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(Securities Code: 8388)

June 3, 2022

To Shareholders with Voting Rights:

Susumu Nagaoka
President and Director
The Awa Bank, Ltd.
24-1, Nishisemba-cho 2-chome,
Tokushima, Japan

**NOTICE OF CONVOCATION OF
THE 210TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Thank you for your continued support and patronage of The Awa Bank, Ltd.

We would like to express our sincere condolences to those who have contracted COVID-19, and everyone affected by the pandemic.

We are pleased to inform our shareholders that the 210th Annual General Meeting of Shareholders of The Awa Bank, Ltd. (the “Bank”) will be held as outlined below.

Due to the continuing COVID-19 pandemic, we ask shareholders to exercise their voting rights in advance, either in writing or online, wherever possible to ensure the continued health and safety of all shareholders and prevent the further spread of infection. Please review the Reference Documents for the General Meeting of Shareholders attached below before exercising your voting rights.

- 1. Date and Time:** Wednesday, June 29, 2022 from 10:00 a.m. (JST)
- 2. Venue:** Large Conference Room, 3rd Floor, The Awa Bank, Ltd. Head Office
24-1, Nishisemba-cho 2-chome, Tokushima, Japan
- 3. Meeting Agenda:**
 - Matters to be reported:**
 1. The Business Report and Non-consolidated Financial Statements for the Bank’s 210th Fiscal Year (from April 1, 2021 to March 31, 2022)
 2. Consolidated Financial Statements for the Bank’s 210th Fiscal Year (from April 1, 2021 to March 31, 2022) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Committee
 - Proposals to be resolved:**
 - Proposal No. 1:** Partial amendments to the Articles of Incorporation
 - Proposal No. 2:** Election of eight (8) Directors (not including Directors who are Audit & Supervisory Committee Members)
 - Proposal No. 3:** Election of four (4) Directors who are Audit & Supervisory Committee Members

How to Exercise Your Voting Rights

In person	Meeting date and time: Wednesday, June 29, 2022 at 10:00 a.m. (JST) If you will be attending in person, please present the enclosed Voting Rights Exercise Form to the receptionist on arrival at the General Meeting.
In writing	Deadline: Form must arrive by 5:30 p.m., Tuesday, June 28, 2022 (JST) Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it to the Securities Agent Department of JAPAN SECURITIES AGENTS, LTD. so that it is received by the deadline indicated above.
Online	Deadline: Tuesday June 28, 2022 at 5:30 p.m. (JST) Please access the Bank's designated voting website (https://www.e-sokai.jp/) (in Japanese), follow the instructions on the screen, and indicate your vote for or against the proposals by the deadline indicated above.

1. Rules on duplicate voting

If you exercise your voting rights both in writing and online as described above, only the vote made online will be valid, regardless of the timing of the votes.

In addition, if you submit your vote multiple times online, only the most recent vote will be valid.

2. Exercise of voting rights by proxy

Exercise of voting rights by proxy will be limited to cases where another shareholder with voting rights is appointed as a proxy. Only one such proxy can be appointed.

End

- ◎ Documents that need to be provided to the shareholder along with this Notice of Convocation (including the System to Ensure Appropriate Governance in the Business Report, the Non-Consolidated Statement of Changes in Equity, the Notes to the Non-consolidated Financial Statements, the Consolidated Statement of Changes in Equity, and the Notes to the Consolidated Financial Statements) are posted on the Bank's website (<https://www.awabank.co.jp/>) (in Japanese) in accordance with laws and regulations as well as Article 16 of the Articles of Incorporation of the Bank, and are therefore not included in this document. As a result, the documents attached to this Notice of Convocation constitute part of the non-consolidated and consolidated financial statements audited by the Accounting Auditor while preparing their accounting audit report, and part of the business report and non-consolidated and consolidated financial statements audited by the Audit & Supervisory Committee in preparing its audit report.
- ◎ Please note that the temperature of the air conditioning at the venue will be set slightly higher than usual to save electricity. Attending shareholders are advised to dress in lighter clothing suitable for warmer temperatures.
- ◎ Any updates to the Reference Documents for the General Meeting of Shareholders, the Business Report, and the Non-consolidated Financial Statements and the Consolidated Financial Statements will be posted on the Bank's website (<https://www.awabank.co.jp/>) (in Japanese).

Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Partial Amendments to the Articles of Incorporation

1. Reasons for amendments

The amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the “Act Partially Amending the Companies Act” (Act No. 70 of 2019) will come into force on September 1, 2022. Therefore, to prepare for the introduction of a system for electronic provision of materials for general meetings of shareholders, the Articles of Incorporation of the Bank shall be amended as follows:

- (1) The proposed Article 16, Paragraph 1 stipulates that information contained in the reference materials for the general meeting of shareholders, etc. shall be provided electronically.
- (2) The purpose of the proposed Article 16, Paragraph 2 is to establish a provision to limit the scope of matters to be included in documentation provided on paper to be sent to shareholders who have requested it.
- (3) The provisions related to online disclosure and deemed provision of reference materials for the general meeting of shareholders, etc. (Article 16 of the current Articles of Incorporation) will no longer be required and will therefore be deleted.
- (4) In line with the above establishment and deletion of provisions, the Bank shall establish supplementary provisions related to the effective date, etc.

2. Details of amendments

The details of the amendments are as follows:

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p><u>Article 16 (Internet Disclosure and Deemed Provision of Reference Materials for the General Meeting of Shareholders, Etc.)</u></p> <p><u>The Bank may, when convening a general meeting of shareholders, deem that it has provided information to shareholders pertaining to matters to be described or indicated in the reference materials for the general meeting of shareholders, business report, non-consolidated financial statements, and consolidated financial statements, by disclosing such information through the internet in accordance with the provisions provided in the Ordinance of the Ministry of Justice.</u></p> <p style="text-align: center;"><Newly established></p>	<p style="text-align: center;"><Deleted></p> <p><u>Article 16 (Measures for Electronic Provision, Etc.)</u></p> <ol style="list-style-type: none"> <u>1. The Bank shall, when convening a general meeting of shareholders, provide information contained in the reference materials for the general meeting of shareholders, etc. electronically.</u> <u>2. Among the matters to be provided electronically, the Bank may choose not to include all or part of the matters stipulated in the Ordinance of the Ministry of Justice in the paper copy to be sent to shareholders who have requested it by the record date for voting rights.</u>

Current Articles of Incorporation	Proposed Amendments
<p data-bbox="167 257 470 291">Supplementary provisions</p> <p data-bbox="167 313 774 414">Article 1 (Interim Measures Related to Exemption of Audit & Supervisory Board Members' Liabilities) (Article text omitted)</p> <p data-bbox="375 436 614 470"><Newly established></p>	<p data-bbox="845 257 1149 291">Supplementary provisions</p> <p data-bbox="845 313 1460 414">Article 1 (Interim Measures Related to Exemption of Audit & Supervisory Board Members' Liabilities) (No change)</p> <p data-bbox="845 436 1492 504">Article 2 (Interim Measures Related to the Measures for Electronic Provision)</p> <ol data-bbox="845 504 1492 1265" style="list-style-type: none"> <li data-bbox="845 504 1492 851">1. <u>The deletion of Article 16 (Internet Disclosure and Deemed Provision of Reference Materials for the General Meeting of Shareholders, Etc.) of the current Articles of Incorporation and the proposed Article 16 (Measures for Electronic Provision, Etc.) shall come into effect on September 1, 2022 (the "Effective Date"), which is the date of enforcement of the amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019).</u> <li data-bbox="845 851 1492 1108">2. <u>Notwithstanding the provisions of the preceding paragraph, Article 16 (Internet Disclosure and Deemed Provision of Reference Materials for the General Meeting of Shareholders, Etc.) of the current Articles of Incorporation shall remain in force with respect to a general meeting of shareholders to be held on a date within six months from the Effective Date.</u> <li data-bbox="845 1108 1492 1265">3. <u>These supplementary provisions shall be deleted after the lapse of six months from the Effective Date or the lapse of three months from the date of the general meeting of shareholders set forth in the preceding paragraph, whichever is later.</u>

Proposal No. 2: Election of eight (8) Directors (Directors who are not Audit & Supervisory Committee Members)

The terms of office of all eight (8) incumbent Directors (Directors who are not Audit & Supervisory Committee Members; the same shall apply hereinafter in this proposal) will expire at the conclusion of this Annual General Meeting of Shareholders. The Bank therefore proposes the election of eight (8) Directors.

The Audit & Supervisory Committee discussed this proposal and determined that there were no particular matters that needed to be stated at this General Meeting in accordance the provisions of the Companies Act.

The candidates for Directors have been decided by the Board of Directors upon consultation by the Advisory Committee.

The candidates for Directors are as follows:

Candidate No.	Name	Current positions, etc. at the Bank	Significant concurrent positions	Number of concurrent positions at listed companies
Reappointment 1	Yoshifumi Okada Male	Chairman and Director	Director, The Awa Bank Academic and Cultural Promotion Foundation; Director, The Awa Bank Welfare Fund; Acting Director, Tokushima Corporation Association	0
Reappointment 2	Susumu Nagaoka Male	President and Director (Representative Director)	Chairman, Tokushima Prefecture Bankers Association; Director, Tokushima Economic Research Institute	0
Reappointment 3	Takehisa Fukunaga Male	Senior Managing Director (Representative Director)	-	0
Reappointment 4	Shiro Yamato Male	Managing Director	-	0
Reappointment 5	Hirokazu Nishi Male	Managing Director	-	0
Reappointment 6	Masahiro Yamashita Male	Director and Managing Executive Officer; General Manager, Kansai Area Branch; General Manager, Osaka Branch	-	0
New appointment 7	Hiroaki Mikawa Male	Executive Officer; General Manager, Northern Tokushima Area Branch; General Manager, Naruto Branch and General Manager, Otsu Branch	-	0
New appointment 8	Teruaki Ito Male	Executive Officer; General Manager, Kanto Area Branch; General Manager, Tokyo Branch	-	0

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Bank and significant concurrent positions	Number of shares of the Bank held		
1	<p data-bbox="268 450 485 524">Yoshifumi Okada (September 6, 1956) (65 years old)</p> <table border="1" data-bbox="277 546 475 600"> <tr> <td data-bbox="277 546 475 568">Male</td> </tr> <tr> <td data-bbox="277 568 475 600">Reappointment</td> </tr> </table> <p data-bbox="268 622 485 719">Attendance at the Board of Directors' meetings: 12/12 (100%)</p> <p data-bbox="268 741 485 860">Number of years in office as Director: 18 years (At the conclusion of this general meeting)</p>	Male	Reappointment	<p data-bbox="520 293 1182 555"> April 1979 Joined the Bank June 1998 General Manager, Kawauchi Branch February 2000 General Manager, Nishi Osaka Branch June 2001 General Manager, Credit Division June 2004 Director, General Manager, Corporate Planning Division June 2006 Managing Director June 2008 President and Director (Representative Director) April 2017 Chairman and Director (current position) </p> <p data-bbox="520 584 1139 703">(Significant concurrent positions) Director, The Awa Bank Academic and Cultural Promotion Foundation; Director, The Awa Bank Welfare Fund; Acting Director, Tokushima Corporation Association</p> <p data-bbox="504 732 1219 1016"> [Reason for nomination as a Director candidate] Mr. Okada has extensive work experience in the credit and corporate planning divisions, in addition to the sales division, and is well versed in the business of the Bank. He has served as a Director since 2004, the President and Director since 2008, and the Chairman and Director since 2017, and has properly executed his duties in these positions. He has been nominated as a candidate for Director as he is expected to continue to contribute to the management of the Bank by drawing on this experience and knowledge. </p>	21,943
Male					
Reappointment					

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Bank and significant concurrent positions	Number of shares of the Bank held		
2	<p data-bbox="272 495 480 573">Susumu Nagaoka (January 12, 1957) (65 years old)</p> <table border="1" data-bbox="277 595 474 647"> <tr> <td data-bbox="277 595 474 618">Male</td> </tr> <tr> <td data-bbox="277 618 474 647">Reappointment</td> </tr> </table> <p data-bbox="272 669 480 770">Attendance at the Board of Directors' meetings: 12/12 (100%)</p> <p data-bbox="272 792 480 916">Number of years in office as Director: 14 years (At the conclusion of this general meeting)</p>	Male	Reappointment	<p data-bbox="517 311 1219 714"> April 1980 Joined the Bank January 1997 General Manager, Edogawa Branch August 2000 General Manager, Aizumi Branch June 2002 General Manager, General Administration Division June 2004 General Manager, Sales Promotion Division June 2006 Executive Officer, General Manager, Credit Division June 2008 Director, General Manager, Human Resources Division June 2010 Director; General Manager, Tokyo Branch June 2012 Managing Director June 2016 Senior Managing Director April 2017 President and Director (Representative Director) (current position) (Significant concurrent positions) Chairman, Tokushima Prefecture Bankers Association; Director, Tokushima Economic Research Institute </p> <p data-bbox="509 808 1219 1095"> [Reason for nomination as a Director candidate] Mr. Nagaoka has extensive work experience in the credit and human resources divisions, in addition to the sales division, and is well versed in the business of the Bank. He has served as a Director since 2008, a Senior Managing Director since 2016, and the President and Director since 2017, and has properly executed his duties in these positions. He has been nominated as a candidate for Director as he is expected to continue to contribute to the management of the Bank by drawing on this experience and knowledge. </p>	13,900
Male					
Reappointment					

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Bank and significant concurrent positions	Number of shares of the Bank held		
3	<p style="text-align: center;">Takehisa Fukunaga (August 28, 1961) (60 years old)</p> <table border="1" style="margin-left: auto; margin-right: auto;"> <tr> <td style="text-align: center;">Male</td> </tr> <tr> <td style="text-align: center;">Reappointment</td> </tr> </table> <p>Attendance at the Board of Directors' meetings: 12/12 (100%)</p> <p>Number of years in office as Director: 10 years (At the conclusion of this general meeting)</p>	Male	Reappointment	<p>April 1984 Joined the Bank</p> <p>June 2003 General Manager, Itano Branch</p> <p>June 2005 General Manager, Sakai Branch</p> <p>June 2007 General Manager, Corporate Administration Division</p> <p>June 2008 General Manager, Credit Division</p> <p>June 2009 General Manager, Corporate Planning Division</p> <p>June 2010 Executive Officer; General Manager, Corporate Planning Division</p> <p>June 2012 Director; General Manager, Corporate Planning Division; General Manager, Management Quality Promotion Division</p> <p>June 2013 Director; General Manager, Human Resources Division</p> <p>June 2014 Managing Director</p> <p>June 2019 Senior Managing Director</p> <p>June 2021 Senior Managing Director (Representative Director) (current position) (In charge of the Business Management Division)</p> <p>[Reason for nomination as a Director candidate] Mr. Fukunaga has extensive work experience in the corporate planning and human resources divisions, in addition to the sales division, and is well versed in the business of the Bank. He has served as a Director since 2012, a Managing Director since 2014, and a Senior Managing Director since 2019, and has properly executed his duties in these positions. He has been nominated as a candidate for Director as he is expected to continue to contribute to the management of the Bank by drawing on this experience and knowledge.</p>	6,878
Male					
Reappointment					

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Bank and significant concurrent positions	Number of shares of the Bank held		
4	<p>Shiro Yamato (June 26, 1962) (59 years old)</p> <table border="1" data-bbox="279 683 470 739"> <tr> <td>Male</td> </tr> <tr> <td>Reappointment</td> </tr> </table> <p>Attendance at the Board of Directors' meetings: 12/12 (100%)</p> <p>Number of years in office as Director: 4 years (At the conclusion of this general meeting)</p>	Male	Reappointment	<p>April 1986 Joined the Bank</p> <p>February 2004 Section Chief, Human Resources Section, Human Resources Division</p> <p>February 2008 General Manager, Wakimachi Branch</p> <p>June 2010 General Manager, Nishi Osaka Branch</p> <p>June 2013 Department Manager, Corporate Planning Division and General Manager, Management Quality Promotion Division</p> <p>June 2014 Executive Officer; General Manager, Business Management Division; General Manager, Value Project Division</p> <p>June 2015 Executive Officer; General Manager, Credit Division</p> <p>June 2017 Managing Executive Officer; General Manager, Administration Headquarters</p> <p>June 2018 Director; Managing Executive Officer; General Manager, Administration Headquarters</p> <p>June 2020 Managing Director; General Manager, Administration Headquarters (current position) (In charge of Administration Headquarters (Business Administration Division, Risk Management Division))</p> <p>[Reason for nomination as a Director candidate] Mr. Yamato has extensive work experience in the human resources, corporate planning and credit divisions, in addition to the sales division, and is well versed in the business of the Bank. He has served as an Executive Officer since 2014, a Director since 2018 and a Managing Director since 2020, and has properly executed his duties in these positions. He has been nominated as a candidate for Director as he is expected to continue to contribute to the management of the Bank by drawing on this experience and knowledge.</p>	2,940
Male					
Reappointment					

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Bank and significant concurrent positions	Number of shares of the Bank held		
5	<p>Hirokazu Nishi (April 27, 1971) (51 years old)</p> <table border="1" data-bbox="279 600 470 654"> <tr> <td>Male</td> </tr> <tr> <td>Reappointment</td> </tr> </table> <p>Attendance at the Board of Directors' meetings: 12/12 (100%)</p> <p>Number of years in office as Director: 3 years (At the conclusion of this general meeting)</p>	Male	Reappointment	<p>April 1994 Joined the Bank June 2009 General Manager, Management Quality Promotion Division August 2011 Section Chief, Planning Section, Corporate Planning Division June 2013 General Manager, Yamakawa Branch February 2015 General Manager, Matsuyama Branch June 2016 General Manager, Securities and International Division June 2017 Executive Officer; General Manager, Business Management Division; General Manager, Value Project Division June 2019 Director, General Manager, Business Management Division June 2020 Managing Director (current position) (In charge of the Sales Promotion Division)</p> <p>[Reason for nomination as a Director candidate] Mr. Nishi has extensive work experience in the corporate planning and securities divisions, in addition to the sales division, and is well versed in the business of the Bank. He has served as an Executive Officer since 2017, a Director since 2019, and a Managing Director since 2020, and has properly executed his duties in these positions. He has been nominated as a candidate for Director as he is expected to continue to contribute to the management of the Bank by drawing on this experience and knowledge.</p>	2,700
Male					
Reappointment					

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Bank and significant concurrent positions	Number of shares of the Bank held		
6	<p data-bbox="293 539 459 645">Masahiro Yamashita (July 16, 1969) (52 years old)</p> <table border="1" data-bbox="280 667 472 719"> <tr> <td data-bbox="280 667 472 689">Male</td> </tr> <tr> <td data-bbox="280 689 472 719">Reappointment</td> </tr> </table> <p data-bbox="272 741 480 837">Attendance at the Board of Directors' meetings: 10/10 (100%)</p> <p data-bbox="261 860 491 981">Number of years in office as Director: 1 year (At the conclusion of this general meeting)</p>	Male	Reappointment	<p data-bbox="520 293 1198 904"> April 1992 Joined the Bank February 2008 Section Chief, Human Resources Section, Human Resources Division February 2011 General Manager, Showacho Branch June 2012 General Manager, Higashi Osaka Branch June 2014 General Manager, Business Administration Division June 2015 Executive Officer; General Manager, Business Management Division; General Manager, Value Project Division June 2017 Executive Officer; General Manager, Risk Management Division June 2018 Executive Officer; General Manager, Anan Branch and General Manager, Minobayashi Branch June 2020 Managing Executive Officer; General Manager, Osaka Branch June 2021 Director; Managing Executive Officer; General Manager, Osaka Branch April 2022 Director; Managing Executive Officer; General Manager, Kansai Area Branch; General Manager, Osaka Branch (current positions) </p> <p data-bbox="507 909 1198 1218"> [Reason for nomination as a Director candidate] Mr. Yamashita has extensive work experience in the administration, corporate planning and risk management divisions, in addition to the sales division, and is well versed in the business of the Bank. He has served an Executive Officer since 2015, a Managing Executive Officer since 2020, and a Director since 2021, and has properly executed his duties in these positions. He has been nominated as a candidate for Director as he is expected to continue to contribute to the management of the Bank by drawing on this experience and knowledge. </p>	4,600
Male					
Reappointment					

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Bank and significant concurrent positions	Number of shares of the Bank held		
7	<p>Hiroaki Mikawa (May 1, 1968) (54 years old)</p> <table border="1" data-bbox="279 517 472 573"> <tr> <td>Male</td> </tr> <tr> <td>New appointment</td> </tr> </table> <p>Attendance at the Board of Directors' meetings: -</p> <p>Number of years in office as Director: - years (At the conclusion of this general meeting)</p>	Male	New appointment	<p>April 1991 Joined the Bank February 2010 Section Chief, Credit Section, Credit Division August 2011 General Manager, Katsuura Branch June 2013 General Manager, Marugame Branch June 2015 General Manager, Himeji Branch June 2017 General Manager, Securities and International Division June 2018 General Manager, Risk Management Division June 2020 Executive Officer; General Manager, Naruto Branch; General Manager, Otsu Branch April 2022 Executive Officer; General Manager, Northern Tokushima Area Branch; General Manager, Naruto Branch; General Manager, Otsu Branch (Current positions)</p> <p>[Reason for nomination as a Director candidate] Mr. Mikawa has extensive work experience in the securities and risk management divisions, in addition to the sales division, and is well versed in the business of the Bank. He has served an Executive Officer since 2020 and has properly executed his duties in this position. He has been nominated as a candidate for Director as he is expected to continue to contribute to the management of the Bank by drawing on this experience and knowledge.</p>	8,100
Male					
New appointment					

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Bank and significant concurrent positions	Number of shares of the Bank held		
8	<p>Teruaki Ito (April 26, 1970) (52 years old)</p> <table border="1"> <tr> <td>Male</td> </tr> <tr> <td>New appointment</td> </tr> </table> <p>Attendance at the Board of Directors' meetings: -</p> <p>Number of years in office as Director: - years (At the conclusion of this general meeting)</p>	Male	New appointment	<p>April 1994 Joined the Bank</p> <p>February 2010 Section Chief, Sales Planning Section, Sales Promotion Division</p> <p>June 2010 Manager, Sales Planning Group, Sales Headquarters</p> <p>August 2011 Section Chief, Customer Section, Head Office Sales Division; General Manager, Tokushima Ekimae Branch</p> <p>June 2012 Deputy General Manager, Sako Branch; General Manager, Tamiya Branch; General Manager, Yaso Branch</p> <p>June 2014 General Manager, Higashi Osaka Branch</p> <p>June 2017 Executive Officer; General Manager, Credit Division</p> <p>June 2019 Executive Officer; General Manager, Tokyo Branch</p> <p>April 2022 Executive Officer; General Manager, Kanto Area Branch; General Manager, Tokyo Branch (Current positions)</p> <p>[Reason for nomination as a Director candidate] Mr. Ito has extensive work experience in the sales planning and credit divisions, in addition to the sales division, and is well versed in the business of the Bank. He has served an Executive Officer since 2017 and has properly executed his duties in this position. He has been nominated as a candidate for Director as he is expected to continue to contribute to the management of the Bank by drawing on this experience and knowledge.</p>	1,700
Male					
New appointment					

(Notes)

1. There is no special interest between the Bank and any of the candidates.
2. The Bank has entered into a directors and officers (D&O) liability insurance contract with an insurance company and plans to renew the insurance policy in October 2022. The insurance policy covers the costs of litigation and compensation for damages, etc. that the insured would bear for damages incurred in litigation brought by companies, third parties or shareholder representatives. Other details are described in the Business Report (available in Japanese only). Candidates who are reappointed or elected will be included as the insured in the insurance policy.

Proposal No. 3: Election of Four (4) Directors Who are Audit & Supervisory Committee Members

The terms of office of the Directors who are Audit & Supervisory Committee Members Mr. Hiroshi Sonoki, Mr. Akira Yonebayashi, Mr. Hiroshi Fujii, and Ms. Seiko Noda will expire at the conclusion of this Annual General Meeting of Shareholders. Therefore, the Bank proposes the election of four (4) Directors who are Audit & Supervisory Committee Members. The Bank has obtained the consent of the Audit & Supervisory Committee for this proposal. The candidates for Directors who are Audit & Supervisory Committee Members were decided by the Board of Directors upon consultation by the Advisory Committee.

The candidates for Directors who are Audit & Supervisory Committee Members are as follows:

Candidate No.	Name		Current positions, etc. at the Bank	Significant concurrent positions	Number of concurrent positions at listed companies
Reappointment 1	Hiroshi Sonoki	Male	Director (Audit & Supervisory Committee Member)	Certified Public Accountant	0
		Outside			
		Independent			
Reappointment 2	Akira Yonebayashi	Male	Director (Audit & Supervisory Committee Member)	Certified Public Accountant	0
		Outside			
		Independent			
Reappointment 3	Seiko Noda	Female	Director (Audit & Supervisory Committee Member)	Attorney, Nagasawa & Partners Auditor, Ichiekai Medical Association	0
		Outside			
		Independent			
New appointment 4	Masaki Hashizume	Male		Director, Tokushima Study Center, The Open University of Japan	0
		Outside			
		Independent			

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Bank and significant concurrent positions	Number of shares of the Bank held				
1	<p>Hiroshi Sonoki (August 14, 1946) (75 years old)</p> <table border="1" data-bbox="279 555 470 660"> <tr><td>Male</td></tr> <tr><td>Reappointment</td></tr> <tr><td>Outside</td></tr> <tr><td>Independent</td></tr> </table> <p>Attendance at the Board of Directors' meetings: 12/12 (100%)</p> <p>Attendance at the Audit & Supervisory Committee meetings: 14/14 (100%)</p> <p>Number of years in office as Outside Director: 11 years (At the conclusion of this general meeting)</p> <p>Number of years in office as Director who is an Audit & Supervisory Committee Member: 4 years (At the conclusion of this general meeting)</p>	Male	Reappointment	Outside	Independent	<p>April 1970 Joined Yamato Accounting Firm (currently KPMG AZSA LLC)</p> <p>March 1977 Registered as a certified public accountant</p> <p>July 1994 Representative Partner, Asahi Audit Corp. (currently KPMG AZSA LLC)</p> <p>June 2001 Managing Partner, Head Office and Managing Partner, Osaka Office</p> <p>June 2003 Senior Managing Partner</p> <p>June 2006 Head, Osaka Office, AZSA & Co. (currently KPMG AZSA LLC)</p> <p>June 2009 Retired from AZSA & Co. (currently KPMG AZSA LLC)</p> <p>July 2009 Opened Hiroshi Sonoki Certified Public Accountant Office (current position)</p> <p>June 2011 Audit & Supervisory Board Member, the Bank</p> <p>June 2015 Director</p> <p>June 2018 Director who is an Audit & Supervisory Committee Member (current position)</p> <hr/> <p>[Reason for nomination as an Outside Director candidate and the outline of expected roles as an Outside Director]</p> <p>Mr. Sonoki has expert knowledge of accounting and extensive experience in auditing listed companies, etc., as a certified public accountant. Although he has not been directly involved in corporate management, he has contributed his expert opinion from a fair and impartial perspective, as he has been serving as an Outside Audit & Supervisory Board Member of the Bank since 2011, an Outside Director of the Bank since 2015 and a Director who is an Audit & Supervisory Committee Member of the Bank since 2018 and has been providing appropriate opinions from a fair and impartial perspective . He has been nominated as a candidate for Outside Director who is an Audit & Supervisory Committee Member as the Bank anticipates that he will competently perform management supervision functions from an independent perspective by drawing on this experience and knowledge.</p> <p>The Bank also anticipates that, as a member of the Advisory Committee, Mr. Sonoki will be involved in committee activities and provide suitable advice on matters related to nomination, compensation, and other issues.</p>	0
Male							
Reappointment							
Outside							
Independent							

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Bank and significant concurrent positions	Number of shares of the Bank held				
2	<p data-bbox="276 488 501 577">Akira Yonebayashi (August 20, 1951) (70 years old)</p> <table border="1" data-bbox="304 607 501 707"> <tr><td data-bbox="304 607 501 633">Male</td></tr> <tr><td data-bbox="304 633 501 660">Reappointment</td></tr> <tr><td data-bbox="304 660 501 687">Outside</td></tr> <tr><td data-bbox="304 687 501 707">Independent</td></tr> </table> <p data-bbox="276 734 520 808">Attendance at the Board of Directors' meetings: 12/12 (100%)</p> <p data-bbox="276 835 520 931">Attendance at the Audit & Supervisory Committee meetings: 14/14 (100%)</p> <p data-bbox="276 958 528 1070">Number of years in office as Outside Director: 7 years (At the conclusion of this general meeting)</p> <p data-bbox="276 1097 512 1290">Number of years in office as Director who is an Audit & Supervisory Committee Member: 4 years (At the conclusion of this general meeting)</p>	Male	Reappointment	Outside	Independent	<p data-bbox="571 349 1206 405">November 1975 Joined Asahi & Co. (currently KPMG AZSA LLC)</p> <p data-bbox="571 409 1171 488">March 1980 Registered as a certified public accountant July 2000 Representative Partner, Asahi Audit Corp. (currently KPMG AZSA LLC)</p> <p data-bbox="571 492 1070 519">June 2005 Managing Partner, Osaka Office</p> <p data-bbox="571 524 1139 580">June 2006 Senior Managing Partner, AZSA & Co. (currently KPMG AZSA LLC)</p> <p data-bbox="571 584 1198 640">June 2014 Retired from AZSA & Co. (currently KPMG AZSA LLC)</p> <p data-bbox="571 645 1187 701">July 2014 Opened Akira Yonebayashi Certified Public Accountant Office (current position)</p> <p data-bbox="571 705 1182 761">June 2015 Audit & Supervisory Board Member of the Bank</p> <p data-bbox="571 766 1147 822">June 2018 Director who is an Audit & Supervisory Committee Member (current position)</p> <p data-bbox="571 826 1219 1424">[Reason for nomination as an Outside Director candidate and the outline of expected roles as an Outside Director] Mr. Yonebayashi has expert knowledge of accounting and extensive experience in auditing listed companies, etc., as a certified public accountant. Although he has not been directly involved in corporate management, he has been providing appropriate opinions from a fair and impartial perspective, as he has been serving as an Outside Audit & Supervisory Board Member of the Bank since 2015 and a Director who is an Audit & Supervisory Committee Member of the Bank since 2018 and has been providing appropriate opinions from a fair and impartial perspective. He has been nominated as a candidate for Outside Director who is an Audit & Supervisory Committee Member as the Bank anticipates that he will competently perform management supervision functions from an independent perspective by drawing on this experience and knowledge. The Bank also anticipates that, as a member of the Advisory Committee, Mr. Yonebayashi will be involved in committee activities and provide suitable advice on matters related to nomination, compensation, and other issues.</p>	0
Male							
Reappointment							
Outside							
Independent							

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Bank and significant concurrent positions	Number of shares of the Bank held				
3	<p style="text-align: center;">Seiko Noda (February 17, 1964) (58 years old)</p> <table border="1" style="margin-left: auto; margin-right: auto;"> <tr><td style="text-align: center;">Female</td></tr> <tr><td style="text-align: center;">Reappointment</td></tr> <tr><td style="text-align: center;">Outside</td></tr> <tr><td style="text-align: center;">Independent</td></tr> </table> <p>Attendance at the Board of Directors' meetings: 12/12 (100%)</p> <p>Attendance at the Audit & Supervisory Committee meetings: 14/14 (100%)</p> <p>Number of years in office as Outside Director: 4 years (At the conclusion of this general meeting)</p> <p>Number of years in office as Director who is an Audit & Supervisory Committee Member: 4 years (At the conclusion of this general meeting)</p>	Female	Reappointment	Outside	Independent	<p>April 1986 Joined the Bank December 1992 Retired from the Bank April 1999 Registered as an attorney at law Joined Nagasawa Law Offices (current position) June 2007 Audit & Supervisory Board Member, TSUMURA & CO. June 2015 Left office of Audit & Supervisory Board Member, TSUMURA & CO. June 2017 Elected as a substitute Director who is an Audit & Supervisory Committee Member, TSUMURA & CO. (current position) June 2018 Director who is an Audit & Supervisory Committee Member, the Bank (current position) July 2021 Auditor, Ichiekai Medical Association (current position)</p> <p>[Reason for nomination as an Outside Director candidate and the outline of expected roles as an Outside Director] Ms. Noda has extensive legal knowledge and experience as an attorney at law. Although she has not been directly involved in corporate management, she has been providing appropriate opinions from a fair and impartial perspective, as she served as an Outside Audit & Supervisory Board Member of a listed company for eight years since 2007 and has been serving as an Outside Director who is an Audit & Supervisory Committee Member of the Bank since 2018. She has been nominated as a candidate for Outside Director who is an Audit & Supervisory Committee Member as the Bank anticipates that she will competently perform management supervision functions from an independent perspective by drawing on this experience and knowledge. The Bank also anticipates that, as a member of the Advisory Committee, Ms. Noda will be involved in committee activities and provide suitable advice on matters related to nomination, compensation, and other issues.</p> <p>[Notes regarding outside Director candidates] The Bank currently engages in business involving financial transactions with the Ichiekai Medical Association, an organization for which Ms. Noda serves as an Auditor. While the Association is categorized as the Bank's business partner, the Bank has determined that this status will have no effect on the impartiality of Ms. Noda due to the scale and the type of business involved.</p>	0
Female							
Reappointment							
Outside							
Independent							

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Bank and significant concurrent positions	Number of shares of the Bank held				
4	<p data-bbox="271 481 478 571">Masaki Hashizume (March 31, 1957) (65 years old)</p> <table border="1" data-bbox="279 582 470 683"> <tr><td data-bbox="279 582 470 616">Male</td></tr> <tr><td data-bbox="279 616 470 649">New appointment</td></tr> <tr><td data-bbox="279 649 470 683">Outside</td></tr> <tr><td data-bbox="279 683 470 705">Independent</td></tr> </table> <p data-bbox="247 705 502 772">Attendance at the Board of Directors' meetings: -</p> <p data-bbox="247 795 502 884">Attendance at the Audit & Supervisory Committee meetings: -</p> <p data-bbox="247 918 502 1075">Number of years in office as Outside Director: - years (At the conclusion of this general meeting)</p> <p data-bbox="247 1097 502 1265">Number of years in office as Director who is an Audit & Supervisory Committee Member: - years (At the conclusion of this general meeting)</p>	Male	New appointment	Outside	Independent	<p data-bbox="518 302 1220 392">April 1981 Joined Nippon Telegraph and Telephone Public Corporation (currently Nippon Telegraph and Telephone Corporation)</p> <p data-bbox="518 392 1220 459">March 1983 Retired from Nippon Telegraph and Telephone Public Corporation</p> <p data-bbox="518 459 1220 526">April 1983 Assistant Professor, College of Industrial Technology, Tokushima University</p> <p data-bbox="518 526 1220 593">January 1990 Assistant Professor, Faculty of Engineering, Tokushima University</p> <p data-bbox="518 593 1220 660">November 1992 Lecturer, Faculty of Engineering, Tokushima University</p> <p data-bbox="518 660 1220 728">January 1997 Associate Professor, Faculty of Engineering, Tokushima University</p> <p data-bbox="518 728 1220 795">March 2005 Professor, Faculty of Engineering, Tokushima University</p> <p data-bbox="518 795 1220 862">September 2017 Dean, Faculty of Science and Engineering, Tokushima University</p> <p data-bbox="518 862 1220 1019">April 2020 Dean, Graduate School of Technology, Industrial and Social Sciences, Tokushima University; Dean, Graduate School of Sciences and Technology for Innovation, Tokushima University</p> <p data-bbox="518 1019 1220 1086">March 2022 Retired from Tokushima University</p> <p data-bbox="518 1086 1220 1153">April 2022 Director, Tokushima Study Center, The Open University of Japan (current position)</p> <p data-bbox="518 1153 1220 1444">[Reason for nomination as an Outside Director candidate and the outline of expected roles as an Outside Director] Mr. Hashizume has extensive specialized knowledge as an academic as well as organizational management experience as Dean of multiple faculties at Tokushima University. While he lacks experience of direct involvement in corporate management, Mr. Hashizume has been selected as a candidate for a Director who is an Audit & Supervisory Committee Member based on the Bank's anticipation that Mr. Hashizume will be able to utilize his experience and knowledge to supervise the management of the Bank in a competent manner. The Bank also anticipates that, as a member of the Advisory Committee, Mr. Hashizume will be involved in committee activities and provide suitable advice on matters related to nomination, compensation, and other issues.</p>	0
Male							
New appointment							
Outside							
Independent							

(Notes)

1. There is no special interest between the Bank and any of the candidates.
2. Mr. Hiroshi Sonoki, Mr. Akira Yonebayashi, Ms. Seiko Noda, and Mr. Masaki Hashizume are candidates for Outside Director.
3. Currently, the Bank has registered Mr. Hiroshi Sonoki, Mr. Akira Yonebayashi, and Ms. Seiko Noda as Independent Officers with the Tokyo Stock Exchange, Inc. (TSE), and the Bank intends to designate Mr. Masaki Hashizume as an Independent Officer if this proposal is approved.
4. The current Articles of Incorporation of the Bank provides that the Bank may enter into a liability limitation agreement with each of the non-Executive Directors, etc. pursuant to Article 427, Paragraph 1 of the Companies Act. Under the provision, the Bank has entered into a liability limitation agreement with Mr. Hiroshi Sonoki, Mr. Akira Yonebayashi, and Ms. Seiko Noda. If they are reappointed, the agreement with them will be continued. If election of Mr. Masaki Hashizume is approved, the Bank plans to enter into the same liability limitation agreement with him. The maximum amount of liability under such agreement shall be the maximum amount stipulated by laws and regulations.
5. The Bank has entered into a directors and officers (D&O) liability insurance contract with an insurance company and plans to renew the insurance policy in October 2022. The insurance policy covers the costs of litigation and compensation for damages, etc. that the insured would bear for damages incurred in litigation brought by companies, third parties or shareholder representatives. Other details are described in the Business Report (available in Japanese only). Candidates who are reappointed or elected will be included as the insured in the insurance policy.

Reference: Skill Matrix of Directors' Knowledge, Experience, and Skills

Name	Current Position at the Bank	Important Knowledge, Experience, and Skills								
		Corporate Management & Strategy	Finance	Financial Strategy & Accounting	IT & Systems	HR & Personnel Management	Legal & Compliance	Risk Management	Regional Revitalization	
Directors who are not Audit & Supervisory Committee Members	Yoshifumi Okada	Chairman and Director	✓	✓	✓		✓		✓	✓
	Susumu Nagaoka	President and Director (Representative Director)	✓	✓		✓	✓		✓	✓
	Takehisa Fukunaga	Senior Managing Director (Representative Director)	✓	✓	✓		✓	✓	✓	
	Shiro Yamato	Managing Director		✓	✓	✓	✓	✓	✓	
	Hirokazu Nishi	Managing Director		✓	✓		✓			
	Masahiro Yamashita	Director and Managing Executive Officer		✓	✓	✓	✓	✓	✓	
	Hiroaki Mikawa	-		✓				✓	✓	
	Teruaki Ito	-		✓						
Directors who are Audit & Supervisory Committee Members	Yasuo Onishi	Director	✓	✓	✓		✓		✓	
	Yasuhiko Sumitomo	Director		✓		✓				
	Hiroshi Sonoki	Director (Outside)			✓					
	Akira Yonebayashi	Director (Outside)			✓					
	Seiko Noda	Director (Outside)					✓	✓		✓
	Takeshi Yabe	Director (Outside)	✓	✓		✓				
	Masaki Hashizume	- (Outside)				✓	✓			✓

* This Skill Matrix shows the main areas of knowledge, experience, and skills of each Director. It is not intended to show all of the knowledge, experience, and fields of specialization of each Director.

* Mr. Hiroaki Mikawa, Mr. Teruaki Ito, and Mr. Masaki Hashizume are all candidates for new Directors.