

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

Securities identification code: 8544  
June 6, 2022

To our shareholders:

Toshiyuki Kumagai  
President  
**The Keiyo Bank, Ltd.**  
11-11, Fujimi 1-chome, Chuo-ku, Chiba City, Chiba  
Prefecture, Japan

## **NOTICE OF CONVOCATION OF THE 116TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

The 116th Annual General Meeting of Shareholders of The Keiyo Bank, Ltd. (the “Bank”) will be held as described below.

Taking into account the situation of the novel coronavirus disease (COVID-19), we strongly recommend that you refrain from attending the meeting in person and exercise your voting rights beforehand in writing or on the Internet, etc.

After reviewing the Reference Documents for the General Meeting of Shareholders hereinafter described, please exercise your voting rights no later than Monday, June 27, 2022 at 5:10 p.m. (Japan Standard Time).

- 1. Date and Time:** Tuesday, June 28, 2022 at 10:00 a.m. (Japan Standard Time)  
(Reception desk opens at 9:00 a.m.)
- 2. Venue:** Chiba-Minato Head Office of the Bank  
“α Garden Hall” on the 2nd floor  
5-45, Chiba-Minato, Chuo-ku, Chiba City, Chiba Prefecture, Japan

### **3. Purposes:**

#### **Items to be reported:**

1. Business Report and Non-Consolidated Financial Statements for the 116th Term (from April 1, 2021 to March 31, 2022)
2. Consolidated Financial Statements for the 116th Term (from April 1, 2021 to March 31, 2022), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board

#### **Items to be resolved:**

- |                    |   |
|--------------------|---|
| <b>Proposal 1:</b> | Appropriation of surplus                                |
| <b>Proposal 2:</b> | Amendment to the Articles of Incorporation              |
| <b>Proposal 3:</b> | Election of seven (7) Directors                         |
| <b>Proposal 4:</b> | Election of three (3) Audit & Supervisory Board Members |

## Measures to Prevent the Spread of COVID-19

### 1. Requests regarding the exercise of voting rights

From the perspective of preventing the spread of COVID-19, we request that shareholders refrain from attending the General Meeting of Shareholders as much as possible regardless of physical condition, and exercise your voting rights in writing or via the Internet. We ask that, in particular, senior citizens, individuals with underlying diseases, and pregnant women exercise careful judgment, as people in such conditions are perceived to be significantly affected by the infection, and **we strongly recommend that they exercise their voting rights in writing or via the Internet.**

### 2. Management of the General Meeting of Shareholders

- (i) We ask for the cooperation of shareholders attending the meeting regarding measures to prevent the spread of infection such as wearing a face mask, using alcohol disinfectant for your hands, etc.
- (ii) Related parties of the Bank also plan to take measures such as wearing face masks after confirming their physical condition.
- (iii) In order to reduce the risk of infection, we will increase the space between shareholders' seats, so **we may have to refuse entry of some shareholders to the venue.** Thank you for your understanding.
- (iv) **We will set a thermographic camera to take the temperature of shareholders upon entrance to the venue. We ask for your kind understanding as the Bank's staff will reach out to shareholders with a temperature above a certain level or shareholders who seem unwell, and entry will be refused.**
- (v) We are looking into methods to carry out the agenda of the General Meeting of Shareholders in a shorter amount of time than previous years.
- (vi) **Gifts will not be distributed and drinks will not be provided.**
- (vii) We will deliver the General Meeting of Shareholders on the Bank's website at a later date.
- (viii) We ask for your kind understanding as we may take measures other than those stated above depending on the situation.

### 3. Other

If there are any significant changes to the operation of the General Meeting of Shareholders going forward, they will be posted on the Bank's website.

The Bank's website: <https://www.keiyobank.co.jp/ir/investors/library/sokai.html>

## Reference Documents for the General Meeting of Shareholders

### Proposal 1: Appropriation of surplus

In consideration of the public nature of the banking business, under our basic policy of conducting appropriate distribution to our stakeholders, while also striving to maintain sound management and full internal reserves to live up to the trust of customers and local community, the Bank proposes year-end dividends for the fiscal year under review as follows.

Furthermore, with regard to internal reserves, the Bank will conduct capital investments in order to improve service to our customers, while also effectively utilizing its internal reserves to expand its business foundation, and enhance its management structure.

#### 1. Matters related to year-end dividends

##### (1) Type of dividend property

Cash

##### (2) Allocation of dividend property and total amount thereof

¥10.50 per common share of the Bank

Total amount of dividends: ¥1,346,108,022

The Bank paid an interim dividend of ¥10 per share, and thus the annual dividend for the fiscal year under review is ¥20.50 per share.

##### (3) Effective date of distribution of dividends of surplus

June 29, 2022

#### 2. Matters related to other appropriations of surplus

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

General reserve: ¥5,000,000,000

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

Retained earnings brought forward: ¥5,000,000,000

**Proposal 2:** Amendment to the Articles of Incorporation

1. Reasons for the amendment

Since the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) are to be enforced on September 1, 2022, the Bank proposes to make the following changes to its Articles of Incorporation in preparation for the introduction of the system for providing reference materials for the general meeting of shareholders in electronic format.

- (1) Article 16, Paragraph 1 in “Proposed amendments” below will stipulate that the Bank shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.
- (2) Article 16, Paragraph 2 in “Proposed amendments” below will establish the provision to limit the scope of the items to be stated in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents.
- (3) Since the provisions for Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc. (Article 16 of the current Articles of Incorporation) will no longer be required, they will be deleted.
- (4) Accompanying the aforementioned establishment and deletion of provisions, supplementary provisions regarding the effective date, etc. will be established.

2. Details of the amendment

The amendment will be as follows.

(Underlined indicate amendments.)

Current Articles of Incorporation	Proposed amendments
<u>Article 16. (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.)</u> <u>When the Bank convenes a general meeting of shareholders, if it discloses information that is to be stated or presented in the reference documents for the general meeting of shareholders, business report, financial statements and consolidated financial statements through the Internet in accordance with the provisions prescribed by the Ministry of Justice Order, it may be deemed that the Bank has provided this information to shareholders.</u>	<Deleted>



**Proposal 3:** Election of seven (7) Directors

Upon the conclusion of this meeting, seven (7) of Directors (Kiyoshi Hashimoto, Satoru Akiyama, Kazuo Fujisaki, Seiji Sato, Yasushi Saito, Hiroshi Uchimura and Tomoko Tobe) will conclude their terms. Therefore, the Bank proposes the election of seven (7) Directors.

The candidates for Director are as follows.

No.	Name		Current position in the Bank
1	Kiyoshi Hashimoto	Reelection	Vice President (Representative Director)
2	Satoru Akiyama	Reelection	Director, Senior Managing Executive Officer
3	Kazuo Fujisaki	Reelection	Director, Managing Executive Officer
4	Hiroshi Kosaka	New election	Managing Executive Officer
5	Hiroshi Uchimura	Reelection Outside Independent	Director (Outside Director)
6	Tomoko Tobe	Reelection Outside Independent	Director (Outside Director)
7	Kyoichiro Uenishi	New election Outside Independent	-

Reelection: Candidate for Director to be reelected

New election: Candidate for Director to be newly elected

Outside: Candidate for Outside Director

Independent: Independent Officer set forth by the Tokyo Stock Exchange

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Bank)	Number of the Bank's shares owned	
1	Kiyoshi Hashimoto (November 27, 1957) (Reelection)	May 1981 June 2010 June 2013 June 2016 June 2018	Joined the Bank Director, General Manager of First Loan Division Managing Director Senior Executive Managing Director, Senior Managing Executive Officer Vice President (to present) In charge of Risk Management Division, Asset Assessment Office, Customer Consultation Office, and Secretary Section	28,100
		<p>[Reasons for nomination as candidate for Director]</p> <p>After serving in positions such as General Manager of Mimomi Branch and Sales Planning Division, Kiyoshi Hashimoto has held the position of Director since June 2010, and the position of Vice President since June 2018, and he has performed his role and responsibilities appropriately. We have nominated him as a candidate for Director because we have determined that he is able to continue to contribute to the operation of the Bank by leveraging his experience and knowledge developed in his role as Director.</p>		
2	Satoru Akiyama (March 4, 1964) (Reelection)	May 1986 June 2013 June 2015 June 2016 June 2017 June 2018 June 2020	Joined the Bank General Manager of Kashiwa Branch Director, General Manager of Funabashi Branch Executive Officer, General Manager of Funabashi Branch Managing Executive Officer Director, Managing Executive Officer Director, Senior Managing Executive Officer (to present) In charge of Sales Management Division, Corporate Business Division, and Retail Business Division	30,015
		<p>[Reasons for nomination as candidate for Director]</p> <p>After serving in positions such as General Manager of Kashiwa Branch, Director and Funabashi Branch, and Managing Executive Officer, Satoru Akiyama has held the position of Director, Managing Executive Officer since June 2018, and the position of Director, Senior Managing Executive Officer since June 2020, he has performed his role and responsibilities appropriately. We have nominated him as a candidate for Director because we have determined that he is able to continue to contribute to the operation of the Bank by leveraging his experience and knowledge developed in his role as Director.</p>		
3	Kazuo Fujisaki (July 21, 1963) (Reelection)	May 1986 June 2014 June 2016 June 2019 June 2020	Joined the Bank General Manager of Corporate Planning Division and Leader of Corporate Planning Group Executive Officer, General Manager of General Affairs Division Managing Executive Officer Director, Managing Executive Officer (to present) In charge of Fund Securities Division and General Affairs Division	14,900
		<p>[Reasons for nomination as candidate for Director]</p> <p>After serving in positions such as General Manager of Corporate Planning Division, Executive Officer, General Manager of General Affairs Division, and Managing Executive Officer, Kazuo Fujisaki has held the position of Director, Managing Executive Officer since June 2020, and he has performed his role and responsibilities appropriately. We have nominated him as a candidate for Director because we have determined that he is able to continue to contribute to the operation of the Bank by leveraging his experience and knowledge developed in his role as Director.</p>		

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Bank)	Number of the Bank's shares owned
4	Hiromi Kosaka (February 12, 1965) (New election)	May 1988    Joined the Bank June 2006    General Manager of Okubo Branch Apr. 2018    General Manager of Retail Business Division June 2018    Executive Officer, General Manager of Personnel Department June 2020    Managing Executive Officer (to present) In charge of Personnel Department, Sales Planning Division and Digital Business Promotion Division	12,800
<p>[Reasons for nomination as candidate for Director]</p> <p>Having served in positions such as General Manager of Retail Business Division, Executive Officer, General Manager of Personnel Department, and Managing Executive Officer, Hiromi Kosaka has extensive business experience and is well versed in the affairs of the Bank. We have nominated him as a candidate for Director because we have determined that he is able to contribute to the operation of the Bank by leveraging his experience and knowledge developed in his role as Director.</p>			
5	Hiroshi Uchimura (April 15, 1950) (Reelection) (Outside) (Independent)	Apr. 1974    Joined Ministry of Finance July 1993    Director of Research Division, International Finance Bureau July 1999    Director of General Affairs Division, Commissioner's Secretariat, Financial Supervisory Agency July 2000    Director-General of Tokai Local Finance Bureau, Ministry of Finance July 2001    Director-General of Kinki Local Finance Bureau, Ministry of Finance July 2004    Director-General of Kanto Local Finance Bureau Sept. 2005    Director-General for Policy Planning, Ministry of Land, Infrastructure, Transport and Tourism July 2006    Deputy Chairman and Managing Director of the Second Association of Regional Banks Nov. 2015    Advisor of Legal Division, Sompo Japan Nipponkoa Insurance Inc. (now Sompo Japan Insurance Inc.) June 2016    Outside Director of the Bank (to present)	500
<p>[Reasons for nomination as candidate for Outside Director and summary of expected roles]</p> <p>Hiroshi Uchimura has extensive knowledge of and experience in general finance developed from serving at the Ministry of Finance and serving in roles such as Director-General of the Tokai, Kinki and Kanto Local Finance Bureaus. We expect him to play an appropriate role and fulfill a superior supervisory function to ensure the adequacy and appropriateness of decision-making such as providing helpful advice on the medium- to long-term managerial strategies and strengthening corporate governance, and have nominated him as a candidate for Outside Director. Furthermore, although Hiroshi Uchimura has no experience in corporate management apart from having previously been an Outside Officer, for the reasons discussed above, we have determined that he will be able to fulfill his duties as an Outside Director in an appropriate manner. Hiroshi Uchimura will have served as an Outside Director for six (6) years upon the conclusion of this meeting.</p> <p>[Regarding independence]</p> <p>Hiroshi Uchimura fulfills the criteria set out in the Bank's "Standards for Evaluation of the Independence of Outside Officers." Furthermore, the Bank pays membership fees to the Second Association of Regional Banks, where Mr. Uchimura served as Deputy Chairman and Managing Director until October 2015; however, the amount of transactions in fiscal 2021 was less than 1% of the association's ordinary revenue, and therefore does not affect Mr. Uchimura's independence.</p>			



No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Bank)	Number of the Bank's shares owned
	Tomoko Tobe (January 19, 1957) (Reelection) (Outside) (Independent)	Apr. 1980    Joined Chiba Prefectural Government Apr. 2013    Director General of Economic Policy Division, Commerce, Industry and Labor Department Apr. 2014    Deputy Executive Director of Commerce, Industry and Labor Department Apr. 2015    Executive Director for Community Safety and Harmful Wildlife Apr. 2016    Secretary General of Labor Relations Commission Apr. 2017    Secretary General of Chiba Chapter, Japanese Red Cross Society June 2020    Outside Director of the Bank (to present)	0
6	<p>[Reasons for nomination as candidate for Outside Director and summary of expected roles]</p> <p>Tomoko Tobe has extensive knowledge and experience developed from serving Chiba Prefecture and at the Japanese Red Cross Society. We expect her to play an appropriate role and fulfill a superior supervisory function to ensure the adequacy and appropriateness of decision-making such as providing helpful advice on the medium- to long-term managerial strategies and efforts in regional development area, and have nominated her as a candidate for Outside Director. Furthermore, although Tomoko Tobe has no experience in corporate management apart from having previously been an Outside Officer, for the reasons discussed above, we have determined that she will be able to fulfill her duties as an Outside Director in an appropriate manner. Tomoko Tobe will have served as an Outside Director for two (2) years upon the conclusion of this meeting.</p> <p>[Regarding independence]</p> <p>Tomoko Tobe fulfills the criteria set out in the Bank's "Standards for Evaluation of the Independence of Outside Officers." Furthermore, there are loan transactions between the Bank and the Chiba Prefectural Government, where Ms. Tobe served as Secretary General of the Labor Relations Commission until March 2017, among other roles, and the Bank has made donation to the Prefecture. In addition, there are loan transactions between the Bank and the Japanese Red Cross Society, where Ms. Tobe served as Secretary General of the Chiba Chapter until March 2020; and the Bank has made donations to the Prefecture. However, both of the transaction amounts in fiscal 2021 were less than 1% of the Bank's gross operating profits and less than 1% of the Society's revenue or ordinary profit of the Prefecture, and therefore do not affect Ms. Tobe's independence.</p>		

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Bank)	Number of the Bank's shares owned
7	Kyoichiro Uenishi (January 15, 1958) (New election) (Outside) (Independent)	Apr. 1980    Joined Oriental Land Co., Ltd. May 2001    Secretary of the General Affairs Department May 2003    General Manager of General Affairs Department June 2003    Director and General Manager of General Affairs Department May 2005    Director, Officer and General Manager of General Affairs Department Apr. 2006    Director and Officer Apr. 2008    Director, Officer and General Manager of Corporate Strategy Planning Department Apr. 2009    Representative Director, President and COO and President Officer June 2009    External Audit & Supervisory Board Member of Keisei Electric Railway Co., Ltd. Apr. 2013    Representative Director, President and COO and President Officer, General Manager of Corporate Strategy Planning Division, General Manager of Theme Park Business Unit of Oriental Land Co., Ltd. Oct. 2013    Representative Director, President and COO and President Officer, General Manager of Corporate Strategy Planning Division Apr. 2014    Representative Director, President and COO and President Officer June 2021    Special Advisor (to present) Apr. 2022    Outside Director (Audit & Supervisory Committee Member) of Mizuho Bank, Ltd. (to present) (Significant concurrent position outside the Bank) Special Advisor of Oriental Land Co., Ltd. Outside Director (Audit & Supervisory Committee Member) of Mizuho Bank, Ltd.	0
<p>[Reasons for nomination as candidate for Outside Director and summary of expected roles]            Kyoichiro Uenishi has extensive knowledge and experience as well as broad insight developed from serving in the roles of Representative Director, President and COO and President Officer at Oriental Land Co., Ltd. We expect him to play an appropriate role and fulfill a superior supervisory function to ensure the adequacy and appropriateness of decision-making such as providing helpful advice on the medium- to long-term managerial strategies and customer-first business operations, and have nominated him as a candidate for Outside Director.</p> <p>[Regarding independence]            Kyoichiro Uenishi fulfills the criteria set out in the Bank's "Standards for Evaluation of the Independence of Outside Officers." Furthermore, there are loan transactions between the Bank and the Oriental Land Co., Ltd., where Mr. Uenishi served as Representative Director, President and COO and President Officer until June 2021; and the Bank pays store lease fees, etc. to the company; however, the amount of transactions in fiscal 2021 was less than 1% of the company's consolidated sales, and less than 1% of the Bank's gross operating profits and therefore does not affect Mr. Uenishi's independence.</p>			

- Notes:
1. There is no special interest between the candidates and the Bank.
  2. Hiroshi Uchimura, Tomoko Tobe and Kyoichiro Uenishi are candidates for Outside Director.  
The Bank will notify the Tokyo Stock Exchange with regard to Hiroshi Uchimura, Tomoko Tobe and Kyoichiro Uenishi being independent officers according to the rules of the Stock Exchange.
  3. With regard to the limited liability agreement for candidates for Outside Director, if Hiroshi Uchimura, Tomoko Tobe and Kyoichiro Uenishi are elected, the Bank will conclude agreements with them based on Article 427, Paragraph (1) of the Companies Act, limiting their liability for damages under Article 423, Paragraph (1) of the Companies Act, to the minimum liability amount specified in Article 425, Paragraph (1) of the Companies Act.
  4. The Bank entered into with an insurance company the Directors and Officers liability insurance contract prescribed in Article 430-3, Paragraph (1) of the Companies Act, in which Directors, Audit & Supervisory Board Members and Executive Officers are the insureds. The contract is to cover the insureds against damages that could arise from taking responsibilities regarding the performance of their duties or being asked for compensation regarding the pursuit of the

said responsibilities. If each candidate is elected and assumes office as Director, each candidate will become the insured of the said contract. In addition, when the insurance policy is renewed, the Bank plans to renew the policy with the same terms.

**Proposal 4:** Election of three (3) Audit & Supervisory Board Members

Upon the conclusion of this meeting, three (3) of Audit & Supervisory Board Members (Koichi Takahashi, Isao Ono and Tsutomu Hanada) will conclude their terms. Therefore, the Bank proposes the election of three (3) Audit & Supervisory Board Members.

Please note that this proposal has obtained the consent of the Audit & Supervisory Board.

The candidates for Audit & Supervisory Board Member are as follows.

No.	Name		Current position in the Bank
1	Shinichi Oike	New election	General Manager of Auditing Division
2	Isao Ono	Reelection Outside Independent	Outside Audit & Supervisory Board Member
3	Tsutomu Hanada	Reelection Outside Independent	Outside Audit & Supervisory Board Member

Reelection: Candidate for Audit & Supervisory Board Member to be reelected

New election: Candidate for Audit & Supervisory Board Member to be newly elected

Outside: Candidate for Outside Audit & Supervisory Board Member

Independent: Independent Officer set forth by the Tokyo Stock Exchange

No.	Name (Date of birth)	Career summary and position or responsibilities (significant concurrent positions outside the Bank)	Number of the Bank's shares owned
1	Shinichi Oike (April 26, 1963) (New election)	May 1987      Joined the Bank Feb. 2007     General Manager of Mobara-Midorigaoka Branch June 2013     General Manager of Kisarazu Branch June 2015     General Manager of Mimomi Branch June 2017     General Manager of Kashiwa Branch June 2018     General Manager of Auditing Division (to present)	8,000
<p>[Reasons for nomination as candidate for Audit &amp; Supervisory Board Member]</p> <p>Shinichi Oike has developed broad knowledge and extensive business experience through business administration, in addition to his previous roles, such as General Manager of Mimomi Branch, General Manager of Kashiwa Branch, and General Manager of Auditing Division. We have nominated him as a candidate for Audit &amp; Supervisory Board Member as we have determined that he will further enhance our auditing functions by leveraging this knowledge and experience in the operation of the Bank.</p>			

No.	Name (Date of birth)	Career summary and position or responsibilities (significant concurrent positions outside the Bank)	Number of the Bank's shares owned
2	Isao Ono (May 23, 1944) (Reelection) (Outside) (Independent)	<p>Apr. 1968    Joined Hitachi, Ltd.</p> <p>Jan. 2000    General Manager of Finance and Distribution System Group, CEO</p> <p>June 2002    Senior Managing Director, General Manager of Information &amp; Telecommunications System Business and CEO</p> <p>Apr. 2004    Representative Executive Officer, Executive Vice President and Executive Officer</p> <p>Apr. 2006    Special Advisor</p> <p>June 2006    Representative Executive Officer, President and CEO of Hitachi Software Engineering Co., Ltd. (now Hitachi Solutions, Ltd.)</p> <p>June 2006    Outside Audit &amp; Supervisory Board Member of the Bank</p> <p>Apr. 2010    Chairman of the Board of Hitachi Software Engineering Co., Ltd.</p> <p>June 2010    Director of Hitachi, Ltd.</p> <p>Oct. 2010    Director, Chairman of the Board of Hitachi Solutions, Ltd.</p> <p>Apr. 2012    Chairman Emeritus of Hitachi Solutions, Ltd.</p> <p>Apr. 2014    Honorary Chairman Emeritus of Hitachi Solutions, Ltd. (to present)</p> <p>June 2014    Outside Audit &amp; Supervisory Board Member of NSD Co., Ltd.</p> <p>June 2014    Outside Audit &amp; Supervisory Board Member of the Bank (to present)</p> <p>(Significant concurrent position outside the Bank) Honorary Chairman Emeritus of Hitachi Solutions, Ltd.</p>	5,000
<p>[Reasons for nomination as candidate for Outside Audit &amp; Supervisory Board Member] Isao Ono has broad knowledge and extensive business experience cultivated over a long period as a corporate manager serving roles such as Representative Executive Officer, Executive Vice President and Executive Officer of Hitachi, Ltd., Representative Executive Officer, President and CEO, and Director, Chairman of the Board of Hitachi Software Engineering Co., Ltd. (now Hitachi Solutions Ltd.), in addition, he has IT expertise in relation to finance. We have nominated him once again as a candidate for Outside Audit &amp; Supervisory Board Member as we have determined that he will further enhance our auditing functions by leveraging this knowledge and experience in the operation of the Bank. Isao Ono will have served as Outside Audit &amp; Supervisory Board Member for twelve (12) years upon the conclusion of this meeting.</p> <p>[Regarding independence] Isao Ono fulfills the criteria set out in the Bank's "Standards for Evaluation of the Independence of Outside Officers." There are loan transactions between the Bank and Hitachi, Ltd., where Mr. Ono served as Director until June 2012; and the Bank pays system-related fees, etc. to Hitachi Ltd. Moreover, the Bank pays system-related fees, etc. to Hitachi Solutions, Ltd., where Mr. Ono served as Director, Chairman of the Board until April 2012. However, the amounts of each of the transactions in fiscal 2021 were less than 1% of the applicable company's consolidated sales, and less than 1% of the Bank's gross operating profits and therefore do not affect Mr. Ono's independence.</p>			

No.	Name (Date of birth)	Career summary and position or responsibilities (significant concurrent positions outside the Bank)	Number of the Bank's shares owned
3	Tsutomu Hanada (January 15, 1944) (Reelection) (Outside) (Independent)	Apr. 1966    Joined Keisei Electric Railway Co., Ltd. July 1993    General Manager of Transportation Department, Railway Headquarters June 1998    Director, Deputy General Manager of Railway Headquarters June 2000    Managing Director June 2002    Outside Director of Shin-Keisei Electric Railway Co., Ltd. June 2002    Representative Director, Senior Managing Director of Keisei Electric Railway Co., Ltd. June 2004    Representative Director and President June 2005    External Director of Oriental Land Co., Ltd. (to present) June 2011    Representative Director and Chairman of the Board of Keisei Electric Railway Co., Ltd. June 2015    Adviser (to present) June 2018    Outside Audit & Supervisory Board Member of the Bank (to present) (Significant concurrent position outside the Bank) Adviser of Keisei Electric Railway Co., Ltd. External Director of Oriental Land Co., Ltd.	0
<p>[Reasons for nomination as candidate for Outside Audit &amp; Supervisory Board Member]            Tsutomu Hanada has broad knowledge and extensive business experience as well as broad insight cultivated over a long period as corporate manager serving in roles such as Representative Director and President, and Representative Director and Chairman of the Board of Keisei Electric Railway Co., Ltd. We have nominated him once again as a candidate for Outside Audit &amp; Supervisory Board Member as we have determined that he will further enhance our auditing functions by leveraging this knowledge and experience in the operation of the Bank. Tsutomu Hanada will have served as an Outside Audit &amp; Supervisory Board Member for four (4) years upon the conclusion of this meeting.</p> <p>[Regarding independence]            Tsutomu Hanada fulfills the criteria set out in the Bank's "Standards for Evaluation of the Independence of Outside Officers." There are loan transactions between the Bank and Keisei Electric Railway Co., Ltd. where Mr. Hanada served as Representative Director and Chairman of the Board until June 2015; however, the amount of the transaction in fiscal 2021 was less than 1% of the Bank's gross operating profits and therefore does not affect Mr. Hanada's independence.</p>			

- Notes:
1. There is no special interest between the candidates and the Bank.
  2. Isao Ono and Tsutomu Hanada are candidates for Outside Audit & Supervisory Board Member.  
The Bank will notify the Tokyo Stock Exchange with regard to Isao Ono and Tsutomu Hanada being independent officers according to the rules of the Stock Exchange.
  3. With regard to the limited liability agreement for candidates for Outside Audit & Supervisory Board Members, if Isao Ono and Tsutomu Hanada are elected, the Bank will conclude agreements with them based on Article 427, Paragraph (1) of the Companies Act, limiting their liability for damages under Article 423, Paragraph (1) of the Companies Act, to the minimum liability amount specified in Article 425, Paragraph (1) of the Companies Act.
  4. The Bank entered into with an insurance company the Directors and Officers liability insurance contract prescribed in Article 430-3, Paragraph (1) of the Companies Act, in which Directors, Audit & Supervisory Board Members and Executive Officers are the insureds. The contract is to cover the insureds against damages that could arise from taking responsibilities regarding the performance of their duties or being asked for compensation regarding the pursuit of the said responsibilities. If each candidate is elected and assumes office as Audit & Supervisory Board Member, each candidate will become the insured of the said contract. In addition, when the insurance policy is renewed, the Bank plans to renew the policy with the same terms.

## <Reference> Standards for Evaluation of the Independence of Outside Officers

The following must not currently apply to Outside Directors and Outside Audit & Supervisory Board Members of the Bank, or have applied in the recent past (Note 1).

1. Persons for whom the Bank is a major trading partner (Note 2). This includes executives of companies of which the Bank is a major trading partner, as well as the parent Bank and major subsidiaries of said companies.
2. Persons who are major trading partners of the Bank (Note 3). This includes executives of companies that are major trading partners of the Bank, as well as the parent company and major subsidiaries of said companies.
3. Consultants, accounting professionals or legal professionals who have received cash or other assets averaging ¥10 million or more per year over the last 3 years from the Bank, apart from officers' remuneration (this includes individuals who hold positions at bodies such as companies or organizations that have received said assets).
4. Major shareholders of the Bank (Note 4), or their executives.
5. Close relatives (Note 6) of any of the following (excluding those who are immaterial (Note 5)):
  - (1) Any persons who fall under any of the above 1 through 4; or
  - (2) Directors, Audit & Supervisory Board Members, or major employees, etc. of the Bank.

Note 1: This refers to circumstances that are seen to be essentially the same as those at present. For example, this includes instances in which circumstances apply at the point that a proposal for election as an Outside Director or Outside Audit & Supervisory Board Member is adopted at the General Meeting of Shareholders.

Note 2: Trading partners for which the Bank was the source of 2% or more of said trading partner's consolidated net sales in the most recent fiscal year.

Note 3: Trading partners that were the source of 2% or more of the Bank's consolidated gross operating profits in the most recent fiscal year.

Note 4: Shareholders that hold 10% or more of total voting rights.

Note 5: With regard to executives, this refers to officers of companies or trading partners, and with regard to those who hold positions at accounting firms and law firms etc., this refers to certified public accountants and lawyers, etc.

Note 6: Relatives within the second degree of consanguinity.



**<Reference> Skills Matrix**

The expertise of each officer when Proposals 3 and 4 are approved are as follows.

The list below does not represent all the knowledge, experience and capabilities of each Director and Audit & Supervisory Board Member.

Name		Position	Corporate management Organization management	Finance Financial affairs and accounting	Legal affairs Risk management	Regional sales Regional revitalization	Market investment	IT digital
Director	Toshiyuki Kumagai	President (Representative Director)	○	○	○	○	○	○
	Kiyoshi Hashimoto	Vice President (Representative Director)	○	○	○	○	○	○
	Satoru Akiyama	Senior Managing Executive Officer	○	○	○	○		
	Tatsushi Ichikawa	Managing Executive Officer	○	○	○	○	○	○
	Kazuo Fujisaki	Managing Executive Officer	○	○	○		○	
	Hiromi Kosaka	Managing Executive Officer	○	○	○	○		○
	Katsusada Akiyama	Outside Director	○	○	○	○	○	○
	Hiroshi Uchimura	Outside Director	○	○	○	○	○	○
	Tomoko Tobe	Outside Director	○	○	○	○		
	Kyoichiro Uenishi	Outside Director	○	○	○	○		
Audit & Supervisory Board Member	Kazuhiro Hieda	Standing Audit & Supervisory Board Member	○	○	○	○		
	Shinichi Oike	Standing Audit & Supervisory Board Member	○	○	○	○		
	Isao Ono	Outside Audit & Supervisory Board Member	○	○	○			○
	Tsutomu Hanada	Outside Audit & Supervisory Board Member	○	○	○	○		
	Jun-ichi Iwahara	Outside Audit & Supervisory Board Member	○	○	○		○	