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(Securities Code: 7189)
June 5, 2024

To Shareholders with Voting Rights:

Hideyuki Murakami
President
Nishi-Nippon Financial Holdings, Inc.
1-1, Hakata-ekimae 3-chome, Hakata-ku,
Fukuoka, Japan

NOTICE OF CONVOCATION OF THE 8TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

We would like to express our appreciation for your continued support and patronage.

You are hereby notified that the 8th Annual General Meeting of Shareholders of Nishi-Nippon Financial Holdings, Inc. (the “Company,” with its subsidiaries, the “Group”) will be held for the purposes described below.

In convening this general meeting of shareholders, the Company has taken measures for providing information in electronic format (the “measures for electronic provision”) and has posted matters subject to the measures for electronic provision as Shareholders Meeting 2024 on the website shown below.

The Company’s website
<https://www.nnfh.co.jp/english.html>

In addition to the website shown above, the Company has also posted the information on the website of Tokyo Stock Exchange (TSE). To view the information, please access the TSE website (Listed Company Search), input “Nishi-Nippon Financial Holdings” in the “Issue name (company name)” field, or input our securities code “7189” in the “Code” field, and click “Search,” and then click “Basic information” and select “Documents for public inspection/PR information.”

TSE website (Listed Company Search)
<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

If you do not attend the meeting in person, you may exercise your voting rights in wiring or via the Internet, etc. Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by Wednesday, June 26, 2024 at 5:00 p.m. JST.

- 1. Date and Time:** Thursday, June 27, 2024 at 10:00 a.m. JST
(Reception begins: 9:00 a.m. JST)
- 2. Place:** Meeting Room on the third floor, Annex of Head Office of THE
NISHI-NIPPON CITY BANK, LTD.,
3-6, Hakata-ekimae 1-chome, Hakata-ku, Fukuoka, Japan
- 3. Meeting Agenda:**
- Matters to be reported:**
1. Business Report and Consolidated Financial Statements for the Company's 8th Fiscal Year (from April 1, 2023 to March 31, 2024) and the results of the audits of the Consolidated Financial Statements by the Independent Auditor and the Audit and Supervisory Committee
 2. Non-consolidated Financial Statements for the Company's 8th Fiscal Year (from April 1, 2023 to March 31, 2024)
- Proposals to be resolved:**
- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Election of 5 Directors (excluding those who are Audit and Supervisory Committee Members)
- Proposal No. 3:** Election of 3 Directors who are Audit and Supervisory Committee Members
- Proposal No. 4:** Election of 1 Director who is a Substitute Audit and Supervisory Committee Member

Instructions for Exercise of Voting Rights

If exercising your voting rights in advance

Exercise of Voting Rights by Mail (in Writing)

Exercise deadline: Arrival by Wednesday, June 26, 2024 at 5:00 p.m. JST

Voting rights may be exercised by mail. Please review the “Reference Documents for the General Meeting of Shareholders” posted as the matters subject to the measures for electronic provision, indicate your vote for or against the proposals on the Voting Rights Exercise Form, and return it. If neither approval nor disapproval of a proposal is indicated on the Voting Rights Exercise Form, it shall be deemed a vote of approval for the proposal.

Exercise of Voting Rights Online

Exercise deadline: By Wednesday, June 26, 2024 at 5:00 p.m. JST

- **The Portal of Shareholders’ Meeting:** <https://www.soukai-portal.net>
- **Voting website:** <https://www.e-sokai.jp> (both available in Japanese only)

Please access the portal or the voting website online, follow the instructions there, and indicate your vote for or against the proposals.

If you vote both in writing and via the Internet, only your vote placed via the Internet will be valid. Additionally, if you submit your vote multiple times via the Internet, only the last vote will be valid.

If attending the General Meeting of Shareholders

Date and time of the General Meeting of Shareholders:

Thursday, June 27, 2024 at 10:00 a.m. JST

(The reception is scheduled to begin at 9:00 a.m. JST)

Please submit the enclosed Voting Rights Exercise Form at the reception desk on the day of the meeting for identification.

For resource-saving, please bring your own copy of this notice of convocation.

End

- The Company has delivered the documents containing matters subject to the measures for electronic provision for this General Meeting of Shareholders to all of our shareholders, regardless of whether they have requested it or not. However, of the matters subject to the measures for electronic provision, the following matters are not included in the physical documents delivered to the shareholders who requested it, in accordance with provisions of laws and regulations as well as the Articles of Incorporation of the Company. The Independent Auditor and the Audit and Supervisory Committee have audited documents which are in the scope of audit, including the following matters.
 - 1) “The Systems to Secure the Appropriateness of Operations” of the Business Report
 - 2) “Consolidated Statement of Changes in Net Assets” of the Consolidated Financial Statements and Notes to the Consolidated Financial Statements
 - 3) “Non-consolidated Statement of Changes in Net Assets” of the Non-consolidated Financial Statements and the Notes to the Non-consolidated Financial Statements
- If any amendments are made to the matters subject to the measures for electronic provision, such amendments will be posted on the respective websites where the matters are posted.

Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Appropriation of Surplus

Concerning the appropriation of surplus, the Company's basic policy is to strengthen its financial standing via appropriate enrichment of internal reserves and to conduct stable and continuous dividends. In the medium term, the Company aims to provide returns to shareholders equivalent to approximately 40% of the net income attributable to shareholders of the Company, and in consideration of factors such as contemporary economic trends, financial conditions, and business results forecasts, determines the returns for each fiscal year.

Based on the above policy, the Company proposes the year-end dividend for the 8th fiscal year as follows:

Matters concerning year-end dividend

1. Kind of dividend property

Cash

2. Matters concerning the allotment of dividend property to shareholders and the total amount thereof

30 yen per share of common stock

The total amount of dividends 4,212,855,330 yen

Furthermore, as 25 yen were paid per share as an interim dividend during this fiscal period, the annual dividend will amount to 55 yen per share.

3. Effective date of the distribution of surplus

June 28, 2024

Proposal No. 2: Election of 5 Directors (excluding those who are Audit and Supervisory Committee Members)

The terms of office of all of the 5 Directors (excluding those who are Audit and Supervisory Committee members) will expire at the conclusion of this Annual General Meeting of Shareholders. It is proposed that 5 Directors (excluding those who are Audit and Supervisory Committee members) be elected.

The Audit and Supervisory Committee has stated that the Committee has no objection to this proposal.

The candidates are as follows:

(Reference) List of the candidates

No.	Name		Current position, etc. at the Company
1	Hiromichi Tanigawa	Reappointment	Deputy Chairman (Representative Director)
2	Hideyuki Murakami	Reappointment	President (Representative Director)
3	Hiroyuki Irie	Reappointment	Director In charge of the Internal Audit Division, the Corporate Planning Division and the Group Strategy Planning Division
4	Hiroyuki Takeo	New appointment	Executive Officer
5	Takashige Honda	Reappointment	Director In charge of the Compliance & Risk Management Division and Deputy in charge of the Corporate Planning Division

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company (significant concurrent positions)	Number of shares of the Company held
1	Hiromichi Tanigawa (Jul. 17, 1953) [Reappointment]	<p>Apr. 1976 Joined the Ministry of Finance</p> <p>Jun. 2005 Director-General of Yokohama Customs, the Ministry of Finance</p> <p>Jul. 2008 Deputy Director-General of Minister's Secretariat, the Ministry of Finance</p> <p>Oct. 2008 Managing Director, Japan Finance Corporation</p> <p>May 2011 Joined THE NISHI-NIPPON CITY BANK, LTD. (the "Bank") Advisor, the Bank</p> <p>Jun. 2011 Executive Director, the Bank</p> <p>Jun. 2012 Representative Executive Director (Representative Director), the Bank</p> <p>May 2013 Representative Executive Director (Representative Director) Head of Kitakyushu & Yamaguchi Region, the Bank</p> <p>Jun. 2013 Deputy President (Representative Director) Head of Kitakyushu & Yamaguchi Region, the Bank</p> <p>Jun. 2014 President (Representative Director), the Bank</p> <p>Oct. 2016 President (Representative Director), the Company</p> <p>Jun. 2021 Deputy Chairman (Representative Director), the Company (current position)</p> <p>Jun. 2021 Chairman (Representative Director), the Bank (current position)</p> <p>(Significant concurrent positions) Chairman (Representative Director), THE NISHI-NIPPON CITY BANK, LTD. Chairman of The Fukuoka Chamber of Commerce and Industry</p>	25,600 shares
<p>[Reasons for nomination as a candidate for director] Since taking office as director in 2011 at THE NISHI-NIPPON CITY BANK, LTD., a bank of the Group, Mr. Hiromichi Tanigawa has been in charge of the bank's core operations, such as the Internal Audit Division, the Corporate Risk Management & Compliance Division, the Corporate Planning Division and Head of Kitakyushu & Yamaguchi Region. Since taking office as president of the bank in June 2014, he has been at the forefront of leading initiatives toward improving business results of the bank. Additionally, he was appointed president of the Company in October 2016 and deputy chairman of the Company in June 2021. The Company nominates him as a candidate for director as he has been judged to be a person who can contribute to the Company's management from his experience, capability, personality and knowledge as a top-level executive.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company (significant concurrent positions)	Number of shares of the Company held
2	<p style="text-align: center;">Hideyuki Murakami (Mar. 14, 1961) [Reappointment]</p>	<p>Apr. 1983 Joined NISHI-NIPPON SOGO BANK (NISHI-NIPPON BANK) (currently, THE NISHI-NIPPON CITY BANK, LTD.) (the “Bank”)</p> <p>May 2007 General Manager of Hakataeki Higashi Branch, the Bank</p> <p>May 2008 General Manager of the Human Resources Division and the Human Resource Development Office, the Bank</p> <p>Jun. 2010 Executive Officer General Manager of the Human Resources Division and the Human Resource Development Office, the Bank</p> <p>May 2012 Executive Officer General Manager of the Corporate Planning Division, the Bank</p> <p>Jun. 2012 Senior Executive Officer General Manager of the Corporate Planning Division, the Bank</p> <p>Jun. 2014 Managing Director, the Bank</p> <p>Oct. 2016 Director, the Company</p> <p>Jun. 2018 Executive Director, the Bank</p> <p>Jun. 2021 President (Representative Director), the Company (current position)</p> <p>Jun. 2021 President (Representative Director), the Bank (current position)</p> <p>(Significant concurrent positions) President (Representative Director), THE NISHI-NIPPON CITY BANK, LTD. Director, DAIICHI KOUTSU SANGYO Co., Ltd. Vice Chairman of Fukuoka Association of Corporate Executives</p>	9,100 shares
<p>[Reasons for nomination as a candidate for director] Mr. Hideyuki Murakami served as General Manager of Hakataeki Higashi Branch, General Manager of the Human Resources Division and General Manager of the Corporate Planning Division at THE NISHI-NIPPON CITY BANK, LTD., a bank of the Group. Since taking office as director in 2014 at the bank, he has been in charge of the bank’s core operations, such as the Head of Tokyo Headquarters, the Internal Audit Division, the Corporate Planning Division, the Corporate Risk Management & Compliance Division, the Corporate Risk Management Division, the Compliance Risk Supervisory Division, the Treasury & Portfolio Investment Division, the Treasury & Securities Transaction Division and the International Business Division. Since taking office as president of the bank in June 2021, he has been at the forefront of leading initiatives toward improving business results of the bank. Additionally, he was appointed director of the Company in October 2016 and president of the Company in June 2021. The Company nominates him as a candidate for director as he has been judged to be a person who can contribute to the Company’s management from his experience, capability, personality and knowledge as a top-level executive.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company (significant concurrent positions)	Number of shares of the Company held
3	Hiroyuki Irie (Nov. 11, 1957) [Reappointment]	<p>Apr. 1981 Joined NISHI-NIPPON SOGO BANK (NISHI-NIPPON BANK) (currently, THE NISHI-NIPPON CITY BANK, LTD.) (the “Bank”)</p> <p>Jun. 2008 Executive Officer General Manager of the Business Planning Division, the Bank</p> <p>Oct. 2009 Executive Officer Deputy Head of Fukuoka Regional Headquarters, General Manager of Head Office, and General Manager of Fukuoka Branch, the Bank</p> <p>Jun. 2010 Director, the Bank</p> <p>Jun. 2011 Managing Director, the Bank</p> <p>Jun. 2015 Executive Director, the Bank</p> <p>Oct. 2016 Director, the Company</p> <p>Jun. 2019 Executive Officer, the Company</p> <p>Jun. 2020 Deputy President (Representative Director), the Bank</p> <p>Apr. 2023 Deputy President (Representative Director) In charge of the business divisions and Regional Headquarters Management, the Bank (current position)</p> <p>Jun. 2023 Director, In charge of the Internal Audit Division, the Corporate Planning Division and the Group Strategy Planning Division, the Company (current position)</p> <p>(Significant concurrent positions) Deputy President (Representative Director), THE NISHI-NIPPON CITY BANK, LTD.</p>	8,900 shares
<p>[Reasons for nomination as a candidate for director] Since taking office as director in 2010 at THE NISHI-NIPPON CITY BANK, LTD., a bank of the Group, Mr. Hiroyuki Irie has been in charge of the business divisions, the Regional Relationship Management Headquarters, and the Corporate Business Solution Division, and is familiar with business operations in general. Additionally, he was appointed director of the Company in October 2016, executive officer of the Company in June 2019, and director of the Company in June 2023. The Company nominates him as a candidate for director as he has been judged to be a person who can contribute to the Company’s management from his experience, capability, personality and knowledge.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company (significant concurrent positions)	Number of shares of the Company held
4	<p>Hiroyuki Takeo (Sep. 19, 1958)</p> <p>[New appointment]</p>	<p>Apr. 1983 Joined Fukuoka SOGO Bank (Fukuoka City Bank) (currently, THE NISHI-NIPPON CITY BANK, LTD.) (the "Bank")</p> <p>Dec. 2011 Executive Officer, General Manager of Corporate Administration Division, the Bank</p> <p>Apr. 2013 Senior Executive Officer, General Manager of Corporate Administration Division, the Bank</p> <p>May 2013 Senior Executive Officer, General Manager of Head Office, and General Manager of Fukuoka Branch, the Bank</p> <p>Jun. 2016 Managing Director, the Bank</p> <p>Oct. 2016 Director, the Company</p> <p>Jun. 2018 Executive Officer, the Company (current position)</p> <p>Apr. 2020 Managing Director, Head of Kitakyushu & Yamaguchi Region, the Bank</p> <p>Jun. 2020 Executive Director, Head of Kitakyushu & Yamaguchi Region, the Bank</p> <p>Jun. 2021 Deputy President (Representative Director), Head of Kitakyushu & Yamaguchi Region, the Bank (current position)</p> <p>(Significant concurrent positions)</p> <p>Deputy President (Representative Director), THE NISHI-NIPPON CITY BANK, LTD.</p> <p>Director serving as Audit and Supervisory Committee member, Ohishi Sangyo Co., Ltd.</p> <p>Audit & Supervisory Board Member, DAIEISANGYO Co.,Ltd.</p>	2,310 shares
<p>[Reasons for nomination as a candidate for director]</p> <p>Since taking office as director in 2016 at THE NISHI-NIPPON CITY BANK, LTD., a bank of the Group, Mr. Hiroyuki Takeo has been in charge of the bank's core operations, such as the credit supervision division and the business division, and is familiar with financing and business operations in general.</p> <p>Additionally, he was appointed director of the Company in October 2016 and executive officer of the Company in June 2018. The Company nominates him as a candidate for director as he has been judged to be a person who can contribute to the Company's management from his experience, capability, personality and knowledge.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company (significant concurrent positions)	Number of shares of the Company held
5	Takashige Honda (Dec. 23, 1965) [Reappointment]	<p>Apr. 1988 Joined NISHI-NIPPON BANK (currently, THE NISHI-NIPPON CITY BANK, LTD.) (the “Bank”)</p> <p>Jun. 2016 Executive Officer General Manager of the Corporate Planning Division, the Bank</p> <p>Oct. 2016 General Manager of the Corporate Planning Division, the Company</p> <p>Jun. 2018 Senior Executive Officer General Manager of the Corporate Planning Division, the Bank</p> <p>Jun. 2020 Executive Officer, the Company</p> <p>Jun. 2020 Managing Director, the Bank</p> <p>Jun. 2021 Director In charge of the Compliance & Risk Management Division, Deputy in charge of the Corporate Planning Division, the Company (current position)</p> <p>Apr. 2024 Managing Director In charge of the Corporate Planning Division, the Treasury & Portfolio Investment Division, the Treasury & Securities Transaction Division, the Bank (current position)</p> <p>(Significant concurrent positions) Managing Director, THE NISHI-NIPPON CITY BANK, LTD. Audit & Supervisory Board Member, Showa Manufacturing Co., Ltd. Audit & Supervisory Board Member, KYUSHU LEASING SERVICE CO., LTD..</p>	3,231 shares
<p>[Reasons for nomination as a candidate for director] Since taking office as director in 2020 at THE NISHI-NIPPON CITY BANK, LTD., a bank of the Group, Mr. Takashige Honda has been in charge of the Corporate Planning Division, the Treasury & Portfolio Investment Division, the Treasury & Securities Transaction Division, the Compliance & Risk Management Division, and the Corporate Administration Division, and has accumulated experience in business operations. Additionally, after serving as General Manager of the Corporate Planning Division from October 2016, he was appointed executive officer in June 2020 and director in June 2021 at the Company. The Company nominates him as a candidate for director as he has been judged to be a person who can contribute to the Company’s management from his experience, capability, personality and knowledge.</p>			

- (Notes) 1. There is no special interest between each candidate for director and the Company.
2. Mr. Hiroyuki Takeo is a new director candidate.
3. The Company has entered into a directors and officers liability insurance contract with an insurance company under which all of the directors, corporate auditors, and executive officers of the Company and its subsidiaries are the insured, as provided for in Article 430-3, Paragraph 1 of the Companies Act. The said insurance contract covers compensation for damages (damages under laws and litigation costs) incurred by the insured due to a claim for damages filed for an act (or omission) of the insured in his or her duties. The Company bears the entire amount of the premium for the insurance contract. Meanwhile, as a measure to ensure that the insured should not be demotivated to appropriately execute his or her duties, the insurance contract does not cover compensation for damages arising from an event where the insured has unlawfully received personal benefit or advantage, or arising from a criminal act of the insured or any act etc. performed by the insured while he or she is aware that such act etc. constitutes a violation of laws and regulations. If the appointment of each candidate as director is approved, they will be the insured parties covered by the said insurance contract and the Company intends to renew the contract during their terms of office.

Proposal No. 3: Election of 3 Directors who are Audit and Supervisory Committee Members

Of the 4 Directors who are Audit and Supervisory Committee members, the terms of office of Mr. Kiyotaka Tomoike and Ms. Sachiko Miyamoto will expire at the conclusion of this Annual General Meeting of Shareholders and Mr. Toshio Sakemi will resign from the post. Accordingly, the election of 3 Directors who are Audit and Supervisory Committee members is proposed.

This proposal has been approved by the Audit and Supervisory Committee.

The candidates are as follows:

No.	Name	Current position at the Company, etc.
1	Tomoko Ito	New appointment
2	Hiroshi Fujioka	New appointment Outside Independent Director
3	Sachiko Miyamoto	Reappointment Outside Independent Director Director, Audit and Supervisory Committee member

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company (significant concurrent positions)	Number of shares of the Company held
1	Tomoko Ito (Dec. 22, 1965) [New appointment]	<p>Apr. 1988 Joined NISHI-NIPPON BANK (currently, THE NISHI-NIPPON CITY BANK, LTD. (the “Bank”))</p> <p>May 2015 General Manager of the Credit Risk Management Division, the Bank</p> <p>Apr. 2018 General Manager of the IT Strategy Division, the Bank</p> <p>Apr. 2018 General Manager of the Group Strategy Planning Division, the Company</p> <p>Jun. 2018 Executive Officer, General Manager of the IT Strategy Division, the Bank</p> <p>Jun. 2019 Senior Executive Officer, General Manager of the IT Strategy Division, the Bank</p> <p>Apr. 2020 Senior Executive Officer, General Manager of the Corporate Risk Management Division, the Bank</p> <p>Apr. 2020 General Manager of the Compliance & Risk Management Division, the Company</p> <p>Apr. 2022 Senior Executive Officer, Office of Audit and Supervisory Committee, the Bank</p> <p>Jun. 2022 Director, Audit and Supervisory Committee member, the Bank (current position)</p>	1,400 shares
<p>[Reasons for nomination as a candidate for director who is an Audit and Supervisory Committee member]</p> <p>Ms. Tomoko Ito took office as General Manager of the Credit Risk Management Division at THE NISHI-NIPPON CITY BANK, LTD, a bank of the Group, in 2015, and thereafter served as General Manager of the IT Strategy Division. After taking office as executive officer in 2018, she served as General Manager of the IT Strategy Division and General Manager of the Corporate Risk Management Division, and has accumulated experience in business operations.</p> <p>She was appointed director, Audit and Supervisory Committee member in June 2022 at THE NISHI-NIPPON CITY BANK, LTD. The Company nominates her as a candidate for director who is an Audit and Supervisory Committee member as she has been judged to be a person who can contribute to the Company’s management from her experience, capability, personality and knowledge.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company (significant concurrent positions)	Number of shares of the Company held
2	Hiroshi Fujioka (Jun. 2, 1954) [New appointment] Outside Independent Director	<p>Apr. 1977 Joined Ministry of Finance</p> <p>Jul. 2008 Director-General of the Customs and Tariff Bureau, the Ministry of Finance</p> <p>Jul. 2009 Director-General for Policy Planning, the Ministry of Land, Infrastructure, Transport and Tourism</p> <p>Jan. 2012 Senior Executive Vice President, Japan Housing Finance Agency</p> <p>Jan. 2014 Councilor of the Minister's Secretariat, the Ministry of Finance</p> <p>Jun. 2014 Audit & Supervisory Board Member, Electric Power Development Co., Ltd.</p> <p>Jun. 2015 Senior Audit & Supervisory Board Member, Electric Power Development Co., Ltd.</p> <p>Jun. 2016 Audit & Supervisory Board Member, THE NISHI-NIPPON CITY BANK, LTD. (the "Bank")</p> <p>Oct. 2016 Director, Audit and Supervisory Committee member, the Bank (current position)</p> <p>Jun. 2022 Director, Audit and Supervisory Committee Member, Electric Power Development Co., Ltd. (current position)</p> <p>(Significant concurrent position) Director, Audit and Supervisory Committee Member, Electric Power Development Co., Ltd.</p>	– shares
<p>[Reasons for nomination as a candidate for outside director who is an Audit and Supervisory Committee member and expected roles]</p> <p>Mr. Hiroshi Fujioka has long years of experience and extensive knowledge in administrative practice in financial and monetary affairs. The Company nominates him as a candidate for outside director who is an Audit and Supervisory Committee member in the expectation that he will contribute to strengthening the supervisory function of the Company.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company (significant concurrent positions)	Number of shares of the Company held
3	Sachiko Miyamoto (Jun. 22, 1968) [Reappointment] Outside Independent Director	Apr. 1991 Joined Nomura Research Institute, Ltd. ("NRI") Jul. 1997 Assigned to Personnel Division, NRI (won the corporate scholarship) Jun. 2002 Economist, Nomura Research Institute Europe Limited Jul. 2006 Joined Nomura Institute of Capital Markets Research ("NICMR") (transfer due to NRI's reorganization) Apr. 2010 Senior Economist NICMR (resigned in June 2022) Jun. 2022 Director, Audit and Supervisory Committee member, the Company (current position) Jul. 2022 Financial economist (current post) (Significant concurrent position) Financial economist	132 shares
[Reasons for nomination as a candidate for outside director who is an Audit and Supervisory Committee member and expected roles] Ms. Sachiko Miyamoto has experience of 30 years in research work with respect to domestic and international financial and capital markets as she has engaged in corporate analysis as an analyst as well as in research and analysis as an investment strategist and a macroeconomist. The Company nominates her as a candidate for outside director who is an Audit and Supervisory Committee member in the expectation that with her professional knowledge on corporate analysis and financial analysis, she will contribute to strengthening the supervisory function.			

- (Notes)
- There are banking transactions between Ms. Tomoko Ito, Mr. Hiroshi Fujioka and Ms. Sachiko Miyamoto and the Group. However, they are ordinary banking transactions, and there is no special interest between these candidates and the Group.
 - There are ordinary banking transactions between the Group and Electric Power Development Co., Ltd., of which Mr. Hiroshi Fujioka, a candidate for director who is an Audit and Supervisory Committee member, serves as officer. However, concerning the company, the sales from transactions with the Group accounts for less than 1% of the operating revenue, and the gross operating profit gained from transactions with the company also accounts for less than 1% of the total gross operating profit of the Company on a consolidated basis.
 - There are no transactions between Nomura Institute of Capital Markets Research, of which Ms. Sachiko Miyamoto, a candidate for director who is an Audit and Supervisory Committee member, was employed and served as Senior Economist, and the Group.
 - Mr. Hiroshi Fujioka and Ms. Sachiko Miyamoto are candidates for outside directors who are Audit and Supervisory Committee members.
 - Mr. Hiroshi Fujioka has not been directly involved in corporate management. Nevertheless, the Company believes that he has the capabilities to appropriately execute duties as outside director who is an Audit and Supervisory Committee member, because he has long years of experience and extensive knowledge in administrative practice in financial and monetary affairs.
 - Ms. Tomoko Ito and Mr. Hiroshi Fujioka are new candidates for directors.
 - The name of Ms. Sachiko Miyamoto on the family register is Sachiko Miki.
 - The term of office of Ms. Sachiko Miyamoto as outside director will have been two (2) years at the conclusion of this Annual General Meeting of Shareholders.
 - Ms. Sachiko Miyamoto has not been directly involved in corporate management. Nevertheless, the Company believes that she has the capabilities to appropriately execute duties as outside director who is an Audit and Supervisory Committee member, because she has a wealth of experience as a corporate analyst, an investment strategist, and a macroeconomist and professional knowledge on corporate analysis and financial analysis.
 - The Company has already entered into an agreement with Ms. Sachiko Miyamoto, a director who is Audit and Supervisory Committee member, pursuant to Article 427, Paragraph 1 of the Companies Act to limit her liabilities to the minimum liability amount stipulated in Article 425, Paragraph 1 of the Act when she is in good faith and without gross negligence in performing duties as a non-executive director. In addition, if this proposal is approved as originally proposed, the Company plans to continue the same agreement to limit liabilities with her.

11. If the appointment of Ms. Tomoko Ito and Mr. Hiroshi Fujioka as directors who are Audit and Supervisory Committee members is approved, the Company will enter into an agreement with them pursuant to Article 427, Paragraph 1 of the Companies Act to limit their liabilities to the minimum liability amount stipulated in Article 425, Paragraph 1 of the Act when they are in good faith and without gross negligence in performing duties as non-executive directors.
12. The Company has entered into a directors and officers liability insurance contract with an insurance company under which all of the directors, corporate auditors, and executive officers of the Company and its subsidiaries are the insured, as provided for in Article 430-3, Paragraph 1 of the Companies Act. The said insurance contract covers compensation for damages (damages under laws and litigation costs) incurred by the insured due to a claim for damages filed for an act (or omission) of the insured in his or her duties. The Company bears the entire amount of the premium for the insurance contract. Meanwhile, as a measure to ensure that the insured should not be demotivated to appropriately execute his or her duties, the insurance contract does not cover compensation for damages arising from an event where the insured has unlawfully received personal benefit or advantage, or arising from a criminal act of the insured or any act etc. performed by the insured while he or she is aware that such act etc. constitutes a violation of laws and regulations. If the appointment of each candidate as director is approved, they will be the insured parties covered by the said insurance contract and the Company intends to renew the contract during their terms of office.
13. Ms. Sachiko Miyamoto is an outside director as stipulated in Article 2, Item 15 of the Companies Act. She has been registered as an independent director with the Tokyo Stock Exchange and the Fukuoka Stock Exchange.
14. If the appointment of Mr. Hiroshi Fujioka as director who is an Audit and Supervisory Committee member is approved, the Company intends to register him as independent director with the Tokyo Stock Exchange and the Fukuoka Stock Exchange.

(Reference) Skills Matrix of Candidates

If proposals Nos. 2 and 3 are approved as originally proposed, the skills matrix of directors will be as follows:

1. Directors (excluding those who are Audit and Supervisory Committee members)

Name	Position, etc. at the Company		Specialty							
			Corporate management	Finance and economy	Financial affairs and accounting	Legal affairs and risk management	IT and digital	Human resource and diversity	Regional revitalization and regional sales	
Hiromichi Tanigawa	Chairman (Representative Director)	Male	●	●	●	●			●	●
Hideyuki Murakami	President (Representative Director)	Male	●	●	●	●	●	●	●	●
Hiroyuki Irie	Director In charge of the Corporate Planning Division and the Group Strategy Planning Division	Male	●	●	●					●
Hiroyuki Takeo	Director In charge of the Internal Audit Division	Male	●	●	●					●
Takashige Honda	Director In charge of the Compliance & Risk Management Division and Deputy in charge of the Corporate Planning Division	Male		●	●	●	●			●

2. Directors who are Audit and Supervisory Committee members

Name	Position, etc. at the Company			Specialty						
				Corporate management	Finance and economy	Financial affairs and accounting	Legal affairs and risk management	IT and digital	Human resource and diversity	Regional Revitalization and regional sales
Tomoko Ito	Director Audit and Supervisory Committee member		Female		●	●	●	●		●
Hiroshi Fujioka	Director Audit and Supervisory Committee member	Outside Independent Director	Male		●	●	●			
Chiharu Kubo	Director Audit and Supervisory Committee member	Outside Independent Director	Male	●		●	●		●	
Sachiko Miyamoto	Director Audit and Supervisory Committee member	Outside Independent Director	Female		●	●	●	●	●	

- (Notes) 1. The above areas of specialty do not represent all of the knowledge and experience that directors possess.
2. The position of each director states a planned position for a respective director to assume.

Proposal No. 4: Election of 1 Director who is a Substitute Audit and Supervisory Committee Member

The effective tenure of Ms. Tomoko Ito, director who is a substitute Audit and Supervisory Committee member, expires at the beginning of this Annual General Meeting of Shareholders. Therefore, in case where the number of serving directors who are Audit and Supervisory Committee members falls short of the number stipulated by laws and regulations or the Articles of Incorporation, the election of 1 director who is a substitute Audit and Supervisory Committee member, as a substitute for Ms. Tomoko Ito, who will be a director who is an Audit and Supervisory Committee member is requested in advance if Proposal 3 is approved as originally proposed.

This proposal has been approved by Audit and Supervisory Committee.

The candidate is as follows:

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company (significant concurrent positions)	Number of shares of the Company held
1	Makoto Uchitomi (Jan. 3, 1967)	Apr. 1990 Joined NISHI-NIPPON BANK (currently, THE NISHI-NIPPON CITY BANK, LTD.) (the “Bank”) Apr. 2019 General Manager of Corporate Administration Division, the Bank Apr. 2019 General Manager of the Corporate Planning Division, the Company Apr. 2021 Deputy Head of Regional Relationship Management Headquarters, the Bank Jun. 2021 Executive Officer, Deputy Head of Regional Relationship Management Headquarters, the Bank Apr. 2023 General Manager of the Group Strategy Planning Division, the Company Apr. 2024 Executive Officer, Office of Audit and Supervisory Committee, the Bank (current position) Jun. 2024 Director, Audit and Supervisory Committee member, the Bank (planned)	1,604 shares
[Reasons for nomination as a candidate for director who is a substitute Audit and Supervisory Committee member] Mr. Makoto Uchitomi took office as General Manager of the Corporate Planning Division at THE NISHI-NIPPON CITY BANK, LTD, a bank of the Group, in 2019, and thereafter served as Deputy Head of Regional Relationship Management Headquarters. Also after taking office as executive officer in 2021, he served as Deputy Head of Regional Relationship Management Headquarters, etc., and has accumulated experience in business operations. The Company nominates him as a candidate for director who is a substitute Audit and Supervisory Committee member as he has been judged to be a person who can contribute to the Company’s management from his experience, capability, personality and knowledge.			

- (Notes) 1. There are banking transactions between Mr. Makoto Uchitomi and the Group. However, they are ordinary banking transactions and there is no special interest between Mr. Makoto Uchitomi and the Group.
2. If the appointment of Mr. Makoto Uchitomi is approved and he assumes the office as director who is an Audit and Supervisory Committee member, the Company will enter into an agreement with him pursuant to Article 427, Paragraph 1 of the Companies Act to limit his liabilities to the minimum liability amount stipulated in Article 425, Paragraph 1 of the Act when he is in good faith and without gross negligence in performing duties as a non-executive director.
3. The Company has entered into a directors and officers liability insurance contract with an insurance company under which all of the directors, corporate auditors and executive officers of the Company and its subsidiaries are the insured, as provided for in Article 430-3, Paragraph 1 of the Companies Act. The said insurance contract covers compensation for damages (damages under laws and litigation costs) incurred by the insured due to a claim for damages filed for an act (or omission) of the insured in his or her duties. The Company bears the entire amount of the premium for the insurance contract. Meanwhile, as a measure to ensure that the insured should not be demotivated to

appropriately execute his or her duties, the insurance contract does not cover compensation for damages arising from an event where the insured has unlawfully received personal benefit or advantage, or arising from a criminal act of the insured or any act etc. performed by the insured while he or she is aware that such act etc. constitutes a violation of laws and regulations. If the appointment of Mr. Makoto Uchitomi is approved and he assumes the office as director who is an Audit and Supervisory Committee member, he will be the insured party covered by the said insurance contract and the Company intends to renew the contract during his term of office.

End