officers)	Corporate management/ business administration	Legal affairs/ risk management	Accounting/ finance
Shunichi Aoyagi	Director		○		○
Hitoshi Umeda	Director		○		○
Ryuichi Matsumaru	Director		○		○
Yasumitsu Kanda	Director		○	○	○
Katsumi Shirai	Director				
Hisako Toya	Director	○			
Eiji Yamada	Director	○	○		
Tetsuro Sugiura	Director	○			
Shigeto Kato	Audit & Supervisory Board Member			○	
Hitoshi Yokoyama	Audit & Supervisory Board Member			○	
Takashi Kikugawa	Audit & Supervisory Board Member	○		○	
Tatsuya Toyoshima	Audit & Supervisory Board Member	○	○		

Name	Financing	Information/ digital technology	Corporate governance/ sustainability	Sales promotion	Administration/ regional economy
Shunichi Aoyagi	○	○	○		
Hitoshi Umeda	○	○	○		
Ryuichi Matsumaru	○		○	○	
Yasumitsu Kanda	○	○	○		
Katsumi Shirai				○	○
Hisako Toya			○		○
Eiji Yamada		○	○		
Tetsuro Sugiura	○		○		
Shigeto Kato					
Hitoshi Yokoyama	○				
Takashi Kikugawa			○		
Tatsuya Toyoshima			○		

Proposal No. 5: Election of One Substitute Audit & Supervisory Board Member

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

To ensure fairness and transparency of the procedure, this proposal has been deliberated on by the Governance Committee, the majority of which is composed of independent outside Directors and independent outside Audit & Supervisory Board Members and which is chaired by an independent outside Director.

The aforementioned Governance Committee was reorganized to be the Nomination and Compensation Advisory Committee as of April 1, 2022.

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

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

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

(Notes)

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