

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

(Securities Code: 8522)

June 7, 2022

To our shareholders:

Ichiro Fujiwara,
President
The Bank of Nagoya, Ltd.
19-17 Nishiki 3-chome, Naka-ku,
Nagoya City, Aichi

Notice of the 104th Annual General Meeting of Shareholders

Greetings:

We cordially announce that the 104th Annual General Meeting of Shareholders of the Bank of Nagoya, Ltd. (the “Bank”) will be held as described below.

If you are unable to attend the Meeting on the day, you may exercise your voting rights in writing by submitting the enclosed document form or by electromagnetic method (via the Internet, etc.), so please review the Reference Documents for the General Meeting of Shareholders described below and exercise your voting rights no later than 5:30 p.m. on Thursday, June 23, 2022 (JST).

1. **Date and Time:** Friday, June 24, 2022, at 10:00 a.m. (JST)
2. **Venue:** 9F hall, Head Office, the Bank of Nagoya, Ltd.
19-17 Nishiki 3-chome, Naka-ku, Nagoya City, Aichi

3. Purpose of the Meeting

Matters to be reported

1. The Business Report and the Non-consolidated Financial Statements for the 104th fiscal year (from April 1, 2021 to March 31, 2022)
2. The Consolidated Financial Statements and the Audit Reports by the Financial Auditor and the Audit and Supervisory Committee on the Consolidated Financial Statements for the 104th fiscal year (from April 1, 2021 to March 31, 2022)

Matters to be resolved

- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Amendments to the Articles of Incorporation
- Proposal No. 3:** Election of 10 Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal No. 4:** Election of Four Directors Who Are Audit and Supervisory Committee Members
- Proposal No. 5:** Decision on Remuneration for Allotment of Shares with Restriction on Transfer to Directors (Excluding Directors Who Are Audit and Supervisory Committee Members and Outside Directors)

- Pursuant to the relevant laws and regulations and the provision of Article 16 of the Bank’s Articles of Incorporation, the following matters among documents to be attached, are posted on the Bank’s website and are not attached to the notice of the General Meeting of Shareholders.
 - (i) “Matters Related to Stock Acquisition Rights, Etc. of the Bank” and “System to Ensure the Properness of Operations” of the Business Report
 - (ii) “Non-consolidated Statement of Changes in Net Assets” and the “Notes to Non-consolidated Financial Statements” in the Non-consolidated Financial Statements
 - (iii) “Consolidated Statement of Changes in Net Assets” and the “Notes to Consolidated Financial Statements” in the Consolidated Financial StatementsTherefore, the documents attached to the notice of the General Meeting of Shareholders were part of the Business Report, Non-consolidated Financial Statements and Consolidated Financial Statements subject to audits when the Audit and Supervisory Committee prepared its Audit Report, and part of the Non-consolidated Financial Statements and Consolidated Financial Statements subject to audits when the Financial Auditor prepared its Independent Auditor’s Report.
- In the case where the Reference Documents for the General Meeting of Shareholders, the Business Report, Non-consolidated Financial Statements, or Consolidated Financial Statements are revised, the revised versions will be posted on the Bank’s website.
- When you are attending the meeting in person, please submit the enclosed voting form to the reception desk at the venue. We kindly ask attendees to bring this notice of the General Meeting of Shareholders to save paper resources.

The Bank’s website: <https://www.meigin.com/>

Information on Exercise of Voting Rights, etc.

You may exercise your voting rights using one of the following three methods.

Exercise of voting rights by attending the Annual General Meeting of Shareholders

Please present the enclosed voting form at the reception. (No seal is necessary.)

Date and Time: **Friday, June 24, 2022, at 10:00 a.m. (JST)**

Venue: **9F hall, Head Office, the Bank of Nagoya, Ltd.**

Exercise of voting rights in writing (by postal mail)

Please indicate your vote of approval or disapproval of each proposal on the enclosed voting form and return it to the Bank. You do not need to affix a stamp.

Voting Deadline: **To arrive no later than 5:30 p.m., Thursday, June 23, 2022 (JST)**

Exercise of voting rights via the Internet

Please access the designated website for the exercise of the voting rights (<https://soukai.mizuho-tb.co.jp/>) from your computer or smartphone. Enter your “voting code” and “temporary password” printed on the enclosed voting form and enter your approval or disapproval of each proposal in accordance with the instructions on the screen.

Voting Deadline: **To be completed no later than 5:30 p.m., Thursday, June 23, 2022 (JST)**

- (1) In order to prevent unauthorized access (web spoofing) or alteration of the voting by nonshareholders, you will be asked to change your password on the voting website.
- (2) The Bank will notify you of the new voting code and password at each convocation of the General Meeting of Shareholders.
- (3) Each shareholder shall bear any fees for accessing the voting website (Internet connection fees, communications fees, etc.).
- (4) If you exercise your voting right in duplicate both via the Internet and in writing, the vote cast via the Internet shall be deemed valid.
- (5) If you exercise your voting right more than once via the Internet, the last vote cast shall be deemed valid.

To institutional investors

Institutional investors may use the electronic voting platform operated by ICJ, Inc.

Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Appropriation of Surplus

The Bank proposes year-end dividends for the 104th fiscal year as follows, taking into consideration management environment, earning power, financial standing, and other factors comprehensively while considering further strengthening of financial position through enhancing our own capital, to increase the attractiveness of investment in shares of the Bank for greater return of profit.

Year-end dividends

- (1) Type of dividend property
To be paid in cash.
- (2) Allotment of dividend property and their aggregate amount
The Bank proposes to pay a dividend of ¥80 per common share of the Bank.
In this event, the total dividends will be ¥1,401,798,880.
- (3) Effective date of dividends of surplus
Monday, June 27, 2022

Proposal No. 2: Amendments to the Articles of Incorporation

1. Reasons for the amendments

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 Bank proposes to make the following changes to its Articles of Incorporation in preparation for the introduction of a system for providing informational materials for the general meeting of shareholders in electronic format.

- (1) Article 16, paragraph 1 in Proposed Amendments 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.
- (2) Article 16, 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.
- (3) Since the provisions for Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc. (Article 16 of the current Articles of Incorporation) will no longer be required, they will be deleted.
- (4) Accompanying the aforementioned establishment and deletion of provisions, supplementary provisions regarding the effective date, etc. will be established.

2. Details of the amendments

Details of the amendments are as follows.

(Underlined portions indicate the proposed amendments.)

Current Articles of Incorporation	Proposed Amendments
<p>Article 16 (<u>Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.</u>)</p> <p><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></p> <p>(Newly Established)</p> <p>(Newly Established)</p>	<p>(Deleted)</p> <p>Article 16 (<u>Measures, etc. for Providing Information in Electronic Format</u>)</p> <p>(1) <u>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>(2) <u>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>(Supplementary Provisions)</p> <p>1. <u>The amendment to the Articles of Incorporation pertaining to Article 16 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 of the preceding paragraph, Article 16 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>

Proposal No. 3: Election of 10 Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all eleven (11) Directors (excluding the Directors who are Audit and Supervisory Committee Members; the same shall apply hereinafter in this proposal) will expire upon the conclusion of this meeting. Therefore, the Bank proposes to elect ten (10) Directors.

Concerning this proposal, the Audit and Supervisory Committee has confirmed that those candidates were nominated through appropriate procedures at the Nomination and Remuneration Committee, which consists of independent outside Directors as major constituent members, and conducted review, and has judged that the candidates for Director are appropriate.

The candidates for Director are as follows:

Candidate No.	Name	Current position in the Bank	Attendance at Meetings of the Board of Directors
1	Reelection Kazumaro Kato	Chairman	84% (16/19)
2	Reelection Ichiro Fujiwara	President (Representative Director)	100% (19/19)
3	Reelection Masao Minamide	Managing Director	100% (19/19)
4	Reelection Satoru Hattori	Managing Director	100% (19/19)
5	Reelection Katsutoshi Yamamoto	Director, General Manager of Sales Division, Head Office	100% (14/14)
6	New election Kazu Kondo	Executive Officer, General Manager of Strategic Investment Division	—
7	New election Hideki Mizuno	Executive Officer, General Manager of Corporate Planning Division	—
8	New election Fumihide Yoshitomi	Executive Officer, General Manager of Business Promotion Division	—
9	Reelection Takehisa Matsubara	Outside Independent officer	94% (18/19)
10	Reelection Hisako Munekata	Outside Independent officer	100% (19/19)

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Bank, and significant concurrent positions outside the Bank	Number of the Bank's shares owned
1	Kazumaro Kato (January 1, 1938) Reelection	<p>May 1968 Joined the Bank</p> <p>May 1974 Director, General Manager of Tokyo Branch, and Head of Tokyo Representative Office</p> <p>May 1975 Managing Director</p> <p>June 1978 Senior Managing Director</p> <p>June 1979 Director and Vice President</p> <p>June 1982 Director and President</p> <p>Feb. 1989 The position title changed to President</p> <p>June 2006 Chairman To the present</p> <p>[Reasons for nomination as candidate for Director] Kazumaro Kato has been managing the Bank for many years and has abundant experience and knowledge, as well as a track record. The Bank expects him to continue strengthening the effectiveness of decision-making and supervision functions as the Chairman of the Board of Directors, and accordingly the Bank once again nominates him for Director.</p>	63,000
2	Ichiro Fujiwara (January 12, 1965) Reelection	<p>Apr. 1987 Joined The Industrial Bank of Japan, Limited</p> <p>Aug. 2003 Joined the Bank, Deputy General Manager of Credit Supervision Division</p> <p>Oct. 2004 Head General Manager of Area No. 3, and General Manager of Nagoya Ekimae Branch</p> <p>June 2005 Executive Officer, Head General Manager of Area No. 3, and General Manager of Nagoya Ekimae Branch</p> <p>June 2006 Managing Director</p> <p>June 2013 Director and Vice President</p> <p>June 2017 President To the present</p> <p>[Responsibility] Internal Audit Division</p> <p>[Reasons for nomination as candidate for Director] Ichiro Fujiwara has worked in corporate planning division and sales promotion division, among other divisions, and has abundant experience, knowledge, and expertise. He has been fulfilling his roles appropriately as President, including those in deciding important management matters and undertaking supervision over business executions. Accordingly, the Bank once again nominates him for Director.</p>	2,900

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Bank, and significant concurrent positions outside the Bank	Number of the Bank's shares owned
3	Masao Minamide (September 5, 1965) Reelection	<p>Apr. 1988 Joined the Bank</p> <p>Oct. 2010 General Manager of Narumi Branch</p> <p>June 2012 Supervising Deputy General Manager of General Planning Division</p> <p>Jan. 2014 Deputy General Manager of General Planning Division</p> <p>Apr. 2014 General Manager of Toyota Minami Branch</p> <p>Apr. 2016 General Manager of Personal Banking Division</p> <p>Apr. 2018 General Manager of Corporate Planning Division</p> <p>June 2018 Executive Officer, General Manager of Corporate Planning Division</p> <p>June 2020 Director, General Manager of Corporate Planning Division</p> <p>June 2021 Managing Director To the present</p>	900
		<p>[Responsibility]</p> <p>Corporate Planning Division, Career Development Division, Business Supporting Division, Strategic Investment Division, and Tokyo Representative Office</p>	
		<p>[Significant concurrent positions outside the Bank]</p> <p>Director, Nagoya Business Service Co., Ltd.</p> <p>Director, NAIS Co., Ltd.</p>	
		<p>[Reasons for nomination as candidate for Director]</p> <p>Masao Minamide has worked in personal banking division and corporate planning division, among other divisions, and has abundant experience, knowledge, and expertise. He has been fulfilling his roles appropriately as Managing Director, including those in deciding important management matters and undertaking supervision over business executions. Accordingly, the Bank once again nominates him for Director.</p>	

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Bank, and significant concurrent positions outside the Bank	Number of the Bank's shares owned
4	Satoru Hattori (July 1, 1958) Reelection	<p>Apr. 1981 Joined the Bank</p> <p>Jan. 2006 General Manager of Owariasahi Branch</p> <p>June 2007 Supervising Deputy General Manager of Systems & Operations Division</p> <p>June 2009 Deputy General Manager of Systems & Operations Division</p> <p>June 2011 General Manager of Systems & Operations Division</p> <p>June 2014 Executive Officer, General Manager of Systems & Operations Division</p> <p>June 2017 Director, General Manager of Systems & Operations Division</p> <p>Apr. 2018 Director, General Manager of Systems & Operations Division, and Head of Next-Phase System Transition Office</p> <p>June 2019 Managing Director To the present</p> <p>[Responsibility] Operations Division, Internal Control Division</p> <p>[Significant concurrent positions outside the Bank] Director and President, Nagoya Business Service Co., Ltd.</p> <p>[Reasons for nomination as candidate for Director] Satoru Hattori has worked in systems & operations division, among other divisions, and has abundant experience, knowledge, and expertise. He has been fulfilling his roles appropriately as Managing Director, including those in deciding important management matters and undertaking supervision over business executions. Accordingly, the Bank once again nominates him for Director.</p>	1,900
5	Katsutoshi Yamamoto (June 10, 1963) Reelection	<p>Apr. 1987 Joined the Bank</p> <p>Apr. 2008 General Manager of Tochi Branch</p> <p>Oct. 2010 General Manager of Komaki Branch</p> <p>Jan. 2013 Deputy General Manager of Business Supervision Division</p> <p>June 2015 General Manager of Yaguma Branch</p> <p>June 2017 General Manager of Business Promotion Division</p> <p>June 2018 Executive Officer, General Manager of Business Promotion Division</p> <p>July 2019 Executive Officer, General Manager of Business Planning Division</p> <p>June 2021 Director, General Manager of Sales Division, Head Office To the present</p> <p>[Reasons for nomination as candidate for Director] Katsutoshi Yamamoto has worked in business promotion division and business planning division, among other divisions, and has abundant experience, knowledge, and expertise. He has been fulfilling his roles appropriately as Director based on being commissioned as General Manager of Sales Division, Head Office, including those in deciding important management matters and undertaking supervision over business executions. Accordingly, the Bank once again nominates him for Director.</p>	700

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Bank, and significant concurrent positions outside the Bank	Number of the Bank's shares owned
6	Kazu Kondo (January 18, 1967) New election	<p>Apr. 1990 Joined the Bank</p> <p>Jan. 2012 Deputy General Manager of General Planning Division</p> <p>Apr. 2014 Supervising Deputy General Manager of General Planning Division</p> <p>Oct. 2014 General Manager of Hamamatsu Branch</p> <p>Apr. 2017 Deputy General Manager of Capital Markets & Treasury Division</p> <p>Apr. 2019 General Manager of Strategic Investment Division</p> <p>June 2021 Executive Officer, General Manager of Strategic Investment Division To the present</p>	1,000
		<p>[Significant concurrent positions outside the Bank] Director and President, Nagoya Capital Partners Co., Ltd.</p>	
		<p>[Reasons for nomination as candidate for Director] Kazu Kondo, who has assumed positions such as General Manager of Strategic Investment Division, as well as managerial positions in the Corporate Planning Division and Capital Markets & Treasury Division, established the BPR strategy and implemented proper risk assumption at the Bank and diversification of investment targets. Accordingly, the Bank nominates him for Director as he has knowledge and experience to carry out the Bank's corporate management appropriately, fairly, and efficiently, while having complete social trust, which the Bank judges as utilizable in the Bank's management.</p>	

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Bank, and significant concurrent positions outside the Bank	Number of the Bank's shares owned
7	Hideki Mizuno (March 4, 1968) New election	<p>Apr. 1990 Joined the Bank</p> <p>June 2012 General Manager of Kobutsume Branch</p> <p>Apr. 2014 Deputy General Manager of General Planning Division</p> <p>Oct. 2014 Supervising Deputy General Manager of General Planning Division</p> <p>July 2015 Deputy General Manager of Corporate Planning Division</p> <p>Oct. 2018 General Manager of Imaike Branch</p> <p>May 2020 General Manager assigned to Corporate Planning Division, and Head of Next-Phase System Transition Office</p> <p>Sep. 2020 General Manager of Systems & Operations Division</p> <p>June 2021 Executive Officer, General Manager of Corporate Planning Division To the present</p> <p>[Significant concurrent positions outside the Bank] Director, Nagoya Capital Partners Co., Ltd.</p> <p>[Reasons for nomination as candidate for Director] Hideki Mizuno, who has assumed positions such as General Manager of Systems & Operations Division, and General Manager of Corporate Planning Division, has demonstrated his abilities in the migration to a new core banking system and planning and management divisions and the like. Accordingly, the Bank nominates him for Director as he has knowledge and experience to carry out the Bank's corporate management appropriately, fairly, and efficiently, while having complete social trust, which the Bank judges as utilizable in the Bank's management.</p>	800

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Bank, and significant concurrent positions outside the Bank	Number of the Bank's shares owned
8	Fumihide Yoshitomi (June 6, 1967) New election	<p>Apr. 1990 Joined the Bank</p> <p>Jan. 2012 General Manager of Hitotsugi Branch</p> <p>Oct. 2013 General Manager of Higashinakashima Branch</p> <p>Jan. 2016 General Manager of Otai Branch</p> <p>June 2017 Deputy General Manager of Business Planning Division</p> <p>Jan. 2020 Head General Manager of Owari Nishi Area, and General Manager of Ichinomiya Branch</p> <p>June 2021 Executive Officer, General Manager of Business Promotion Division To the present</p> <p>[Reasons for nomination as candidate for Director] Fumihide Yoshitomi, who has assumed positions such as Head General Manager of Area and General Manager of Business Promotion Division, as well as a managerial position in the Business Planning Division, formulated and implemented sales promotion measures for the entire area under his charge, and established the corporate banking solution business. Accordingly, the Bank nominates him for Director as he has knowledge and experience to carry out the Bank's corporate management appropriately, fairly, and efficiently, while having complete social trust, which the Bank judges as utilizable in the Bank's management.</p>	900
9	Takehisa Matsubara (January 26, 1937) Reelection Outside Independent officer	<p>Apr. 1960 Teacher, Moriyamahigashi Junior High School, Nagoya City</p> <p>Apr. 1984 School Principal, Omori Junior High School, Nagoya City</p> <p>Apr. 1995 Superintendent, Nagoya City Board of Education</p> <p>Apr. 1997 Mayor, Nagoya City</p> <p>May 2009 Visiting Professor, Chukyo University</p> <p>Feb. 2011 Chairman, Higashinagoya Country Club (current position)</p> <p>Apr. 2015 President, Tokai Gakuen University (current position)</p> <p>June 2016 Director, the Bank (current position) To the present</p> <p>[Significant concurrent positions outside the Bank] Chairman, Higashinagoya Country Club President, Tokai Gakuen University</p> <p>[Reasons for nomination as candidate for outside Director and summary of expected roles] Takehisa Matsubara, who has assumed important positions such as the Mayor of Nagoya City and the president of a university, has abundant experience and broad knowledge. The Bank judges that he would continue to contribute to reinforcement of the effectiveness of the decision making or supervisory functions of the Board of Directors, giving advice and making proposals on the Bank's management, and supervising business execution, etc. from a viewpoint independent from the executives, and accordingly the Bank nominates him for outside Director. He has never been directly involved in the corporate management. However, the Bank judges he will appropriately fulfill his duties as an outside Director based on the above reasons. He is currently an outside Director of the Bank, and at the conclusion of this meeting, his tenure as outside Director will have been six years.</p>	—

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Bank, and significant concurrent positions outside the Bank	Number of the Bank's shares owned
10	Hisako Munekata (October 4, 1952) Reelection Outside Independent officer	<p>Apr. 1993 Assistant Professor, Department of Human Relations, Junior College of Toyota</p> <p>Apr. 1998 Assistant Professor, Faculty of Humanities, Ohkagakuen University</p> <p>Apr. 2002 Professor, Human Sciences, Kinjo Gakuin University</p> <p>Apr. 2015 Director, Kinjo Gakuin</p> <p>Apr. 2018 Vice President Extraordinary, Kinjo Gakuin University</p> <p>Apr. 2018 President of INSTITUTE FOR WOMEN'S LIFE & CAREER DESIGN</p> <p>June 2020 Director, the Bank (current position)</p> <p>Apr. 2021 Professor Emeritus, Kinjo Gakuin University (current position)</p> <p>Apr. 2021 Representative, Hisako Munekata Career Psychology Lab (current position) To the present</p> <p>[Significant concurrent positions outside the Bank] Professor Emeritus, Kinjo Gakuin University Representative, Hisako Munekata Career Psychology Lab</p> <p>[Reasons for nomination as candidate for outside Director and summary of expected roles] Hisako Munekata, who has held important positions such as university professor and director and vice president extraordinary of an incorporated educational institution, has abundant experience and broad knowledge. The Bank judges that she would continue to contribute to reinforcement of the effectiveness of decision making or supervisory functions of the Board of Directors, giving advice and making proposals on the Bank's management, and supervising business execution, etc. from a viewpoint independent from the executives, and accordingly the Bank nominates her for outside Director. She has never been directly involved in the corporate management. However, the Bank judges she will appropriately fulfill her duties as an outside Director based on the above reasons. She is currently an outside Director of the Bank, and at the conclusion of this meeting, her tenure as outside Director will have been two years.</p>	—

- Notes:
- There is no special interest between any of the candidates and the Bank.
 - Takehisa Matsubara and Hisako Munekata are candidates for outside Director.
 - The Bank has designated Takehisa Matsubara and Hisako Munekata as independent officers as stipulated by the Tokyo Stock Exchange and the Nagoya Stock Exchange and has filed them with the Exchanges. If their reelection is approved, the Bank will continue to designate them as independent officers.
 - Limited liability agreements with outside Director
The Bank has, in accordance with the provisions of Article 427, paragraph (1) of the Companies Act, and Article 27 of the Articles of Incorporation of the Bank, entered into agreements on limiting liability with Takehisa Matsubara and Hisako Munekata. If their reelection is approved, the Bank will renew the agreements with them.
The outline of the agreement is as follows:
Outline of agreement limiting liability
Concerning liability provided for in the provision of Article 423, paragraph (1) of the Companies Act, when the Director acted in good faith and without gross negligence, in performing their duties, they are liable to the Bank for damages within the minimum liability amount as provided for in the provision of Article 425, paragraph (1) of the Companies Act.
 - The Bank has concluded a liability insurance contract for officers, etc. as set forth in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The contract is to cover the insured including directors against damages that could arise from assuming liability regarding the performance of their duties or being subject to a claim for compensation regarding the said liability. If candidates for Director are elected and assume office, they will be the insured under the relevant insurance contract. The next time the relevant insurance contract is renewed, renewal is planned with the relevant content.

Proposal No.4: Election of Four Directors Who Are Audit and Supervisory Committee Members

The terms of office of all four (4) Directors who are Audit and Supervisory Committee Members will expire upon the conclusion of this meeting. Therefore, the Bank proposes to elect four (4) Directors who are Audit and Supervisory Committee Members.

In addition, the consent of the Audit and Supervisory Committee has been obtained for this proposal.

Candidates for the role of Director who is an Audit and Supervisory Committee Member are as follows:

Candidate No.	Name	Current position in the Bank	Attendance at Meetings of the Board of Directors and Meetings of the Audit and Supervisory Committee
1	New election Tomoaki Oka	Executive Director of Audit and Supervisory Committee's Office	—
2	Reelection Nobuyoshi Hasegawa Outside Independent officer	Outside Director (Audit and Supervisory Committee Member)	Board of Directors 100% (19/19) Audit and Supervisory Committee 100% (13/13)
3	Reelection Takao Kondo Outside Independent officer	Outside Director (Audit and Supervisory Committee Member)	Board of Directors 100% (19/19) Audit and Supervisory Committee 100% (13/13)
4	Reelection Masatoshi Sakaguchi Outside Independent officer	Outside Director (Audit and Supervisory Committee Member)	Board of Directors 100% (19/19) Audit and Supervisory Committee 100% (13/13)

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Bank, and significant concurrent positions outside the Bank	Number of the Bank's shares owned
1	Tomoaki Oka (September 27, 1961) New election	<p>Apr. 1984 Joined the Bank</p> <p>June 2008 Deputy General Manager of Credit Supervision Division</p> <p>June 2010 General Manager of Sennonji Branch</p> <p>Oct. 2012 General Manager of Sakurayama Branch</p> <p>June 2015 Deputy General Manager of Systems & Operations Division</p> <p>Sep. 2018 General Manager of Internal Audit Division</p> <p>Sep. 2021 Executive Director of Audit and Supervisory Committee's Office</p> <p>To the present</p>	600
		<p>[Reasons for nomination as candidate for Director who is an Audit and Supervisory Committee Member]</p> <p>Tomoaki Oka, who has assumed positions such as General Manager of Internal Audit Division, as well as managerial positions in the Credit Supervision Division and Systems & Operations Division, implemented operations systemization and efficiency improvements, and reinforced the compliance system. Accordingly, the Bank nominates him for Director who is an Audit and Supervisory Committee Member as the Bank judges he will appropriately fulfill his duties based on the above reasons.</p>	
2	Nobuyoshi Hasegawa (April 29, 1942) Reelection Outside Independent officer	<p>Apr. 1965 Joined Aichi Prefectural Office</p> <p>Apr. 1999 General Manager of Labor Department, Aichi Prefectural Office</p> <p>Apr. 2000 General Manager of Environment Department, Aichi Prefectural Office</p> <p>Apr. 2001 Administrator of Public Enterprises, and Managing Director, Aichi Public Enterprise Bureau, Aichi Prefectural Office</p> <p>Apr. 2002 Vice-Governor, Aichi Prefecture</p> <p>June 2006 Chairman, Credit Guarantee Corporation of Aichi Prefecture</p> <p>July 2010 Director and President, Aichi Loop Railway Co., Ltd.</p> <p>Oct. 2012 Part-time Director, Aichi University Education Research Support Foundation (current position)</p> <p>June 2016 Audit and Supervisory Board Member of the Bank</p> <p>June 2020 Director (Audit and Supervisory Committee Member) (current position)</p> <p>To the present</p>	—
		<p>[Significant concurrent positions outside the Bank]</p> <p>Part-time Director, Aichi University Education Research Support Foundation</p>	
		<p>[Reasons for nomination as candidate for outside Director who is an Audit and Supervisory Committee Member and summary of expected roles]</p>	

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Bank, and significant concurrent positions outside the Bank	Number of the Bank's shares owned
		<p>Nobuyoshi Hasegawa, who has held important positions in Aichi Prefectural Office and the like, has abundant experience and broad knowledge. In addition, he served as the chairman of the Credit Guarantee Corporation of Aichi Prefecture and has appropriate knowledge of finance and accounting. The Bank judges that he would continue to contribute to reinforcement of the effectiveness of decision making or supervisory functions of the Board of Directors, giving advice and making proposals on the Bank's management, and supervising business execution, etc. from a viewpoint independent from the executives, and accordingly the Bank nominates him for outside Director who is an Audit and Supervisory Committee Member. He is currently an outside Director who is an Audit and Supervisory Committee Member of the Bank, and at the conclusion of this meeting, his tenure as outside Director who is an Audit and Supervisory Committee Member will have been two years.</p>	

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Bank, and significant concurrent positions outside the Bank	Number of the Bank's shares owned
3	Takao Kondo (December 7, 1945) Reelection Outside Independent officer	<p>Apr. 1969 Joined the Legal Training and Research Institute of the Supreme Court of Japan</p> <p>Mar. 1971 Completed the Legal Training and Research Institute of the Supreme Court of Japan</p> <p>Apr. 1971 Registered as an attorney at law and joined Toru Motoyama Law Office</p> <p>May 1976 Established Takao Kondo Law Office (current position)</p> <p>June 2016 Audit and Supervisory Board Member of the Bank</p> <p>June 2020 Director (Audit and Supervisory Committee Member) (current position) To the present</p> <p>[Significant concurrent positions outside the Bank] Attorney at law, Takao Kondo Law Office</p> <p>[Reasons for nomination as candidate for outside Director who is an Audit and Supervisory Committee Member and summary of expected roles] Takao Kondo has abundant experience and broad knowledge in the legal world. The Bank judges that he would continue to contribute to reinforcement of the effectiveness of the decision making or supervisory functions of the Board of Directors, giving advice and making proposals on the Bank's management, and supervising business execution, etc. from a viewpoint independent from the executives, and accordingly the Bank nominates him for outside Director who is an Audit and Supervisory Committee Member. He has never been directly involved in corporate management. However, the Bank judges he will appropriately fulfill his duties based on the above reasons. He is currently an outside Director who is an Audit and Supervisory Committee Member of the Bank, and at the conclusion of this meeting, his tenure as outside Director who is an Audit and Supervisory Committee Member will have been two years.</p>	—
4	Masatoshi Sakaguchi (January 10, 1951) Reelection Outside Independent officer	<p>Apr. 1975 Joined Chubu Electric Power Co., Inc.</p> <p>July 2005 Executive Officer, General Manager of Nuclear Energy Department, Electric Power Generation Division, Chubu Electric Power Co., Inc.</p> <p>June 2006 Director, Executive Officer, General Manager of Nuclear Energy Department, Electric Power Generation Division, Chubu Electric Power Co., Inc.</p> <p>July 2007 Managing Executive Officer, General Manager of Nuclear Energy Department, Electric Power Generation Division, Chubu Electric Power Co., Inc.</p> <p>June 2009 Director, Senior Managing Executive Officer, General Manager of Electric Power Generation Division, Chubu Electric Power Co., Inc.</p> <p>June 2010 Representative Director, Vice President and Executive Officer, Chubu Electric Power Co., Inc.</p> <p>June 2017 Advisor, Chubu Electric Power Co., Inc.</p> <p>Apr. 2019 Special Advisor, Chubu Electric Power Co., Inc.</p> <p>June 2019 Audit and Supervisory Board Member of the Bank</p> <p>June 2020 Director (Audit and Supervisory Committee Member) (current position)</p>	—

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Bank, and significant concurrent positions outside the Bank	Number of the Bank's shares owned
		<p>July 2021 Special Advisor, Chubu Electric Power Co., Inc. (current position) To the present</p> <p>[Significant concurrent positions outside the Bank] Special Advisor, Chubu Electric Power Co., Inc. Chairman, The Public Foundation of Chubu Science and Technology Center</p> <p>[Reasons for nomination as candidate for outside Director who is an Audit and Supervisory Committee Member and summary of expected roles] Masatoshi Sakaguchi, who has assumed important positions as a corporate manager, has abundant experience and broad knowledge. The Bank judges that he would continue to contribute to reinforcement of the effectiveness of the decision making or supervisory functions of the Board of Directors, giving advice and making proposals on the Bank's management, and supervising business execution, etc. from a viewpoint independent from the executives, and accordingly the Bank nominates him for outside Director who is an Audit and Supervisory Committee Member. He is currently an outside Director who is an Audit and Supervisory Committee Member of the Bank, and at the conclusion of this meeting, his tenure as outside Director who is an Audit and Supervisory Committee Member will have been two years.</p>	

- Notes:
1. There is no special interest between any of the candidates and the Bank.
 2. Nobuyoshi Hasegawa, Takao Kondo, and Masatoshi Sakaguchi are candidates for outside Director.
 3. The Bank has designated Nobuyoshi Hasegawa, Takao Kondo, and Masatoshi Sakaguchi as independent officers as stipulated by the Tokyo Stock Exchange and the Nagoya Stock Exchange and has filed them with the Exchanges. If their reelection is approved, the Bank will continue to designate them as independent officers.
 4. Limited liability agreements with Director who is an Audit and Supervisory Committee Member
The Bank has, in accordance with the provisions of Article 427, paragraph (1) of the Companies Act, and Article 27 of the Articles of Incorporation of the Bank, entered into agreements on limiting liability with Nobuyoshi Hasegawa, Takao Kondo, and Masatoshi Sakaguchi. If their reelection is approved, the Bank will renew the agreements with them.
The Bank will, in accordance with the provisions of Article 427, paragraph (1) of the Companies Act, and Article 27 of the Articles of Incorporation of the Bank, enter into an agreement limiting liability with Tomoaki Oka, if this proposal is approved as originally proposed.
The outline of the agreement is as follows:
Outline of agreement limiting liability
Concerning liability provided for in the provision of Article 423, paragraph (1) of the Companies Act, when the Director acted in good faith and without gross negligence, in performing their duties, they are liable to the Bank for damages within the minimum liability amount as provided for in the provision of Article 425, paragraph (1) of the Companies Act.
 5. The Bank has concluded a liability insurance contract for officers, etc. as set forth in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The contract is to cover the insured including Directors who are Audit and Supervisory Committee Members against damages that could arise from assuming liability regarding the performance of their duties or being subject to a claim for compensation regarding the said liability. If candidates for Directors who are Audit and Supervisory Committee Members are elected and assume office, they will be the insured under the relevant insurance contract. The next time the relevant insurance contract is renewed, renewal is planned with the relevant content.

[For Reference]

1. Composition of Board of Directors and Nomination and Remuneration Committee

The composition of the Board of Directors, etc. below is prepared on the assumption that the proposal for the election of Directors (excluding Directors who are Audit and Supervisory Committee Members) and the proposal for the election of Directors who are Audit and Supervisory Committee Members at this meeting are approved as originally proposed.

Board of Directors		Nomination and Remuneration Committee
Kazumaro Kato		Member
Ichiro Fujiwara		Member
Masao Minamide		Member
Satoru Hattori		
Katsutoshi Yamamoto		
Kazu Kondo		
Hideki Mizuno		
Fumihide Yoshitomi		
Takehisa Matsubara	Outside Independent officer	Chairman
Hisako Munekata	Outside Independent officer	Member
Tomoaki Oka (Full-time Audit and Supervisory Committee Member)		
Nobuyoshi Hasegawa (Audit and Supervisory Committee Member)	Outside Independent officer	Member
Takao Kondo (Audit and Supervisory Committee Member)	Outside Independent officer	Member
Masatoshi Sakaguchi (Audit and Supervisory Committee Member)	Outside Independent officer	Member

2. Fields Especially Expected by the Bank for Directors

The list below is prepared on the assumption that the proposal for the election of Directors (excluding Directors who are Audit and Supervisory Committee Members) and the proposal for the election of Directors who are Audit and Supervisory Committee Members at this meeting are approved as originally proposed.

Name	Position	Corporate strategy	Finance and accounting	Legal affairs and risk management	Career development and Diversity	Sales strategy and marketing	International affairs and market investment	IT and systems
Kazumaro Kato	Chairman	<input type="radio"/>	<input type="radio"/>		<input type="radio"/>		<input type="radio"/>	
Ichiro Fujiwara	President	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>		
Masao Minamide	Managing Director	<input type="radio"/>	<input type="radio"/>		<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	
Satoru Hattori	Managing Director	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>				<input type="radio"/>
Katsutoshi Yamamoto	Managing Director	<input type="radio"/>	<input type="radio"/>			<input type="radio"/>	<input type="radio"/>	
Kazu Kondo	Director	<input type="radio"/>	<input type="radio"/>				<input type="radio"/>	
Hideki Mizuno	Director	<input type="radio"/>	<input type="radio"/>					<input type="radio"/>
Fumihide Yoshitomi	Director		<input type="radio"/>			<input type="radio"/>	<input type="radio"/>	
Takehisa Matsubara	Outside Director				<input type="radio"/>			
Hisako Munekata	Outside Director				<input type="radio"/>			
Tomoaki Oka	Director, Full-time Audit and Supervisory Committee Member		<input type="radio"/>	<input type="radio"/>				
Nobuyoshi Hasegawa	Outside Director and Audit and Supervisory Committee Member	<input type="radio"/>	<input type="radio"/>					

Name	Position	Corporate strategy	Finance and accounting	Legal affairs and risk management	Career development and Diversity	Sales strategy and marketing	International affairs and market investment	IT and systems
Takao Kondo	Outside Director and Audit and Supervisory Committee Member			○				
Masatoshi Sakaguchi	Outside Director and Audit and Supervisory Committee Member	○						

*Above list does not indicate all of the knowledge of Director candidates.

Proposal No. 5: Decision on Remuneration for Allotment of Shares with Restriction on Transfer to Directors (Excluding Directors Who Are Audit and Supervisory Committee Members and Outside Directors)

The amount of remuneration, etc. for the Directors of the Bank (excluding Directors who are Audit and Supervisory Committee Members) was approved at up to 270 million yen (of which, up to 30 million yen is for outside Directors, and employee salary for Directors who also serve as employees is not included) per year at the 102nd Annual General Meeting of Shareholders held on June 26, 2020, and in addition, there was approval at the 103rd Annual General Meeting of Shareholders held on June 25, 2021, for setting the amount of remuneration, etc. for stock acquisition rights as stock options for the Directors of the Bank (excluding Directors who are Audit and Supervisory Committee Members and outside Directors) at up to 70 million yen per year, separately from the amount of the above-stated remuneration, etc.

The Bank has decided to allot to the Directors of the Bank (excluding Directors who are Audit and Supervisory Committee Members and outside Directors; hereinafter referred to as “applicable Directors”) the Bank’s common shares subject to certain transfer restriction periods and the provision of the reasons for free acquisition, etc. by the Bank (hereinafter referred to as the “shares with restriction on transfer”) instead of the current stock acquisition rights as stock options as follows, in order to provide incentives for them to ensure the sustainable improvement of the corporate value of the Bank and advance sharing of values with shareholders further.

Therefore, taking into consideration all relevant matters such as the degree of contribution of the applicable Directors, the Bank would like to set the total amount of monetary remuneration receivables to be paid to the applicable Directors as remuneration, etc. for shares with restriction on transfer separately from the amount of the above-stated remuneration, etc. for Directors, at up to 70 million yen per year. In addition, on condition that this proposal is approved, the provision of the amount of remuneration, etc. regarding stock acquisition rights as stock options stated above will be abolished, and the stock acquisition rights as stock options based on the provision of the amount of such remuneration, etc. will not be newly allotted in the future. Furthermore, among the stock acquisition rights as stock options allotted to the applicable Directors under the relevant provision of the amount of remuneration, etc., for those that have not been exercised, the applicable Directors will waive all of those rights subject to approval of this proposal.

For this reason, only in the 105th fiscal year of the Bank (April 1, 2022 to March 31, 2023) (hereinafter referred to as the “current fiscal year”), as a transitional measure relating to the allotment of shares with restriction on transfer in place of the current stock acquisition rights as stock options, apart from the allotment of shares with restriction on transfer based on the amount of remuneration, etc. for the shares with restriction on transfer mentioned above, the Bank would like to allot the same number of shares with restriction on transfer as the number of common shares of the Bank (32,960 shares), which are the subject of the stock acquisition rights as stock options to be waived as stated above, to the applicable Directors as follows.

Therefore, separately from the amount of remuneration, etc. for Directors approved at the 102nd Annual General Meeting of Shareholders of the Bank held on June 26, 2020 and the amount of remuneration, etc. for the above-mentioned shares with restriction on transfer, the Bank would like to set the total amount of monetary remuneration receivables to be paid to the applicable Directors as remuneration, etc. for making such allotments at up to 200 million yen per year. This allotment involves the waiver of stock acquisition rights as stock options allotted to the applicable Directors in the past years, and does not substantially add new remuneration, etc.

Although the Bank has established a policy regarding decisions on the contents of individual remuneration, etc. for Directors at the Board of Directors meeting of the Bank held on March 24, 2021, if this proposal is approved as originally proposed, we are planning to revise the policy so that it is consistent with the approved contents. This proposal is in line with the policy after the revision, and is decided by the Board of Directors after appropriate procedures by the Nomination and Remuneration Committee. Therefore, we have determined that the contents of this proposal is appropriate.

In addition, the current number of Directors of the Bank (excluding Directors who are Audit and Supervisory Committee Members) is 11 (including 2 outside Directors), and if the approval of Proposal No. 3 is obtained, the number of Directors (excluding Directors who are Audit and Supervisory Committee Members) will be 10 (including 2 outside Directors).

Specific details and maximum number of shares with restriction on transfer for applicable Directors

1. Allotment and payment of shares with restriction on transfer

In accordance with a resolution of the Board of Directors of the Bank, the Bank will pay to applicable Directors monetary remuneration receivables up to the above annual amount as remuneration, etc. for shares with restriction on transfer, and by providing full monetary remuneration receivables by the method of contribution in kind, each applicable Director will be allotted with the shares with restriction on transfer.

The amount to be paid-in for the shares with restriction on transfer will be decided by the Board of Directors of the Bank to the extent that the amount is not particularly favorable to the applicable Directors who will subscribe for the shares with restriction on transfer based on the closing price of the Bank's common shares on the Tokyo Stock Exchange on the business day preceding the date of the resolution of the Board of Directors relating to the issuance or disposal of the relevant shares (if the transaction is not established on the applicable day, the closing price on the most recent trading day prior to the day).

In addition, the above-mentioned monetary remuneration receivables will be paid on condition that the applicable Directors have agreed to the above-mentioned in-kind contribution and have entered into a shares with restriction on transfer allotment agreement including the contents specified in 3. below.

2. The total number of shares with restriction on transfer

The total number of shares with restriction on transfer to be allotted to the applicable Directors, 40,000 shares, shall be the upper limit of the number of shares with restriction on transfer allotted in each fiscal year. In the current fiscal year, as a transitional measure for allotting shares with restriction on transfer in place of current stock acquisition rights as stock options, a total of 32,960 shares will be separately set as the upper limit.

However, if a stock split (including an allotment without compensation of the Bank's common shares) or a stock consolidation of the Bank's common stock is carried out on or after the date of the resolution of this proposal, or in any other similar case where it is necessary to make adjustments to the total number of shares with restriction on transfer to be allotted, the total number of shares with restriction on transfer may be adjusted reasonably.

3. Contents of the allotment agreement for shares with restriction on transfer

The allotment agreement for shares with restriction on transfer, which will be concluded between the Bank and the applicable Directors to whom the shares with restriction on transfer will be allotted in accordance with the resolution of the Board of Directors of the Bank when allotting shares with restriction on transfer, shall include the following contents.

(1) Details of transfer restrictions

The applicable Director must not transfer, set a pledge on, set a transfer security right on, give during life, bequeath, or perform any other disposition (hereinafter referred to as "transfer restriction") of the shares with restriction on transfer allotted to said applicable Director (hereinafter referred to as the "Allotted Shares") to a third party during the period from the date of issuance of the shares with restriction on transfer to the date of resignation from the position of Director of the Bank (hereinafter referred to as the "transfer restriction period").

(2) Acquisition without compensation of shares with restriction on transfer

If the applicable Director resigns as a Director of the Bank on and after the commencement date of the transfer restriction period and before the day preceding the date of the Annual General Meeting of Shareholders of the Bank, which comes first after the commencement date of the transfer restriction period, unless there is a justifiable reason determined by the Board of Directors of the Bank, the Bank shall naturally acquire the Allotted Shares without compensation.

In addition, if the transfer restriction on any of the Allotted Shares has not been lifted based on the grounds for lifting the transfer restriction in (3) below when the transfer restriction period in (1) above has expired, the Bank shall naturally acquire the shares without compensation.

(3) Lifting of transfer restrictions

The Bank shall lift the transfer restriction for all of the Allotted Shares on condition that the applicable Director has been a Director of the Bank continuously from the commencement date of the transfer restriction period until the date of the Annual General Meeting of Shareholders of the Bank which comes first after the commencement date of the transfer restriction period, as of the point of time when the transfer restriction period expires.

However, if an applicable Director resigns as a Director of the Bank due to reasons deemed justifiable by the Board of Directors of the Bank in the period between the commencement date of the transfer restriction period and the day before the date of the Annual General Meeting of Shareholders of the Bank that comes first after the commencement date of the transfer restriction period, the number of Allotted Shares for which the transfer restriction will be lifted and the timing for lifting the transfer restriction shall be reasonably adjusted as necessary.

(4) Handling in organizational restructuring, etc.

During the transfer restriction period, if a proposal for a merger agreement in which the Bank will become an extinguished company, a share exchange agreement in which the Bank will become a wholly owned subsidiary, a share transfer plan, and other reorganization, etc. is approved at the Bank's General Meeting of Shareholders (or by the Board of Directors of the Bank, if the said reorganization, etc. does not require approval by the Bank's General Meeting of Shareholders), the transfer restrictions will be lifted prior to the effective date of the organizational restructuring, etc., by a resolution of the Board of Directors of the Bank, for the Allotted Shares in numbers specified reasonably considering the period between the commencement date of the transfer restriction period and the date of approval of the relevant reorganization, etc.

In this case, the Bank will naturally acquire without compensation the Allotted Shares for which the transfer restrictions have not been lifted as of the point of time immediately after the transfer restrictions have been lifted, based on the above provisions.