

Articles of Incorporation

The Keiyo Bank, Ltd.

History

Established on October 19, 1951	Partial amendment on December 22, 1975
Partial amendment on October 30, 1952	Partial amendment on June 22, 1977
Partial amendment on October 28, 1953	Partial amendment on December 20, 1979
Partial amendment on October 28, 1954	Partial amendment on June 22, 1981
Partial amendment on April 28, 1955	Partial amendment on June 22, 1982
Partial amendment on April 28, 1956	Partial amendment on June 28, 1985
Partial amendment on April 27, 1957	Partial amendment on June 29, 1988
Partial amendment on April 30, 1958	Partial amendment due to conversion to a commercial bank on December 21, 1988
Partial amendment on October 30, 1958	Partial amendment on June 27, 1991
Partial amendment on April 28, 1959	Partial amendment on June 29, 1993
Partial amendment on April 28, 1960	Partial amendment on June 29, 1994
Partial amendment on October 31, 1961	Partial amendment on June 26, 1998
Partial amendment on May 16, 1962	Partial amendment on June 29, 1999
Partial amendment on November 5, 1963	Partial amendment on June 27, 2002
Partial amendment on May 9, 1964	Partial amendment on June 27, 2003
Partial amendment on May 10, 1966	Partial amendment on June 29, 2004
Partial amendment on November 10, 1966	Partial amendment on June 29, 2006
Partial amendment on October 30, 1967	Partial amendment on June 26, 2009
Partial amendment on April 30, 1968	Partial amendment on June 29, 2010
Partial amendment on October 30, 1968	Partial amendment on June 27, 2014
Partial amendment on May 9, 1972	Partial amendment on June 27, 2018
Partial amendment on May 10, 1973	Partial amendment on June 28, 2022
Partial amendment on November 10, 1973	Partial amendment on June 25, 2025
Partial amendment on May 10, 1974	Partial amendment on June 24, 2026
Partial amendment on May 10, 1975	

Chapter 1. General Provisions

(Corporate Name)

Article 1. The Bank shall be called The Keiyo Bank, Ltd. in English.

(Purpose)

Article 2. The purpose of the Bank shall be to engage in the following business activities:

1. Acceptance of deposits or installment savings, lending of funds, discounting of bills, and foreign exchange transactions
2. Guaranteeing of debts, acceptance of bills, and other operations incidental to the banking business mentioned in the preceding item
3. Underwriting, solicitation, or handling of public offerings, trading, and other operations related to government bonds, municipal bonds, government-guaranteed bonds, and other securities
4. Trust services
5. In addition to the businesses mentioned in the preceding items, businesses that banks are permitted to conduct under the Banking Act, the Secured Bond Trust Act, and other laws
6. Other matters that are incidental or related to the businesses mentioned in the preceding items

(Location of Head Office)

Article 3. The head office of the Bank shall be located at Chiba city.

(Organs)

Article 4. The Bank shall have, in addition to the general meeting of shareholders and Directors, the following organs:

- (1) Board of Directors
- (2) Audit and Supervisory Committee
- (3) Accounting Auditor

(Method of Public Notice)

Article 5. The method of public notices of the Bank shall be electronic public notices; provided, however, that if the Bank is unable to give an electronic public notice because of an accident or any other unavoidable reason, public notices of the Bank shall be given in “The Nikkei” Newspaper.

Chapter 2. Shares

(Total Number of Authorized Shares)

Article 6. The total number of authorized shares of the Bank shall be 395,014,500.

(Acquisition of Own Shares)

Article 7. Pursuant to the provisions of Article 165, Paragraph (2) of the Companies Act, the Bank may, by a resolution of its Board of Directors, acquire its own shares through transactions conducted in the market or by means of a public tender offer as stipulated in Article 27-2, Paragraph (6) of the Financial Instruments and Exchange Act.

(Number of Shares per Share Unit)

Article 8. The number of shares per share unit of the Bank shall be 100.

(Rights Regarding Shares Less Than One Unit)

Article 9. A shareholder of the Bank may not exercise any rights other than the rights listed below regarding shares less than one unit held by the shareholder:

- (1) Rights set forth in items of Article 189, Paragraph (2) of the Companies Act; and
- (2) The right to make a request as provided for in the following Article.

(Additional Purchase of Shares Less Than One Unit)

Article 10. A shareholder of the Bank who holds shares less than one unit may, as provided for in the Share Handling Regulations, request the Bank to sell to the shareholder such number of shares as may, together with the number of such shares less than one unit, constitute the number of shares totaling one share unit.

(Shareholder Register Administrator)

- Article 11.
1. The Bank shall have a shareholder register administrator.
 2. The shareholder register administrator and the location of business thereof shall be designated by resolution of the Board of Directors and public notice thereof shall be given.
 3. The preparation and retention of the shareholder register and the share acquisition right register of the Bank and other administrations relating thereto shall be outsourced to the shareholder register administrator, and shall not be handled by the Bank itself.

(Share Handling Regulations)

Article 12. Procedures and fees for exercising shareholder's rights and other handling of the Bank's shares shall be conducted in accordance with the Share Handling Regulations established by the Board of Directors, in addition to laws and regulations and these Articles of Incorporation.

Chapter 3. General Meeting of Shareholders

(Convocation)

Article 13. An annual general meeting of shareholders of the Bank shall be convened in June every year. An extraordinary general meeting of shareholders shall be convened whenever necessary.

(Record Date of Annual General Meetings of Shareholders)

Article 14. The record date for voting rights at the Bank's annual general meeting of shareholders shall be March 31 every year.

(Convener and Chairperson of General Meetings of Shareholders)

Article 15. 1. The President shall convene general meetings of shareholders and chair the meetings.
2. In cases where the President is unable to do so, another Director who is designated in accordance with an order of priority determined in advance by the Board of Directors shall convene the general meeting of shareholders and chair the meeting.

(Measures for Electronic Provision, Etc.)

Article 16. 1. The Bank shall, when convening a general meeting of shareholders, provide information that constitutes the reference documents for the general meeting of shareholders, etc. in electronic format.
2. Among the items to be provided in electronic format, the Bank may exclude all or some of those items designated by the Ministry of Justice Order from the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents by the record date of voting rights.

(Method of Resolution)

Article 17. 1. Unless otherwise provided for by laws and regulations and these Articles of Incorporation, resolutions of a general meeting of shareholders shall be adopted by an affirmative vote of a majority of the voting rights of the shareholders present at a meeting and entitled to exercise their voting rights at such meeting.
2. Resolutions of a general meeting of shareholders as prescribed in Article 309, Paragraph (2) of the Companies Act shall be adopted by an affirmative vote of at least two-thirds (2/3) of the voting rights of the shareholders present at a meeting where the shareholders

holding at least one-third (1/3) of the voting rights of the shareholders entitled to vote at such meeting are present.

(Proxy Voting)

- Article 18. 1. Shareholders may exercise their voting rights at a general meeting of shareholders by appointing as a proxy one (1) other shareholder of the Bank with voting rights for such meeting.
2. A shareholder or a proxy must submit to the Bank a document evidencing the proxy's authority at each general meeting of shareholders.

Chapter 4. Directors and the Board of Directors

(Number of Directors)

- Article 19. 1. The Bank shall have not more than twenty (20) Directors.
2. Of the Directors of the preceding paragraph, no more than ten (10) shall be Directors who are Audit and Supervisory Committee Members (hereinafter referred to as "Audit and Supervisory Committee Members").

(Method of Election)

- Article 20. 1. Directors shall be distinguished from Audit and Supervisory Committee Members and other Directors and elected at a general meeting of shareholders.
2. Resolutions for the election of Directors shall be adopted by an affirmative vote of a majority of the voting rights of the shareholders present at a meeting where the shareholders holding at least one-third (1/3) of the voting rights of the shareholders entitled to vote at such meeting are present.
3. Resolutions for the election of Directors shall not be conducted by cumulative voting.

(Term of Office)

- Article 21. 1. The term of office of Directors (excluding Audit and Supervisory Committee Members) shall expire at the conclusion of the annual general meeting of shareholders pertaining to the last fiscal year ending within one (1) year after their election.
2. The term of office of Audit and Supervisory Committee Members shall expire at the conclusion of the annual general meeting of shareholders pertaining to the last fiscal year ending within two (2) years after their election.
3. The term of office of an Audit and Supervisory Committee Member elected to fill the vacancy of another Audit and Supervisory Committee Member who retired before the expiration of the term of office shall continue until the time when the term of the retired Audit and Supervisory Committee Member expires.

(Representative Directors and Directors With Special Titles)

- Article 22.
1. The Board of Directors shall appoint representative Director(s) by its resolution.
 2. The Board of Directors may appoint, by its resolution, one (1) Chairman, one (1) President, one (1) Deputy President, one or a small number of Senior Managing Directors, and one or a small number of Managing Directors.
 3. The Chairman, the President, the Deputy President, and the Senior Managing Directors shall each represent the Bank. The Chairman provides broad executive oversight of the Bank's operations and presides over the Board of Directors. In cases where the Chairman is unable to do so, the President shall perform the duties. The President executes and oversees various bank operations based on resolutions of the Board of Directors. The Deputy President assists the President in executing bank operations and acts on behalf of the President when the President is unable to act. The Senior Managing Directors assist the President and Deputy President in executing bank operations and, when selected to do so according to the order predetermined by the Board of Directors, a Senior Managing Director acts on behalf of the President and Deputy President when they are unable to act. The Managing Directors assist the President, Deputy President, and Senior Managing Directors in managing bank operations and, when selected to do so according to the order predetermined by the Board of Directors, a Managing Director acts on behalf of the President, Deputy President, and Senior Managing Directors when they are unable to act.

(Convener and Chairperson of Board of Directors Meetings)

- Article 23.
1. Unless otherwise provided for by laws and regulations, the Chairman shall convene the Board of Directors meetings and chair the meetings.
 2. In cases where the post of the Chairman is vacant, or the Chairman is unable to do so, the President shall convene the Board of Directors meeting and chair the meeting. In such cases, if the President is unable to do so, another Director who is designated in accordance with an order of priority determined in advance by the Board of Directors shall convene the Board of Directors meeting and chair the meeting.

(Convocation Notice of Board of Directors Meetings)

- Article 24.
1. The convocation notice of a Board of Directors meeting shall be dispatched to each Director at least three (3) days prior to the date of the meeting thereof. However, this period may be shortened in case of urgency.
 2. With the consent of all Directors, a Board of Directors meeting may be held without the convening procedures hereof.

(Omission of Resolutions of the Board of Directors)

Article 25. The Bank shall deem that resolutions of the Board of Directors have been adopted in cases where the requirements set forth in Article 370 of the Companies Act have been fulfilled.

(Delegation of Decisions on Execution of Important Operations)

Article 26. Pursuant to the provisions of Article 399-13, Paragraph (6) of the Companies Act, the Bank, by resolution of the Board of Directors, shall be able to delegate all or part of decisions concerning the execution of important operations (excluding the matters set out in each of the items of Paragraph (5) of the same article) to Directors.

(Regulations of the Board of Directors)

Article 27. Matters concerning the Board of Directors shall be in accordance with the Regulations of the Board of Directors established by the Board of Directors, as well as laws and regulations and these Articles of Incorporation.

(Remuneration)

Article 28. Remuneration, bonuses, and other financial benefits received from the Bank by Directors as consideration for the execution of their duties shall be distinguished from Audit and Supervisory Committee Members and other Directors and determined by a resolution of a general meeting of shareholders.

(Limited Liability Agreements With Directors (Excluding Those Who Are Executive Directors, Etc.))

Article 29. Pursuant to the provisions of Article 427, Paragraph (1) of the Companies Act, the Bank may enter into agreements with Directors (excluding those who are Executive Directors, etc.), limiting their liability as set forth in Article 423, Paragraph (1) of the Companies Act. However, the limits on liability under said agreements shall be limited to the amount set forth in laws and regulations.

Chapter 5. Audit and Supervisory Committee

(Full-time Audit and Supervisory Committee Members)

Article 30. The Audit and Supervisory Committee shall appoint full-time Audit and Supervisory Committee Member(s) from among Audit and Supervisory Committee Members by its resolution.

(Convocation Notice of Audit and Supervisory Committee Meetings)

- Article 31. 1. The convocation notice of an Audit and Supervisory Committee meeting shall be dispatched to each Audit and Supervisory Committee Member at least three (3) days prior to the date of the meeting thereof. However, this period may be shortened in case of urgency.
2. With the consent of all Audit and Supervisory Committee Members, an Audit and Supervisory Committee meeting may be held without the convening procedures hereof.

(Regulations of the Audit and Supervisory Committee)

- Article 32. Matters concerning the Audit and Supervisory Committee shall be in accordance with the Regulations of the Audit and Supervisory Committee established by the Audit and Supervisory Committee, as well as laws and regulations and these Articles of Incorporation.

Chapter 6. Accounts

(Business Year)

- Article 33. The business year of the Bank shall commence on April 1 of each year and end on March 31 of the following year.

(Record Dates for Dividends of Surplus)

- Article 34. The record date for year-end dividends of the Bank shall be March 31 of each year.

(Interim Dividends)

- Article 35. The Bank may, by resolution of the Board of Directors, pay interim dividends with a record date of September 30 of each year.

(Prescription for Payment of Dividends, etc.)

- Article 36. 1. In cases where the dividend property is monetary and the dividends have not been received after the lapse of five (5) full years from the date of commencement of payment thereof, the Bank shall be exempt from the obligation to pay such dividends.
2. No interest shall accrue on the monetary dividend property mentioned in the preceding paragraph.

(Partial amendment on June 24, 2026)