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Securities identification code: 8361

June 2, 2023

(Start date of measures for electronic provision: May 25, 2023)

To our shareholders:

Toshiyuki Sakai
President
The Ogaki Kyoritsu Bank, Ltd.
98, Kuruwamachi 3-chome, Ogaki, Gifu, Japan

NOTICE OF THE 211TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

The 211th Ordinary General Meeting of Shareholders of the Ogaki Kyoritsu Bank, Ltd. (the “Company”) will be held as described below.

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. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information as “Notice of the 211th Ordinary General Meeting of Shareholders” on the Company’s website. Please access the Company’s website by using the internet address shown below to review the information.

The Company’s website:

<https://www.okb.co.jp/investor/i-top.html> (in Japanese)

Access the Company’s website, then scroll down to the section labeled “General Meeting of Shareholders.”

In addition to the above website, this information is also posted on the website of the Tokyo Stock Exchange (TSE).

TSE website (Listed Company Search)

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

Access the TSE website shown above, enter “The Ogaki Kyoritsu Bank, Ltd.” in “Issue name (company name)” or “8361” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”

If you are unable to attend the meeting in person, you may exercise your voting rights via the Internet or by postal mail. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by no later than 5:45 p.m., Monday, June 19, 2023 (Japan Standard Time).

1. Date and Time: Tuesday, June 20, 2023 at 10:00 a.m. (Japan Standard Time)

2. Venue: Unkai-no-ma 3F, Ogaki Forum Hotel
31, Mangoku 2-chome, Ogaki, Gifu, Japan

3. Purposes:

Items to be reported:

1. Business Report and Non-Consolidated Financial Statements for the 211th Term from April 1, 2022 to March 31, 2023
2. Consolidated Financial Statements for the 211th Term from April 1, 2022 to March 31, 2023 and the results of audit of the Consolidated Financial Statements by the Accounting Auditor and Board of Auditors

Items to be resolved:

- Proposal 1:** Appropriation of surplus
- Proposal 2:** Election of eight (8) Directors
- Proposal 3:** Election of one (1) Substitute Auditor

Proposals and Reference Documents for the 211th General Meeting of Shareholders

Proposal 1: Appropriation of surplus

With a view to securing long-term stable revenue base, we plan to enhance our internal reserves in line with our basic policy on continuous and stable dividends and in a manner that reflects performance, business environment, and other such factors. To this end, we propose year-end dividends as set forth below.

1. Matters related to year-end dividends

We plan to provide a year-end dividend of 35 yen per common share. Therefore, the aggregate amount of annual dividend for the fiscal term will be equivalent to 70 yen per share.

(1) Type of dividend property

Cash

(2) Allocation of dividend property and total amount thereof

35 yen per common share of the Company

Total amount of dividends: 1,456,834,015 yen

(3) Effective date of distribution of dividends of surplus

June 21, 2023

2. Matters related to other appropriation of surplus

We plan to strengthen our financial standing in anticipation of robust development and in consideration of the future business environment. To this end, we propose to appropriate surplus as follows.

(1) Item of surplus to be increased and amount thereof

Special reserve fund: 1,000,000,000 yen

(2) Item of surplus to be decreased and amount thereof

Retained earnings brought forward: 1,000,000,000 yen

Proposal 2: Election of eight (8) Directors

The tenures of eight (8) incumbent Directors will expire at the conclusion of this General Meeting of Shareholders. Therefore, the Company proposes the election of eight (8) Directors including three (3) External Directors.

The candidates for Directors are as follows:

No.	Name	Current position in the Company	Attendance at the Board of Directors meeting (2022)
1	Toshiyuki Sakai Reelection	President (Representative Director)	100% (12/12)
2	Satoshi Tsuchiya Reelection	Managing Director	100% (12/12)
3	Takaharu Hayashi Reelection	Managing Director	100% (12/12)
4	Masayuki Nogami Reelection	Managing Director	92% (11/12)
5	Masaki Kakehi Reelection	Managing Director	100% (12/12)
6	Masaaki Kanda Reelection, External, Independent Officer	External Director	100% (12/12)
7	Yasutake Tango Reelection, External, Independent Officer	External Director	92% (11/12)
8	Yuko Moriguchi Reelection, External, Independent Officer	External Director	83% (10/12)

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	<p style="text-align: center;">Toshiyuki Sakai (December 7, 1956)</p> <p style="text-align: center;">Reelection</p>	<p>Apr. 1979 Joined the Company</p> <p>May 2006 General Manager of Management Administration Division of the Company</p> <p>Apr. 2009 General Manager of Kakamigahara Branch of the Company</p> <p>May 2011 General Manager of Planning & Coordination Division of the Company</p> <p>June 2011 Director, General Manager of Planning & Coordination Division of the Company</p> <p>June 2017 Managing Director, General Manager of Planning & Coordination Division of the Company</p> <p>May 2018 Managing Director of the Company</p> <p>June 2018 Senior Managing Director of the Company</p> <p>June 2019 President of the Company (present position)</p> <p>(Area of responsibility) Overall management, Audit Division</p>	3,700
<p>(Reason for election as the candidate for Director)</p> <p>Toshiyuki Sakai became Director in June 2011, Managing Director in June 2017, Senior Managing Director in June 2018, and President in June 2019. Working principally in Planning and Management Administration, he has cultivated an impressive track record and abundant experience, based on which he has duly performed his duties as Director. On this basis, the Company believes that he will duly perform his duties as Director going forward; therefore, it has nominated him as a candidate for Director.</p>			
2	<p style="text-align: center;">Satoshi Tsuchiya (February 16, 1980)</p> <p style="text-align: center;">Reelection</p>	<p>Apr. 2003 Joined ORIX Corporation</p> <p>Apr. 2011 Joined Mizuho Financial Group, Inc. (Mizuho Bank, Ltd.; Mizuho Trust & Banking Co., Ltd.)</p> <p>May 2014 Joined the Company Deputy General Manager of Nagoya Branch of the Company</p> <p>May 2016 Corporate Officer, General Manager of Nagoya Branch of the Company</p> <p>June 2017 Director, General Manager of Nagoya Branch of the Company</p> <p>May 2018 Director, General Manager of Aichi Corporate Sales Division of the Company</p> <p>June 2018 Managing Director, General Manager of Aichi Corporate Sales Division of the Company</p> <p>May 2019 Managing Director of the Company (present position)</p> <p>(Area of responsibility) Planning & Coordination Division, Public Relations Division, Personnel Division, IT Management Division, Treasury Division, General Affairs Division</p>	33,458
<p>(Reason for election as the candidate for Director)</p> <p>Satoshi Tsuchiya became Director in June 2017 and Managing Director in June 2018. He acquired professional knowledge at the Keio University Graduate School of Business Administration after working at ORIX Corporation. He has experience working in areas such as loan and credit supervision, consulting, and international services at Mizuho Financial Group as well as deep insights in financial services overall, cultivated by working in business promotion and branch management at the Company. On this basis, the Company believes that he will duly perform his duties as Director going forward; therefore, it has nominated him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	<p style="text-align: center;">Takaharu Hayashi (November 28, 1959)</p> <p style="text-align: center;">Reelection</p>	<p>Apr. 1982 Joined the Company</p> <p>May 2000 General Manager of Ichinomiya Minami Branch of the Company</p> <p>May 2002 General Manager of Noritake Branch of the Company</p> <p>Mar. 2005 General Manager of Kenchomae Branch of the Company</p> <p>May 2007 General Manager of Operations Development Division of the Company</p> <p>May 2010 General Manager of Hashima Branch of the Company</p> <p>May 2012 General Manager of Gifu Branch of the Company</p> <p>Apr. 2013 Corporate Officer, General Manager of Gifu Branch of the Company</p> <p>June 2014 President of OKB Front Co., Ltd.</p> <p>June 2015 President of Myojo Co., Ltd.</p> <p>June 2019 Managing Director of the Company (present position)</p> <p>(Area of responsibility) Management Administration Division, Related Business Division, Loan & Credit Supervision Division, Operations Administration Division, Operations Support Division, Systems Development Division</p>	4,000
<p>(Reason for election as the candidate for Director)</p> <p>Takaharu Hayashi became Managing Director in June 2019. He has abundant experience and deep insights cultivated in business administration outside of the banking industry such his work in real estate business and the creation of new business at Myojo Co., Ltd., in addition to working in planning and product development of the Company as well as in Branch Offices. On this basis, the Company believes that he will duly perform his duties as Director going forward; therefore, it has nominated him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
4	<p data-bbox="373 618 568 689">Masayuki Nogami (February 12, 1962)</p> <p data-bbox="416 748 525 775">Reelection</p>	<p data-bbox="630 286 979 313">Apr. 1984 Joined the Company</p> <p data-bbox="630 322 1171 376">Oct. 2008 General Manager of Mino Branch of the Company</p> <p data-bbox="630 385 1206 439">May 2011 Deputy General Manager of Gifu Branch of the Company</p> <p data-bbox="630 448 1219 582">May 2013 General Manager of Loan & Credit Supervision Division and General Manager of Business Innovation Support Center, Loan & Credit Supervision Division of the Company</p> <p data-bbox="630 591 1219 645">May 2015 General Manager of Treasury Division of the Company</p> <p data-bbox="630 654 1190 707">May 2016 Corporate Officer, General Manager of Branch Banking Division of the Company</p> <p data-bbox="630 716 1145 770">June 2017 Director, General Manager of Branch Banking Division of the Company</p> <p data-bbox="630 779 1209 833">May 2018 Director, General Manager of Tokyo Branch of the Company</p> <p data-bbox="630 842 1222 896">May 2020 Director, General Manager of Gifu Branch of the Company</p> <p data-bbox="630 904 1203 958">June 2020 Senior Executive Officer, General Manager of Gifu Branch of the Company</p> <p data-bbox="630 967 1222 1021">June 2021 Managing Director, General Manager of Gifu Branch of the Company</p> <p data-bbox="630 1030 1222 1111">Apr. 2023 Managing Director, General Manager of Gifu Branch and General Manager of Senjudo Branch of the Company (present position)</p>	4,850
<p data-bbox="325 1137 810 1164">(Reason for election as the candidate for Director)</p> <p data-bbox="325 1173 1219 1326">Masayuki Nogami became Director in June 2017, Senior Executive Officer in June 2020, and Managing Director in June 2021. He has a high level of expertise cultivated by working in business and treasury marketing divisions and corporate revitalization. He has been fulfilling his responsibilities based on an impressive track record and abundant experience. On this basis, the Company believes that he will duly perform his duties as Director going forward; therefore, it has nominated him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
5	Masaki Kakehi (March 24, 1962) Reelection	<p>Apr. 1984 Joined the Company</p> <p>Apr. 2011 Assistant General Manager of General Affairs Division of the Company</p> <p>Oct. 2012 General Manager of Nakamura Branch of the Company</p> <p>Jan. 2017 General Manager of Audit Division of the Company</p> <p>May 2018 General Manager of Planning & Coordination Division of the Company</p> <p>June 2018 Director, General Manager of Planning & Coordination Division of the Company</p> <p>June 2020 Senior Executive Officer, General Manager of Planning & Coordination Division of the Company</p> <p>May 2021 Senior Executive Officer of the Company</p> <p>June 2021 Managing Director of the Company (present position)</p> <p>(Area of responsibility) Business Promotion Division, Corporate Business Division, International Business Promotion Division, Consumer Banking Division, Business & Public Affairs Division</p> <p>(Reason for election as the candidate for Director) Masaki Kakehi became Director in June 2018, Senior Executive Officer in June 2020, and Managing Director in June 2021. He has been fulfilling his responsibilities based on an impressive track record and abundant experience cultivated in Branch Offices, as well as the Planning and Management Administration Division and Auditing Division. On this basis, the Company believes that he will duly perform his duties as Director going forward; therefore, it has nominated him as a candidate for Director.</p>	3,800
6	Masaaki Kanda (October 1, 1951) Reelection, External, Independent Officer	<p>Apr. 1976 Registered with Nagoya Bar Association</p> <p>Nov. 1989 Mayor of Ichinomiya City</p> <p>Feb. 1999 Governor of Aichi Prefecture</p> <p>Jan. 2011 President of Aichi Arts Center (present position)</p> <p>June 2014 External Director of the Company (present position)</p> <p>June 2019 Outside Auditor, BROTHER INDUSTRIES, LTD. (present position)</p> <p>(Significant concurrent positions outside the Company) President of Aichi Arts Center Chairman of the Aichi International Association Advisor to Tokai Tokyo Research Institute Co., Ltd. Outside Auditor, BROTHER INDUSTRIES, LTD.</p> <p>(Reason for election as the candidate for External Director and overview of expected roles) Masaaki Kanda became External Director of the Company in June 2014. In addition to his experience as a lawyer, Masaaki Kanda has broad insights and abundant experiences in public administration/local government, having served in positions such as Mayor of Ichinomiya City and Governor of Aichi Prefecture. While he has not been involved in company management other than in his capacity as External officer, the Company expects that going forward, he will provide appropriate proposals and advice on the Company's overall management as External Director, and that he will play an important role in ensuring and improving the transparency and fairness of the Company's management; therefore, it has nominated him as a candidate for External Director. It should be noted that Masaaki Kanda will have served as External Director of the Company for nine (9) years as of the conclusion of this General Meeting of Shareholders.</p>	4,000

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
7	<p data-bbox="384 510 555 566">Yasutake Tango (March 21, 1951)</p> <p data-bbox="371 622 568 741">Reelection, External, Independent Officer</p>	<p data-bbox="632 286 1225 860"> Apr. 1974 Entered Ministry of Finance Oct. 2006 Director-General of the Financial Bureau, Ministry of Finance July 2007 Deputy Vice Minister, Ministry of Finance July 2008 Director-General of the Budget Bureau, Ministry of Finance July 2009 Administrative Vice Minister, Ministry of Finance Dec. 2010 Corporate Auditor, The Yomiuri Shimbun Holdings Dec. 2012 Special Advisor to the Cabinet June 2014 Chairman of the Board, JAPAN TOBACCO INC. June 2015 External Director of the Company (present position) June 2020 Outside Director (Audit and Supervisory Committee Member) of Mitsubishi UFJ Trust and Banking Corporation (present position) </p> <p data-bbox="632 898 1225 981"> (Significant concurrent positions outside the Company) Outside Director (Audit and Supervisory Committee Member) of Mitsubishi UFJ Trust and Banking Corporation </p>	0
<p data-bbox="325 990 1225 1288"> (Reason for election as the candidate for External Director and overview of expected roles) Yasutake Tango became External Director of the Company in June 2015. Yasutake Tango has broad knowledge and experience in financial administration, having served in positions such as Director-General of the Budget Bureau, Ministry of Finance, and Administrative Vice Minister, Ministry of Finance. The Company expects that going forward, he will provide appropriate advice and guidance backed by his knowledge and experience, on the Company's overall management as External Director, and that he will play an important role in ensuring and improving the transparency and fairness of the Company's management; therefore, it has nominated him as a candidate for External Director. It should be noted that Yasutake Tango will have served as External Director of the Company for eight (8) years as of the conclusion of this General Meeting of Shareholders. </p>			

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
8	Yuko Moriguchi (April 13, 1955) Reelection, External, Independent Officer	Dec. 1975 Joined the Japan Ladies Professional Golfers' Association (JLPGA) 1990 Received the Gifu Prefecture Sports Honor Award 1992 Obtained permanent exemption status on the JLPGA Tour 1994 Received the Gifu Prefecture People's Honor Award Mar. 2012 Gifu Prefectural Board of Education June 2015 External Director of GOLDWIN INC. (present position) Jan. 2019 Enshrined in the Japan Professional Golf Hall of Fame June 2020 External Director of the Company (present position) (Significant concurrent positions outside the Company) External Director of GOLDWIN INC.	930
(Reason for election as the candidate for External Director and overview of expected roles) Yuko Moriguchi became External Director of the Company in June 2020. Yuko Moriguchi has broad insight and abundant experiences fostered for many years as a professional athlete. While she has not been involved in company management other than in her capacity as External officer, the Company expects that going forward, she will provide appropriate proposals and advice on the Company's overall management as External Director, and that she will play an important role in ensuring and improving the transparency and fairness of the Company's management; therefore, it has nominated her as a candidate for External Director. It should be noted that Yuko Moriguchi will have served as External Director of the Company for three (3) years as of the conclusion of this General Meeting of Shareholders.			

- Notes:
1. There is no special interest between the candidates and the Company.
 2. Yuko Moriguchi's name on her family register is Yuko Sekiya.
 3. Masaaki Kanda, Yasutake Tango and Yuko Moriguchi are candidates for the post of External Director.
 4. The Company has registered Masaaki Kanda, Yasutake Tango and Yuko Moriguchi as Independent Officers as stipulated in the regulations of the Tokyo Stock Exchange and the Nagoya Stock Exchange. If reelected, Masaaki Kanda, Yasutake Tango and Yuko Moriguchi will continue to serve as Independent Officers.
 5. Based on Article 26 of the Company's Articles of Incorporation, the Company has concluded a limited liability agreement with Masaaki Kanda, Yasutake Tango and Yuko Moriguchi that limits their liabilities as provided in Article 423, paragraph (1) of the Companies Act to the amount specified by laws and regulations. If Masaaki Kanda, Yasutake Tango and Yuko Moriguchi are reappointed, the Company intends to continue the said limited liability agreement with them, respectively.
 6. The Company has entered into a directors and officers liability insurance agreement with an insurance company, as stipulated in Article 430-3, paragraph (1) of the Companies Act, to cover damages incurred by the officers who are the insured in the event that they are sued for compensation for damages due to their actions in the course of their duties. If elected as Director, he or she will be included as an insured of this insurance agreement. The agreement will be renewed with the same terms and conditions at the next renewal.

[Reference] Expertise and Experience of Directors and Auditors After Election

Name		Expertise and Experience							
		Corporate Management / Corporate Strategy	Sales CS	Risk Management / Legal Affairs/ Compliance	Accounting Finance	Personnel /Human Resource Development	IT/ Systems	Market Operation	Global Experience
Directors	Toshiyuki Sakai	●	●	●	●	●	●	●	●
	Satoshi Tsuchiya	●	●	●		●	●	●	●
	Takaharu Hayashi	●	●	●	●		●	●	
	Masayuki Nogami	●	●	●				●	●
	Masaki Kakehi	●	●	●	●	●	●	●	
	Masaaki Kanda	●		●		●			●
	Yasutake Tango	●		●	●	●		●	●
	Yuko Moriguchi		●			●			●
Auditors	Ryuji Tokoro	●	●	●	●				
	Toshio Oshitani	●	●	●		●			
	Takashi Saeki	●		●	●				●
	Yukio Ikemura	●	●	●	●			●	●

This skill matrix does not represent all of the expertise and experience possessed by each person.

Proposal 3: Election of one (1) Substitute Auditor

The effective term of the current Substitute Auditor will expire at the beginning of this Ordinary General Meeting of Shareholders. Therefore, the Company proposes that one (1) Substitute Auditor be elected to prepare for a case where the number of Auditors falls below the number stipulated by laws and regulations.

The candidate for Substitute Auditor is as follows:

The Board of Auditors has given its consent to this proposal.

Name (Date of birth)	Career summary and position (Significant concurrent positions outside the Company)	Number of the Company's shares owned
Tetsuro Mori (March 6, 1953) Reelection, External, Independent Officer	Apr. 1982 Registered with Osaka Bar Association Worked for Professional Corporation, Chuo Sogo Law Office Apr. 1986 Registered with Gifu Prefecture Bar Association Founded Mori Law Office Apr. 2005 Chairman of Gifu Prefecture Bar Association Governor of Japan Federation of Bar Associations June 2010 Substitute Auditor of the Company (present position)	0
(Reason for election as the candidate for Substitute External Auditor) As a lawyer, Tetsuro Mori has expert legal insights. He is therefore well-equipped to audit the legality of the Company's business operations in an objective and neutral manner. On this basis, the Company has nominated him as a candidate for Substitute External Auditor. While Tetsuro Mori has not been involved in company management, given that he has performed his duties as a legal expert, the Company believes that he would perform his duties as External Auditor appropriately.		

- Notes:
1. There is no special interest between the candidate and the Company.
 2. Tetsuro Mori is a candidate for Substitute External Auditor.
 3. Tetsuro Mori satisfies the requirements for an Independent Officer as provided for by the Tokyo Stock Exchange and the Nagoya Stock Exchange, and the Company plans to submit notification to the aforementioned exchanges concerning his appointment as an Independent Officer.
 4. If Tetsuro Mori is elected as Auditor, based on Article 39 of the Company's Articles of Incorporation, the Company plans to conclude a limited liability agreement with him that limits his liability as provided in Article 423, paragraph (1) of the Companies Act to the amount specified by laws and regulations.
 5. The Company has entered into a directors and officers liability insurance agreement with an insurance company, as stipulated in Article 430-3, paragraph (1) of the Companies Act, to cover damages incurred by the officers who are the insured in the event that they are sued for compensation for damages due to their actions in the course of their duties. If Tetsuro Mori is elected as Auditor, he will be included as an insured of this insurance agreement. The agreement will be renewed with the same terms and conditions at the next renewal.