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Securities Code: 7389

June 6, 2023

Start date of measures for electronic provision: June 2, 2023

To our shareholders

Yukinori Ito, President and Representative Director
Aichi Financial Group, Inc.
14-12, Sakae 3-chome, Naka-ku, Nagoya

Notice of the First Annual General Meeting of Shareholders

We are pleased to announce the first Annual General Meeting of Shareholders, which will be held as indicated below.

In convening this General Meeting of Shareholders, the Company has taken 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 has posted the information on the Company's website. Please access the following website to view the information.

The Company's website:

<https://www.aichi-fg.co.jp/ir/shareholder/meeting/> (in Japanese)

(Please access the above website and check from the "General Meeting of Shareholders.")

In addition to the Company's website, matters subject to measures for electronic provision are 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 by using the internet address shown above, enter "Aichi Financial Group" in "Issue name (company name)" or the Company's securities code "7389" 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].")

Regarding this Convocation Notice, the paper-based documents delivered to shareholders who have requested the delivery of the documents in accordance with laws and regulations and the Articles of Incorporation are to be sent to all shareholders.

If you are unable to attend in person, please consider reviewing the "Reference Documents for the General Meeting of Shareholders" and exercising your voting rights in advance in writing or via the Internet, following "How to exercise voting rights" on page 3 of this Convocation Notice by 5:30 p.m. (JST) on Thursday, June 22, 2023.

1. **Date and time** Friday, June 23, 2023, at 10:00 a.m. (JST) (Reception opens at 9:00 a.m.)
2. **Venue** Hall on the 8th floor of the head office, The Aichi Bank, Ltd.
14-12, Sakae 3-chome, Naka-ku, Nagoya

3. **Purposes of the General Meeting of Shareholders**

Matters to be reported

- (1) Business Report, Consolidated Financial Statements, and results of audits of the Consolidated Financial Statements performed by the Accounting Auditor and Audit Committee for the first fiscal year (from October 3, 2022 to March 31, 2023)
(Note) The first fiscal year for the Company is from October 3, 2022, to March 31, 2023, while our consolidated fiscal year is from April 1, 2022, to March 31, 2023.
- (2) Non-consolidated Financial Statements for the first fiscal year (from October 3, 2022 to March 31, 2023)

Matters to be resolved

- | | |
|-----------------------|--|
| Proposal No. 1 | Appropriation of Surplus |
| Proposal No. 2 | Election of Nine Directors (Excluding Directors Who Are Audit Committee Members) |
| Proposal No. 3 | Election of One Director Who Is an Audit Committee Member |
| Proposal No. 4 | Determination of Remuneration, etc. for Directors (Excluding Directors Who Are Audit Committee Members) |
| Proposal No. 5 | Determination of Remuneration, etc. for Directors Who Are Audit Committee Members |
| Proposal No. 6 | Determination of Remuneration for Directors (Excluding Directors Who Are Audit Committee Members and Outside Directors) to Allocate Restricted Shares With Transfer Restrictions |

Matters subject to measures for electronic provision (matters excluded from the paper-based documents delivered)

- (1) In accordance with the provisions of laws and regulations and Article 16 of the Company's Articles of Incorporation, the following matters are excluded from the paper-based documents delivered to shareholders who have made a request for delivery of such documents. Therefore, the documents represent a part of the documents audited by the Audit Committee and Accounting Auditor.
 - 1) "Matters regarding share acquisition rights, etc. of the Company" and "Systems to ensure proper business activities" in the Business Report
 - 2) "Consolidated Statement of Changes in Equity" and "Notes to the Consolidated Financial Statements" in the Consolidated Financial Statements
 - 3) "Statement of Changes in Equity" and "Notes to the Non-consolidated Financial Statements" in the Non-consolidated Financial Statements
- (2) With regard to any revisions to the matters subject to measures for electronic provision, notice thereof will be posted on the respective websites where they are posted, as well as the matters before and after the revisions.

Attendance at the General Meeting of Shareholders

- If attending the meeting in person, please present the voting form that is sent along with this Convocation Notice to the reception desk.
Please be sure to bring this Convocation Notice with you.
- In the exercise of voting rights by proxy, you may appoint one proxy who must be another shareholder holding voting rights in the Company. This shareholder may exercise your voting rights by presenting a document attesting to the authority of proxy.
- We are unable to provide parking and request that shareholders attending the meeting use public transportation, etc.

How to exercise voting rights

There are three ways to exercise your voting rights.

Attend in person at the General Meeting of Shareholders

Please present the voting form at the reception desk. (Affixing a seal is not required.)

Date and time	Friday, June 23, 2023, at 10:00 a.m. (JST) (Reception opens at 9:00 a.m.)
Venue	Hall on the 8th floor of the head office, The Aichi Bank, Ltd.

Exercise your voting rights by mail

Indicate your approval or disapproval for each of the proposals on the voting form and return it by mail. Postage is not required.

Voting deadline Thursday, June 22, 2023: Arrival no later than 5:30 p.m. (JST)

Exercise your voting rights via the Internet

<https://evote.tr.mufg.jp/>

Access the URL above and input your approval or disapproval by the voting deadline.

Voting deadline Thursday, June 22, 2023: No later than 5:30 p.m. (JST)

Handling of duplicate voting

- If you exercise your voting rights both by the voting form and via the Internet, the exercise via the Internet will be treated as the valid exercise of voting rights.
If you exercise voting rights more than once via the Internet, your last exercise will be treated as the valid exercise of voting rights.

Handling in the absence of indications of “approval” or “disapproval” on the voting form

- In the returned voting form, if no indications of “approval” or “disapproval” are provided for each proposal, we will consider them as approval.

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1 Appropriation of Surplus

Under our shareholder returns policy, the appropriation of surpluses seeks to proactively return profits to our shareholders while retaining internal reserves to strengthen our earnings base.

Year-end dividends

Based on a comprehensive consideration of business performance and the future business environment, the Company proposes that the year-end dividend for the first fiscal year be an ordinary dividend of ¥50 per share.

This will result in an annual dividend for the current fiscal year of ¥50 per share (ordinary dividend of ¥50).

(1) Type of dividend property

To be paid in cash.

(2) Allotment of dividend property and their aggregate amount

The Company proposes to pay a dividend of ¥50 per common share of the Company.

In this event, the total dividends will be ¥2,446,345,950.

(3) Effective date of dividends of surplus

The effective date of dividends will be June 26, 2023.

Proposal No. 2 Election of Nine Directors (Excluding Directors Who Are Audit Committee Members)

The terms of all nine Directors (excluding Directors who are Audit Committee members; the same applies hereinafter in this proposal) will expire at the conclusion of this Annual General Meeting of Shareholders. We therefore request the election of nine Directors.

The selection of candidates for Director was finalized by the Board of Directors in consultation with the Human Resources Committee, a majority of which is comprised of outside Directors.

We have received the opinion from the Audit Committee that each candidate is deemed suitable for the Director position, as they are expected to contribute to the sustainable growth of the Company and improving its corporate value over the medium and long term, faithfully fulfill their duties in accordance with the three elements of our management vision (“VISION”), “Purpose,” “Mission,” and “Value,” as well as our “Basic Compliance Policy,” and possess the appropriate personal qualities, insights, abundant experience, accomplishments, and the necessary knowledge and capabilities required for effective leadership in the banking industry.

The candidates for Director are as follows:

Candidate No.	Name	Current position in the Company	Attendance at Board of Directors meetings
1	Reelection Yukinori Ito	President (Representative Director)	9/10 meetings
2	Reelection Hideo Kobayashi	Vice President (Representative Director)	10/10 meetings
3	Reelection Nobuhiko Kuratomi	Director	10/10 meetings
4	Reelection Hiroyasu Matsuno	Director	10/10 meetings
5	Reelection Hiroaki Yoshikawa	Director	10/10 meetings
6	Reelection Makoto Hayakawa	Director	10/10 meetings
7	Reelection Norimasa Suzuki	Director	10/10 meetings
8	Reelection Kenji Ito	Director	10/10 meetings
9	Reelection Hisashi Sebayashi	Director	10/10 meetings

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Yukinori Ito (January 1, 1958) Reelection	Apr. 1980 Joined Chuo Sogo Bank, Ltd. (currently The Aichi Bank, Ltd.)	6,161
		June 2010 General Manager of Operations Administration Department	
June 2013 Director, General Manager of Operational Audit Department			
June 2015 Director, General Manager of Securities & Foreign Business Department			
June 2017 Managing Director			
June 2019 President (current position)			
Oct. 2022 President and Representative Director of the Company (current position)			
		Significant concurrent positions outside the Company President of The Aichi Bank, Ltd.	
Reasons for nomination as candidate for Director Yukinori Ito has been a Director of The Aichi Bank, Ltd., a member of the Group, since June 2013, a Managing Director since June 2017, and President since June 2019. He has also served as President and Representative Director of the Company since October 2022 with abundant experience and accomplishments as a manager. We judged him to be a candidate for Director as we expect him to continue to contribute to the management of the Company.			
2	Hideo Kobayashi (April 14, 1961) Reelection	Apr. 1984 Joined Chukyo Sogo Bank, Ltd. (currently The Chukyo Bank, Limited)	2,900
		June 2015 Executive Officer, General Manager of No. 3 Nagoya Sales Department	
June 2017 Director and Executive Officer			
June 2019 Director and Managing Executive Officer			
Apr. 2021 President (current position)			
Oct. 2022 Vice President and Representative Director of the Company (current position)			
		Significant concurrent positions outside the Company President of The Chukyo Bank, Limited	
Reasons for nomination as candidate for Director Hideo Kobayashi has served as Executive Officer at The Chukyo Bank, Limited, a member of the Group, since June 2015, as Director and Executive Officer since June 2017, as Director and Managing Executive Officer since June 2019, and as President since April 2021. He has also served as Vice President and Representative Director of the Company since October 2022 with abundant experience and accomplishments as a manager. We judged him to be a candidate for Director as we expect him to continue to contribute to the management of the Company.			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	Nobuhiko Kuratomi (February 15, 1959) Reelection	Apr. 1981 Joined Chuo Sogo Bank, Ltd. (currently The Aichi Bank, Ltd.)	3,497
		June 2014 General Manager of Compliance Management Department	
June 2016 Director, General Manager of Compliance & Risk Management Department			
June 2017 Director, General Manager of Internal Audit Department			
June 2019 Managing Director			
June 2021 Senior Managing Director (current position)			
Oct. 2022 Director in charge of Compliance & Risk Management Department of the Company (current position)			
		Significant concurrent positions outside the Company Senior Managing Director of The Aichi Bank, Ltd.	
Reasons for nomination as candidate for Director Nobuhiko Kuratomi has been a Director of The Aichi Bank, Ltd., a member of the Group, since June 2016, a Managing Director since June 2019, and a Senior Managing Director since June 2021. He has also served as Director of the Company since October 2022 with abundant experience and accomplishments as a manager. We judged him to be a candidate for Director as we expect him to continue to contribute to the management of the Company.			
4	Hiroyasu Matsuno (July 24, 1958) Reelection	Apr. 1982 Joined Chuo Sogo Bank, Ltd. (currently The Aichi Bank, Ltd.)	6,727
		June 2013 General Manager of Personal Banking Department	
June 2015 Director, General Manager of Head Office Sales Department			
June 2017 Director, General Manager of Credit Supervision Department			
June 2019 Managing Director (current position)			
Oct. 2022 Director in charge of Operations Administration Department of the Company (current position)			
		Significant concurrent positions outside the Company Managing Director of The Aichi Bank, Ltd.	
Reasons for nomination as candidate for Director Hiroyasu Matsuno has been a Director of The Aichi Bank, Ltd., a member of the Group, since June 2015, and a Managing Director since June 2019. He has also served as Director of the Company since October 2022 with abundant experience and accomplishments as a manager. We judged him to be a candidate for Director as we expect him to continue to contribute to the management of the Company.			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
5	Hiroaki Yoshikawa (October 5, 1961) Reelection	Apr. 1985 Joined Chuo Sogo Bank, Ltd. (currently The Aichi Bank, Ltd.)	4,729
		June 2015 General Manager of Corporate Administration Department	
June 2017 Executive Officer, General Manager of General Planning and Administration Department			
June 2019 Executive Officer, General Manager of Operations Administration Department			
June 2020 Director			
June 2022 Managing Director (current position)			
Oct. 2022 Director in charge of Administrative Systems Management Department of the Company (current position)			
Significant concurrent positions outside the Company Managing Director of The Aichi Bank, Ltd.			
Reasons for nomination as candidate for Director Hiroaki Yoshikawa has been Executive Officer of The Aichi Bank, Ltd., a member of the Group, since June 2017, Director since June 2020, and a Managing Director since June 2022. He has also served as Director of the Company since October 2022 with abundant experience and accomplishments as a manager. We judged him to be a candidate for Director as we expect him to continue to contribute to the management of the Company.			
6	Makoto Hayakawa (December 15, 1962) Reelection	Apr. 1985 Joined Chukyo Sogo Bank, Ltd. (currently The Chukyo Bank, Limited)	3,115
		June 2011 Executive Officer, General Manager of General Planning and Administration Department	
May 2013 Executive Officer, General Manager of Operations Administration Department			
May 2014 Executive Officer, General Manager of Sales Management Department			
Mar. 2016 Executive Officer, General Manager of Risk Department			
Apr. 2018 Executive Officer, General Manager of General Planning and Administration Department			
June 2019 Managing Executive Officer, General Manager of General Planning and Administration Department			
Oct. 2022 Director, Managing Executive Officer and General Manager of General Planning and Administration Department (current position)			
Significant concurrent positions outside the Company Director, Managing Executive Officer and General Manager of General Planning and Administration Department of The Chukyo Bank, Limited			
Reasons for nomination as candidate for Director Makoto Hayakawa has served as Executive Officer at The Chukyo Bank, Limited, a member of the Group, since June 2011, as Managing Executive Officer since June 2019, and as Director and Managing Executive Officer since October 2022. He has also served as Director of the Company since October 2022 with abundant experience and accomplishments as a manager. We judged him to be a candidate for Director as we expect him to continue to contribute to the management of the Company.			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
7	Norimasa Suzuki (December 30, 1963) Reelection	<p>Apr. 1986 Joined Chuo Sogo Bank, Ltd. (currently The Aichi Bank, Ltd.)</p> <p>June 2017 General Manager of Corporate Administration Department</p> <p>June 2018 Executive Officer, General Manager of Corporate Administration Department</p> <p>June 2020 Executive Officer, General Manager of Compliance & Risk Management Department</p> <p>June 2021 Director (current position)</p> <p>Oct. 2022 Director in charge of Audit Department of the Company (current position)</p> <p>Significant concurrent positions outside the Company Director of The Aichi Bank, Ltd.</p>	3,730
<p>Reasons for nomination as candidate for Director Norimasa Suzuki has been an Executive Officer of The Aichi Bank, Ltd., a member of the Group, since June 2018, and a Director since June 2021. He has also served as Director of the Company since October 2022 with abundant experience and accomplishments as a manager. We judged him to be a candidate for Director as we expect him to continue to contribute to the management of the Company.</p>			
8	Kenji Ito (October 16, 1964) Reelection	<p>Apr. 1987 Joined Chuo Sogo Bank, Ltd. (currently The Aichi Bank, Ltd.)</p> <p>June 2017 General Manager of Securities & Foreign Business Department</p> <p>June 2018 Executive Officer, General Manager of Securities & Foreign Business Department</p> <p>June 2019 Executive Officer, General Manager of General Planning and Administration Department</p> <p>June 2022 Director (current position)</p> <p>Oct. 2022 Director in charge of Corporate Planning Department of the Company (current position)</p> <p>Significant concurrent positions outside the Company Director of The Aichi Bank, Ltd.</p>	5,062
<p>Reasons for nomination as candidate for Director Kenji Ito has been an Executive Officer of The Aichi Bank, Ltd., a member of the Group, since June 2018, and as a Director since June 2022. He has also served as Director of the Company since October 2022 with abundant experience and accomplishments as a manager. We judged him to be a candidate for Director as we expect him to continue to contribute to the management of the Company.</p>			
9	Hisashi Sebayashi (August 20, 1967) Reelection	<p>Apr. 1986 Joined Chukyo Sogo Bank, Ltd. (currently The Chukyo Bank, Limited)</p> <p>May 2017 General Manager of General Planning and Administration Department</p> <p>Apr. 2018 General Manager of Ozone Branch</p> <p>Dec. 2021 Executive Officer, General Manager of General Planning and Administration Department</p> <p>Oct. 2022 Director and Executive Officer (current position)</p> <p>Oct. 2022 Director in charge of Human Resources & General Affairs Department of the Company (current position)</p> <p>Significant concurrent positions outside the Company Director and Executive Officer of The Chukyo Bank, Limited</p>	3,208
<p>Reasons for nomination as candidate for Director Hisashi Sebayashi has served as Executive Officer at The Chukyo Bank, Limited, a member of the Group, since December 2021 and as Director and Executive Officer since October 2022. He has also served as Director of the Company since October 2022 with abundant experience and accomplishments as a manager. We judged him to be a candidate for Director as we expect him to continue to contribute to the management of the Company.</p>			

- (Notes)
1. There is no special interest between any of the candidates and the Company.
 2. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company, and a summary of the insurance policies is stated on page 45 of the Business Report (in Japanese only). If each candidate is elected and assumes the office as Director, he/she will be included as an insured in this insurance policy. This insurance policy is planned to be renewed with the same terms at the time of its next renewal.

Proposal No. 3 Election of One Director Who Is an Audit Committee Member

Yoshiko Kurimoto, a Director who is an Audit Committee member, will resign at the conclusion of this Annual General Meeting of Shareholders. We therefore request the election of one Director who is an Audit Committee member.

Since a Director will be elected to fill a vacancy left by the Director who resigned before the expiration of her term, the term of office of the Director to be elected shall be for the remainder of the term of the resigning Director who is an Audit Committee member, in accordance with the Articles of Incorporation of the Company.

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

The candidate for Director who is an Audit Committee member is as follows:

Name (Date of birth)	Career summary, position and responsibility (Significant concurrent positions outside the Company)	Number of the Company's shares owned
<p style="text-align: center;">Asako Itakura (January 21, 1961)</p> <p style="text-align: center;">New election Outside</p>	Apr. 1983 Joined Nagoya Broadcasting Network Co., Ltd.	-
	Feb. 2004 Executive Officer and Station Manager In charge of Systems and ERP	
	Oct. 2005 Executive Officer and Station Manager General Manager of Compliance Office	
	June 2008 Assistant to President's Office Senior Managing Director of NagoyaTV Enterprise Co., Ltd.	
	June 2011 Deputy Director (Station Manager) of Sales Department	
	Mar. 2013 Deputy Director (Station Manager) of Corporate Strategy Office	
	June 2016 Senior Managing Director of NagoyaTV Enterprise Co., Ltd	
	Human Resources Department of Nagoya Broadcasting Network Co., Ltd.	
	July 2019 Managing Director of NagoyaTV Enterprise Co., Ltd.	
	June 2021 Retired from Nagoya Broadcasting Network Co., Ltd.	
July 2021 Business Advisor for NagoyaTV Enterprise Co., Ltd. (current position)		
Feb. 2022 Opened Office Itakura Asako (Specified Labor and Social Security Attorney and Small and Medium Enterprise Management Consultant Office)		
<p>Significant concurrent positions outside the Company</p> <p>Office Itakura Asako (Specified Labor and Social Security Attorney and Small and Medium Enterprise Management Consultant Office)</p> <p>Employers' Committee Member of the Aichi Prefectural Labor Commission</p>		
<p>Reasons for nomination as candidate for outside Director who is an Audit Committee member, and summary of expected role</p> <p>Asako Itakura has served for many years in key management positions at Nagoya Broadcasting Network Co., Ltd. and NagoyaTV Enterprise Co., Ltd. She has professional knowledge as an active labor and social security attorney and small and medium enterprise management consultant, as well as extensive experience in the personnel and labor affairs department; and therefore, we expect her to provide competent advice and recommendations to the Company's management.</p> <p>For the reasons stated above, we judged that she would be able to fulfill her duties appropriately as a Director who is an Audit Committee member, and nominated her as a candidate for outside Director.</p>		

(Notes) 1. Asako Itakura is a candidate for outside Director who is an Audit Committee member.

2. If this proposal is approved and Asako Itakura assumes the office as outside Director, the Company will enter into an agreement, pursuant to Article 427, paragraph (1) of the Companies Act and the Company's Articles of Incorporation, that the liability of the outside Director under Article 423, paragraph (1) of the Companies Act shall be limited to the minimum liability amount provided in Article 425, paragraph (1) of the Companies Act if the outside Director has performed his/her duties in good faith and without gross negligence.

3. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company, and a summary of the insurance policies is stated on page 45 of the Business Report (in Japanese only). If this proposal is approved and Asako Itakura assumes the office as outside Director, she will be included as an insured in this insurance policy.
This insurance policy is planned to be renewed with the same terms at the time of its next renewal.
4. If this proposal is approved and Asako Itakura assumes the position of outside Director, the Company shall register her with the Tokyo Stock Exchange and the Nagoya Stock Exchange as an independent officer who is not likely to cause any conflict of interest with general shareholders.
5. There is no special interest between the candidate and the Company.

Proposal No. 4 Determination of Remuneration, etc. for Directors (Excluding Directors Who Are Audit Committee Members)

With regard to the amount of remuneration, etc. for Directors (excluding Directors who are Audit Committee members), Article 2, paragraph (1) of the Supplementary Provision of the Company's Articles of Incorporation stipulates that the total amount of remuneration, etc. shall not exceed ¥260 million per year from the date of establishment of the Company to the close of the first Annual General Meeting of Shareholders.

Therefore, we would like to ask for your approval of the amount of remuneration, etc. of the Company's Directors (excluding Directors who are Audit Committee members) after the close of this Annual General Meeting of Shareholders. After careful consideration of the state of the Company's management structure, economic conditions, and various other factors, the Company proposes to continue to set the amount of remuneration, etc. for Directors (excluding Directors who are Audit Committee members) at no more than ¥260 million per year.

The amount of remuneration, etc. for Directors (excluding Directors who are Audit Committee members) shall not include the employee-portion salary of Directors who concurrently serve as employees of the Company. The total amount of monetary remuneration claims to be paid to the Company's Directors (excluding Directors who are Audit Committee members) as compensation for restricted transferable shares in the event that Proposal No. 6, "Determination of Remuneration for Directors (Excluding Directors Who Are Audit Committee Members and Outside Directors) to Allocate Restricted Shares With Transfer Restrictions," is approved shall be limited to ¥100 million, in addition to the amount of remuneration, etc.

This proposal has been determined by the Board of Directors after consultation with the Company's Remuneration Committee. The Audit Committee has reviewed this proposal and has expressed its opinion that there are no particular matters to be pointed out.

In addition, the current number of the Company's Directors (excluding Directors who are Audit Committee members) is nine (including no outside Directors), and the same will apply if Proposal No. 2 "Election of Nine Directors (Excluding Directors Who Are Audit Committee Members)" is approved.

We would like to request that the Board of Directors determine the timing and allotment of remuneration, etc. at its discretion.

Proposal No. 5 Determination of Remuneration, etc. for Directors Who Are Audit Committee Members

With regard to the amount of remuneration, etc. for Directors who are Audit Committee members, Article 2, paragraph (2) of the Supplementary Provision of the Company's Articles of Incorporation stipulates that the total amount of remuneration, etc. shall not exceed ¥90 million per year from the date of establishment of the Company to the close of the first Annual General Meeting of Shareholders.

Therefore, we would like to request your approval again of the amount of remuneration, etc. for Directors who are Audit Committee members after the close of this Annual General Meeting of Shareholders.

After careful consideration of the state of the Company's management structure, economic conditions, and various other factors, the Company proposes to continue to set the amount of remuneration, etc. for Directors who are Audit Committee members at no more than ¥90 million per year.

This proposal has been determined by the Board of Directors after consultation with the Company's Remuneration Committee. All Directors who are Audit Committee members have reviewed this proposal and have expressed their opinion that there are no particular matters to be pointed out.

In addition, the current number of Company Directors who are Audit Committee members is six (including five outside Directors), and if Proposal No. 3 "Election of One Director Who Is an Audit Committee Member" is approved, Directors who are Audit Committee members will be six (including five outside Directors).

The timing and allotment of remuneration, etc., will be determined through discussions among the Directors who are Audit Committee members.

Proposal No. 6 Determination of Remuneration for Directors (Excluding Directors Who Are Audit Committee Members and Outside Directors) to Allocate Restricted Shares With Transfer Restrictions

In order to share the benefits and risks of share price fluctuations with our shareholders and to motivate them to contribute more than ever before to increasing the share price and enhancing corporate value, the Company proposes to allot shares of common shares of the Company (the “restricted shares”) to the Directors (excluding Directors who are Audit Committee members and outside Directors; the “eligible Directors”), subject to certain transfer restriction periods and reasons for free acquisition by the Company, as described below.

Therefore, comprehensively taking into consideration various matters, including the contribution level of the eligible Directors, the Company proposes to set the total amount of monetary remuneration claims to be paid to the eligible Directors as remuneration, etc. related to the restricted shares at no more than ¥100 million per year, in addition to the amount of remuneration, etc. proposed to be approved in Proposal No. 4, “Determination of Remuneration, etc. for Directors (Excluding Directors Who Are Audit Committee Members).” The allotment of restricted shares is determined by comprehensively taking into consideration various matters, including the contribution level of the eligible Directors, and the ratio of the maximum number of restricted shares to be allocated in each fiscal year as set forth in 2. below to the total number of shares issued and outstanding is approximately 0.14% (the ratio of the maximum number of restricted shares to be issued over a 10-year period would be approximately 1.4%), and given that the dilution rate is minor, we believe that it is appropriate.

This proposal has been determined by the Board of Directors after consultation with the Company’s Remuneration Committee. The Audit Committee has reviewed this proposal and has expressed its opinion that there are no particular matters to be pointed out.

Subject to the approval of this proposal, the Board of Directors resolved at its meeting held on May 10, 2023, to change the policy and other matters relating to the determination of the content of executive remuneration, etc., as described in the Business Report. The Company believes that this proposal is in line with the policy after such change and is appropriate.

In addition, the current number of the Company’s Directors (excluding Directors who are Audit Committee members) is nine (including no outside Directors), and the same will apply if Proposal No. 2 “Election of Nine Directors (Excluding Directors Who Are Audit Committee Members)” is approved.

Specific details and maximum number of restricted shares to be transferred to the eligible Directors

1. Allotment and payment for restricted shares

Based on a resolution of the Board of Directors, the Company shall pay monetary remuneration claims to the eligible Directors as remuneration, etc. related to the restricted shares within the above annual amount, and each eligible Director shall receive all of the said monetary remuneration claims by way of contribution in kind and be allocated the restricted shares.

The amount to be paid in for the restricted shares shall be determined by the Board of Directors of the Company based on the closing price of the common shares of the Company on the Tokyo Stock Exchange on the business day immediately preceding the date of the resolution of the Board of Directors regarding the issuance or disposal of such shares (or, if the transaction is not executed on that day, the closing price on the immediately preceding trading day), to the extent that the amount is not particularly favorable to eligible Directors who subscribe to such restricted shares.

The above monetary remuneration claims shall be paid on the condition that the eligible Directors agree to the above contribution in kind and that they have entered into an agreement on the allotment of restricted shares that include the details set forth in 3. below.

2. Total number of restricted shares

The total number of restricted shares to be allocated to eligible Directors shall be 65,000 shares, which shall be the maximum number of restricted shares to be allocated in each fiscal year.

However, if there is the need to adjust the total number of restricted shares to be allotted in the event of a share split (including a gratis allotment of shares of the Company’s common shares) or consolidation

of shares of the Company's common shares or other cases after the date of the resolution of this proposal, the total number of such restricted shares can be adjusted in a reasonable manner.

3. Agreement on the allotment of restricted shares

Upon the allotment of the restricted shares, the agreement on the allotment of restricted shares to be entered into between the Company and the eligible Directors who are to receive the allotment of the restricted shares, based on a resolution of the Board of Directors, shall include the following details.

(1) The transfer restriction

During the period from the date of delivery of the restricted shares to the date of retirement from the position of Directors of the Company and its subsidiaries (the "transfer restriction period"), the eligible Directors who have received the allotment of the restricted shares (the "allotted shares") may not transfer, create a pledge, create a security interest, give a lifetime gift, make a bequest, or perform any other disposition with respect to the allotted shares (the "transfer restriction") to a third party.

(2) Free acquisition of restricted shares

If an eligible Director who received an allotment of the restricted shares resigns from any position as a Director of the Company or its subsidiaries by the day before the first Annual General Meeting of Shareholders to be held after the commencement date of the transfer restriction period, the Company shall automatically acquire the allotted shares without compensation unless there is a reason that the Board of Directors deems justifiable.

In addition, if any of the allotted shares have not been released from the transfer restrictions based on the provisions of the grounds for releasing the transfer restrictions in (3) below at the time of expiration of the transfer restriction period in (1) above, the Company shall automatically acquire the allotted shares without compensation.

(3) Releasing of the transfer restrictions

The Company shall release the transfer restrictions on all allotted shares upon the expiration of the transfer restriction period, provided that the eligible Director who has received the allotment of restricted shares has continuously held the position of Director of the Company or one of its subsidiaries from the commencement date of the transfer restriction period until the first Annual General Meeting of Shareholders to be held on or after such date.

However, in the event that the eligible Director, for reasons deemed justifiable by the Board of Directors of the Company, resigns from the position of Director of the Company and its subsidiaries by the day before the first Annual General Meeting of Shareholders to be held after the commencement date of the transfer restriction period, the number of the allotted shares to be released and the timing for releasing the transfer restrictions shall be reasonably adjusted, as necessary.

(4) Handling in reorganization, etc.

If a resolution regarding the merger agreement in which the Company is the dissolving company during the transfer restriction period, a share exchange agreement or share transfer plan in which the Company becomes a wholly owned subsidiary, or the share transfer plan and other reorganization is approved at the Company's General Meeting of Shareholders (or the Board of Directors, in cases where approval by the General Meeting of Shareholders is not required for such reorganization), and if the effective date of such reorganization occurs before the expiration of the transfer restriction period (the "approval of the reorganization, etc."), and if the eligible Director who has received an allotment of restricted shares in connection with such reorganization is to retire from both the Company and its subsidiary Director positions, then the Board of Directors shall reasonably determine the number of allocated shares considering the period from the start date of the transfer restriction period until the date of approval of such reorganization and shall release the transfer restriction prior to the effective date of the reorganization for that number of allocated shares.

Upon approval of the reorganization, etc., the Company shall, as of the business day preceding the effective date of such reorganization, etc., automatically acquire without compensation the allotted shares for which the transfer restrictions have not been released as of the same date.

(Reference 1) Expertise and experience, etc. (skill matrix) of the candidates for Director of the Company (including Audit Committee members)

List of candidates for Directors other than Directors who are Audit Committee members

Candidate No.	Name	Current position in the Company	Attributes	Candidate's areas of expertise						
				Corporate management and sustainability	Financial services	Finance and accounting	Legal affairs and risk management	IT and computer systems	Human resources and labor	Regional revitalization
1	Yukinori Ito	President	Representative Director	○	○	○	○	○		
2	Hideo Kobayashi	Vice President	Representative Director	○	○	○		○		○
3	Nobuhiko Kuratomi	Director		○	○	○	○	○		
4	Hiroyasu Matsuno	Director		○	○					○
5	Hiroaki Yoshikawa	Director		○	○	○		○	○	
6	Makoto Hayakawa	Director		○	○	○	○	○	○	○
7	Norimasa Suzuki	Director		○	○		○		○	
8	Kenji Ito	Director		○	○	○		○	○	
9	Hisashi Sebayashi	Director		○	○	○			○	○

List of Directors who are Audit Committee members (Note) No. 6 is a candidate.

No.	Name	Current position in the Company	Attributes	Expertise of Audit Committee member						
				Corporate management and sustainability	Financial services	Finance and accounting	Legal affairs and risk management	IT and computer systems	Human resources and labor	Regional revitalization
1	Masahiro Kato	Director (Audit Committee member)	[Full-time, Inside]	○	○				○	
2	Yasutoshi Emoto	Director (Audit Committee member)	[Outside]				○			
3	Yuki Shibata	Director (Audit Committee member)	[Outside]	○		○	○			
4	Chieko Murata	Director (Audit Committee member)	[Outside]			○				
5	Takumi Azuma	Director (Audit Committee member)	[Outside]	○	○			○		
6	Asako Itakura	[New election]	[Outside]	○			○		○	

[New election] Candidate for Director (Audit Committee member) to be newly elected

[Outside] Outside Director

(Reference 2) Policies and standards, etc. for the election of Director candidates and the dismissal of Directors

Policies for the election of Director candidates and the dismissal of Directors

The Board of Directors is structured so as to provide for a good overall balance of the knowledge, experience and skills required to effectively perform its roles and duties in light of the Company's corporate principles, specific business strategies, and external business environments, etc., and in a way that balances diversity and appropriate size.

Procedures for the election of Director candidates and dismissal of Directors

The Board of Directors decides on proposals for the selection and dismissal of members of the Board of Directors in consultation with the Human Resources Committee that is comprised of a majority of outside Directors.

Standards for the election of Director candidates and the dismissal of Directors

Standards for the election of inside Director candidates

1. As a Director, the candidate is expected to contribute to the sustainable growth of the Company and improving its corporate value over the medium and long term.
2. The candidate must perform duties faithfully and in accordance with the three elements of the Company's management vision "VISION" ("PURPOSE" (Note 1), "MISSION" (Note 2), and "VALUE" (Note 3)) and the "Basic Compliance Policy" (Note 4), and must have the character and insight appropriate for a Director.
3. The candidate must have a wealth of experience and an excellent track record in banking, and have the knowledge and skills required for management.

Standards for the election of outside Director candidates

1. As a Director, the candidate is expected to contribute to the sustainable growth of the Company and improving its corporate value over the medium and long term.
2. The candidate must understand and comply with the three elements of the Company's management vision "VISION" ("PURPOSE," "MISSION" and "VALUE") and the "Basic Compliance Policy," and must have the character and insight appropriate for a Director.
3. The candidate must have expert knowledge and a wealth of experience in areas such as management, law, finance and accounting, public administration, and education, and be able to advise and supervise management.
4. The candidate must meet the requirements for independence formulated by the Company.

Standards for the dismissal of inside and outside Directors

Discussions regarding dismissal will be held at the Human Resources Committee if any of the following apply to a Director:

1. Actions in violation of laws and regulations or the Articles of Incorporation
2. Significant harm is caused to corporate value due to negligence of duties
3. Unable to perform duties for health reasons, etc.
4. No longer meets the standards for election

(Note 1) "PURPOSE"

Contribute to the prosperity of local communities through financial services.

(Note 2) "MISSION"

Aim to become the top regional financial group in Aichi Prefecture.

(Note 3) "VALUE"

1. Focus on robust management to establish a solid management foundation.
2. Become a financial group trusted by the local community.
3. Provide financial services that are useful to all customers.
4. Realize the happiness of all executives and employees through ES management and health management practices.
5. Continue to be an attractive company through sustainable growth and increased corporate value

(Note 4) Basic Compliance Policy

1. Establish public mission and trust
The Group always recognizes the importance of the strong public mission of each Group company and strives to establish solid trust from the local community through sound business operations.
2. Customer-oriented business operations
The Group will contribute to the development of local communities through the stable provision of higher quality services that meet the genuine needs of diverse customers and protect the interests of customers in emergency situations through customer-oriented business operations utilizing originality and ingenuity.
3. Strict compliance with laws, regulations, and rules
The Group will strictly comply with all laws, regulations, and rules, and will execute sincere and fair corporate activities that do not violate any social norms.
4. Communication with society
The Group will actively, effectively, and fairly disclose management and other information to enhance management transparency and communicate widely with society in order to secure the understanding and trust of society through constructive dialogue with the stakeholders of the Group companies and to enhance its own corporate value.
5. Respect for human rights
The Group acknowledges respect for human rights as one of the most important management issues, supports and respects internationally recognized human rights-related standards, and protects the human rights of all stakeholders, including customers, local communities, and officers and employees, as well as the prevention and remedies for human rights violations.
6. Reform of work styles and enhancement of work environment for executives and employees
The Group will ensure a comfortable work environment with consideration for health and safety as well as a work style that respects the diversity, personality, and individuality of its executives and employees.
7. Contribution to human resource development and financial and Economic education
The Group will contribute to the promotion of financial knowledge and understanding throughout society through active efforts in human resource development and skills development for executives and employees, supporting their autonomous career development, and participating in financial and economic education in the community.
8. Initiatives for environmental conservation activities
The Group will strive to build a sustainable environmental society through active and continuous efforts to address various environmental issues, such as climate change, by striving to use resources efficiently, reduce waste, and provide services that contribute to environmental conservation.
9. Participation in social contribution activities
The Group is aware that it can survive and grow only in society, and contributes to the formation and development of a sustainable society through active participation in society as a “good corporate citizen” together with society.
10. Blocking relationships with anti-social forces and addressing threats of terrorism, etc.
The Group resolutely refuses to do business with anti-social forces that threaten the order and safety of civil society, and will ensure that no relationships are established with such forces. In addition, as the international community faces threats such as terrorism, we will strive to enhance our anti-money laundering and counter-terrorist financing measures, and appropriately comply with economic sanctions-related regulations that apply not only to our own country but also globally.
11. Fair trade and prevention of bribery and corrupt practices
The Group will conduct free and fair corporate activities through the business operations of each Group company. Based on relevant laws and regulations and high corporate ethics, we will ensure the prevention of inappropriate entertainment and gifts and acts that impede free competition, whether in the public or private sectors.

(Reference 3) Standards for determining the independence of outside Directors

The Company has formulated the following standards to determine the independence of outside Directors.

1. Not being a party whose major client is the Company or an executive thereof
 2. Not being a major client of the Company or an executive thereof
 3. Not being a consultant, accounting professional or legal professional who receives substantial monetary consideration and/or other property from the Company besides officer remuneration
(If the entity receiving the said property is a corporation, partnership or other organization, then any individual belonging to said organization)
 4. Not being one of the Company's major shareholders or an executive thereof
 5. Not being a party who has recently fallen under any of 1 to 4 above
 6. Not being a close relative of any of the following persons (excluding those who are not a key person)
 - (1) Person described in 1 to 5 above
 - (2) Executive of a subsidiary of the Company
 - (3) Director who is not an executive of a subsidiary of the Company
 - (4) Person who was recently (2) or (3), or an executive of the Company
- * "Recently"
- Refers to a period of time that can be considered essentially the same as the present, for example, when the content of the proposal to the General Meeting of Shareholders for the selection of outside Directors was finalized
- * "Key person"
- For executives, refers to someone at the level of officer or general manager. For accounting experts and legal experts, refers to persons with professional qualifications, for example, certified public accountants and attorneys at law
- * "Close relative"
- Refers to relatives within the second degree of kinship