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Securities Code: 7380

May 31, 2023

(Electronic provision of information will start on: May 23, 2023)

To Shareholders with Voting Rights:

Naoki Ikeda
President and Representative
Director
Juroku Financial Group, Inc.
8-26, Kandamachi,
Gifu-shi, Gifu, Japan

**NOTICE OF CONVOCATION OF
THE 2ND ANNUAL GENERAL MEETING OF SHAREHOLDERS**

We are pleased to inform you that the 2nd Annual General Meeting of Shareholders of the Company will be held for the purposes as described below.

In convening this meeting, the Company has taken measures for electronic provision, and matters to be provided electronically (“Information in Electronic Format”) are posted on the following website.

The Company’s website: <https://www.16fg.co.jp/english/>

In addition to the above, the information is also posted on the following website.

Tokyo Stock Exchange website: <https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

Please access the website shown above, enter the Company’s name or securities code to search, select “Basic information” and go to “Documents for public inspection/PR information” to confirm the information.

Instead of attending the meeting, you can also exercise your voting rights in writing by submitting the Voting Rights Exercise Form, or via electromagnetic means (the Internet, etc.). Please review the Reference Documents for the General Meeting of Shareholders stated in the Information in Electronic Format, and exercise your voting rights.

- 1. Date and Time:** 10:00 a.m. (JST) on Friday, June 16, 2023
- 2. Place:** 3F Conference Room, The Juroku Bank Head Office, 8-26 Kandamachi, Gifu-shi, Gifu, Japan
- 3. Meeting Agenda:**
Matters to be reported: The Business Report, the Consolidated Financial Statements and the Non-consolidated Financial Statements for the Company's 2nd Fiscal Year (from April 1, 2022 to March 31, 2023) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Committee

Proposals to be resolved:

- Proposal No. 1:** Election of Eight (8) Directors (excluding Directors who are Members of the Audit & Supervisory Committee)
- Proposal No. 2:** Election of Three (3) Directors who are Members of the Audit & Supervisory Committee
- Proposal No. 3:** Election of One (1) Substitute Director who is a Member of the Audit & Supervisory Committee
- Proposal No. 4:** Disposition of Treasury Stock through Third-Party Allotment with the Purpose of Supporting the Social Contribution Activities of the Juroku Foundation for Regional Promotion

End

Notice Regarding Attendance at the Meeting

- A decision about whether to wear a mask is basically left to the discretion of each shareholder who will be attending the meeting.
- Please feel free to use the thermographic temperature scanning machine and alcohol-based sanitizer that will be available at the hall.

Live Broadcast Information

- The shareholders meeting will be broadcast live. Please see the enclosed information for more details.
- The shareholders meeting can also be streamed at a later date for those who are unable to watch the live broadcast.
- Information on subsequent streaming (on-demand) will be published on our website.

Information in Electronic Format

Following the amendment to the Companies Act, shareholders are asked to confirm the Information in Electronic Format by accessing the Company's website and the website of Tokyo Stock Exchange as a general rule. We also decided to send the paper copy only to shareholders who have requested it by the record date. However, for this General Meeting of Shareholders, we sent a document that contains the Information in Electronic Format uniformly to all shareholders, regardless of whether there was a request for the paper copy. Among the Information in Electronic Format, the following items are posted only on the Company's website in accordance with laws and regulations as well as Article 16 of the Articles of Incorporation of the Company, and are therefore not included in this document.

- 1) Matters Concerning the Company's Stock Acquisition Rights, etc.,
Basic Policy for Persons Who Control Decisions on Financial and Business Policies,
System to Ensure Appropriate Operations,
Overview of Management Status of System to Ensure Appropriate Operations,
Matters Concerning Specified Wholly-Owned Subsidiaries,
Matters Concerning Transactions with the Parent Company, etc., and
Matters Concerning Accounting Advisors in the Business Report
- 2) Consolidated Statement of Changes in Equity and the Notes to the Consolidated Financial Statements as part of the Consolidated Financial Statements
- 3) Non-consolidated Statement of Changes in Equity and the Notes to the Non-consolidated Financial Statements as part of the Non-consolidated Financial Statements

Accordingly, the documents contained in this paper copy are part of the Consolidated Financial Statements and the Non-consolidated Financial Statements audited by the Accounting Auditor in preparing its audit report, and are also part of the Business Report, the Consolidated Financial Statements and the Non-consolidated Financial Statements audited by the Audit & Supervisory Committee in preparing its audit report.

Notice concerning dividend

Pursuant to the provisions of the Articles of Incorporation, the Company has decided at the Board of Directors' meeting held on May 11, 2023 as follows.

1. Year-end dividends
70 yen per share
2. Effective date (date to commence dividend payment)
June 1, 2023

Annual dividend
[Reference] 130 yen per share

It was resolved that the year-end dividend for the fiscal year ended March 31, 2023 will be 70 yen per share. The effective date (to commence dividend payment) was resolved to be June 1, 2023. As we have paid the interim dividend of 60 yen per share, the annual dividend for the current fiscal year will be 130 yen per share.

From the current fiscal year, we decided to move the effective date (to commence dividend payment) forward, from the day after the Annual General Meeting of Shareholders, which was the norm until the previous fiscal year. "Receipt of year-end dividend" (for those who specify bank transfer, "Year-end dividend calculation notice" and "Confirmation of the account for dividend transfer") has been enclosed herein. Previously, "Receipt of year-end dividend" was dispatched together with the "Notice of Resolution" after the closing of the Annual General Meeting of Shareholders, however, the "Notice of Resolution" will be disclosed only on the website from the perspective of saving paper resources. We ask for your kind understanding in advance.

Main procedures and contents of inquiries, etc.

- Procedure for designating the method of receipt of dividends
- Procedures for change of address, name, etc.
- Procedures for requesting the purchase of shares constituting less than one unit and the purchase of additional shares

Please contact:

Securities company where you have your account

Main procedures and contents of inquiries, etc.

- Inquiries about dividends after the payment period
- Inquiries about sending and returning mail, etc.
- Other general inquiries about stock administration

Please contact:

Telephone center, Securities Agency Division
Mitsubishi UFJ Trust and Banking Corporation
0120-232-711 (Tokyo)
0120-094-777 (Osaka)

Hours: 9:00 to 17:00 on weekdays, excluding Saturdays, Sundays, national holidays, etc.

* If the above numbers are not available, please call to:

042-204-0303
(Charged for calls)

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal No. 1: Election of Eight (8) Directors (excluding Directors who are Members of the Audit & Supervisory Committee)

The terms of office of all Directors (excluding Directors who are Members of the Audit & Supervisory Committee) will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of eight (8) Directors (excluding Directors who are Members of the Audit & Supervisory Committee) is proposed.

The Audit & Supervisory Committee has considered this proposal and expressed its opinion that there are no particular matters to be stated.

The candidates are as follows:

| No. | Name | Gender | Current position at the Company, etc. | Attendance at Board of Directors |
|-----|---|--------|--|----------------------------------|
| 1 | (Reappointment) Yukio Murase | Male | Chairperson (Representative Director) | 11/11 |
| 2 | (Reappointment) Naoki Ikeda | Male | President (Representative Director) | 11/11 |
| 3 | (Reappointment) Akihide Ishiguro | Male | Deputy President | 11/11 |
| 4 | (Reappointment) Yukiyasu Shiraki | Male | Director and Senior Managing Executive Officer General Manager, Group Business Planning Division | 11/11 |
| 5 | (Reappointment) Yoshiaki Bito | Male | Director and Managing Executive Officer General Manager, Group Risk Management Division | 9/9 |
| 6 | (Reappointment) Hiroyuki Ota | Male | Director | 11/11 |
| 7 | (Reappointment) (Outside) (Independent) Satoko Ito | Female | Director | 11/11 |
| 8 | (New appointment) (Outside) (Independent) Yasushi Ueda | Male | — | — |

| No. | Name (Date of birth) | Past experience, positions, and responsibilities | Number of shares of the Company held | Attendance at Board of Directors |
|-----|--|---|--|--|
| 1 | (Reappointment) Yukio Murase (Dec. 23, 1956) | <p>The Company</p> <p>Oct. 2021 Chairperson (current position) (Representative Director) (Responsible for Group Management Audit Division)</p> <p>Subsidiaries, etc.</p> <p>Apr. 1979 Joined The Juroku Bank, Ltd. (the “Bank”)</p> <p>Jun. 1993 General Manager, Hong Kong Branch, the Bank</p> <p>Feb. 1994 General Manager, Nagoya Ekimae Branch, the Bank</p> <p>Apr. 1998 General Manager, Human Resources Division, the Bank</p> <p>Jun. 2004 Managing Director, the Bank</p> <p>Jun. 2009 Senior Managing Director, the Bank</p> <p>Sep. 2013 President and CEO, the Bank (Representative Director)</p> <p>Jun. 2021 Chairperson and President (Representative Director)</p> <p>Oct. 2021 Chairperson (current position) (Representative Director)</p> <p>Significant concurrent positions: Chairman, The Gifu Chamber of Commerce and Industry Chairperson (Representative Director), The Juroku Bank, Ltd.</p> <p>Reasons for nomination as a candidate for Director: Mr. Yukio Murase has served as an officer responsible primarily for corporate planning, business support, corporate administration, and internal audit sections, and then served as President and CEO from September 2013, as Chairperson and President from June 2021, and Chairperson from October 2021 of The Juroku Bank, Ltd., a group company of the Group. At the Company, he has served as Chairperson from October 2021 and has a capability and a track record that enable him to perform the management of the Group’s operations accurately, fairly and efficiently. The Company believes that, by utilizing his extensive operational experience and a wide range of knowledge, he will contribute to the enhancement of the effectiveness of the Board of Directors’ decision-making and supervising functions in order to promote the Group’s sustainable growth and improve its medium-to-long term corporate value and has renominated him as a candidate for Director.</p> <p>Special relationships: There are no special relationships between Mr. Yukio Murase and the Company.</p> | 41,895 shares | 11/11 |

| No. | Name (Date of birth) | Past experience, positions, and responsibilities | Number of shares of the Company held | Attendance at Board of Directors |
|-----|--|--|--|--|
| 2 | (Reappointment) Naoki Ikeda (Apr. 4, 1957) | <p>The Company</p> <p>Oct. 2021 President (current position) (Representative Director) (Administrator of the Company)</p> <p>Subsidiaries, etc.</p> <p>Apr. 1980 Joined the Bank</p> <p>Apr. 2005 General Manager, Takayama Branch, the Bank</p> <p>Jun. 2008 Director and General Manager, Nagoya Branch, the Bank</p> <p>Apr. 2012 Director and General Manager, Nagoya Main Office, the Bank</p> <p>Jun. 2013 Managing Director and General Manager, Operations Administration Division, the Bank</p> <p>Sep. 2013 Managing Director, the Bank</p> <p>Jun. 2014 Deputy President, the Bank (Representative Director)</p> <p>Oct. 2021 Director, the Bank (current position)</p> | 27,735 shares | 11/11 |
| | | <p>Significant concurrent position: Director, The Juroku Bank, Ltd.</p> <p>Reasons for nomination as a candidate for Director: Mr. Naoki Ikeda has served as an officer responsible primarily for corporate planning, operations administration, enterprise support, and corporate administration sections, and then served as Deputy President from June 2014 through September 2021 at The Juroku Bank, Ltd., a group company of the Group. At the Company, he has served as President from October 2021 and has a capability and a track record that enable him to perform the management of the Group's operations accurately, fairly and efficiently. The Company believes that, by utilizing his extensive operational experience and a wide range of knowledge, he will contribute to the enhancement of the effectiveness of the Board of Directors' decision-making and supervising functions in order to promote the Group's sustainable growth and improve its medium-to-long term corporate value and has renominated him as a candidate for Director.</p> <p>Special relationships: There are no special relationships between Mr. Naoki Ikeda and the Company.</p> | | |

| No. | Name (Date of birth) | Past experience, positions, and responsibilities | Number of shares of the Company held | Attendance at Board of Directors |
|---|--|---|--|--|
| 3 | (Reappointment) Akihide Ishiguro (Sep. 19, 1963) | <p>The Company</p> <p>Oct. 2021 Deputy President (current position) (Deputy Administrator of the Company and responsible for Group Digital Administration Division)</p> <p>Subsidiaries, etc.</p> <p>Apr. 1987 Joined the Bank</p> <p>Jun. 2009 General Manager, Tokai Branch, the Bank</p> <p>Oct. 2011 Manager, Human Resources Division, the Bank</p> <p>Apr. 2014 Deputy General Manager, Human Resources Division, the Bank</p> <p>Jun. 2016 General Manager, Corporate Administration Division, the Bank</p> <p>Jun. 2017 Executive Officer and General Manager, Corporate Administration Division, the Bank</p> <p>Jun. 2018 Director and Executive Officer and General Manager, Corporate Administration Division, the Bank</p> <p>Jun. 2019 Director and Executive Officer and General Manager, Corporate Planning Division, the Bank</p> <p>Jun. 2020 Director and Managing Executive Officer, the Bank</p> <p>Oct. 2021 President and CEO (current position) (Representative Director)</p> | 10,863 shares | 11/11 |
| <p>Significant concurrent position: President and CEO (Representative Director), The Juroku Bank, Ltd.</p> <p>Reasons for nomination as a candidate for Director: Mr. Akihide Ishiguro has been responsible for supervision related to human resources and general affairs, served as an officer responsible primarily for corporate planning and digital reform sections, and served as President and CEO from October 2021 at The Juroku Bank, Ltd., a group company of the Group. At the Company, he has served as Deputy President from October 2021 and has a capability and a track record that enable him to perform the management of the Group's operations accurately, fairly and efficiently. The Company believes that, by utilizing his extensive operational experience and a wide range of knowledge, he will contribute to the enhancement of the effectiveness of the Board of Directors' decision-making and supervising functions in order to promote the Group's sustainable growth and improve its medium-to-long term corporate value and has renominated him as a candidate for Director.</p> <p>Special relationships: There are no special relationships between Mr. Akihide Ishiguro and the Company.</p> | | | | |

| No. | Name (Date of birth) | Past experience, positions, and responsibilities | Number of shares of the Company held | Attendance at Board of Directors |
|---|---|---|--|--|
| 4 | (Reappointment) Yukiyasu Shiraki (Jan. 7, 1963) | <p>The Company</p> <p>Oct. 2021 Director and Senior Managing Executive Officer General Manager, Group Business Planning Division (current position) (Responsible for Group Business Planning Division and Sustainability Planning Office)</p> <p>Subsidiaries, etc.</p> <p>Apr. 1985 Joined the Bank</p> <p>Apr. 2010 General Manager, Hashima Branch, the Bank</p> <p>Mar. 2012 General Manager, Kakamigahara Branch, the Bank</p> <p>Jun. 2014 Executive Officer and General Manager, Ichinomiya Branch, the Bank</p> <p>Jun. 2016 Managing Executive Officer and Chief General Manager, Aichi Business Division, the Bank</p> <p>Jun. 2017 Director and Managing Executive Officer and Chief General Manager, Aichi Business Division, and Deputy Chief General Manager, Business Integration Division, the Bank</p> <p>Apr. 2019 Director and Managing Executive Officer and Chief General Manager, Business Integration Division, the Bank</p> <p>Apr. 2021 Director and Managing Executive Officer and Chief General Manager, Business Support Division, the Bank</p> <p>Oct. 2021 President, Juroku Lease Co., Ltd. (current position) (Representative Director)</p> | 12,410 shares | 11/11 |
| <p>Significant concurrent position: President (Representative Director), Juroku Lease Co., Ltd.</p> <p>Reasons for nomination as a candidate for Director: Mr. Yukiyasu Shiraki has served as General Manager of the major branches and an officer responsible for the business support section, etc., at The Juroku Bank, Ltd. of the Group. He has also served as President of Juroku Lease Co., Ltd. from October 2021. At the Company, he has served as Director and Senior Managing Executive Officer from October 2021 and has a capability and a track record that enable him to perform the management of the Group's operations accurately, fairly and efficiently. The Company believes that, by utilizing his extensive operational experience and a wide range of knowledge, he will contribute to the enhancement of the effectiveness of the Board of Directors' decision-making and supervising functions in order to promote the Group's sustainable growth and improve its medium-to-long term corporate value and has renominated him as a candidate for Director.</p> <p>Special relationships: There are no special relationships between Mr. Yukiyasu Shiraki and the Company.</p> | | | | |

| No. | Name (Date of birth) | Past experience, positions, and responsibilities | Number of shares of the Company held | Attendance at Board of Directors |
|---|--|---|--|--|
| 5 | (Reappointment) Yoshiaki Bito (Sep. 4, 1964) | <p>The Company</p> <p>Oct. 2021 Executive Officer General Manager, Group Management Audit Division</p> <p>Jun. 2022 Director and Managing Executive Officer General Manager, Group Risk Management Division (current position) (Responsible for Group Risk Management Division)</p> <p>Subsidiaries, etc.</p> <p>Apr. 1988 Joined the Bank</p> <p>Oct. 2014 Section Manager, Overseas Support Division, the Bank</p> <p>Jun. 2017 General Manager, Audit & Supervisory Board Members Office, the Bank</p> <p>Apr. 2019 General Manager, Treasury and Investment Division, the Bank</p> <p>Apr. 2021 General Manager, Market Transaction Division, the Bank</p> <p>Jul. 2021 Researcher (treatment as General Manager), Operational Audit Division, the Bank</p> <p>Oct. 2021 Executive Officer, and General Manager, Operational Audit Division, the Bank</p> <p>Jun. 2022 Director and Managing Executive Officer (current position)</p> | 4,001 shares | 9/9 |
| <p>Significant concurrent position: Director and Managing Executive Officer, The Juroku Bank, Ltd.</p> <p>Reasons for nomination as a candidate for Director: Mr. Yoshiaki Bito has served as General Manager of Audit & Supervisory Board Members Office, Market Transaction Division and Operational Audit Division, and from June 2022, has served as Director and Managing Executive Officer at The Juroku Bank, Ltd. of the Group. At the Company, he has served as Director and Managing Executive Officer from June 2022 and has a capability and a track record that enable him to perform the management of the Group's operations accurately, fairly and efficiently. The Company believes that, by utilizing his extensive operational experience and a wide range of knowledge, he will contribute to the enhancement of the effectiveness of the Board of Directors' decision-making and supervising functions in order to promote the Group's sustainable growth and improve its medium-to-long term corporate value and has renominated him as a candidate for Director.</p> <p>Special relationships: There are no special relationships between Mr. Yoshiaki Bito and the Company.</p> | | | | |

| No. | Name (Date of birth) | Past experience, positions, and responsibilities | Number of shares of the Company held | Attendance at Board of Directors |
|---|---|---|--|--|
| 6 | (Reappointment) Hiroyuki Ota (Apr. 3, 1960) | <p>The Company Oct. 2021 Director (current position) Subsidiaries, etc.</p> <p>Apr. 1983 Joined the Bank Jun. 2009 General manager, Corporate Business Division, the Bank</p> <p>Jun. 2010 Director and corporate secretary, the Bank Jun. 2013 Director and general manager, Toyota Branch, the Bank</p> <p>Apr. 2014 Director and general manager, Business Planning Division, the Bank</p> <p>Jun. 2014 Managing director and general manager, Business Planning Division, the Bank</p> <p>Jun. 2016 Director and managing executive officer, the Bank</p> <p>Dec. 2018 Director and senior managing executive officer, the Bank</p> <p>Jun. 2019 President and director, Juroku Tokai Tokyo Securities Co., Ltd. (current position) (Representative director)</p> | 11,040 shares | 11/11 |
| <p>Significant concurrent position: President and director (Representative director), Juroku Tokai Tokyo Securities Co., Ltd.</p> <p>Reasons for nomination as a candidate for Director: Mr. Hiroyuki Ota has served as an officer in charge of the business support, corporate planning and operations administration sections at The Juroku Bank, Ltd. of the Group. He has also served as President and director of Juroku Tokai Tokyo Securities Co., Ltd. from June 2019. At the Company, he has served as Director from October 2021 and has a capability and a track record that enable him to perform the management of the Group's operations accurately, fairly and efficiently. The Company believes that, by utilizing his extensive operational experience and a wide range of knowledge, he will contribute to the enhancement of the effectiveness of the Board of Directors' decision-making and supervising functions in order to promote the Group's sustainable growth and improve its medium-to-long term corporate value and has renominated him as a candidate for Director.</p> <p>Special relationships: There are no special relationships between Mr. Hiroyuki Ota and the Company.</p> | | | | |

| No. | Name (Date of birth) | Past experience, positions, and responsibilities | Number of shares of the Company held | Attendance at Board of Directors |
|---|---|--|--|--|
| 7 | (Reappointment) (Outside) (Independent) Satoko Ito (Jul. 3, 1967) | <p>Oct. 1989 Started activities as an anchorperson for news and information programs</p> <p>Apr. 2010 Visiting Professor, Graduate Institute for Entrepreneurial Studies (current position)</p> <p>Apr. 2015 Part-time Lecturer, Niigata University (current position)</p> <p>Jun. 2020 Director, the Bank</p> <p>Oct. 2021 Director, the Company (current position)</p> | 0 shares | 11/11 |
| <p>Significant concurrent positions: Outside Director, Sekisui Jushi Corporation External Corporate Auditor, MITANI SANGYO Co., Ltd.</p> <p>Reasons for nomination as a candidate for Outside Director and the overview of expected roles: Ms. Satoko Ito has extensive experience and knowledge in a wide range of domains such as environmental energy, regional revitalization, ESG and sustainability gained through her career as an anchorperson for news and information programs and a university professor. Although she has not been involved in corporate management other than through serving as Outside Director or External Corporate Auditor, the Company believes that, by utilizing her extensive experience and a wide range of knowledge, she will contribute to increasing transparency and fairness of the decision-making function and strengthening the supervising function of the Board of Directors from an objective standpoint independent from the management team in order to promote the Group's sustainable growth and improve its medium-to-long term corporate value and has renominated her as a candidate for Outside Director.</p> <p>Special relationships: There are no special relationships between Ms. Satoko Ito and the Company.</p> <p>(Note) Ms. Satoko Ito is currently serving as Outside Director of the Company and her term of office will be one (1) year and nine (9) months at the conclusion of this General Meeting of Shareholders.</p> | | | | |

| No. | Name (Date of birth) | Past experience, positions, and responsibilities | Number of shares of the Company held | Attendance at Board of Directors | |
|-----|--|---|--|--|---|
| 8 | (New appointment) (Outside) (Independent) Yasushi Ueda (Mar. 11, 1963) | Apr. 1988 | Joined Meiji Life Insurance Company | 0 shares | — |
| | | Apr. 2013 | General Manager, Profit Management & Actuarial Department, Meiji Yasuda Life Insurance Company (hereinafter “Meiji Yasuda Life Insurance”) | | |
| | | Apr. 2017 | Executive Officer and General Manager, Profit Management & Actuarial Department, Meiji Yasuda Life Insurance | | |
| | | Apr. 2018 | Executive Officer, Meiji Yasuda Life Insurance | | |
| | | Apr. 2019 | Managing Executive Officer, Meiji Yasuda Life Insurance | | |
| | | Apr. 2020 | Managing Executive Officer, Group Chief Actuary, Meiji Yasuda Life Insurance | | |
| | | Apr. 2021 | Managing Executive Officer, Group CRO, Meiji Yasuda Life Insurance (current position) | | |
| | | <p>Significant concurrent position: Managing Executive Officer, Group CRO, Meiji Yasuda Life Insurance Company</p> <p>Reasons for nomination as a candidate for Outside Director and the overview of expected roles: Mr. Yasushi Ueda has been engaged in corporate management as Managing Executive Officer and Group CRO of Meiji Yasuda Life Insurance, and has gained extensive experience and a wide range of insight in the financial sector, including risk management. The Company believes that, by utilizing his extensive operational experience and a wide range of knowledge, he will contribute to increasing transparency and fairness of the decision-making function and strengthening the supervising function of the Board of Directors from an objective standpoint independent from the management team in order to promote the Group’s sustainable growth and improve its medium-to-long term corporate value and has nominated him as a candidate for Outside Director.</p> <p>Special relationships: There are no special relationships between Mr. Yasushi Ueda and the Company.</p> | | | |

(Notes)

- Ms. Satoko Ito and Mr. Yasushi Ueda are candidates for Outside Directors who satisfy the Criteria for Assessing Independence of the Company as described on Page 20. They are also candidates for Independent Officers pursuant to the provisions of Tokyo Stock Exchange, Inc. and Nagoya Stock Exchange, Inc.
- Ms. Satoko Ito previously served as Director of The Juroku Bank, Ltd., a subsidiary of the Company.
- The Company specifies in its Articles of Incorporation to allow the Company and Outside Directors to enter into an agreement limiting their liability to the amount specified by laws and regulations so that they can fully perform their expected roles.
The Company has entered into a liability limitation agreement based on Article 423, Paragraph 1 of the Companies Act with the Outside Director candidate, Ms. Satoko Ito. When the relevant Outside Director has acted in good faith and has not been grossly negligent in performing her duties, she will be responsible for such liability to the extent of the liability amount set forth in Article 425, Paragraph 1, Item 1 (c) of the Companies Act under the agreement. The Company plans to enter into the same liability limitation agreement with each of the Outside Director candidates upon the reappointment of Ms. Satoko Ito and the appointment of Mr. Yasushi Ueda at this General Meeting of Shareholders.
- The Company has entered into a directors and officers liability insurance contract under which its officers, etc. are insured persons with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. If the candidates are reelected or elected as proposed, all of them will be insured under the contract. The contract covers compensation for damages and litigation expenses in the event that a claim for damages is made against the insured person due to an act committed by the insured person in his/her capacity such as an officer of a company. The Company fully bears the insurance premiums for all insureds. The Company will renew the insurance contract with the same details during their terms of office.

Proposal No. 2: Election of Three (3) Directors who are Members of the Audit & Supervisory Committee

The terms of office of all Directors who are Members of the Audit & Supervisory Committee will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of three (3) Directors who are Members of the Audit & Supervisory Committee is proposed.

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

The candidates are as follows:

| No. | Name | Gender | Current position at the Company, etc. | Attendance at Board of Directors | Attendance at Audit & Supervisory Committee |
|-----|--|--------|--|----------------------------------|---|
| 1 | (Reappointment) Naohiko Ishikawa | Male | Director (Member of the Audit & Supervisory Committee) | 11/11 | 11/11 |
| 2 | (Reappointment) (Outside) (Independent) Shinji Ishihara | Male | Director (Member of the Audit & Supervisory Committee) | 11/11 | 11/11 |
| 3 | (Reappointment) (Outside) (Independent) Satoe Tsuge | Female | Director (Member of the Audit & Supervisory Committee) | 11/11 | 11/11 |

| No. | Name (Date of birth) | Past experience, positions, and responsibilities | Number of shares of the Company held | Attendance at Board of Directors |
|-----|--|---|--|---|
| 1 | (Reappointment) Naohiko Ishikawa (Apr. 24, 1963) | The Company Oct. 2021 Director (Member of the Audit & Supervisory Committee) (current position) | 3,847 shares | 11/11 |
| | | Subsidiaries, etc. Apr. 1986 Joined the Bank Jun. 2004 General Manager, Tokai Branch, the Bank Jun. 2007 General Manager, Uchidabashi Branch, the Bank Apr. 2009 Office Manager, Corporate Planning Division, the Bank Jun. 2014 Corporate Secretary, Secretariat, the Bank Jun. 2016 Executive Officer and General Manager, Head Office Business Division, the Bank Jun. 2018 Full-time Auditor, the Bank | | Attendance at Audit & Supervisory Committee 11/11 |
| | | <p>Reasons for nomination as a candidate for Director who is a Member of the Audit & Supervisory Committee:</p> <p>Mr. Naohiko Ishikawa has served as executive officer and Head Office Business Division General Manager as well as in core bank operations such as corporate planning, secretarial operations and full-time Auditor of The Juroku Bank, Ltd., a group company of the Group, and has thorough knowledge of overall operations. At the Company, he has served as Director who is a Member of the Audit & Supervisory Committee from October 2021, and has a capability and a track record that enable him to perform the management of the Group's operations accurately, fairly and efficiently.</p> <p>The Company believes that, by utilizing his extensive operational experience and a wide range of knowledge, he will contribute to increasing transparency and fairness of the decision-making function and strengthening the supervising function of the Board of Directors from an objective standpoint independent from the management team in order to promote the Group's sustainable growth and improve its medium-to-long term corporate value and has renominated him as a candidate for Director who is a Member of the Audit & Supervisory Committee.</p> <p>Special relationships:</p> <p>There are no special relationships between Mr. Naohiko Ishikawa and the Company.</p> | | |

| No. | Name (Date of birth) | Past experience, positions, and responsibilities | Number of shares of the Company held | Attendance at Board of Directors |
|-----|--|---|--------------------------------------|---|
| | (Reappointment) (Outside) (Independent) Shinji Ishihara (Nov. 3, 1954) | Apr. 1985 Registered as an attorney-at-law and joined Ishihara Law Office | 0 shares | 11/11 |
| | | Aug. 2011 Managing partner, Ishihara Law Office (current position) | | Attendance at Audit & Supervisory Committee |
| 2 | | Apr. 2016 Chairman, Aichi Bar Association and vice chairman, Japan Federation of Bar Associations | | 11/11 |
| | | Jun. 2018 Auditor, the Bank Oct. 2021 Director (Member of the Audit & Supervisory Committee), the Company (current position) | | |
| | | <p>Significant concurrent positions: Managing partner, Ishihara Law Office Outside director (Audit & Supervisory Committee Member), Otake Corporation Outside director, Yahagi Construction Co., Ltd.</p> <p>Reasons for nomination as a candidate for Outside Director who is a Member of the Audit & Supervisory Committee and the overview of expected roles: As a lawyer, he has a wealth of experience and specialized knowledge of legal affairs in general. He has been serving as the managing partner of Ishihara Law Office since 2011. The Company believes that, by utilizing his extensive experience and a wide range of knowledge, he will contribute to increasing transparency and fairness of the decision-making function and strengthening the supervising function of the Board of Directors from an objective standpoint independent from the management team in order to promote the Group's sustainable growth and improve its medium-to-long term corporate value and has renominated him as a candidate for Outside Director who is a Member of the Audit & Supervisory Committee.</p> <p>Special relationships: There are no special relationships between Mr. Shinji Ishihara and the Company.</p> <p>(Note) Mr. Shinji Ishihara is currently serving as Outside Director (Member of the Audit & Supervisory Committee) of the Company and his term of office will be one (1) year and nine (9) months at the conclusion of this General Meeting of Shareholders.</p> | | |

| No. | Name (Date of birth) | Past experience, positions, and responsibilities | Number of shares of the Company held | Attendance at Board of Directors | |
|--|--|--|--|--|--|
| 3 | (Reappointment) (Outside) (Independent) Satoe Tsuge (Mar. 9, 1968) | Apr. 1990 | Joined Tohmatsu & Co. (currently Deloitte Touche Tohmatsu LLC) Nagoya Office | 0 shares | 11/11 |
| | | Apr. 1995 | Registered as a certified public accountant | | Attendance at Audit & Supervisory Committee |
| | | Jan. 1999 | Representative, Tsuge CPA Office (current position) | | |
| | | Jun. 2007 | Representative director, La Vida Planning Co., Ltd. (current position) | | 11/11 |
| | | Oct. 2021 | Director (Member of the Audit & Supervisory Committee), the Company (current position) | | |
| <p>Significant concurrent positions: Representative, Tsuge CPA Office Representative director, La Vida Planning Co., Ltd. Outside director, Aisan Industry Co., Ltd. Outside director (Audit & Supervisory Committee Member), Hoshizaki Corporation</p> <p>Reasons for nomination as a candidate for Outside Director who is a Member of the Audit & Supervisory Committee and the overview of expected roles: As a certified public accountant, she has expertise in finance and accounting. More than 20 years have passed since she left Deloitte Touche Tohmatsu LLC, the accounting auditor of the Company, and she is currently the representative of Tsuge CPA Office, which was established in 1999, and the representative director of La Vida Planning Co., Ltd., which was established in 2007. The Company believes that, by utilizing her extensive operational experience and a wide range of knowledge, she will contribute to increasing transparency and fairness of the decision-making function and strengthening the supervising function of the Board of Directors from an objective standpoint independent from the management team in order to promote the Group's sustainable growth and improve its medium-to-long term corporate value and has renominated her as a candidate for Outside Director who is a Member of the Audit & Supervisory Committee.</p> <p>Special relationships: There are no special relationships between Ms. Satoe Tsuge and the Company.</p> <p>(Note) Ms. Satoe Tsuge is currently serving as Outside Director (Member of the Audit & Supervisory Committee) of the Company and her term of office will be one (1) year and nine (9) months at the conclusion of this General Meeting of Shareholders.</p> | | | | | |

(Notes)

- Mr. Shinji Ishihara and Ms. Satoe Tsuge are candidates for Outside Directors who are Members of the Audit & Supervisory Committee who satisfy the Criteria for Assessing Independence of the Company as described on Page 20. They are also candidates for Independent Officers pursuant to the provisions of Tokyo Stock Exchange, Inc. and Nagoya Stock Exchange, Inc.
- Mr. Shinji Ishihara previously served as an Outside Auditor of The Juroku Bank, Ltd., a subsidiary of the Company.
- The Company specifies in its Articles of Incorporation to allow the Company and Outside Directors to enter into an agreement limiting their liability to the amount specified by laws and regulations so that they can fully perform their expected roles.
The Company has entered into a liability limitation agreement based on Article 423, Paragraph 1 of the Companies Act with each of the candidates for Outside Directors who are Members of the Audit & Supervisory Committee, Mr. Shinji Ishihara and Ms. Satoe Tsuge. When the relevant Outside Directors have acted in good faith and have not been grossly negligent in performing their duties, they will be responsible for such liability to the extent of the liability amount set forth in Article 425, Paragraph 1, Item 1 (c) of the Companies Act under the agreement. The Company plans to enter into the same liability limitation agreement with each of the Outside Director candidates upon their reappointment at this General Meeting of Shareholders.
- The Company has entered into a directors and officers liability insurance contract under which its officers, etc. are insured persons with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. If the candidates are reelected as proposed, all of them will be insured under the contract. The contract covers compensation for damages and litigation expenses in the event that a claim for damages is made against the insured person due to an act committed by the insured person in his/her capacity such as an officer of a company. The Company fully bears the insurance premiums for all insureds. The Company will renew the insurance contract with the same details during their terms of office.

Proposal No. 3: Election of One (1) Substitute Director who is a Member of the Audit & Supervisory Committee

The effectiveness of the election of the current Substitute Director who is a Member of the Audit & Supervisory Committee will expire at the beginning of this Annual General Meeting of Shareholders. Accordingly, the Company proposes to elect one (1) Substitute Director who is a Member of the Audit & Supervisory Committee to prepare for cases where the number of Members of the Audit & Supervisory Committee falls below the minimum number specified by laws and regulations.

Pursuant to the provisions of the Articles of Incorporation of the Company, this resolution will be effective until the beginning of the Annual General Meeting of Shareholders pertaining to the last fiscal year that ends within two years after the election based on this resolution.

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

The candidate is as follows:

| Name (Date of birth) | Past experience | Number of shares of the Company held | Attendance at Board of Directors | Attendance at Audit & Supervisory Committee |
|--|---|---|--|--|
| <p>(Outside) (Independent) Akitsuyu Ogawa (July 3, 1971)</p> | <p>Apr. 2000 Registered as Attorney at Law (Saitama Prefecture) Joined Shimizu Sogo Law Office Oct. 2005 Registered as Attorney at Law (Aichi Prefecture) Oct. 2008 Registered as Patent Attorney Apr. 2009 Joined Keimei Law Office (Partner) May 2013 Sakura Godo/Sakura International Patent Law Firm (Partner) Apr. 2019 President, Akitsuyu International and Patent Law Office (current position)</p> | | | |
| <p>Significant concurrent positions: President, Akitsuyu International and Patent Law Office Associate Professor (Business Law), Business School, Nagoya University of Commerce & Business</p> <p>Reasons for nomination as a candidate for Substitute Outside Director who is a Member of the Audit & Supervisory Committee and the overview of expected roles: Mr. Akitsuyu Ogawa has extensive experience and expertise in overall legal and intellectual property practices as an Attorney at Law as well as a Patent Attorney. Although he has not been directly involved in corporate management, he is proposed as candidate for Substitute Director who is a Member of the Audit & Supervisory Committee based on the determination that he will be able to utilize his abundant experience and wide-ranging knowledge to contribute to further ensuring transparency and fairness of audits regarding the legality of the execution of duties by the board of directors from an objective standpoint independent from the management team and further strengthening the supervisory function in order to promote the Group's sustainable growth and improve its medium-to-long term value.</p> <p>Special relationships: There are no special relationships between Mr. Akitsuyu Ogawa and the Company.</p> | | 0 shares | — | — |

(Notes)

1. Mr. Akitsuyu Ogawa is a candidate for Substitute Outside Director who is a Member of the Audit & Supervisory Committee and satisfies the Criteria for Assessing Independence of the Company.
2. If the election of the candidate is approved and he is appointed Director who is a Member of the Audit & Supervisory Committee, the Company will register him with Tokyo Stock Exchange, Inc. and Nagoya Stock Exchange, Inc. as an Independent Officer pursuant to the provisions of these stock exchanges.
3. The Company specifies in its Articles of Incorporation to allow the Company and Outside Directors to enter into an agreement limiting their liability to the amount specified by laws and regulations so that they can fully perform their expected roles.

The Company has entered into a liability limitation agreement based on Article 423, Paragraph 1 of the Companies Act with each of the Outside Directors. When the relevant Outside Directors have acted in good faith and have not been grossly negligent in performing their duties, they will be responsible for such liability to the extent of the liability amount set forth in Article 425, Paragraph 1, Item 1 (c) of the Companies Act under the agreement. The Company plans to enter into the same liability limitation agreement with Mr. Akitsuyu Ogawa if he is appointed Outside Director who is a Member of the Audit & Supervisory Committee.

4. The Company has entered into a directors and officers liability insurance contract under which its officers, etc. are insured persons with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. Mr. Akitsuyu Ogawa will be insured under the contract if he is appointed Director who is a Member of the Audit & Supervisory Committee. The contract covers compensation for damages and litigation expenses in the event that a claim for damages is made against the insured person due to an act committed by the insured person in his/her capacity such as an officer of a company. The Company fully bears the insurance premiums for all insureds. The Company will renew the insurance contract with the same details during their terms of office.

[Criteria for Assessing Independence]

The Company shall establish the following criteria for assessing independence of Outside Directors (including those who are Members of the Audit & Supervisory Committee) in addition to the “Independence Criteria” set by the Stock Exchanges on which the Company is listed:

1. A person who falls under any of the following shall be a person who does not meet the requirements of independence.
 - (1) A person whose sales to the Group is 2% or more of its consolidated net sales for the most recent fiscal year
 - (2) A person whose balance of loans received from the Group is the highest and who shall receive a serious impact such as affecting the continuity of his business by the Group’s changes to its loan policies including immediate collection of the loan.
 - (3) A shareholder who holds over 5% of the total voting rights of all shareholders of the Company
 - (4) A person who has received money or other properties of more than 10 million yen per year on average over the past three years from the Group, excluding compensations for Director
2. Notwithstanding the provisions of the preceding paragraph, independence can be recognized if it is judged that there is substantial independence as a result of comprehensive judgement including other reasonable reasons.
3. If a person in paragraph 1 above is a legal entity or the like, it shall mean a business executor of the legal entity or the like prescribed in Article 2, Paragraph 3, Item 6 of the Ordinance for Enforcement of the Companies Act.

<Reference>

If Proposals 1 and 2 are approved as originally proposed, the areas of experience possessed by Internal Directors and the areas particularly expected of Outside Directors are as follows:

| Name | Current position at the Company | Major skills and experience, etc. of Directors | | | | | | |
|--|---|--|-----------|----------------------|---------------------------------|-----------------|----------------------|----------------------|
| | | Corporate management | Financing | Finance / Accounting | Legal affairs / Risk management | Human resources | Local revitalization | ESG / Sustainability |
| Directors who are not Members of the Audit & Supervisory Committee | Yukio Murase (Representative Director) | ● | ● | ● | ● | ● | ● | ● |
| | Naoki Ikeda (Representative Director) | ● | ● | ● | ● | ● | ● | ● |
| | Akihide Ishiguro Deputy President | ● | ● | ● | | ● | | |
| | Yukiyasu Shiraki Director and Senior Managing Executive Officer General Manager, Group Business Planning Division | ● | ● | | | | ● | ● |
| | Yoshiaki Bito Director and Managing Executive Officer General Manager, Group Risk Management Division | ● | ● | | ● | | | |
| | Hiroyuki Ota Director | ● | ● | ● | | ● | | |
| | Satoko Ito Director <u>Outside</u> | | | | | | ● | ● |
| | Yasushi Ueda - <u>Outside</u> | ● | ● | | ● | | | |
| Directors who are Members of the Audit & Supervisory Committee | Naohiko Ishikawa Director | ● | ● | | | | | |
| | Shinji Ishihara Director <u>Outside</u> | | | | ● | ● | | |
| | Satoe Tsuge Director <u>Outside</u> | | | ● | | | | ● |

Note: The table does not represent all expertise and experience possessed by each person.

Proposal No. 4: Disposition of Treasury Stock through Third-Party Allotment with the Purpose of Supporting the Social Contribution Activities of the Juroku Foundation for Regional Promotion

(1) Purpose and role of the Juroku Foundation for Regional Promotion

Juroku Foundation for Regional Promotion (hereinafter, “16 Foundation”) was established in 1997 as a project to commemorate the 120th anniversary of the founding of 16 Bank, Ltd. (hereinafter, the “Bank”), a subsidiary of the Company. In 2009, 16 Foundation was certified as the first public interest foundation of Gifu Prefecture and subsequently transitioned to a public interest incorporated foundation.

The purpose of 16 Foundation is to contribute to the revitalization of local communities by supporting activities related to the promotion and development of local industries, improvement of the social living environment, local culture, sports, internationalization, etc. as organized, sponsored, and co-sponsored by local governments and public organizations, to contribute to the development of human resources by financially supporting the educational opportunities of young people who will be responsible for Gifu and Aichi Prefectures in the future, and to promote and support arts and culture which contribute to the realization of affluent and comfortable life and vibrant local communities.

(2) Overview of disposal of treasury stock

The Group, whose core company is a regional bank, supports local people and companies to realize their sustainable growth and prosperity, which is the very purpose of the existence of regional banks. Under the group management philosophy of “Achieving growth and prosperity for our customers and local communities,” the Company utilizes the customer base, information, and human network cultivated by the Bank, which has a history of more than 140 years, in our main sales areas of Gifu and Aichi Prefectures, to be a “Comprehensive regional financial services group staying ahead of the curve to constantly serve the local communities.”

To realize this objective, the Group has set forth in its long-term vision for the next 10 years, “16Vision-10,” to contribute to local communities (meaning “local stakeholders”) by realizing “sustainability (creation of social value)” and “growth (creation of economic value)” driven by the group management philosophy. The three public interest activities of 16 Foundation “regional revitalization activity support projects,” “scholarship provision projects,” and “arts and culture promotion and support activity projects”—contribute to the realization of the group management philosophy. The Group believes that this will lead to sustainable growth of the group and improvement of corporate value over the medium to long term.

Through this disposition of treasury stock, the Company realize the group management philosophy of “Achieving growth and prosperity for our customers and local communities” by adopting a mechanism in which dividends on the company’s stock will be contributed in addition to the previous donation from the Bank and by securing a stable source of funds for the activities of 16 Foundation.

In order to continuously and stably support the social contribution activities of 16 Foundation, the Company will establish a third-party benefit trust (hereinafter, the “Trust”) with Mitsubishi UFJ Trust and Banking Corporation as the trustee, The Master Trust Bank of Japan, Ltd. as the co-trustee, and 16 Foundation as the beneficiary. The Trust will subscribe to purchase shares of the Company’s stock and will pay trust proceeds earned from those dividends to 16 Foundation, which will use those proceeds to partially fund its activities and perform its activities in the future.

The disposition of the Company’s treasury stock will be made to the Trust, which will be established to provide funding for the social contribution activities of 16 Foundation.

(3) Rationality of disposal conditions, etc.

In order to continuously and stably implement the three public interest activities of 16 Foundation “regional revitalization activity support projects,” “scholarship provision projects,” and “arts and culture promotion and support activity projects”. The Company believes that the number of shares to be disposed of is at a reasonable size for funding the activities of the 16 Foundation. Moreover, under the structure of the scheme, since the treasury stock is not currently expected to be sold into the market after the disposition, and as the impact on the secondary market triggered by the disposition of treasury stock will be small, the Company believes that the number of shares to be disposed of is at a reasonable level.

Furthermore, since the extent of dilution of shares of the Company’s stock triggered by the disposition of treasury stock is small, representing 0.922% (truncated to three decimal places; 0.965% against the 362,690 aggregate voting rights as of March 31, 2023) of the total number of issued shares, the Company believes that the impact on the stock market triggered by the disposition of treasury stock will be small.

In addition, pursuant to resolution at a meeting of the Board of Directors held on May 11, 2023, the Company plans to acquire treasury stock with a maximum amount of 460,000 shares, which exceeds the number of shares to be disposed of by the disposition of treasury stock, and appropriate the treasury stock to be acquired to the disposition. The Company believes that the scale of share dilution is reasonable because we have taken measures to avoid stock dilution.

Pursuant to the trust agreement, The Master Trust Bank of Japan, Ltd., as the subscriber, will pay trust proceeds earned from dividends on the Company's stock to 16 Foundation. The Trust will hold the shares to be disposed of in accordance with the trust agreement to be executed in the future. In the event that the Trust is terminated, the trust property will be delivered to the beneficiary of the Trust, as is.

The voting rights of the shares held by the Trust upon disposition of the treasury stock shall not be exercised during the term of trust.

Accordingly, for the intent and purposes as mentioned above, the Company believes that the price of disposition of 1 yen per share is reasonable. We ask for shareholders' approval for the delegation of determination of subscription requirements to the Board of Directors of the Company concerning this disposition of treasury stock through third-party allotment, pursuant to provisions of Article 199 (Determination of Subscription Requirements) and Article 200 (Delegation of Determination of Subscription Requirements) of the Companies Act.

Details of treasury stock for disposal

| | |
|---|--|
| (i) Class and maximum number of shares for disposal | 350,000 shares of common stock (0.922% of total number of issued shares)* |
| (ii) Minimum amount to be paid in | 1 yen per share |
| (iii) Total amount to be paid in | 350,000 yen |
| (iv) Method of disposal | Disposition through third-party allotment |
| (v) Subscriber (scheduled) | The Master Trust Bank of Japan, Ltd. |
| (vi) Date of disposal (scheduled) | August 25, 2023 |
| (vii) Delegation of determination | In addition to those prescribed above, any other matters necessary for the determination of subscription requirements for the disposition of treasury stock shall be determined by resolution of the Board of Directors. |

* Percentage of 37,924,134 shares issued as of March 31, 2023

Outline of the foundation

| | |
|----------------------------|---|
| (i) Name | 16 Foundation for Regional Promotion, a Public Interest Incorporated Foundation |
| (ii) Location | 8-26 Kandamachi, Gifu-shi, Gifu 500-8516, Japan |
| (iii) Chairman | Yukio Murase |
| (iv) Activities | <ul style="list-style-type: none"> • Support for activities related to the promotion and development of local industries • Support for activities related to improving the local social living environment • Support for activities related to local culture, sports, internationalization, etc. • Holding training sessions and lectures related to the above activities, and subsidizing human resource development • Scholarships • Promotion of and support for art and culture • Rental of facilities • Other activities necessary to achieve the purpose of this foundation |
| (v) Funding for activities | Investment income from basic funds and donations |
| (vi) Date of establishment | August 25, 1997 (transitioned to a public interest incorporated foundation in 2009) |

Reference materials

- “Notice of Determination of Matters Related to Acquisition of Treasury Stock”
https://www.16fg.co.jp/english/files/20230511_2.pdf
- “Notice of Disposition of Treasury Stock through Third-Party Allotment with the Purpose of Supporting the Social Contribution Activities of the Juroku Foundation for Regional Promotion”
https://www.16fg.co.jp/english/files/20230511_3.pdf

End