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Securities code: 8713

May 30, 2024

Start date of measures for electronic provision: May 24, 2024

To our shareholders:

Masahiro Niino
Director and President
FIDEA Holdings Co. Ltd.
3-1-24 Chuo, Aoba-ku, Sendai-shi, Miyagi

NOTICE OF THE 15TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

We are pleased to announce the 15th Ordinary General Meeting of Shareholders of FIDEA Holdings Co. Ltd. (the “Company”) will be held as described below.

When convening the General Meeting of Shareholders, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (items for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information on the Company’s website. Please access the website by using the Internet address shown below to review the information.

The Company’s website: <http://www.fidea.co.jp/investor/#block05> (in Japanese)

In addition to the Company’s website, the Electronic Provision Measures Matters are also posted on the website of the Tokyo Stock Exchange (TSE). To view the information, please access the TSE website by using the internet address shown below, enter “FIDEA Holdings” in “Issue name (company name)” or the Company’s securities code “8713” 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].”

TSE website (Listed Company Search):

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

If you are unable to attend the meeting in person, you may exercise your voting rights by postal mail or on the Internet. Please exercise your voting rights after reviewing the Reference Documents for the General Meeting of Shareholders, by 5:00 p.m., Thursday, June 20, 2024 (Japan Standard Time).

- 1. Date and Time:** 10:00 a.m. on Friday, June 21, 2024 (Japan Standard Time) (Reception will start from 9 a.m.)
- 2. Venue:** Large Conference Room, 4F, main building of The Hokuto Bank’s head office
3-1-41 Nakadori, Akita-shi, Akita

3. Purposes:

Items to be reported:

1. Business Report and Consolidated Financial Statements for the 15th Term (from April 1, 2023 to March 31, 2024), as well as the result of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit Committee
2. Non-Consolidated Financial Statements for the 15th Term (from April 1, 2023 to March 31, 2024)

Item to be resolved:

Proposal: Election of fourteen (14) Directors

- When attending the meeting, please submit the Voting Rights Exercise Form enclosed with this notice of the meeting at the reception desk.

- For this General Meeting of Shareholders, regardless of whether or not a request for delivery of paper-based documents has been made, the Company will uniformly send the documents that state matters concerning measures for electronic provision. Among the items subject to measures for electronic provision, the Company excluded the following items from the documents to be delivered to shareholders in accordance with Article 16 of the Company's Articles of Incorporation.

- (1) "Matters related to stock acquisition rights, etc.," "Systems and management to ensure the appropriateness of operations," "Matters related to specified subsidiaries," "Matters related to transactions with parent company etc.," and "Matters related to accounting advisors" in business report
- (2) "Consolidated statement of changes in shareholders' equity" and "Notes to consolidated financial statements" in consolidated financial statements
- (3) "Statement of changes in shareholders' equity" and "Notes to non-consolidated financial statements" in non-consolidated financial statements

The above information is included in business report, consolidated financial statements and non-consolidated financial statements, which are audited by the Audit Committee to prepare an audit report and by the Accounting Auditor to prepare an accounting audit report.

- If revisions to the items subject to measures for electronic provision arise, a notice of the revisions and the details of the items before and after the revisions will be posted on the Company's website and the TSE website.

Reference Documents for the General Meeting of Shareholders

Proposal and Reference Items

Proposal: Election of fourteen (14) Directors

The terms of office of all fourteen (14) of the current Directors will expire at the conclusion of this meeting. Therefore, the Company proposes the election of fourteen (14) Directors.

The candidates for Directors are as follows:

No.	Name	Current principal position and responsibilities in the Group	Candidate attribution
1	Yuichi Tao	Director and Chairman (Corporate Executive) Director and Chairman (Corporate Executive) and Executive Officer, The Shonai Bank, Ltd.	Reelection
2	Masahiro Niino	Director and President Chairman of the Management Strategy Committee Sustainability Committee Member	Reelection
3	Arata Ito	Director Sustainability Committee Member Management Strategy Committee Member President and Representative Director, The Hokuto Bank, Ltd.	Reelection
4	Masahiko Matsuta	Director Sustainability Committee Member Management Strategy Committee Member President and Representative Director, The Shonai Bank, Ltd.	Reelection
5	Hideo Togashi	Director (Non-executive) Audit Committee Member (Full-time) Sustainability Committee Member	Reelection Non-executive
6	Satoru Nishibori	Director (Non-executive) and Chairman of the Board of Directors Nomination Committee Member Remuneration Committee Member Risk Committee Member Sustainability Committee Member Management Strategy Committee Member	Reelection Non-executive
7	Yutaka Hori	Outside Director Nomination Committee Member Remuneration Committee Member	Reelection Outside Independent
8	Hiroshi Konno	Outside Director Audit Committee Member	Reelection Outside Independent
9	Tomoko Nunoi	Outside Director Chairman of the Audit Committee Risk Committee Member Sustainability Committee Member	Reelection Outside Independent
10	Wataru Hirose	Outside Director Nomination Committee Member Remuneration Committee Member Sustainability Committee Member Management Strategy Committee Member	Reelection Outside Independent
11	Fumio Kai	Outside Director Chairman of the Sustainability Committee Audit Committee Member Risk Committee Member Management Strategy Committee Member	Reelection Outside Independent

No.	Name	Current principal position and responsibilities in the Group	Candidate attribution
12	Jun Aoki	Outside Director Nomination Committee Member Remuneration Committee Member Sustainability Committee Member Management Strategy Committee Member	Reelection Outside Independent
13	Shiro Sato		New election Outside Independent
14	Kyoko Narita		New election Outside Independent

No.	Name (Date of birth)	Career summary, position, responsibilities and significant concurrent positions outside the Company (in bold)	Number of the Company's shares owned
1	<p style="text-align: center;">Yuichi Tao (February 11, 1959) Reelection</p> <p style="text-align: center;">Tenure as Director 8 years</p>	<p>Apr. 1981 Joined The Fuji Bank, Limited</p> <p>Oct. 2002 General Manager, Nagano Chuo Branch, Mizuho Bank, Ltd.</p> <p>Nov. 2003 General Manager, Nagano Branch, General Manager, Nagano Chuo Branch, Mizuho Bank, Ltd.</p> <p>Feb. 2005 General Manager, Yotsuya Branch, Mizuho Bank, Ltd.</p> <p>Feb. 2007 General Manager, Aoyama Branch, Mizuho Bank, Ltd.</p> <p>Oct. 2008 General Manager, Aoyama Corporate Division, Aoyama Branch, Mizuho Bank, Ltd.</p> <p>Apr. 2009 Executive Officer, General Manager, Branch Banking Division, Mizuho Bank, Ltd.</p> <p>Apr. 2011 Managing Executive Officer, Mizuho Bank, Ltd.</p> <p>Apr. 2012 Deputy President and Representative Director, Mizuho Research Institute</p> <p>Apr. 2016 Adviser, FIDEA Holdings Co. Ltd.</p> <p>June 2016 Part-time Director, The Shonai Bank, Ltd.</p> <p>June 2016 Part-time Director, The Hokuto Bank, Ltd.</p> <p>June 2016 Director and President, FIDEA Holdings Co. Ltd.</p> <p>June 2019 Part-time Director and Chairman (Corporate Executive), The Shonai Bank, Ltd.</p> <p>Apr. 2020 President and Representative Director, The Shonai Bank, Ltd.</p> <p>Apr. 2022 Director and Chairman (Corporate Executive), The Shonai Bank, Ltd.</p> <p>June 2022 Part-time Director, The Hokuto Bank, Ltd.</p> <p>Apr. 2023 Director and Chairman (Corporate Executive), FIDEA Holdings Co. Ltd. (present position)</p> <p>Apr. 2023 Director and Chairman (Corporate Executive) and Executive Officer, The Shonai Bank, Ltd. (present position)</p>	21,290 shares
<p>[Reasons for nomination as candidate for Director] Yuichi Tao has served positions of Managing Executive Officer for Mizuho Bank, Ltd. and Deputy President and Representative Director, Mizuho Research Institute. While served as Director and President from 2016 of FIDEA Holdings Co. Ltd. and appointed Director and Chairman (Corporate Executive) of the Company in April 2023, he has provided comprehensive management of the Group from the execution point of view as he serves concurrently as President and Representative Director of The Shonai Bank, Ltd. Due to his experience in the finance industry and a suitable level of insights in management, the Company nominated him as candidate for Director because it expects him to assist in reinforcing the effectiveness of the decision-making functions and supervision functions of the Board of Directors by utilizing his abundant knowledge and experience on the Company's Board of Directors.</p> <p>[Special relationship of interest] There is no special relationship of interest between Yuichi Tao and the Company.</p>			

No.	Name (Date of birth)	Career summary, position, responsibilities and significant concurrent positions outside the Company (in bold)	Number of the Company's shares owned
2	<p style="text-align: center;">Masahiro Niino (August 2, 1964) Reelection</p> <p style="text-align: center;">Tenure as Director 1 year</p>	<p>Apr. 1989 Joined The Fuji Bank, Limited</p> <p>Oct. 2008 Deputy General Manager of Loan Business Promotion Department, Mizuho Bank, Ltd.</p> <p>Apr. 2014 General Manager of Takadanobaba Branch and Takadanobaba Department No.1, Mizuho Bank, Ltd.</p> <p>Apr. 2017 General Manager of Retail & Business Promotion Department, Mizuho Bank, Ltd.</p> <p>Apr. 2019 Executive Councilor of Global Talent Planning and Management Department, Mizuho Bank, Ltd.</p> <p>July 2019 Executive Officer, FIDEA Holdings Co. Ltd.</p> <p>Apr. 2020 Managing Executive Officer, FIDEA Holdings Co. Ltd.</p> <p>Apr. 2022 Senior Managing Executive Officer, FIDEA Holdings Co. Ltd.</p> <p>Apr. 2023 President, FIDEA Holdings Co. Ltd.</p> <p>June 2023 Part-time Director, The Hokuto Bank, Ltd. (present position)</p> <p>June 2023 Part-time Director, The Shonai Bank, Ltd. (present position)</p> <p>June 2023 Director and President, FIDEA Holdings Co. Ltd. (present position)</p>	7,130 shares
<p>[Reasons for nomination as candidate for Director] Masahiro Niino has served positions of Branch General Manager and General Manager of Retail & Business Promotion Department for Mizuho Bank, Ltd. Since 2019, he has served as Executive Officer and Managing Executive Officer of FIDEA Holdings Co. Ltd. before assuming the role of Senior Managing Executive Officer in control of sales divisions and human resources and general affairs divisions. He has also been in charge of the Company as President since April 2023. Due to his experience in the finance industry and a suitable level of insights in management, the Company nominated him as candidate for Director because it expects him to assist in reinforcing the effectiveness of the decision-making functions and supervision functions of the Board of Directors by utilizing his knowledge and experience on the Company's Board of Directors.</p> <p>[Special relationship of interest] There is no special relationship of interest between Masahiro Niino and the Company.</p>			

No.	Name (Date of birth)	Career summary, position, responsibilities and significant concurrent positions outside the Company (in bold)	Number of the Company's shares owned
3	<p style="text-align: center;">Arata Ito (July 22, 1961) Reelection</p> <p style="text-align: center;">Tenure as Director 5 years</p>	<p>Apr. 1985 Joined The Nippon Credit Bank, Ltd.</p> <p>July 1991 Joined The Ugo Bank, Ltd.</p> <p>Feb. 2004 General Manager, Yabase Branch, The Hokuto Bank, Ltd.</p> <p>Sep. 2005 General Manager, Akitanishi Branch, The Hokuto Bank, Ltd.</p> <p>July 2006 General Manager, Nikaho Branch, The Hokuto Bank, Ltd.</p> <p>July 2008 General Manager, Corporate Planning Division, The Hokuto Bank, Ltd.</p> <p>Nov. 2012 President and Representative Director, Minami Life Insurance Co., Ltd.</p> <p>June 2014 Executive Officer, General Manager, Yokote Branch, The Hokuto Bank, Ltd.</p> <p>June 2016 Managing Director, The Hokuto Bank, Ltd.</p> <p>Apr. 2017 Managing Executive Officer, FIDEA Holdings Co. Ltd.</p> <p>Apr. 2018 Director, Managing Executive Officer, The Hokuto Bank, Ltd.</p> <p>June 2018 Director, Senior Managing Executive Officer, The Hokuto Bank, Ltd.</p> <p>June 2018 Senior Managing Executive Officer, FIDEA Holdings Co. Ltd.</p> <p>Apr. 2019 President and Representative Director, The Hokuto Bank, Ltd. (present position)</p> <p>June 2019 Director, FIDEA Holdings Co. Ltd. (present position)</p>	<p style="text-align: center;">17,530 shares</p>
<p>[Reasons for nomination as candidate for Director] Arata Ito has broad business experience through his involvement in positions in control of sales divisions as Executive Officer of the Company and Director of The Hokuto Bank, Ltd., and has expertise in all areas of operation. He also has extensive knowledge in management through his experience as President and Representative Director of The Hokuto Bank, Ltd. The Company nominated him as candidate for Director because it expects him to assist in reinforcing the effectiveness of the decision-making functions and supervision functions of the Board of Directors by utilizing his knowledge and experience on the Company's Board of Directors.</p> <p>[Special relationship of interest] There is no special relationship of interest between Arata Ito and the Company.</p>			

No.	Name (Date of birth)	Career summary, position, responsibilities and significant concurrent positions outside the Company (in bold)	Number of the Company's shares owned
4	<p>Masahiko Matsuta (July 2, 1967) Reelection</p> <p>Tenure as Director 2 years</p>	<p>Apr. 1990 Joined The Shonai Bank, Ltd.</p> <p>June 2006 General Manager, Corporate Planning Division, The Shonai Bank, Ltd.</p> <p>Apr. 2009 Representative for Special Missions of Management Integration, General Manager, Corporate Planning Division, The Shonai Bank, Ltd.</p> <p>Oct. 2009 Group Manager, Business Strategy Group, FIDEA Holdings Co. Ltd.</p> <p>June 2014 Executive Officer, Group Manager, Business Strategy Group, FIDEA Holdings Co. Ltd.</p> <p>Apr. 2017 Executive Officer, General Manager, Corporate Planning Division, The Shonai Bank, Ltd.</p> <p>June 2017 Director, Executive Officer, General Manager, Corporate Planning Division, The Shonai Bank, Ltd.</p> <p>Apr. 2018 Director, Managing Executive Officer, General Manager, Sales Promotion Division, The Shonai Bank, Ltd.</p> <p>Apr. 2018 Managing Executive Officer, FIDEA Holdings Co. Ltd.</p> <p>Apr. 2019 Director, Managing Executive Officer, The Shonai Bank, Ltd.</p> <p>Apr. 2020 Director, Managing Executive Officer, General Manager, Headquarter Sales Division, Sanze Branch and Takarada Branch, The Shonai Bank, Ltd.</p> <p>Mar. 2021 Director, Managing Executive Officer, General Manager, Headquarter Sales Division, Sanze Branch, Takarada Branch, Atsumi Branch, and Nezugaseki Branch, The Shonai Bank, Ltd.</p> <p>Apr. 2021 Director, Managing Executive Officer, General Manager, Headquarter Sales Division, Sanze Branch, Takarada Branch, Atsumi Branch, Nezugaseki Branch, Tsuruoka Higashi Branch, and Choyomachi Branch, The Shonai Bank, Ltd.</p> <p>Mar. 2022 Director, Managing Executive Officer, General Manager, Headquarter Sales Division, Sanze Branch, Takarada Branch, Atsumi Branch, Nezugaseki Branch, Tsuruoka Higashi Branch, Choyomachi Branch, and Fujishima Branch, The Shonai Bank, Ltd.</p> <p>Apr. 2022 President and Representative Director, The Shonai Bank, Ltd. (present position)</p> <p>June 2022 Director, FIDEA Holdings Co. Ltd. (present position)</p>	13,230 shares
<p>[Reasons for nomination as candidate for Director] Masahiko Matsuta has broad business experience in finance, corporate planning, risk management, compliance, sales-related control, etc., as Executive Officer of the Company and Director of The Shonai Bank, Ltd. He also has extensive knowledge in management through his experience as President and Representative Director of The Shonai Bank, Ltd. The Company nominated him as candidate for Director because it expects him to assist in reinforcing the effectiveness of the decision-making functions and supervision functions of the Board of Directors by utilizing his knowledge and experience on the Company's Board of Directors.</p> <p>[Special relationship of interest] There is no special relationship of interest between Masahiko Matsuta and the Company.</p>			

No.	Name (Date of birth)	Career summary, position, responsibilities and significant concurrent positions outside the Company (in bold)	Number of the Company's shares owned
5	<p style="text-align: center;">Hideo Togashi (August 16, 1957) Reelection Non-executive</p> <p style="text-align: center;">Tenure as Director 3 years</p>	<p>Apr. 1981 Joined The Shonai Bank, Ltd.</p> <p>July 2003 General Manager, Treasury and Securities Division, The Shonai Bank, Ltd.</p> <p>June 2010 Executive Officer, General Manager, Treasury and Securities Division, The Shonai Bank, Ltd.</p> <p>June 2014 Managing Executive Officer, General Manager, Treasury and Securities Division, The Shonai Bank, Ltd.</p> <p>June 2016 Managing Director, Managing Executive Officer, General Manager, Treasury and Securities Division, The Shonai Bank, Ltd.</p> <p>June 2017 Managing Director, Managing Executive Officer, General Manager, The Shonai Bank, Ltd.</p> <p>June 2017 Managing Executive Officer, FIDEA Holdings Co. Ltd.</p> <p>Apr. 2018 Director, Managing Executive Officer, The Shonai Bank, Ltd.</p> <p>Apr. 2020 Director, Senior Managing Executive Officer, The Shonai Bank, Ltd.</p> <p>Apr. 2020 Senior Managing Executive Officer, FIDEA Holdings Co. Ltd.</p> <p>Apr. 2021 Director, The Shonai Bank, Ltd.</p> <p>Apr. 2021 Trustee, FIDEA Holdings Co. Ltd.</p> <p>June 2021 Director, FIDEA Holdings Co. Ltd.</p> <p>June 2022 Director (Non-executive), FIDEA Holdings Co. Ltd. (present position)</p>	8,378 shares
<p>[Reasons for nomination as candidate for Director] Hideo Togashi has broad experience as Executive Officer of the Company and as the Director of The Shonai Bank, Ltd. responsible for securities management and branch operations over many years. The Company nominated him as candidate for Director because it expects him to assist in reinforcing the effectiveness of the decision-making functions and supervision functions, etc. of the Board of Directors by utilizing his abundant knowledge and advanced insight and expertise.</p> <p>[Special relationship of interest] There is no special relationship of interest between Hideo Togashi and the Company.</p>			

No.	Name (Date of birth)	Career summary, position, responsibilities and significant concurrent positions outside the Company (in bold)	Number of the Company's shares owned
6	<p>Satoru Nishibori (March 2, 1953) Reelection Non-executive</p> <p>Tenure as Director 9 years</p>	<p>Apr. 1975 Joined The Fuji Bank, Limited</p> <p>Apr. 2002 Executive Officer, General Manager, Financial Planning Division, Mizuho Corporate Bank, Ltd.</p> <p>Dec. 2002 Executive Officer, Senior Corporate Officer, Finance and Accounting Group, Mizuho Corporate Bank, Ltd.</p> <p>June 2004 Managing Director, Group Manager, Finance and Accounting Group, Mizuho Financial Group, Inc.</p> <p>Apr. 2008 Deputy President (Representative Director), Mizuho Bank, Ltd.</p> <p>Apr. 2009 President & CEO (Representative Director), Mizuho Bank, Ltd.</p> <p>June 2009 Member of the Board of Directors, Mizuho Financial Group, Inc.</p> <p>June 2011 Advisor, Mizuho Financial Group, Inc.</p> <p>June 2015 Outside Director, FIDEA Holdings Co. Ltd.</p> <p>June 2016 Part-time Director, The Shonai Bank, Ltd. (present position)</p> <p>June 2016 Outside Director, Chairman of the Board of Directors, FIDEA Holdings Co. Ltd.</p> <p>June 2017 Part-time Director, The Hokuto Bank, Ltd. (present position)</p> <p>Sep. 2017 Senior Advisor, Mizuho Bank, Ltd.</p> <p>Apr. 2019 Honorary Advisor, Mizuho Financial Group, Inc.</p> <p>June 2022 Director (Non-executive), Chairman of the Board of Directors, FIDEA Holdings Co. Ltd. (present position)</p> <p>July 2023 Senior Advisor, Mizuho Financial Group, Inc. (present position)</p>	13,030 shares
<p>[Reasons for nomination as candidate for Director] Satoru Nishibori served to assist in reinforcing the effectiveness of the Company's supervision functions as an Independent Outside Director and shared information and understanding with executives as a Chairman of the Board of Directors. The Company nominates him to be an Internal Non-executive Director since it decides it is appropriate to requests him to continuously promote the business innovation of the Group based on his knowledge and experience from his activities as an Outside Director in order to speed up the business innovation required for a regional bank. Satoru Nishibori has served as Managing Director and Group Manager of Finance and Accounting Group (CFO) of Mizuho Financial Group, Inc., and as President & CEO of Mizuho Bank, Ltd. The Company proposes his election as Outside Director because it expects him to continuously contribute greatly to the development of the Group by using his broad experience and advanced insight as an executive manager in a role independent from executive management. If he is elected, the Company plans for him to continue to be a Chairman of the Board of Directors and a member of the Nomination Committee, the Remuneration Committee, the Risk Committee, the Sustainability Committee and Management Strategy Committee, and be involved in the business management from an objective view as a non-executive director.</p> <p>[Special relationship of interest] There is no special relationship of interest between Satoru Nishibori and the Company.</p>			

No.	Name (Date of birth)	Career summary, position, responsibilities and significant concurrent positions outside the Company (in bold)	Number of the Company's shares owned
7	<p>Yutaka Hori (October 5, 1949) Reelection Outside Independent</p> <p>Tenure as Director 8 years</p>	<p>Apr. 1979 Registered as an attorney at law with the Daiichi Tokyo Bar Association</p> <p>Dec. 1989 Representative Attorney, Hori Yutaka Law Office (currently Hori General Law Office) (present position)</p> <p>June 1999 Lecturer, International Corporate Strategy, Hitotsubashi University</p> <p>Apr. 2004 Vice President, Member of Council of Management, Chiba University (present position)</p> <p>Mar. 2005 Guest Professor, Law School, Chiba University</p> <p>Apr. 2010 Member of Public Interest Corporation Commission, Cabinet Office, Government of Japan</p> <p>Mar. 2016 Outside Director, Juki Corporation</p> <p>June 2016 Outside Director, FIDEA Holdings Co. Ltd. (present position)</p> <p>Aug. 2017 Outside Director, Pasona Group Inc.</p> <p>June 2021 Chairman of the Nomination and Compensation Committee, Pasona Group Inc. (present position)</p> <p>Mar. 2023 Outside Director and Chairman of the Designation and Reward Advisory Committee, Juki Corporation (present position)</p>	-
<p>[Reasons for nomination as candidate for Director and overview of expected roles] Yutaka Hori has broad experience and advanced insight in overall legal affairs as an attorney. Although his tenure as Director exceeds eight years, the Company proposes his election as Outside Director because it expects him to contribute greatly to reinforcing the effectiveness of the decision-making function and supervisory function of the Company's Board of Directors by using his broad experience and advanced insight and expertise in financial legal affairs in a role independent from executive management. If he is elected, the Company plans for him to be involved in the selection of officer candidates for the Company and to decide officer remuneration, etc. from an objective and neutral standpoint as a member of the Nomination Committee and the Remuneration Committee.</p> <p>[Special relationship of interest] There is no special relationship of interest between Yutaka Hori and the Company.</p>			
8	<p>Hiroshi Konno (May 25, 1947) Reelection Outside Independent</p> <p>Tenure as Director 4 years</p>	<p>Apr. 1970 Deloitte Haskins & Sells LLP accounting office</p> <p>Jan. 1974 Clover Certified Public Accountant Firm</p> <p>June 1976 Shuwa Certified Public Accountant Firm</p> <p>June 2007 External Audit & Supervisory Board Member, ACHILLES CORPORATION</p> <p>Feb. 2011 Hiroshi Konno Certified Public Accountant Office (present position)</p> <p>June 2020 Outside Director, FIDEA Holdings Co. Ltd. (present position)</p>	-
<p>[Reasons for nomination as candidate for Director and overview of expected roles] Hiroshi Konno has broad experience as a certified public accountant and many years of experience as an External Audit & Supervisory Board Member of ACHILLES CORPORATION. The Company proposes his election as Outside Director because it expects him to contribute greatly to reinforcing the effectiveness of the decision-making function and supervisory function of the Company's Board of Directors by using his broad experience and advanced insight and expertise in a role independent from executive management. If he is elected, the Company plans for him to be involved in the validity and effectiveness, etc. of the execution of duties from an objective and neutral standpoint as an Audit Committee Member.</p> <p>[Special relationship of interest] There is no special relationship of interest between Hiroshi Konno and the Company.</p>			

No.	Name (Date of birth)	Career summary, position, responsibilities and significant concurrent positions outside the Company (in bold)	Number of the Company's shares owned
9	<p>Tomoko Nunoi (January 29, 1951) Reelection Outside Independent</p> <p>Tenure as Director 4 years</p>	<p>Feb. 1986 Joined Paribas (London) Capital Markets June 1994 Head of Market Risk Management, Paribas Capital Markets, Tokyo Branch June 1996 Chief Administrative Officer, Paribas Group, Tokyo May 2000 Chief Administrative Officer, BNP Paribas Group, Tokyo Mar. 2002 Head of Human Resources, BNP Paribas CIB, Paris July 2006 Head of Compliance, BNP Paribas CIB, Paris Aug. 2008 Chief Administrative Officer, BNP Paribas, Tokyo Branch Jan. 2010 Chief of Staff, BNP Paribas Securities (Japan) Limited Jan. 2016 Executive Director, Earthwatch Japan June 2020 Outside Director, FIDEA Holdings Co. Ltd. (present position)</p>	-
<p>[Reasons for nomination as candidate for Director and overview of expected roles] Tomoko Nunoi has served as the global Head of Compliance and Human Resources at the BNP Paribas Group, has experience in a wide range of financial operations at the Group, and served as the Executive Director of Earthwatch Japan, an International Environmental NGO and authorized NPO in Japan. The Company proposes her election as Outside Director because it expects her to contribute greatly to reinforcing the effectiveness of the decision-making function and supervisory function of the Company's Board of Directors by using her broad experience, advanced insight, and international awareness developed in her work at overseas companies in a role independent from executive management. If she is elected, the Company plans for her to be involved in the validity and effectiveness, etc. of the execution of duties and to make decisions and provide oversight in risk governance from an objective and neutral standpoint as the Chairman of the Audit Committee and a member of the Risk Committee and the Sustainability Committee.</p> <p>[Special relationship of interest] There is no special relationship of interest between Tomoko Nunoi and the Company.</p>			

No.	Name (Date of birth)	Career summary, position, responsibilities and significant concurrent positions outside the Company (in bold)	Number of the Company's shares owned
10	<p>Wataru Hirose (September 22, 1954) Reelection Outside Independent</p> <p>Tenure as Director 3 years</p>	<p>Apr. 1977 Joined Yamagata Prefectural Government</p> <p>Apr. 2010 General Manager, Commerce, Labor & Tourism Department, Yamagata Prefectural Government</p> <p>Apr. 2012 General Manager, Planning & Development Department, Yamagata Prefectural Government</p> <p>Apr. 2014 Enterprise Manager, Yamagata Prefectural Government</p> <p>Apr. 2016 Educational Manager, Education Committee, Yamagata Prefectural Government</p> <p>Apr. 2019 Chairman, Yamagata Constructional Engineering Center</p> <p>June 2020 Outside Director, The Shonai Bank, Ltd.</p> <p>May 2021 Outside Audit & Supervisory Board Member, Yamazawa Co., Ltd. (present position)</p> <p>June 2021 Part-time Director, The Shonai Bank, Ltd. (present position)</p> <p>June 2021 Outside Director, FIDEA Holdings Co. Ltd. (present position)</p>	-
<p>[Reasons for nomination as candidate for Director and overview of expected roles] Wataru Hirose has served as the General Manager of the Commerce, Labor & Tourism Department, the General Manager of the Planning & Development Department, a corporate manager, and the Educational Manager of the Education Committee at the Yamagata Prefectural Government, as well as the Chairman of the Yamagata Constructional Engineering Center from 2019 and as Outside Director of The Shonai Bank, Ltd. from 2020. The Company proposes his election as Outside Director because it expects him to contribute greatly to reinforcing the effectiveness of the decision-making function and supervisory function of the Company's Board of Directors using his broad experience cultivated in his duties at the Yamagata Prefectural Government and his advanced insight and administrative awareness in vendor support in a role independent from executive management. If he is elected, the Company plans for him to be involved in the selection of officer candidates for the Company and to decide officer remuneration, etc. from an objective and neutral standpoint as the Chairman of the Nomination Committee and the Remuneration Committee and a member of the Sustainability Committee and the Management Strategy Committee.</p> <p>[Special relationship of interest] There is no special relationship of interest between Wataru Hirose and the Company.</p>			

No.	Name (Date of birth)	Career summary, position, responsibilities and significant concurrent positions outside the Company (in bold)	Number of the Company's shares owned
11	<p>Fumio Kai (June 23, 1959) Reelection Outside Independent</p> <p>Tenure as Director 3 years</p>	<p>Apr. 1983 Joined Bank of Japan</p> <p>June 2007 Deputy Director General, Financial Systems Dept. (in charge of Review and Planning), Bank of Japan</p> <p>Oct. 2008 General Manager, Akita Branch, Bank of Japan</p> <p>Apr. 2013 General Manager, Deposit Insurance Department, Deposit Insurance Corporation of Japan</p> <p>June 2015 Full-Time Auditor, Chuo Labour Bank</p> <p>June 2019 Policy Research Director, The Tokyo Foundation for Policy Research</p> <p>June 2021 Outside Director, FIDEA Holdings Co. Ltd. (present position)</p> <p>July 2021 Advisor, Sompo Japan Insurance Inc. (present position)</p> <p>Dec. 2021 External Director, Audit and Supervisory Committee Member, GMO Payment Gateway, Inc.</p> <p>Dec. 2023 External Director, GMO Payment Gateway, Inc. (present position)</p>	-
<p>[Reasons for nomination as candidate for Director and overview of expected roles] Fumio Kai has served as Deputy Director General of the Financial Systems Dept. (in charge of Review and Planning) at the Bank of Japan, as the General Manager of the Akita Branch of the Bank of Japan, and as the General Manager of the Deposit Insurance Department of the Deposit Insurance Corporation of Japan. The Company proposes his election as Outside Director because it expects him to contribute greatly to reinforcing the effectiveness of the decision-making function and supervisory function of the Company's Board of Directors using his broad experience and advanced insight in a role independent from executive management. If he is elected, the Company plans for him to be involved in the validity and effectiveness, etc. of the execution of duties and to make decisions and provide oversight in risk governance from an objective and neutral standpoint as the Chairman of the Sustainability Committee and a member of the Audit Committee, the Risk Committee and the Management Strategy Committee.</p> <p>[Special relationship of interest] There is no special relationship of interest between Fumio Kai and the Company.</p>			

No.	Name (Date of birth)	Career summary, position, responsibilities and significant concurrent positions outside the Company (in bold)	Number of the Company's shares owned
12	<p style="text-align: center;">Jun Aoki (April 30, 1957) Reelection Outside Independent</p> <p style="text-align: center;">Tenure as Director 1 year</p>	<p>Apr. 1980 Joined Maki and Associates</p> <p>Apr. 1991 Joined McKinsey & Company, Inc.</p> <p>July 1993 Engagement Manager, McKinsey & Company, Inc.</p> <p>July 1995 Senior Engagement Manager, McKinsey & Company, Inc.</p> <p>Feb. 1999 CEO, BNP Paribas Cardif Japan</p> <p>Nov. 2011 Head of International Human Resources, BNP Paribas Cardif Japan</p> <p>Nov. 2014 Corporate Advisor, Shiseido Company, Limited</p> <p>Apr. 2015 Corporate Officer and Chief People Officer, Shiseido Company, Limited</p> <p>Jan. 2017 Corporate Executive Officer, Chief People Officer and Chief Creative Officer, Shiseido Company, Limited</p> <p>Mar. 2017 Director, Corporate Executive Officer, Chief People Officer and Chief Creative Officer, Shiseido Company, Limited</p> <p>Jan. 2018 Representative Director, Corporate Executive Officer and Chief People Officer, Shiseido Company, Limited</p> <p>Jan. 2019 Director, Corporate Executive Officer, Chief People Officer and Chief Social Value Creation Officer, Shiseido Company, Limited</p> <p>Jan. 2020 Corporate Executive Officer and Chief Social Value Creation Officer, Shiseido Company, Limited</p> <p>Jan. 2022 Representative Director, Junpumanpan Inc. (present position)</p> <p>June 2023 Outside Director, FIDEA Holdings Co. Ltd. (present position)</p>	—
<p>[Reasons for nomination as candidate for Director and overview of expected roles] Jun Aoki has many years of experience in the consulting industry as well as extensive experience in human resources strategy. The Company proposes his election as Outside Director because it expects him to contribute greatly to reinforcing the effectiveness of the decision-making function and supervisory function of the Company's Board of Directors by using his advanced insight in a role independent from executive management. If he is elected, the Company plans for him to be involved in the selection of officer candidates for the Company and to decide officer remuneration, etc. from an objective and neutral standpoint as a member of the Nomination Committee, the Remuneration Committee, the Sustainability Committee and the Management Strategy Committee.</p> <p>[Special relationship of interest] There is no special relationship of interest between Jun Aoki and the Company.</p>			

No.	Name (Date of birth)	Career summary, position, responsibilities and significant concurrent positions outside the Company (in bold)	Number of the Company's shares owned
13	<p style="text-align: center;">Shiro Sato (December 21, 1957) New election Outside Independent</p> <p style="text-align: center;">Tenure as Director – years</p>	<p>Apr. 1981 Joined Yasuda Fire & Marine Insurance Co., Ltd.</p> <p>Apr. 2004 General Manager, Kobe Automobile Sales Department, Sompo Japan Insurance Inc.</p> <p>Apr. 2007 General Manager, Automobile Development Department II, Sompo Japan Insurance Inc.</p> <p>Apr. 2010 Executive Officer, General Manager, Sapporo Branch, Sompo Japan Insurance Inc.</p> <p>Apr. 2011 Executive Officer, Sompo Japan Insurance Inc.</p> <p>Apr. 2012 Managing Executive Officer, Sompo Japan Insurance Inc.</p> <p>Apr. 2013 Managing Executive Officer, NIPPONKOA Insurance Co., Ltd.</p> <p>Sep. 2014 Managing Executive Officer, Sompo Japan Nipponkoa Insurance Inc.</p> <p>Sep. 2014 Executive Officer, General Manager, South Asia Department, Sompo Japan Nipponkoa Holdings, Inc.</p> <p>Apr. 2015 Director and Senior Managing Executive Officer, Sompo Japan Nipponkoa Insurance Inc.</p> <p>Apr. 2016 Representative Director and Senior Managing Executive Officer, Sompo Japan Nipponkoa Insurance Inc.</p> <p>Apr. 2018 Representative Director and Executive Vice President, Sompo Japan Nipponkoa Insurance Inc.</p> <p>Apr. 2020 President and Representative Director, SAISON AUTOMOBILE AND FIRE INSURANCE COMPANY, LIMITED</p> <p>Apr. 2024 Advisor, Credit Saison Co., Ltd. (present position)</p>	
<p>[Reasons for nomination as candidate for Director and overview of expected roles] Shiro Sato has served as Representative Director and Executive Vice President of Sompo Japan Nipponkoa Insurance Inc. and President and Representative Director of SAISON AUTOMOBILE AND FIRE INSURANCE COMPANY, LIMITED. The Company proposes his election as Outside Director because it expects him to contribute greatly to reinforcing the effectiveness of the decision-making function and supervisory function of the Company's Board of Directors by using his broad experience and advanced insight and expertise developed in the insurance industry in a role independent from executive management. If he is elected, the Company plans for him to be involved in the selection of officer candidates for the Company and to decide officer remuneration, etc. from an objective and neutral standpoint as a member of the Nomination Committee, the Remuneration Committee and the Management Strategy Committee.</p> <p>[Special relationship of interest] There is no special relationship of interest between Shiro Sato and the Company.</p>			

No.	Name (Date of birth)	Career summary, position, responsibilities and significant concurrent positions outside the Company (in bold)	Number of the Company's shares owned
14	Kyoko Narita (July 23, 1958) New election Outside Independent Tenure as Director – years	<p>Apr. 1981 Joined The Chase Manhattan Bank</p> <p>Apr. 1989 General Manager, Credit Rating Department, Japan Credit Rating Agency, Ltd.</p> <p>Oct. 2000 Director, Senior Credit Analyst, Deutsche Securities Inc., Tokyo Branch</p> <p>Aug. 2001 Co-Head of Credit Research, BNP Paribas Securities (Japan) Limited, Tokyo Branch</p> <p>Sep. 2006 Sector Specialist, Credit Trading, BNP Paribas Securities (Japan) Limited, Tokyo Branch</p> <p>Sep. 2010 Senior Credit Analyst, Fixed Income Investment Dept., T&D Asset Management Co., Ltd.</p> <p>July 2015 Fund Manager/Senior Credit Analyst, Fixed Income Investment Dept. and Senior ESG Analyst, Equity Investment Dept., T&D Asset Management Co., Ltd.</p> <p>Apr. 2017 Joint Secretary General, CFA Society Japan</p> <p>Jan. 2018 Senior Manager, CDP Worldwide-Japan</p> <p>June 2023 Capital Markets Lead, CDP Worldwide-Japan</p>	–
<p>[Reasons for nomination as candidate for Director and overview of expected roles] Kyoko Narita has many years of experience as an analyst and fund manager at securities companies as well as experience in participating in the activities of CDP Worldwide-Japan, a Japan base of an international environmental NGO. The Company proposes her election as Outside Director because it expects her to contribute greatly to reinforcing the effectiveness of the decision-making function and supervisory function of the Company's Board of Directors by using her advanced insight and expertise in a role independent from executive management. If she is elected, the Company plans for her to be involved in the validity and effectiveness, etc. of the execution of duties from an objective and neutral standpoint as a member of the Audit Committee, the Risk Committee, the Sustainability Committee and the Management Strategy Committee.</p> <p>[Special relationship of interest] There is no special relationship of interest between Kyoko Narita and the Company.</p>			

- Notes
1. Yutaka Hori, Hiroshi Konno, Tomoko Nunoi, Wataru Hirose, Fumio Kai, Jun Aoki, Shiro Sato, and Kyoko Narita are candidates for Outside Director provided for in Article 2, paragraph (3), item (vii) of the Regulation for Enforcement of the Companies Act.
 2. Hideo Togashi and Satoru Nishibori are candidates for Non-executive Directors, among Internal Directors, who do not serve concurrently as Executive Officers or employees of the Company, or executive directors, corporate officers, or employees of the Company's subsidiaries.
 3. The Company has entered into agreements with Yutaka Hori, Hiroshi Konno, Tomoko Nunoi, Wataru Hirose, Fumio Kai, and Jun Aoki based on the provision in Article 427, paragraph (1) of the Companies Act to limit liability for damages under Article 423, paragraph (1) of the Companies Act. Under these agreements, the maximum amount of liability for damages is the upper limit of the total amounts listed in each item of Article 425, paragraph (1) of the Companies Act, and the Company intends to continue these agreements if the reelection of Yutaka Hori, Hiroshi Konno, Tomoko Nunoi, Wataru Hirose, Fumio Kai, and Jun Aoki is approved. The Company also intends to enter into the same type of agreement with Shiro Sato and Kyoko Narita if their election is approved.
 4. 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 details of the policy is provided on page 43 (in Japanese only). If the election of each candidate is approved at the meeting, the Company plans to include each of them as an insured in the insurance policy. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.
 5. The number of the Company's common shares owned is based on ownership as of the date of preparation of this Notice of Convocation and the Reference Documents for the General Meeting of Shareholders.
 6. The Company has registered Yutaka Hori, Hiroshi Konno, Tomoko Nunoi, Wataru Hirose, Fumio Kai, and Jun Aoki as Independent Directors based on the stipulations of Tokyo Stock Exchange, Inc. The Company intends to continue the registration of Yutaka Hori, Hiroshi Konno, Tomoko Nunoi, Wataru Hirose, Fumio Kai, and Jun Aoki as Independent Directors if their reelection is approved. Shiro Sato and Kyoko Narita satisfy the requirements for Independent Directors as provided for by Tokyo Stock Exchange, Inc. and if their election is approved, the Company intends to register them as Independent Directors. Please refer to page 19 for Independence Criteria of the Company.

Characteristics of the Company's Governance System

A company with nominating committee, etc.

Isolated supervisory and execution functions

Skill Matrix for Candidates for Director

Of the skills possessed by each candidate for Director, fields with special expectations are as follows.

	Corporate management	Finance	Business strategy	Financial affairs and accounting	Human resources strategy Human resources development	Risk management	Legal affairs and compliance	Regional economy
Yuichi Tao	•	•	•					•
Masahiro Niino	•	•	•		•			
Arata Ito	•	•	•					•
Masahiko Matsuta	•	•	•					•
Hideo Togashi		•				•		•
Satoru Nishibori	•	•	•	•	•	•		
Yutaka Hori							•	
Hiroshi Konno				•				
Tomoko Nunoi		•			•	•	•	
Wataru Hirose								•
Fumio Kai		•				•		
Jun Aoki	•	•	•		•			
Shiro Sato	•	•	•					
Kyoko Narita		•		•		•		

* The above chart does not represent all the knowledge possessed by the candidates.

<Reference> FIDEA Group's Independence Criteria for Outside Directors

To ensure the independence of Outside Directors, they need to meet the following criteria:

1. In terms of a party related to the Group officers, employees, or shareholders
 - (1) A person who is not an executive director, executive officer, corporate officer, or other employee of the Group (hereinafter, "executive") and who has not been an executive in the past.
 - (2) A party who is not currently a major shareholder (a shareholder with possession of at least 10% of the voting rights) and companies that are not the parent company or important subsidiary of such, or if such a party is a company, a person who is not an executive of said company, and has not been an executive for the most recent five-year period.
2. In terms of a party related as a supplier/client
 - (1) A party who considers the Group to be a major supplier/client and companies that are not the parent company or important subsidiary of such, or if such party is a company, a person who is not an executive of said company, and has not been an executive for the most recent five-year period.
 - (2) A party who is not currently a major supplier/client of the Group and companies that are not the parent company or important subsidiary of such, or if such a party is a company, a person who is not an executive of said company, and has not been an executive for the most recent five-year period.
 - (3) A person who is not an executive of an organization that receives donations or subsidies exceeding a certain amount from the Group (10 million yen per annum on average over the past three business years or 30% of the total annual average costs of the said organization, whichever is greater).
 - (4) A person who is not an officer of a company, or said company's parent company or subsidiary, that accepts a Director from the Group.
3. In terms of specialized service providers
 - (1) Not currently the Group's accounting auditor or employee of said accounting auditor and who has not been in charge of the audit of the Group as said employee over the most recent five-year period.
 - (2) A person who has not received cash or other financial interests of 10 million yen or greater annually on average over the past three years as an attorney at law or consultant from the Group, excluding remuneration for officers.
4. Others
 - (1) A person who is not the spouse or relative within the second degree of kinship of the person cited in 1. to 3. above.
 - (2) A person without constant concern of a substantial conflict of interest with the Company's overall general shareholders due to reasons outside of those considered above.
 - (3) Major suppliers/clients stipulated in 2. above shall be defined by the criteria of 2% or more of its consolidated sales in each of the most recent three business years (consolidated ordinary profit in case of the Company).
 - (4) Even a person who does not fulfill either of the conditions set forth in 2. to 4- (1) above, if the Company believes that the person is suitable as Outside Director with sufficient independence from the Company, because of his/her personality and insight, the person can be nominated as candidate for Outside Director under the condition that he/she fulfills the requirements of Outside Director under the Companies Act and the Company explains externally the reason for considering the person suitable as Outside Director with sufficient independence from the Company.