

Securities Code: 8558

June 13, 2023

To our shareholders:

Hiroshi Ebara
Representative Director,
President & Chief Executive Officer
THE TOWA BANK, LTD.
12-6, Honmachi 2-chome, Maebashi, Gunma

Notice of the 118th Annual General Meeting of Shareholders

We are pleased to announce the 118th Annual General Meeting of Shareholders of THE TOWA BANK, LTD. (the “Bank”), which will be held as described below.

When convening this Annual General Meeting of Shareholders, the Bank takes measures for providing information that constitutes the content of Reference Documents for the General Meeting of Shareholders, etc. (excluding the Voting Rights Exercise Form) (the items subject to measures for electronic provision) in electronic format. Please access the Bank’s website below to refer to the information.

The Bank’s website: <https://www.towabank.co.jp>

(Please access the above website, select “To our shareholders and investors,” in the top menu and then “Stock” and “General Meeting of Shareholders” by turns.) (Available in Japanese)

The items subject to measures for electronic provision are also posted on the website of the Tokyo Stock Exchange (TSE). Please access the TSE website (Listed Company Search) below to refer to the information.

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

(Please access the above website, input “Towa Bank” in “Issue name (company name)” or the Bank’s securities code “8558” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information” to review the information.)

You may exercise your voting rights via the Internet, etc. or in writing. If you intend to exercise your voting rights using these methods, please read the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by no later than 5:00 p.m. on Wednesday, June 28, 2023 (JST) either by entering your approval or disapproval on the Bank’s designated voting website (<https://www.e-sokai.jp>) or by returning the enclosed Voting Rights Exercise Form with indication of approval or disapproval.

1. Date and Time Thursday, June 29, 2023 at 10:00 a.m.
(The reception desk will open at 9:00 a.m.) (JST)
2. Venue: Main Conference Room, 2F, Head Office of the Bank,
12-6, Honmachi 2-chome, Maebashi, Gunma
3. Purposes of the Meeting:
Matters to be reported:
 1. Business Report and Consolidated Financial Statements for the 118th fiscal year (from April 1, 2022 to March 31, 2023) and Reports of Audit on the Consolidated Financial Statements by Financial Auditor and Audit & Supervisory Board
 2. Non-consolidated Financial Statements for the 118th fiscal year (from April 1, 2022 to March 31, 2023)Matters to be resolved:
 - Proposal No. 1 Appropriation of Surplus
 - Proposal No. 2 Election of Seven Directors
 - Proposal No. 3 Election of One Substitute Audit & Supervisory Board Member
4. Matters Determined upon the Convocation
 - (1) If you do not attend the General Meeting of Shareholders, you are entitled to attend the General Meeting of Shareholders by designating another shareholder with voting rights of the Bank as your proxy. Provided, however, a document certifying the right of proxy needs to be submitted.
 - (2) If there is no indication of approval or disapproval for each proposal on the returned Voting Rights Exercise Form, the Bank will treat the vote as an approval if it is the Bank's proposal and as a disapproval if it is shareholder's proposal.
 - (3) If you exercise your voting rights both in writing and via the Internet, etc., the vote exercised via the Internet will be deemed valid. If you exercise your voting rights more than once via the Internet, etc., only the last vote will be deemed valid.
 - (4) Among the items subject to measures for electronic provision, in accordance with the provisions of laws and regulations and Article 15 of the Statutes of Incorporation of the Bank, the following items are not provided in the paper-based documents delivered to the shareholders. Accordingly, the paper-based documents delivered to the shareholders are part of the documents that have been audited by Audit & Supervisory Board Members and the Financial Auditor in preparing their Audit Reports.
 - (i) Notes to the Non-consolidated Financial Statements
 - (ii) Notes to the Consolidated Financial Statements

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- When attending the meeting, please submit the enclosed Voting Rights Exercise Form to the reception desk.
 - Please note that the staff at the venue will be dressed lightly (Cool Biz) on the day of the meeting.
 - Our officers and staff will have their health conditions fully managed including checking their temperature and will continue to wear face masks.
 - If the items subject to measures for electronic provision require revisions, a notice of the revisions and the details of the items before and after the revisions will be posted on the Bank's website and the TSE website mentioned above on the Internet.

Reference Documents for the General Meeting of Shareholders

Proposal No. 1 Appropriation of Surplus

The Bank proposes the appropriation of surplus as follows:

Matters concerning dividends of surplus (year-end dividends for the 118th fiscal year)

Regarding the dividends of surplus, the Bank seeks approval as follows, giving consideration to enhancing shareholders' equity through internal reserves.

1. Type of dividend property
To be paid in cash.
2. Allotment of dividend property and their aggregate amount
 - (1) ¥25 per common share

Total amount	¥923,147,300
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 - (2) ¥26.20 per Class II preferred share

Total amount	¥196,500,000
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3. Effective date of dividends of surplus
June 30, 2023

(Reference)

- Class II preferred shares are issued at the price of ¥200 per share (*1), and the amount of the dividend per share for fiscal 2022 is the abovementioned ¥200 per share (*1) multiplied by the annual dividend rate of 1.310% (*2).

*1 The Bank conducted a stock consolidation of one share for ten Class II preferred shares on October 1, 2017. The price is therefore calculated assuming an issue price of ¥2,000 per share.

*2 The annual dividend rate used for fiscal 2022 is calculated by adding 1.15% to the Japanese yen TIBOR 12-month rate (0.16000%) as of April 1, 2022.

Proposal No. 2 Election of Seven Directors

The terms of office of all seven Directors will expire at the conclusion of this meeting.

Therefore, the Bank proposes the election of seven Directors.

The nomination of the seven Director candidates has been deliberated by the Nomination and Remuneration Committee, which is composed of Outside Directors and Directors with representative authority, then evaluated by an external evaluation committee made up of external lawyers and so forth, before the Nomination and Remuneration Committee provided advice and proposals to the Board of Directors. The external evaluation committee has provided an evaluation that the nomination of people is appropriate.

The candidates for Director are as follows:

Candidate No.	Name	Current position in the Bank
1	Hiroshi Ebara Reelection	Representative Director, President & Chief Executive Officer
2	Hiroyuki Sakurai Reelection	Representative Director, Vice President & Executive Officer
3	Isao Kitazume Reelection	Director, Senior Managing Executive Officer
4	Shinichiro Suzuki Reelection	Director, Managing Executive Officer
5	Takeshi Mizuguchi Reelection Outside Independent	Director
6	Rikako Onishi Reelection Outside Independent	Director
7	Hideto Tago Reelection Outside Independent	Director

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Bank, and significant concurrent positions outside the Bank	Class and number of Bank shares owned
1	Hiroshi Ebara (April 16, 1956)	<p>April 1980 Joined the Bank</p> <p>July 2007 Deputy General Manager of Secretarial Office</p> <p>February 2009 General Manager of Kawagoe Branch</p> <p>June 2011 Executive Officer, General Manager of Takasaki Branch</p> <p>June 2013 Managing Executive Officer, General Manager of Takasaki Branch</p> <p>June 2014 Director, Managing Executive Officer</p> <p>June 2017 Director, Senior Managing Executive Officer</p> <p>June 2019 Director, Vice President & Executive Officer</p> <p>June 2020 Representative Director, President & Chief Executive Officer (current position)</p>	Common shares 21,700 shares
<p>Reasons for nomination as a candidate for Director</p> <p>He has extensive operational experience in the integrated planning division, risk management division, credit administration division, finance and accounting division, and human resources and general affairs division, and he also has exceptional front line awareness, having served as General Manager of the Takasaki Branch and Kawagoe Branch, giving him a thorough knowledge of the overall banking operations. Furthermore, he served as Director from June 2014, Director and Vice President from June 2019, and Representative Director and President from June 2020, and has performed those duties and responsibilities appropriately. Judging that he can draw on this experience and knowledge to contribute to the Bank's management, we have nominated him as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Bank, and significant concurrent positions outside the Bank	Class and number of Bank shares owned
2	Hiroyuki Sakurai (December 26, 1957)	<p>April 1980 Joined the Bank</p> <p>June 2007 Deputy General Manager of Integrated Planning Department</p> <p>June 2008 General Manager of Credit Administration Department</p> <p>October 2009 General Manager of Integrated Planning Department</p> <p>June 2011 Executive Officer, General Manager of Integrated Planning Department</p> <p>June 2013 Managing Executive Officer, General Manager of Tokyo Branch</p> <p>June 2014 Director, Managing Executive Officer</p> <p>June 2017 Director, Senior Managing Executive Officer</p> <p>June 2020 Director, Vice President & Executive Officer</p> <p>September 2020 Representative Director, Vice President & Executive Officer (current position)</p> <p>In charge of: Human Resources Department, General Affairs Department, Compliance Management Department, Internal Audit Department, Securities Business (Internal Management Supervisor)</p>	Common shares 20,500 shares
<p>Reasons for nomination as a candidate for Director</p> <p>He has extensive operational experience in the relationship banking promotion division, integrated planning division, credit administration division, human resources and general affairs division, auditing division, and compliance division, and he also has exceptional frontline awareness, having served as the General Manager of the Tokyo Branch, giving him thorough knowledge of the overall banking operations. Furthermore, he served as Director from June 2014 and as Representative Director and Vice President from September 2020, and has performed those duties and responsibilities appropriately. Judging that he can draw on this experience and knowledge to contribute to the Bank's management, we have nominated him as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Bank, and significant concurrent positions outside the Bank	Class and number of Bank shares owned
3	Isao Kitazume (July 16, 1964)	<p>April 1987 Joined the Bank</p> <p>October 2008 General Manager of Kagohara Branch</p> <p>April 2013 General Manager of Isesaki Branch</p> <p>April 2016 Executive Officer, General Manager of Isesaki Branch</p> <p>June 2016 Executive Officer, General Manager of Relationship Banking Promotion Department</p> <p>June 2019 Director, Executive Officer, General Manager of Relationship Banking Promotion Department General Manager of Relationship Banking Strategy Department</p> <p>June 2020 Director, Senior Managing Executive Officer (current position)</p> <p>In charge of: Integrated Planning Department, Credit Administration Department, Credit Management Department</p>	Common shares 11,600 shares
<p>Reasons for nomination as a candidate for Director</p> <p>He has exceptional frontline awareness, having served as the General Manager of the Kagohara Branch and Isesaki Branch, as well as extensive operational experience in the relationship banking promotion division, integrated planning division, and credit administration division. Furthermore, he served as Executive Officer from April 2016, Director from June 2019, and Director and Senior Managing Executive Officer from June 2020, and has performed those duties and responsibilities appropriately. Judging that he can draw on this experience and knowledge to contribute to the Bank's management, we have nominated him as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Bank, and significant concurrent positions outside the Bank	Class and number of Bank shares owned
4	Shinichiro Suzuki (April 22, 1962)	<p>April 1985 Joined The Nippon Credit Bank, Ltd. (currently Aozora Bank, Ltd.)</p> <p>June 2017 Joined the Bank</p> <p>June 2017 General Manager of International Department</p> <p>June 2018 Executive Officer, General Manager of International Department and Joint Co-General Manager of Business Administration and System Department</p> <p>June 2020 Director, Managing Executive Officer (current position)</p> <p>In charge of: General Manager of Private Banking Department (commissioned), Securities Investment Department, International Department, Consulting Department (deputy in charge)</p>	Common shares 8,600 shares
<p>Reasons for nomination as a candidate for Director</p> <p>He has extensive operational experience in the relationship banking strategy division, international division, and asset management division. Furthermore, he served as Executive Officer from June 2018 and as Director and Managing Executive Officer from June 2020, and has performed those duties and responsibilities appropriately. Judging that he can draw on this experience and knowledge to contribute to the Bank's management, we have nominated him as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Bank, and significant concurrent positions outside the Bank	Class and number of Bank shares owned
5	Takeshi Mizuguchi (January 14, 1962)	<p>April 1984 Joined Nichimen Corporation</p> <p>October 1989 Joined Eiwa Audit Corporation</p> <p>September 1990 Joined TAC CO., Ltd.</p> <p>April 1997 Lecturer of Faculty of Economics, Takasaki City University of Economics</p> <p>April 2000 Associate Professor of Faculty of Economics, Takasaki City University of Economics</p> <p>October 2001 Ph.D. (Business Administration), Meiji University</p> <p>April 2008 Professor of Faculty of Economics, Takasaki City University of Economics</p> <p>April 2017 Vice President and Trustee of Takasaki City University of Economics</p> <p>June 2019 Outside Director of the Bank (current position)</p> <p>April 2021 President of Takasaki City University of Economics (current position) Vice Chairman of Takasaki City University of Economics (current position)</p>	Common shares 3,500 shares
<p>Reasons for nomination as a candidate for outside Director and outline of expected roles He has extensive experience and broad insight, having served as the President of the Takasaki City University of Economics, as a member of the ESG Finance High-Level Panel and as the Chairman of the Positive Impact Finance Task Force of the Ministry of the Environment, and as the Chairman of the Expert Panel on Sustainable Finance of the Financial Services Agency. The Bank deems that he can provide suggestions and raise issues based on his specialized experience and knowledge and contribute to enhancing the effectiveness of the decision-making function and supervisory function of the Board of Directors, and that he can appropriately fulfill his role, and has nominated him as a candidate for outside Director. He has never in the past been directly involved in the management of a company, except as an outside director. However, the Bank judges he will appropriately fulfill his duties as an outside Director based on the above reason.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Bank, and significant concurrent positions outside the Bank	Class and number of Bank shares owned
6	Rikako Onishi (June 16, 1974)	<p>April 1997 Joined The Long-Term Credit Bank of Japan, Limited (currently SBI Shinsei Bank, Limited)</p> <p>October 2002 Representative Director of Kotora Co., Ltd. (current position)</p> <p>March 2017 External Director of Bell-Park Co., Ltd. (current position)</p> <p>June 2019 Outside Director of the Bank (current position)</p> <p>December 2021 Outside Director of Keystone Partners Co., Ltd. (current position)</p> <p>April 2022 Outside Director (Audit and Supervisory Committee Member) of Material Group Inc. (current position)</p> <p>March 2023 Outside Director of Mercuria Holdings Co., Ltd. (current position)</p>	Common shares 2,100 shares
<p>Reasons for nomination as a candidate for outside Director and outline of expected roles She has extensive experience and broad insight in placement of professional human resources for financial institutions and consulting companies, human resource evaluations of the management of business companies, and hiring strategy from her operational experience at financial institutions and as the manager at a professional human resources placement company. The Bank deems that she can use this knowledge to provide suggestions and raise issues especially from a viewpoint as a corporate manager and contribute to enhancing the effectiveness of the decision making function and supervisory function of the Board of Directors, and that she can appropriately fulfill her role, and has nominated her as a candidate for outside Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Bank, and significant concurrent positions outside the Bank	Class and number of Bank shares owned
7	Hideto Tago (November 2, 1951)	<p>April 1974 Joined The Bank of Tokyo, Ltd. (currently MUFG Bank, Ltd.)</p> <p>April 1999 Partner (Executive Officer) of Deloitte Tohmatsu Consulting Co., Ltd. (currently ABeam Consulting Ltd.)</p> <p>June 2007 Outside Director of The San-in Godo Bank, Ltd.</p> <p>August 2011 Director General of The Research Institute of Japanese Regional Economy (RIJRE) (current position)</p> <p>June 2015 Part-time Director of Hamamatsu Shinkin Bank, Ltd. (currently Hamamatsu Iwata Shinkin Bank, Ltd.) (current position)</p> <p>June 2018 External Director of The Shoko Chukin Bank, Ltd.</p> <p>June 2020 Outside Director of the Bank (current position)</p>	Common shares 1,600 shares
<p>Reasons for nomination as a candidate for outside Director and outline of expected roles He has extensive experience in management consulting operations mainly at regional financial institutions and expertise in relationship banking. He is also an expert in regional finance, having served as a member of the ESG Finance High-Level Panel of the Ministry of the Environment. The Bank deems that he can provide suggestions and raise issues using this experience and knowledge and contribute to enhancing the effectiveness of the decision-making function and supervisory function of the Board of Directors, and that he can appropriately fulfill his role, and has nominated him as a candidate for outside Director.</p>			

- (Notes)
1. There is no special interest between any of the candidates and the Bank.
 2. Mr. Takeshi Mizuguchi, Ms. Rikako Onishi and Mr. Hideto Tago are candidates for outside Directors. At the conclusion of this meeting, tenures of Mr. Takeshi Mizuguchi and Ms. Rikako Onishi as outside Director of the Bank will have been four years. At the conclusion of this meeting, Mr. Hideto Tago's tenure as outside Director of the Bank will have been three years.
 3. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Bank has entered into agreements with Mr. Takeshi Mizuguchi, Ms. Rikako Onishi, and Mr. Hideto Tago to limit their liability for damages under Article 423, paragraph (1) of the same Act. If their elections are approved, the Bank plans to renew the respective agreements with each one of them. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for by Article 425, paragraph (1) of the same Act.
 4. The Bank has entered into a directors and officers liability insurance ("D&O insurance") policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company, thereby covering losses and costs incurred by insureds including Directors of the Bank in cases where they are liable for damages arising from their performance of duties (unless a coverage exclusion in the insurance policy is applied). If the candidates are elected and appointed as Directors, they will become insureds in the policy. Furthermore, the Bank plans to renew the policy at the time of the next renewal based on a resolution at the Board of Directors.
 5. The Bank has submitted notification to the Tokyo Stock Exchange that Mr. Takeshi Mizuguchi, Ms. Rikako Onishi, and Mr. Hideto Tago have been designated as independent officers as provided for by the aforementioned exchange.

(Reference)

Skills matrix of Directors and Audit & Supervisory Board Members (if the candidates are elected at this General Meeting of Shareholders)

	Name			Experience and expertise									
				Corporate management and management strategy	Legal affairs and compliance	Risk management	Finance and accounting	Sales	Corporate credit administration and management improvement	Market operations	Human resources, general affairs, and human resource development	IT and digital	ESG and sustainability
Director	Hiroshi Ebara			●	●	●	●	●	●	●	●		
	Hiroyuki Sakurai			●	●	●		●	●		●	●	
	Isao Kitazume			●		●		●	●				●
	Shinichiro Suzuki			●				●		●		●	
	Takeshi Mizuguchi	Outside	Independent	●	●		●				●		●
	Rikako Onishi	Outside	Independent	●		●		●			●	●	●
	Hideto Tago	Outside	Independent	●		●		●		●			●
Audit & Supervisory Board Member	Kiyomi Osawa			●	●	●	●				●	●	
	Masami Hashimoto			●	●	●	●		●				
	Shinichi Kato	Outside	Independent	●			●		●		●		
	Junko Saito	Outside	Independent	●			●		●		●		

* The above list does not show all the experience or expertise possessed by Directors or Audit & Supervisory Board Members.

Proposal No. 3 Election of One Substitute Audit & Supervisory Board Member

To prepare for cases in which the number of Audit & Supervisory Board Members (including outside Audit & Supervisory Board Members) falls short of the number prescribed by laws and regulations, based on Article 329, paragraph (3) of the Companies Act, the Bank is requesting the election of one substitute Audit & Supervisory Board Member.

We have received the evaluation results from the external evaluation committee stating that the nomination of the candidate for substitute Audit & Supervisory Board Member is appropriate. Furthermore, the consent of the Audit & Supervisory Board has been obtained for this proposal.

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

Name (Date of birth)	Career summary, position and responsibility in the Bank, and significant concurrent positions outside the Bank	Class and number of Bank shares owned
Shu Hamba (August 21, 1965)	<p>April 1993 Registered with Dai-ichi Tokyo Bar Association</p> <p>April 1993 Joined Iwata Godo</p> <p>February 2004 Registered as an attorney-at-law admitted in New York, United States of America</p> <p>March 2010 Outside Auditor of Caterpillar Japan Ltd.</p> <p>June 2010 Outside Director of SMBC Servicer Co., Ltd.</p> <p>August 2010 Joined Shimada Hamba & Osajima (current position)</p> <p>March 2012 Outside Director of Shoei Co., Ltd.</p> <p>June 2012 Substitute Audit & Supervisory Board Member of the Bank (current position)</p>	-
<p>Reasons for nomination as a candidate for substitute outside Audit & Supervisory Board Member</p> <p>He has extensive experience and broad insight in the legal field as an attorney. So that he can use this experience and insight in auditing the Bank's management, the Bank has nominated him as a candidate for substitute outside Audit & Supervisory Board Member. He has never in the past been directly involved in the management of a company, except as an outside director. However, the Bank judges that he will appropriately fulfill his duties as an outside Director based on the above reasons.</p>		

- (Notes)
- There is no special interest between the candidate and the Bank.
 - Mr. Shu Hamba is a candidate for substitute outside Audit & Supervisory Board Member.
 - If Mr. Shu Hamba assumes the office of Audit & Supervisory Board Member, pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Bank plans to enter into an agreement with him to limit his liability for damages under Article 423, paragraph (1) of the same Act.
The maximum amount of liability for damages under this agreement is the minimum liability amount provided for by Article 425, paragraph (1) of the same Act.
 - The Bank has entered into a directors and officers liability insurance ("D&O insurance") policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company, thereby covering losses and costs incurred by insureds including Audit & Supervisory Board Members of the Bank in cases where they are liable for damages arising from their performance of duties (unless a coverage exclusion in the insurance policy is applied). If Mr. Shu Hamba assumes the office of Audit & Supervisory Board Member, he will be included as an insured in the policy.
 - If Mr. Shu Hamba assumes the office of Audit & Supervisory Board Member, the Bank plans to submit notification to the Tokyo Stock Exchange concerning his designation as an independent officer as provided for by the aforementioned exchange.