

This is a partial translation of the original Japanese “Notice of the 7th Ordinary General Meeting of Shareholders” prepared for the convenience of non-resident shareholders. Should there be any discrepancy between any part of this translation and the original Japanese text, the latter shall prevail.

Securities code: 7186

May 26, 2023

Start date of measures for electronic provision: May 22, 2023

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

NOTICE OF THE 7TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholder,

We are pleased to announce the 7th Ordinary General Meeting of Shareholders of Concordia Financial Group, Ltd. (the Company), which will be held as described hereunder.

When convening this General Meeting of Shareholders, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (items for which the measures for providing information in electronic format are to be taken) in electronic format, and posts this information on “The 7th Ordinary General Meeting of Shareholders to be held on June 21, 2023” under “Shareholders Meeting Information” on the Company’s website. Please access the Company’s website to review the information.

The Company’s website:

<https://www.concordia-fg.jp/shareholder/stock/meeting/index.html> (in Japanese)

In addition to posting items subject to measures for electronic provision on the website listed above, the Company also posts this information on the website of Tokyo Stock Exchange, Inc. (TSE). To access this information from the latter website, access the TSE website (Listed Company Search) by using the internet address shown below. Enter “Concordia Financial Group, Ltd.” in “Issue name (company name)” or “7186” in “Code,” and click “Search.” Then click “Basic information” and select “Documents for public inspection/PR information.”

TSE website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

If you are not attending the meeting, you may exercise your voting rights via the Internet or in writing. Please review the “Reference Material for the General Meeting of Shareholders” and exercise your voting rights by 5:00 p.m. on Tuesday, June 20, 2023 (JST).

Yours faithfully,

MEETING AGENDA

- 1. Date and Time:** 10:00 a.m., Wednesday, June 21, 2023 (JST)
(The reception for attendees begins at 9:00 a.m.)
- 2. Venue:** The Bank of Yokohama's head office, Hamagin Hall "VIA MARE"
3-1-1, Minatomirai, Nishi-ku, Yokohama, Kanagawa
- 3. Agenda:**
- Matters to be reported* The Business Report, the Consolidated Financial Statements, the Financial Statements and the Audit Report of Accounting Auditors and Audit & Supervisory Board regarding the Consolidated Financial Statements for the 7th Term (April 1, 2022 to March 31, 2023)
- Matters to be resolved* Proposal 1: Election of Eight (8) Directors
Proposal 2: Election of One (1) Audit & Supervisory Board Member

4. Instructions for the exercise of your voting rights:

(1) In relation to this General Meeting of Shareholders, regardless of whether or not there has been a request for the delivery of paper-based documents, the Company has sent these paper-based documents for delivery that state the items subject to measures for electronic provision to all shareholders. However, in accordance with provisions of laws and regulations and Article 15 of the Company's Articles of Incorporation, the following matters are not provided.

- (i) Following matters in the Business Report
Part of "Current Status of the Company," part of "Corporate Officers (Directors and Audit & Supervisory Board Members)," "Company Shares," "Matters Concerning Stock Acquisition Rights," "Accounting Auditor," "Basic Policy on Persons who Control Decisions on Financial and Business Policies," "Systems to Ensure the Appropriateness of Business Operations," "Specified Wholly-owned Subsidiaries," "Transactions with Parent Company, etc.," and "Accounting Advisor."
- (ii) Consolidated Financial Statements
- (iii) Financial Statements
- (iv) Audit Reports

Accordingly, this material is part of the documents included in the scope of audits by the Audit & Supervisory Board Members and the Accounting Auditors when they create their respective audit reports.

(2) If revisions to the items subject to measures for electronic provision arise, the content of the revision will be posted on each of websites posting those items.

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- ◎ Please be aware that **non-shareholders of the Company** such as people accompanying shareholders and children **may not attend the General Meeting of Shareholders.**
 - ◎ We may refuse entry to people who are deemed to have a fever, who have the relevant symptoms or who are considered to be in poor health.
 - ◎ On the day of the General Meeting of Shareholders, the Company personnel will be dressed “cool-biz” style, or in suits without neckties.
 - ◎ Please be understanding in advance that no gift will be provided for shareholders at the meeting.
 - ◎ When inside the venue, please refrain from taking photographs or recording audio using a camera, smartphone or mobile telephone.
 - ◎ The results of the resolutions will be posted on the Company’s website at a later date.
 - ◎ The video we will show on the day of the meeting will be streamed online on the Company website on Wednesday, June 14, 2023 (planned).
 - ◎ Shareholders will be able to view a live stream of the General Meeting of Shareholders available exclusively to them. Afterwards, we plan to post the meeting for viewing on the Company’s website.
 - ◎ Our response may change up until the day of the General Meeting of Shareholders due to various conditions. Please check the Company’s website for updates.

The Company’s website	https://www.concordia-fg.jp/ (in Japanese)
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The live streaming site	https://sswp.smartstream.ne.jp/concordia7/ (in Japanese)
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Guidance for Exercise of Voting Rights

Please exercise your voting rights after reviewing the Reference Material for the General Meeting of Shareholders contained within the items subject to electronic provision. You may exercise your voting rights by one of the following three methods.

[Voting via the Internet]

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

Exercise due date:

By 5:00 p.m., Tuesday, June 20, 2023 (JST)

[Submitting Voting Form by postal mail]

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

Exercise due date:

To be received by 5:00 p.m., Tuesday, June 20, 2023 (JST)

[Attending the General Meeting of Shareholders]

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

Date and time of the General Meeting of Shareholders:

10:00 a.m., Wednesday, June 21, 2023 (JST)

- If you exercise your voting rights both by postal mail and via the Internet, the vote via the Internet shall be deemed valid.
- If you exercise your voting rights more than once via the Internet, only the last vote shall be deemed valid.
- In the event that your approval or disapproval of each proposal is not indicated on the voting form, it shall be considered as an indication of approval.
- If you exercise your voting rights by proxy, you must delegate a proxy who is a shareholder with voting rights in the Company. Only one proxy per shareholder is permissible.
- In the event that you exercise your voting rights diversely, please notify the Company at least three days prior to the General Meeting of Shareholders stating your intention of diverse exercise and the reasons for doing so.

For Institutional investors

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

Reference Material for the General Meeting of Shareholders

Proposal 1: Election of Eight (8) Directors

The term of office of all seven (7) Directors will expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the Company requests that shareholders elect eight (8) Directors. The candidates for Director are as follows.

In addition, all of the three candidates for Outside Director satisfy the requirements of “The Criteria for Independence of Outside Officers” established by the Company. (Please refer to page 19 for these criteria)

Candidate No.		Name	Gender		Current position and principal duty in the Company
1	Reelection	Tatsuya Kataoka	Male		Representative Director and President
2	Reelection	Yoshiyuki Oishi	Male		Representative Director
3	Reelection	Nobuo Onodera	Male		Director In charge of Corporate Planning Department In charge of Group Sustainability Promotion
4	New election	Tomoki Arai	Male		Executive Officer In charge of Group Function (market & international department) Reinforcement
5	New election	Toshihiko Onuki	Male		Executive Officer In charge of ICT Management Department In charge of System Project Implementation General Manager, ICT Management Department
6	Reelection	Mitsuru Akiyoshi	Male	Outside Independent Officer	Director
7	Reelection	Yoshinobu Yamada	Male	Outside Independent Officer	Director
8	Reelection	Mami Yoda	Female	Outside Independent Officer	Director

Date of birth: January 2, 1967 (Age: 56)

Current position and principal duty in the Company: Representative Director and President

Number of Company shares held: Common stocks 35,200

: Potential number of additional shares of common stocks^(Note) 47,674

(Note) "Potential number of additional shares of common stocks" refers to the number of shares equivalent to the points granted and vested by the stock compensation system using a trust.

Status of attendance to Board of Directors meeting (since assuming the office of Director):

11/11 (100%)

Career Summary:

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

■ Reasons for nomination as candidate for Director

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

■ Important concurrent positions

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

Candidate
No.

2 Yoshiyuki Oishi

Reelection

Date of birth: April 12, 1962 (Age: 61)

Current position and principal duty in the Company: Representative Director

Number of Company shares held: Common stocks 95,900

: Potential number of additional shares of common stocks^(Note) 53,613

(Note) "Potential number of additional shares of common stocks" refers to the number of shares equivalent to the points granted and vested by the stock compensation system using a trust.

Status of attendance to Board of Directors meeting (FY2022): 14/14 (100%)

Career Summary:

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

■ Reasons for nomination as candidate for Director

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

■ Important concurrent positions

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

Candidate
No.

3 Nobuo Onodera

Reelection

Date of birth: June 3, 1971 (Age: 51)

Current position and principal duty in the Company: Director in charge of Corporate Planning Department and Group Sustainability Promotion

Number of Company shares held: Common stocks 15,900

: Potential number of additional shares of common stocks^(Note)20,333

(Note) “Potential number of additional shares of common stocks” refers to the number of shares equivalent to the points granted and vested by the stock compensation system using a trust.

Status of attendance to Board of Directors meeting (since assuming the office of Director): 11/11 (100%)

Career Summary:

- Apr. 1995 Joined The Bank of Yokohama, Ltd.
- Apr. 2017 Became General Manager, Mizonokuchi Branch of The Bank of Yokohama, Ltd.
- Oct. 2018 Became Senior Deputy General Manager, Corporate Planning Department of The Bank of Yokohama, Ltd. and Senior Manager, Corporate Planning Department of the Company
- Apr. 2019 Became General Manager, Office for Planning Business Strategy, Corporate Planning Department of the Company and Deputy General Manager in charge of Corporate Planning Department of The Bank of Yokohama, Ltd.
- Dec. 2019 Became General Manager, Corporate Planning Department of the Company and General Manager, Corporate Planning Department of The Bank of Yokohama, Ltd.
- Apr. 2021 Became Executive Officer and General Manager, Business Strategy Department of The Bank of Yokohama, Ltd.
- Apr. 2022 Became Executive Officer of the Company
Became Director and Executive Officer of The Bank of Yokohama, Ltd.
- June 2022 Became Director of the Company
- Apr. 2023 Became Director in charge of Corporate Planning Department and Group Sustainability Promotion of the Company (incumbent)
Became Representative Director and Managing Executive Officer in charge of Corporate Planning Department, businesses related to the Regional Banks Association of Japan, and promotion of the Bank’s sustainability of The Bank of Yokohama, Ltd. (incumbent)

■ Reasons for nomination as candidate for Director

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

■ Important concurrent positions

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

Candidate
No.

4 Tomoki Arai

New election

Date of birth: November 1, 1971 (Age: 51)

Current position and principal duty in the Company: Executive Officer in charge of Group Function (market & international department) Reinforcement

Number of Company shares held: Common stocks 23,800

: Potential number of additional shares of common stocks^(Note) 29,901

(Note) “Potential number of additional shares of common stocks” refers to the number of shares equivalent to the points granted and vested by the stock compensation system using a trust.

Status of attendance to Board of Directors meeting: –

Career Summary:

Apr. 1994 Joined The Bank of Yokohama, Ltd.
Aug. 2016 Became General Manager, Tsujido Branch of The Bank of Yokohama, Ltd.
Apr. 2018 Became Directing Manager, Corporate Planning Department of the Company
Apr. 2019 Became General Manager, Financial Market Department of The Bank of Yokohama, Ltd.
Dec. 2019 Became Executive Officer and General Manager, Financial Market Department of The Bank of Yokohama, Ltd.
Apr. 2021 Became Executive Officer of The Higashi-Nippon Bank, Ltd.
(Retired from office in March 2023)
Apr. 2022 Became Executive Officer of the Company
Became Managing Executive Officer of The Bank of Yokohama, Ltd.
Apr. 2023 Became Executive Officer in charge of Group Function (market & international department) Reinforcement of the Company (incumbent)
Became Director and Managing Executive Officer in charge of Financial Market Department and International Sales Department of The Bank of Yokohama, Ltd. (incumbent)

■ Reasons for nomination as candidate for Director

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

■ Important concurrent positions

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

Candidate
No.

5 Toshihiko Onuki

New election

Date of birth: January 6, 1969 (Age: 54)

Current position and principal duty in the Company: Executive Officer in charge of ICT Management Department and System Project Implementation, and General Manager, ICT Management Department

Number of Company shares held: Common stocks 23,300

: Potential number of additional shares of common stocks^(Note) 25,483

(Note) "Potential number of additional shares of common stocks" refers to the number of shares equivalent to the points granted and vested by the stock compensation system using a trust.

Status of attendance to Board of Directors meeting: –

Career Summary:

Apr. 1991 Joined The Bank of Yokohama, Ltd.
Apr. 2016 Became Deputy General Manager in charge of IT Management Department of The Bank of Yokohama, Ltd.
Apr. 2017 Became Senior Deputy General Manager, ICT Planning and Promotion Department of The Bank of Yokohama, Ltd.
Apr. 2018 Became Deputy General Manager in charge of ICT Planning and Promotion Department of The Bank of Yokohama, Ltd.
Apr. 2019 Became General Manager, ICT Management Department of the Company and General Manager, ICT Planning and Promotion Department of The Bank of Yokohama, Ltd.
May 2020 Became Executive Officer and General Manager, ICT Management Department of the Company
 Became Executive Officer and General Manager, ICT Planning and Promotion Department of The Bank of Yokohama, Ltd.
 Became Executive Officer of The Higashi-Nippon Bank, Ltd.
Apr. 2021 Became Executive Officer and General Manager, IT Management Department of The Higashi-Nippon Bank, Ltd.
Apr. 2022 Became Executive Officer of The Higashi-Nippon Bank, Ltd.
 (Retired from office in March 2023)
Apr. 2023 Became Executive Officer in charge of ICT Management Department and System Project Implementation, and General Manager, ICT Management Department of the Company (incumbent)
 Became Managing Executive Officer in charge of ICT Planning and Promotion Department, and promotion of the Bank's system projects and General Manager, ICT Planning and Promotion Department of The Bank of Yokohama, Ltd. (incumbent)

■ Reasons for nomination as candidate for Director

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

■ Important concurrent positions

Managing Executive Officer of The Bank of Yokohama, Ltd.

Candidate
No.

6 Mitsuru Akiyoshi

Reelection Outside
Independent Officer

Date of birth: January 9, 1956 (Age: 67)

Current position and principal duty in the Company: Director

Number of Company shares held: Common stocks 4,500

Status of attendance to Board of Directors meeting (FY2022): 14/14 (100%)

Career Summary:

Apr. 1978 Joined Marubeni Corporation

Apr. 2007 Became Executive Officer of Marubeni Corporation

Apr. 2009 Became Managing Executive Officer of Marubeni Corporation

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

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

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

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

Became Chief Executive Officer, Consumer Products Group of Marubeni Corporation

Apr. 2018 Became Senior Consultant, Director of Marubeni Corporation

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

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

June 2019 Became Outside Director of the Company (incumbent)

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

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

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

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

■ Important concurrent positions

Advisor (part-time) of Mizuho Marubeni Leasing Corporation

Outside Audit & Supervisory Board Member of INPEX CORPORATION

■ Independence of the candidate

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

■ Others

Mitsuru Akiyoshi's term of office as Outside Director of the Company will be four (4) years upon the conclusion of this Ordinary General Meeting of Shareholders.

Candidate
No.

7

Yoshinobu Yamada

Reelection Outside
Independent Officer

Date of birth: August 5, 1955 (Age: 67)

Current position and principal duty in the Company: Director

Number of Company shares held: Common stocks 3,600

Status of attendance to Board of Directors meeting (FY2022): 14/14 (100%)

Career Summary:

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

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

Mar. 1995 Became Vice President of Smith New Court Securities

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

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

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

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

June 2020 Became Outside Director of the Company (incumbent)

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

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

■ Important concurrent positions

None

■ Independence of the candidate

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

■ Others

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

Candidate
No.

8

Mami Yoda

(Name on family register: Mami Fukasawa)

Reelection Outside
Independent Officer

Date of birth: March 29, 1961 (Age: 62)

Current position and principal duty in the Company: Director

Number of Company shares held: Common stocks 5,800

Status of attendance to Board of Directors meeting (FY2022): 14/14 (100%)

Career Summary:

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

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

Apr. 2000 Became Director of S&P International LLC

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

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

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

June 2020 Became Outside Director of the Company (incumbent)

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

June 2022 Became Director (non- executive) of The Bank of Yokohama, Ltd. (incumbent)

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

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

■ Important concurrent positions

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

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

Director (non- executive) of The Bank of Yokohama, Ltd.

■ Independence of the candidate

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

■ Others

1. Mami Yoda serves as Director (non- executive) at the Bank of Yokohama, Ltd., which is a specified affiliated business operator for the Company (subsidiary).
2. Mami Yoda's term of office as Outside Director of the Company will be three (3) years upon the conclusion of this Ordinary General Meeting of Shareholders.

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

2. Regarding the execution of limited liability agreements

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

3. Regarding directors and officers liability insurance policy

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

Proposal 2: Election of One (1) Audit & Supervisory Board Member

Of the five (5) current Audit & Supervisory Board Members, the term of office of Kazuhiro Maehara will expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the Company requests that shareholders elect one (1) Audit & Supervisory Board Member. The candidate for Audit & Supervisory Board Member is as follows.

We obtained unanimous consent from Audit & Supervisory Board prior to making this proposal.

Candidate	Kazuhiro Maehara	Reelection
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Date of birth: September 28, 1964 (Age: 58)

Current position in the Company: Full-time Audit & Supervisory Board Member

Number of Company shares held: Common stocks 29,300

Status of attendance to Board of Directors meeting (FY2022): 14/14 (100%)

Status of attendance to Audit & Supervisory Board meeting (FY2022): 13/13 (100%)

Career Summary:

Apr. 1988 Joined The Bank of Yokohama, Ltd.

Aug. 2008 Became General Manager, Management Support Office, Credit Department of The Bank of Yokohama, Ltd.

Apr. 2009 Became Deputy General Manager in charge of Credit Department of The Bank of Yokohama, Ltd.

Apr. 2010 Became Deputy General Manager in charge of Business Division Head Office of The Bank of Yokohama, Ltd.

May 2011 Became Deputy General Manager in charge of Business Planning Department of The Bank of Yokohama, Ltd.

Nov. 2012 Became General Manager, Kamata Branch, and Kamata Area Manager of The Bank of Yokohama, Ltd.

Apr. 2015 Became Chief Secretariat, Block & Branch Support Department, Business Division Head Office of The Bank of Yokohama, Ltd.

Apr. 2016 Became Executive Officer and General Manager, Risk Management Department of The Bank of Yokohama, Ltd.

Oct. 2016 Became Executive Officer and General Manager, Risk Management Department of the Company

(Retired from office in January 2017)

Apr. 2017 Became Executive Officer and Senior Deputy General Manager, Business Division Head Office of The Bank of Yokohama, Ltd.

(Retired from office in March 2018)

Apr. 2018 Became Executive Officer and General Manager, Risk Management Department of the Company

(Retired from office in March 2019)

June 2019 Became Full-time Audit & Supervisory Board Member of the Company (incumbent)

■ Reasons for nomination as candidate for Audit & Supervisory Board Member

Kazuhiro Maehara possesses substantial experience and deep insight relating to the management and control of the Group and the operation of its businesses, including working in such areas as the risk management department, sales department and credit department as an employee of the Group. In addition, he possesses substantial experience as Audit & Supervisory Board Member of the Company. We believe that by utilizing this experience and insight, he will be able to audit the execution of duties by Directors of the Company accurately, fairly and efficiently, in addition to contributing to ensuring the sound, sustainable growth of the Group, and have therefore nominated him as a candidate for Audit & Supervisory Board Member.

■ Important concurrent positions

None

(Notes) 1. There is no special interest between the candidate for Audit & Supervisory Board Member and the Company.

2. Regarding the execution of limited liability agreements

The Company has concluded an agreement with a candidate for Audit & Supervisory Board Member Kazuhiro Maehara, to limit the liability for damages as provided for in Paragraph 1, Article 423 of the Companies Act to be the minimum liability amount as provided for in Paragraph 1, Article 425 of the Companies Act if he has acted in good faith and without gross negligence in performing the duties. If he is elected as Audit & Supervisory Board Member, the Company shall conclude the aforementioned agreement with him.

3. Regarding directors and officers liability insurance policy

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

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

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

The specialization and experience required by the Company are considered to be "Regional operations," which is essential for understanding the business models of subsidiaries that are regional financial institutions; "Corporate planning and organizational management," "Legal affairs and risk management," and "Finance and accounting," which are universally required for corporate management; and "International and market operation," and "ICT and digital (DX)," which are required to provide more advanced expertise necessary to respond to the changing business environment. The following table presents the details of the combination of skills possessed by the Board of Directors as a whole and the skills possessed by each individual, including the Audit & Supervisory Board Members and Executive Officers, which effectively make up the membership of the Company's Board of Directors along with the Directors.

Name	Position	Specialization and experience					
		Corporate planning and organizational management	Regional operations	Legal affairs and risk management	Finance and accounting	International and market operation	ICT and digital (DX)
Tatsuya Kataoka	Representative Director and President	●	●		●	●	
Yoshiyuki Oishi	Representative Director	●	●	●	●		
Nobuo Onodera	Director	●	●		●		●
Tomoki Arai	Director		●		●	●	
Toshihiko Onuki	Director						●
Mitsuru Akiyoshi	Director (Outside)	●		●	●	●	●
Yoshinobu Yamada	Director (Outside)			●	●	●	●
Mami Yoda	Director (Outside)	●		●	●	●	

Name	Position	Specialization and experience					
		Corporate planning and organizational management	Regional operations	Legal affairs and risk management	Finance and accounting	International and market operation	ICT and digital (DX)
Kazuhiro Machara	Full-time Audit & Supervisory Board Member		●	●	●		
Mitsuhiro Hara	Audit & Supervisory Board Member		●	●			
Keiichiro Hashimoto	Audit & Supervisory Board Member (Outside)	●		●	●	●	●
Seiichi Fusamura	Audit & Supervisory Board Member (Outside)	●		●			
Mayumi Noguchi	Audit & Supervisory Board Member (Outside)			●	●		
Yutaro Koshiba	Executive Officer		●	●			
Kazuhiro Sukegawa	Executive Officer		●				
Toshiya Kubota	Executive Officer		●				
Kazumi Nobe	Executive Officer			●	●		

- (Notes) 1. The positions of Director and Audit & Supervisory Board Member describe the positions to be appointed.
2. The details of each skill are found in the table below.

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

(Reference)

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

● The Criteria for Independence of Outside Officers

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

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

(Reference)

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

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

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

Consolidated Balance Sheets

(Unit: Millions of Yen)

	As of March 31, 2022	As of March 31, 2023
Assets :		
Cash and due from banks	5,637,213	6,426,095
Call loans and bills bought	119,366	108,146
Monetary claims bought	26,930	24,747
Trading assets	4,908	3,266
Securities	2,718,311	2,868,336
Loans and bills discounted	14,997,171	15,750,299
Foreign exchanges	27,200	25,230
Lease receivables and investment assets	71,841	74,730
Other assets	232,855	239,020
Tangible fixed assets	167,834	164,406
Buildings, net	61,443	58,952
Land	94,658	93,184
Construction in progress	327	1,738
Other tangible fixed assets	11,404	10,530
Intangible fixed assets	16,649	17,450
Software	16,258	17,074
Other intangible fixed assets	391	375
Net defined benefit asset	54,213	44,629
Deferred tax assets	20,387	30,540
Customers' liabilities for acceptances and guarantees	40,762	35,499
Allowance for loan losses	(74,855)	(82,845)
Total assets	24,060,792	25,729,552

(Unit: Millions of Yen)

	As of March 31, 2022	As of March 31, 2023
Liabilities :		
Deposits	19,045,992	19,441,721
Negotiable certificates of deposit	309,470	303,670
Call money and bills sold	856,869	1,998,420
Payables under repurchase agreements	10,915	66,194
Payables under securities lending transactions	64,530	163,659
Trading liabilities	33	52
Borrowed money	2,217,421	2,176,516
Foreign exchanges	462	458
Bonds payable	80,000	60,000
Due to trust account	26,152	34,603
Other liabilities	217,576	261,622
Provision for bonuses	4,818	4,591
Provision for directors' bonuses	40	46
Provision for share-based compensation	430	245
Net defined benefit liability	602	677
Provision for reimbursement of deposits	1,593	2,229
Provision for contingent losses	2,109	1,716
Reserves under special laws	25	25
Deferred tax liabilities	33	73
Deferred tax liabilities for land revaluation	16,325	16,270
Acceptances and guarantees	40,762	35,499
Total liabilities	22,896,166	24,568,296
Net assets :		
Capital stock	150,078	150,078
Capital surplus	247,365	247,364
Retained earnings	708,456	741,440
Treasury shares	(4,292)	(17,366)
Total shareholders' equity	1,101,608	1,121,517
Valuation difference on available-for-sale securities	11,355	(10,342)
Deferred gains or losses on hedges	3,020	3,457
Revaluation reserve for land	36,487	36,360
Foreign currency translation adjustment	421	779
Remeasurements of defined benefit plans	5,703	3,657
Total accumulated other comprehensive income	56,987	33,913
Subscription rights to shares	30	8
Non-controlling interests	6,000	5,815
Total net assets	1,164,626	1,161,255
Total liabilities and net assets	24,060,792	25,729,552

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

(Unit: Millions of Yen)

	For the year ended March 31, 2022	For the year ended March 31, 2023
Ordinary income	286,979	312,983
Interest income	172,123	197,061
Interest on loans and bills discounted	141,246	156,255
Interest and dividends on securities	22,915	27,808
Interest on call loans and bills bought	257	1,391
Interest on deposits with banks	5,595	6,732
Other interest income	2,109	4,874
Trust fees	252	266
Fees and commissions	68,671	70,670
Trading income	3,218	1,317
Other ordinary income	34,611	35,797
Other income	8,100	7,869
Recoveries of written off claims	1,677	2,342
Other	6,423	5,526
Ordinary expenses	204,722	233,112
Interest expenses	5,409	29,247
Interest on deposits	2,139	10,809
Interest on negotiable certificates of deposit	19	18
Interest on call money and bills sold	480	2,984
Interest on payables under repurchase agreements	16	566
Interest on payables under securities lending transactions	243	2,876
Interest on borrowings and rediscounts	403	2,896
Interest on bonds	477	371
Other interest expenses	1,629	8,723
Fees and commissions payments	14,998	14,515
Trading expenses	4	15
Other ordinary expenses	37,136	44,899
General and administrative expenses	131,131	125,540
Other expenses	16,040	18,895
Provision of allowance for loan losses	5,142	12,021
Other	10,898	6,873
Ordinary profit	82,257	79,870
Extraordinary income	546	2,910
Gain on disposal of non-current assets	546	755
Gain on return of assets from retirement benefits trust	–	2,154
Extraordinary losses	4,219	2,247
Loss on disposal of non-current assets	3,963	2,054
Impairment loss	255	193
Other	0	–
Profit before income taxes	78,584	80,533
Income taxes - current	21,954	24,279
Income taxes - deferred	2,284	48
Total income taxes	24,238	24,327
Profit	54,345	56,205
Profit attributable to non-controlling interests	464	45
Profit attributable to owners of parent	53,881	56,159

(Consolidated Statements of Comprehensive Income)

(Unit: Millions of Yen)

	For the year ended March 31, 2022	For the year ended March 31, 2023
Profit	54,345	56,205
Other comprehensive income	(24,185)	(22,947)
Valuation difference on available-for-sale securities	(33,305)	(21,697)
Deferred gains or losses on hedges	4,340	437
Remeasurements of defined benefit plans	3,909	(2,040)
Share of other comprehensive income of entities accounted for using equity method	870	353
Comprehensive income	30,160	33,257
(Comprehensive income attributable to)		
Comprehensive income attributable to owners of parent	29,695	33,212
Comprehensive income attributable to non-controlling interests	464	45

Consolidated Statements of Changes in Net Assets
For the year ended March 31, 2022

(Unit: Millions of Yen)

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

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

For the year ended March 31, 2023

(Unit: Millions of Yen)

	Shareholders' equity				
	Capital stock	Capital surplus	Retained earnings	Treasury shares	Total shareholders' equity
Balance at beginning of current period	150,078	247,365	708,456	(4,292)	1,101,608
Changes of items during period					
Dividends of surplus			(23,301)		(23,301)
Profit attributable to owners of parent			56,159		56,159
Purchase of treasury shares				(13,402)	(13,402)
Disposal of treasury shares		(0)		328	327
Reversal of revaluation reserve for land			126		126
Net changes of items other than shareholders' equity					
Total changes of items during period	-	(0)	32,984	(13,074)	19,909
Balance at end of current period	150,078	247,364	741,440	(17,366)	1,121,517

	Accumulated other comprehensive income						Subscription rights to shares	Non-controlling interests	Total net assets
	Valuation difference on available-for-sale securities	Deferred gains or losses on hedges	Revaluation reserve for land	Foreign currency translation adjustment	Remeasurements of defined benefit plans	Total accumulated other comprehensive income			
Balance at beginning of current period	11,355	3,020	36,487	421	5,703	56,987	30	6,000	1,164,626
Changes of items during period									
Dividends of surplus									(23,301)
Profit attributable to owners of parent									56,159
Purchase of treasury shares									(13,402)
Disposal of treasury shares									327
Reversal of revaluation reserve for land									126
Net changes of items other than shareholders' equity	(21,697)	437	(126)	358	(2,045)	(23,073)	(21)	(184)	(23,279)
Total changes of items during period	(21,697)	437	(126)	358	(2,045)	(23,073)	(21)	(184)	(3,370)
Balance at end of current period	(10,342)	3,457	36,360	779	3,657	33,913	8	5,815	1,161,255