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(Securities Code: 8714)
June 1, 2023

To Shareholders with Voting Rights:

Atsushi Ukawa
Representative Director, President and
CEO
Senshu Ikeda Holdings, Inc.
18-14, Chayamachi, Kita-ku,
Osaka, Japan

**NOTICE OF CONVOCATION OF
THE 14TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

You are cordially notified of the 14th Annual General Meeting of Shareholders of Senshu Ikeda Holdings, Inc. (the “Company”). The meeting will be held for the purposes described below.

The Company has adopted a system of electronic provision for the convocation of this General Meeting of Shareholders. Matters subject to the electronic provision measures are posted on the website below.

The Company’s website: <https://www.senshuikeda-hd.co.jp/ir/kabunushisoukai.html>

This information has also been posted on the following website:

Tokyo Stock Exchange’s “Listed Company Search” page

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

Enter the Company’s name “Senshu Ikeda Holdings, Inc.” or code “8714” in the appropriate field, and click on “Search.” Next, click on “Basic Information” and “Documents for public inspection/PR information” in turn.

If you do not attend the meeting, you may still exercise your voting rights in writing or electronically (on the Internet). Please review the Reference Documents for the General Meeting of Shareholders described in matters subject to the electronic provision measures, then follow the methods described on pages 3 to 4 to exercise your voting rights by 5:40 p.m., on Monday, June 26, 2023, Japan time.

The Annual General Meeting of Shareholders will be broadcast live via the Internet.
For details, please refer to page 6.

1. Date and Time: Tuesday, June 27, 2023, at 10:00 a.m. Japan time

2. Place: 10F, Conference Room, Osaka International Convention Center (“Grand Cube Osaka”), 5-3-51, Nakanoshima, Kita-ku, Osaka, Japan

Due to unavoidable circumstances, we may need to change the venue and/or the start time. In that case, the detail of the changes will be posted on the Company’s website (<https://www.senshuikeda-hd.co.jp/>) (Japanese only). Please check the website.

3. Meeting Agenda:

Matters to be reported: 1. The Business Report and Consolidated Financial Statements for the Company’s 14th Fiscal Year (from April 1, 2022, to March 31, 2023) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board

2. Non-consolidated Financial Statements for the Company's 14th Fiscal Year
(from April 1, 2022, to March 31, 2023)

Proposals to be resolved:

Proposals by the Company

Proposal No. 1: Appropriation of Surplus

Proposal No. 2: Partial Amendments to the Articles of Incorporation

Proposal No. 3: Election of Nine (9) Directors

Proposal No. 4: Election of One (1) Substitute Audit & Supervisory Board Member

Shareholder Proposal

Proposal No. 5: Partial Amendments to the Articles of Incorporation

Proposal No.5 has been made by one (1) shareholder. The Board of Directors opposes this proposal.

End

Guide to the Exercise of Voting Rights

Exercise of Voting Rights via the Internet, etc.

You are kindly requested to access the Exercise of Voting Rights Website (<https://evote.tr.mufg.jp/>) and follow the on-screen instructions to indicate your approval or disapproval of each proposal. If there is no indication of approval or disapproval of the proposal on the Voting Rights Exercise Form, it shall be deemed that an indication of approval has been made.

Deadline for exercise:
Until 5:40 p.m.
Monday, June 26, 2023

Exercise of Voting Rights in Writing

You are kindly requested to mark and return the enclosed Voting Rights Exercise Form with your vote of approval or disapproval of each proposal via mail by no later than the deadline below. If you choose to exercise your voting rights in writing and do not indicate your approval or disapproval for each of the proposals on the Voting Rights Exercise Form returned to the Company, you will be deemed to have indicated approval for the Company's proposals and disapproval of shareholder proposals.

Deadline for exercise:
Arrival by 5:40 p.m.
Monday, June 26, 2023

To institutional investors:

If you have applied in advance to use the "Electronic Voting Platform," which is operated by ICJ Inc., you can exercise your voting rights on the Platform.

© In the event that any revisions to the electronically provided matters are required, the revisions will be posted on the various websites.

Exercise of Voting Rights by Smartphone

To exercise your voting rights by smartphone, please scan the QR code with your smartphone.

Easy access from the *Netto de Shoshu* service!
Set your smartphone's camera button to scan the QR code for smooth exercise of voting rights.

The Netto de Shoshu service can be accessed by scanning the QR code.

Exercise of Voting Rights by Attending the Meeting

When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk on the day of the meeting.

Date and time of the meeting:
10:00 a.m.
Tuesday, June 27, 2023

* The Voting Rights Exercise Form that the Company will receive on the day of the meeting is for identity verification (It is not intended to receive the details of your vote).

Procedures for the Exercise of Voting Rights via the Internet

Your exercise of voting rights will contribute to activities that protect the lives and health of children around the world.

The Company will donate the reduction in mailing costs of 84 yen per person resulting from the exercise of voting rights via the Internet to the Japan Committee for UNICEF. Shareholders' exercise of voting rights will contribute to society. Please take advantage of exercising your voting rights via the Internet.

Donate to:
The Japan Committee for UNICEF

The Senshu Ikeda Holdings Group supports the Sustainable Development Goals (SDGs).

When exercising your voting rights via the Internet, please access the Exercise of Voting Rights Website designated by the Company (<https://evote.tr.mufg.jp/>) from your smartphone or computer, etc., and follow the on-screen instructions to exercise your voting rights.

- ◎ If you have exercised your voting rights both by mail and via the Internet, the vote exercised via the Internet will be taken as valid.
- ◎ If you have exercised your voting rights multiple times via the Internet, the final vote will be taken as valid. If you have exercised your voting rights on the website for computers and smartphones redundantly, the final vote cast will be taken as valid.

Deadline for the Exercise of Voting Rights

Until 5:40 p.m., Monday, June 26, 2023

*Please note that the voting service becomes unavailable daily from 2:00 a.m. to 5:00 a.m.

Method by scanning the QR Code		
Using a smartphone (including a tablet computer) You can log in by scanning the “Login QR Code” without entering the “Login ID” and the “Temporary Password.”		
1) Scan the QR Code	2) Choose the method to exercise your voting rights	3) Choose “Approve” or “Disapprove” for each proposal
Please scan the “Login QR Code” provided on the stub of the enclosed Voting Rights Exercise Form (the right side) with your smartphone.	Please choose the method to exercise your voting rights on the screen for choosing the method to approve or disapprove the proposals.	Please follow the on-screen instructions to choose “Approve” or “Disapprove” for each proposal.
QR Code is a registered trademark of DENSO WAVE INCORPORATED.		Follow the on-screen instructions and you will complete your exercise.

For inquiries about the system or other matters, contact:

Securities Business Division (Help Desk)
Mitsubishi UFJ Trust and Banking Corporation
Phone: 0120-173-027 (Toll Free)
(Available from 9 a.m. to 9 p.m.)

Exercise of Voting Rights in Writing

You are kindly requested to mark and return the enclosed Voting Rights Exercise Form with your vote of approval or disapproval of each proposal via mail. If there is no indication of approval or disapproval of the proposal on the Voting Rights Exercise Form, it shall be deemed that, for the proposals made by the Company, an indication of approval, and, for the shareholder proposal, an indication of disapproval has been made.

Deadline for exercise:
Arrival by 5:40 p.m.
Monday, June 26, 2023

Information on the Internet Livestream of the General Meeting of Shareholders

The Company will livestream the General Meeting of Shareholders on the “Engagement Portal,” an exclusive website for shareholders, so that you will be able to view the Meeting from home or any other location of your convenience. We hope that you will find it helpful.

In consideration of the privacy of the attending shareholders, the video of the meeting will only show the vicinity of the Chairperson and Officers’ seats. However, please note that there may be cases in which shareholders in attendance are unavoidably reflected on the screen.

Livestream date and time:

Tuesday, June 27, 2023 from 10 a.m. until the conclusion of the General Meeting of Shareholders

- * The livestream website will be accessible from around 9:30 a.m. on the day of the Meeting, 30 minutes before the start.

How to log in to the exclusive website for shareholders “Engagement Portal”

Please scan the Login QR code with your smartphone, etc. or access the following website to enter your Login ID and Password.

- 1) Enter your Login ID and Password provided on the reverse side of the enclosed Voting Rights Exercise Form.
- 2) Confirm the terms and conditions and check the “Agree with Terms and Conditions” check box.
- 3) Click the “Login” button.

URL of the online site for the General Meeting of Shareholders:

<https://engagement-portal.tr.mufg.jp/>

Important Notes:

- Under the Companies Act, viewing a livestream via the Internet is not deemed as attendance at the General Meeting of Shareholders. Accordingly, when participating in the Meeting via the Internet, you will not be able to ask questions, exercise your voting rights, or propose motions, which are permitted to the shareholders at a General Meeting of Shareholders. When exercising your voting rights, please make note of the deadline and mail your Voting Rights Exercise Form, vote via the Internet as shown in the separate guide, or attend the Meeting by a proxy who has been granted the authority of representation via a power of attorney, etc.
- Only shareholders may participate in the General Meeting of Shareholders held via the Internet.
- It is strictly prohibited to capture, record, or save the live broadcast or publish it on any social network site, etc.
- Please note that there may be visual or audio malfunctions depending on your computer environment (model, performance, etc.) and your internet connection environment (line status, connection speed, etc.).
- Communication charges, etc. for viewing shall be borne by each shareholder.

For inquiries about the shareholder-dedicated website, contact:

Securities Business Division
Mitsubishi UFJ Trust and Banking Corporation
Phone: 0120-676-808 (Toll Free)
(Available from 9 a.m. to 5 p.m. excluding Saturdays, Sundays and holidays.
For the day of the General Meeting of Shareholders, available from 9 a.m. to the conclusion of the Meeting)

For inquiries about the livestream (viewing problem of the video player, etc.), contact:

J-Stream Inc.
Phone: 0120-597-260 (Toll Free)
(On the day of the General Meeting of Shareholders, available from 9:30 a.m. to the conclusion of the Meeting)

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposals made by the Company

Proposals No.1 to No.4 are made by the Company.

Proposal No. 1: Appropriation of Surplus

Matters concerning year-end dividends

- (1) Type of dividend property
Cash
- (2) Matters concerning the allotment of dividend property and the total amount
For ordinary shares, the Company proposes a dividend of 5 yen per share (thereby making the annual dividend including the interim dividend 10 yen per share).
The total amount of dividends in this case will be 1,401,707,515 yen.
- (3) Effective date of distribution of surplus
June 28, 2023

Profit attributable to owners of the parent for the fiscal year 2022 includes interest of approximately 400 million yen, which was additionally remunerated (“special remuneration”) under the “Special Deposit Facility to Enhance the Resilience of the Regional Financial System” set forth by the Bank of Japan. As such special remuneration was provided “with the aim of strengthening the business foundations of regional financial institutions so that they may firmly support regional economies into the future and smoothly fulfill their financial intermediation function,”(Note) the Board of Directors of the Company has deemed it inappropriate to include the special remuneration in the appropriation of surplus. When the shareholder return rate is calculated with the amount obtained by deducting such special remuneration from profit attributable to owners of the parent as the denominator, the rate will be 30.9% if dividends are distributed as per Proposal 1.

(Note) "Principal Terms and Conditions of the Special Deposit Facility to Enhance the Resilience of the Regional Financial System" (December 25, 2020)

Proposal No. 2: Partial Amendments to the Articles of Incorporation

As the First Series of Class 7 Preferred Shares were acquired and cancelled on July 15, 2022 as originally planned, the provisions relating to these preferred shares will be deleted.

(Details of changes to the Articles of Incorporation)

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p>(Total Number of Authorized Shares)</p> <p>Article 6 The total number of shares authorized to be issued by the Company shall be <u>nine hundred million (900,000,000) shares.</u></p> <p>2. The aggregate number of each class shares authorized to be issued shall be as set forth below: Ordinary Shares: Eight hundred and fifty million and fifty thousand (850,050,000) shares <u>First Series of Class 7 Preferred Shares: Twenty-five million (25,000,000) shares</u></p>	<p>(Total Number of Authorized Shares)</p> <p>Article 6 The total number of shares authorized to be issued by the Company shall be <u>eight hundred and fifty million and fifty thousand (850,050,000) shares.</u></p> <p>2. The aggregate number of each class shares authorized to be issued shall be as set forth below: Ordinary Shares: Eight hundred and fifty million and fifty thousand (850,050,000) shares.</p> <p style="text-align: center;"><u>(Delete)</u></p>
<p style="text-align: center;"><u>Chapter 3 PREFERRED SHARES</u></p> <p><u>(Preferred Dividends)</u></p> <p><u>Article 14 In the event of payment of year-end dividends provided for in Article 50 of these Articles, the Company shall distribute cash dividends from surplus on Preferred Shares (hereinafter referred to as “Preferred Dividends”) in the amount prescribed below to the holders of Preferred Shares (hereinafter referred to as the “Preferred Shareholders”) or registered share pledgees who hold pledges over Preferred Shares (hereinafter referred to as the “Registered Preferred Share Pledgees”), with priority over the holders of Ordinary Shares (hereinafter referred to as the “Ordinary Shareholders”) or registered share pledgees who hold pledges over Ordinary Shares (hereinafter referred to as the “Registered Ordinary Share Pledgees”); provided, however, that in the event that the Preferred Interim Dividends provided for in Article 14-2 have been paid in the relevant business year, the amount so paid shall be deducted accordingly.</u></p> <p><u>First Series of Class 7 Preferred Shares</u> <u>Thirty (30) yen per share. For Preferred Dividends for the record date March 31, 2016, however, the Company shall pay twenty-nine point five-one (29.51) yen per share.</u></p>	<p style="text-align: center;"><u>(Delete)</u></p> <p style="text-align: center;"><u>(Delete)</u></p>

Current Articles of Incorporation	Proposed Amendments
<p>2. <u>If the aggregate amount paid to Preferred Shareholders or Registered Preferred Share Pledges as dividends from surplus in any particular business year is less than the prescribed amount of the Preferred Dividends, the unpaid amount shall not be carried over to nor cumulated in subsequent business years.</u></p> <p>3. <u>The Company shall not distribute any dividends from surplus to any Preferred Shareholder or Registered Preferred Share Pledgee in excess of the prescribed amount of the Preferred Dividends except for the distribution from surplus pursuant to Article 758, Item 8 (b) or Article 760, Item 7 (b) of the Companies Act in the process of an absorption-type company split conducted by the Company, or the distribution from surplus pursuant to Article 763, Paragraph (1), Item 12 (b) or Article 765, Paragraph (1), Item 8 (b) of the Companies Act in the process of an incorporation-type company split conducted by the Company.</u></p>	
<p><u>(Preferred Interim Dividends)</u></p>	<p><u>(Delete)</u></p>
<p><u>Article 14-2 In the event of payment of Interim Dividends provided for in Article 51, the Company shall make a cash distribution from surplus in the amount prescribed below (hereinafter referred to as “Preferred Interim Dividends”) to the Preferred Shareholders or Registered Preferred Share Pledges, with priority over the Ordinary Shareholders or Registered Ordinary Share Pledges.</u></p>	
<p><u>First Series of Class 7 Preferred Shares</u> <u>Fifteen (15) yen per share. For Preferred Interim Dividends for the record date September 30, 2015, however, the Company shall pay fourteen point five-one (14.51) yen per share.</u></p>	

Current Articles of Incorporation	Proposed Amendments
<p><u>(Distribution of Residual Assets)</u></p> <p><u>Article 15</u> <u>If the Company distributes its residual assets in cash upon liquidation, the Company shall pay cash to the Preferred Shareholders or Registered Preferred Share Pledges, with priority over the Ordinary Shareholders or Registered Ordinary Share Pledges in the amount prescribed below:</u></p> <p><u>First Series of Class 7 Preferred Shares</u></p> <p>2. <u>One thousand (1,000) yen per share</u> <u>The Company shall not make a distribution of residual assets to the Preferred Shareholders or Registered Preferred Share Pledges other than as provided for in the preceding paragraph.</u></p>	<p><u>(Delete)</u></p>
<p><u>(Voting Rights for Preferred Shares)</u></p> <p><u>Article 16</u> <u>Unless otherwise provided for by laws or regulations, the Preferred Shareholders shall not have voting rights at any general meeting of shareholders.</u></p>	<p><u>(Delete)</u></p>
<p><u>(Acquisition Clause with Cash as Consideration for Preferred Shares)</u></p> <p><u>Article 17</u> <u>Deleted</u></p> <p>2. <u>The Company may, to the extent legally possible, acquire the First Series of Class 7 Preferred Shares from the Preferred Shareholders or Registered Preferred Share Pledges in whole or in part on or after July 1, 2022, when the date to be determined by resolution of the Board of Directors arrives after the issuance of the First Series of Class 7 Preferred Shares (hereinafter referred to as the “First Series of Class 7 Preferred Shares Acquisition Date”); provided, however, that only in cases where the Closing Price falls under the Minimum Acquisition Price on all ten (10) consecutive trading days (including the date of the meeting) up to and including the date of the meeting of the Board of Directors and the approval of the Financial Services Agency has been obtained in advance, the Board of Directors may decide the First Series of Class 7 Preferred Shares Acquisition Date. In this case, the Company shall deliver to the Preferred Shareholders of the First Series of Class 7 Preferred Shares the property provided for in Paragraph 3 of this Article in exchange for the acquisition of the First Series of Class 7 Preferred Shares.</u></p>	<p><u>(Delete)</u></p>

Current Articles of Incorporation	Proposed Amendments
<p data-bbox="284 210 810 1010"> <u>3. In exchange for the acquisition of the First Series of Class 7 Preferred Shares, the Company shall pay the cash amount of 1,000 yen per share of the First Series of Class 7 Preferred Shares plus the Preferred Dividends on the First Series of Class 7 Preferred Shares calculated on a prorated daily basis for the number of days from and including the first day of the business year in which the First Series of Class 7 Preferred Shares Acquisition Date falls to and including the day prior to the First Series of Class 7 Preferred Shares Acquisition Date (calculation shall be made to the third decimal place denominated in yen, and rounded off to the second decimal place) (however, if Preferred Interim Dividends were paid to Preferred Shareholders or Registered Preferred Share Pledgees of the First Series of Class 7 Preferred Shares in the business year in which the First Series of Class 7 Preferred Shares Acquisition Day falls, that amount shall be deducted).</u> </p> <p data-bbox="284 1010 810 1066"> <u>4. Partial acquisition shall be effected by proportional distribution or by lottery.</u> </p>	

Current Articles of Incorporation	Proposed Amendments
<p data-bbox="183 226 810 293"><u>(Acquisition Clauses of Preferred Shares in Exchange for Ordinary Shares)</u></p> <p data-bbox="183 309 810 1205"><u>Article 17-2 The Company shall mandatorily acquire all of the <i>First Series of Class 7 Preferred Shares</i> on March 31, 2025 (hereinafter referred to as the “Mandatory Acquisition Date”). In this case, the Company shall, in exchange for the acquisition of the <i>First Series of Class 7 Preferred Shares</i>, deliver to each Preferred Shareholder of the <i>First Series of Class 7 Preferred Shares</i> ordinary shares in the number obtained by multiplying the number of the <i>First Series of Class 7 Preferred Shares</i> held by the Preferred Shareholder by an amount equivalent to the payment amount per share of the <i>First Series of Class 7 Preferred Shares</i>, divided by the market price of Ordinary Shares as provided for in Paragraph 2 of this Article (hereinafter referred to as the “Mandatory Acquisition Price”). If the number of ordinary shares to be delivered in exchange for the acquisition of the <i>First Series of Class 7 Preferred Shares</i> includes a fractional share, such fraction shall be handled by the method provided for in Article 234 of the Companies Act.</u></p>	<p data-bbox="1098 226 1193 259"><u>(Delete)</u></p>

Current Articles of Incorporation	Proposed Amendments
<p>2. <u>Mandatory Acquisition Price</u> <u>The Mandatory Acquisition Price shall be the amount equivalent to the average daily closing price of Ordinary Shares of the Company (in regular trading) as reported by Tokyo Stock Exchange, Inc. (hereinafter referred to as the “Closing Price”) for the thirty (30) consecutive trading days (excluding trading days on which no Closing Price is reported) commencing on the forty-fifth (45th) trading day prior to the Mandatory Acquisition Date (such calculation shall be made to the first decimal place denominated in yen, and rounded down to the nearest whole number).; provided, however, that if, as a result of such calculation, the Mandatory Acquisition Price falls under the Minimum Acquisition Price (this price shall be the Closing Price on March 23, 2015 multiplied by 0.8 (such calculation shall be made to the first decimal place denominated in yen, and rounded down to the nearest whole number), or 421 yen if such price is less than 421 yen), the Mandatory Acquisition Price shall be the Minimum Acquisition Price (subject to adjustment in accordance with Paragraph 3 of this Article).</u></p>	

Current Articles of Incorporation	Proposed Amendments
<p>3. <u>Adjustment of the Minimum Acquisition Price</u></p> <p>i. <u>After the issuance of the <i>First Series of Class 7 Preferred Shares</i>, if any of the following applies, the Minimum Acquisition Price shall be adjusted by the following formula (hereinafter referred to as the "Minimum Acquisition Price Adjustment Formula") (such Minimum Acquisition Price after the adjustment shall be called the "Adjusted Minimum Acquisition Price" hereinafter). Calculation with the Minimum Acquisition Price Adjustment Formula shall be made to the first decimal place denominated in yen, and rounded down to the nearest whole number.</u></p> $ \begin{array}{r} \text{Adjusted} \\ \text{Minimum} \\ \text{Acquisition} \\ \text{Price} \end{array} = \begin{array}{r} \text{Pre-} \\ \text{adjustment} \\ \text{Minimum} \\ \text{Acquisition} \\ \text{Price} \end{array} \times \begin{array}{r} \text{Number} \\ \text{of} \\ \text{Already} \\ \text{Issued} \\ \text{Ordinary} \\ \text{Shares} \end{array} + \begin{array}{r} \text{Number} \\ \text{of} \\ \text{Ordinary} \\ \text{Shares} \\ \text{Delivered} \end{array} \times \begin{array}{r} \text{Payment} \\ \text{Amount} \\ \text{per} \\ \text{Share} \\ \text{Market Price} \end{array} $	

Current Articles of Incorporation	Proposed Amendments
<p>(A) <u>Issuance of Ordinary Shares or disposal (including gratis allotment) of Ordinary Shares that are treasury shares at a payment amount less than the market price (as defined in iii. below; the same shall apply hereinafter) used in the Minimum Acquisition Price Adjustment Formula (provided, however, that this does not apply where shares combined with acquisition claims for which delivery of Ordinary Shares of the Company can be requested or share options (including those attached to bonds with share options; the same shall apply hereinafter in Paragraph 3 of this Article), and other securities (hereinafter referred to as the “Shares Combined with Acquisition Claims, Etc.”) or shares combined with acquisition clauses that may be acquired by the Company in exchange for the delivery of the Company's Ordinary Shares or share options combined with acquisition clauses, and other securities (hereinafter referred to as “Shares Combined with Acquisition Clauses, Etc.”) are acquired or exercised and Ordinary Shares are delivered in exchange). The Adjusted Minimum Acquisition Price shall be applied on or after the date of payment (if a payment period is specified, this shall be the last day of such payment period; the same shall apply hereinafter) (in case of gratis allotment, the effective date of that allotment), or, if there is a record date for granting to shareholders the right to receive allotment of shares for subscription or for gratis allotment, on or after the day following that record date.</u></p> <p>(B) <u>Stock Split</u> <u>The Minimum Acquisition Price Adjustment Formula shall be applied to calculate the Adjusted Minimum Acquisition Price, deeming that the number of Ordinary Shares to be increased as a result of the stock split was delivered on the record date for the stock split (excluding the number of Ordinary Shares to be increased pertaining to Ordinary Shares that are treasury shares of the Company), and it shall be applied from the day following the record date.</u></p>	

Current Articles of Incorporation	Proposed Amendments
<p>(C) <u>Issuance of Shares Combined with Acquisition Claims, Etc. for which delivery of Ordinary Shares of the Company can be requested at a price less than the market price (defined in iv. below; the same shall apply in this (C), (D) and (E) below and in iii. (D) below) used for the Minimum Acquisition Price Adjustment Formula (including in the case of gratis allotment)</u> <u>The Adjusted Minimum Acquisition Price shall be calculated by applying the Minimum Acquisition Price Adjustment Formula, deeming that all of the Shares Combined with Acquisition Claims, Etc. are acquired or exercised under the original terms and that Ordinary Shares were delivered on the date of the payment of the Shares Combined with Acquisition Claims, Etc. (for share options, the date of allotment) (for gratis allotment, the effective date), or if there is a record date for the granting to shareholders of the right to receive allotment of Shares Combined with Acquisition Claims, Etc. or for gratis allotment, on such record date, and it shall be applied on and after the day following the date of the payment (for share options, the date of allotment) (for gratis allotment, the effective date) or on and after the record date.</u></p>	

Current Articles of Incorporation	Proposed Amendments
<p><u>Notwithstanding the above, if the price of the Preferred Shares has not been finalized on the date on which the Ordinary Shares are deemed to have been delivered, and Shares Combined with Acquisition Claims, Etc. are issued in such a manner that their price will be determined on a certain later date (hereinafter referred to as the "Price Determination Date"), and the determined price is less than the market price used in the Minimum Acquisition Price Adjustment Formula, the Adjusted Minimum Acquisition Price shall be calculated by applying the Minimum Acquisition Price Adjustment Formula, deeming that all of the Shares Combined with Acquisition Claims, Etc. remaining on the Price Determination Date have been acquired or exercised on the terms finalized on the Price Determination Date and that Ordinary Shares have been delivered, and it shall be applied on and after the day following the Price Determination Date.</u></p> <p><u>(D) Cases where Shares Combined with Acquisition Claims, Etc. issued by the Company are subject to a condition that the price thereof shall be modified on and after the date of issue (excluding adjustments to prevent dilution similar to this i. and ii. below) and where the price after modification (hereinafter referred to as the "Modified Price") on the date on which such modification is made (hereinafter referred to as the "Modification Date") is less than the market price used in the Minimum Acquisition Price Adjustment Formula The Adjusted Minimum Acquisition Price shall be calculated by applying the Minimum Acquisition Price Adjustment Formula, deeming that all of the remaining Shares Combined with Acquisition Claims, Etc. have been acquired or exercised at the Modified Price on the Modification Date and that Ordinary Shares have been delivered, and it shall be applied on and after the day following the Modification Date.</u></p>	

Current Articles of Incorporation	Proposed Amendments
<p>(E) <u>Cases where Ordinary Shares are delivered at a price less than the market price used in the Minimum Acquisition Price Adjustment Formula, in exchange for the acquisition of Shares Combined with Acquisition Clauses, Etc. The Adjusted Minimum Acquisition Price shall be applied on and after the date of acquisition. However, if the adjustments of the said acquisition price provided for in (C) and (D) above have already been made for such Shares Combined with Acquisition Clauses, Etc., to the extent that the number of fully diluted Ordinary Shares after Ordinary Shares are delivered in exchange for such acquisition (as defined in v. below) exceeds the number of already issued Ordinary Shares immediately prior to the acquisition, the excess number of shares of Ordinary Share shall be deemed to have been delivered, and the Adjusted Minimum Acquisition Price shall be calculated by applying the Minimum Acquisition Price Adjustment Formula, and if that number of fully diluted Ordinary Shares does not exceed the number of already issued Ordinary Shares immediately prior to the acquisition, the adjustment provided for in this (E) shall not be made.</u></p> <p>(F) <u>Stock consolidation</u> <u>The Adjusted Minimum Acquisition Price shall be calculated by applying the Minimum Acquisition Price Adjustment Formula after the number of Ordinary Shares decreased due to consolidation on and after the effective date of stock consolidation (excluding the number of Ordinary Shares decreased in relation to Ordinary Shares that are treasury shares of the Company as of the effective date) is expressed as a negative value and deemed as the number of Ordinary Shares to be delivered.</u></p> <p>ii. <u>In addition to cases described in i. (A) to (F) above, if the Company carries out a merger, company split, share exchange, share transfer, or other action that makes it necessary to adjust the Minimum Acquisition Price, the Price shall be changed to the one deemed appropriate by the Board of Directors.</u></p>	

Current Articles of Incorporation	Proposed Amendments
<p>iii. (A) <u>The “Market Price” used in the Minimum Acquisition Price Adjustment Formula shall be the amount equivalent to the average daily Closing Price of Ordinary Shares of the Company for the thirty (30) consecutive trading days (excluding trading days on which no Closing Price is reported) commencing on the forty-fifth (45th) trading day prior to the date on which the Adjusted Minimum Acquisition Price is applied (such calculation shall be made to the first decimal place denominated in yen, and rounded down to the nearest whole number). If any event of adjustment of acquisition price occurs during the above thirty (30) consecutive trading days, the Adjusted Minimum Acquisition Price shall be adjusted in accordance with Paragraph 3 of this Article.</u></p> <p>(B) <u>The “Pre-adjustment Minimum Acquisition Price” used in the Minimum Acquisition Price Adjustment Formula shall be the Minimum Acquisition Price that is effective on the day prior to the date on which the Adjusted Minimum Acquisition Price is applied.</u></p> <p>(C) <u>The “Number of Already Issued Ordinary Shares” used in the Minimum Acquisition Price Adjustment Formula shall be the number of shares of Ordinary Shares of the Company (excluding the number of Ordinary Shares that are treasury shares) already issued on the record date if there is a record date (in such cases, the number of Ordinary Shares deemed to have been issued on the record date in accordance with i. (A) to (C) above shall not be included) or on the date one month prior to the date on which the Adjusted Minimum Acquisition Price is applied if there is no record date plus the number of Ordinary Shares that have been deemed to be the number of delivered Ordinary Shares in accordance with i. and ii. above prior to adjustment of the Minimum Acquisition Price but that have not yet been delivered.</u></p>	

Current Articles of Incorporation	Proposed Amendments
<p>(D) <u>The “Payment Amount per Share” used in the Minimum Acquisition Price Adjustment Formula shall be: in the case of i. (A) above, the amount to be paid in (or zero (0) yen if it is gratis allotment) (or fair market value if it is payment in property other than money); in the case of i. (B) and (F) above, zero (0) yen; and in the case of i. (C) to (E) above, the Price (however, in the case of (D), the Modified Price).</u></p> <p>iv. <u>In i. (C) to (E) above and iii. (D) above, the "Price" means the amount paid in upon the issuance of Shares Combined with Acquisition Claims, Etc. or Shares Combined with Acquisition Clauses, Etc. (in the case of share options, the amount including the value of the property to be contributed upon the exercise of such share options) less the value of the property other than Ordinary Shares delivered to the holders of such Shares Combined with Acquisition Claims, Etc. or Shares Combined with Acquisition Clauses, Etc. upon such acquisition or exercise, divided by the number of Ordinary Shares delivered upon such acquisition or exercise.</u></p> <p>v. <u>In i. (E) above, the “number of “fully diluted Ordinary Shares” shall be calculated by subtracting the number of Ordinary Shares not yet delivered that are included in the Number of Already Issued Ordinary Shares pertaining to such Shares Combined with Acquisition Clauses, Etc. according to iii. (C) above from the Number of Already Issued Ordinary Shares on the date on which the Adjusted Minimum Acquisition Price is applied, and adding the number of Ordinary Shares to be delivered upon acquisition of such shares combined with acquisition clause, etc.</u></p>	

Current Articles of Incorporation	Proposed Amendments
<p>vi. <u>In cases where the record date for such acts as described in i. (A) to (C) above is established, and where each such act is subject to a resolution for approval of a certain matter at a general meeting of shareholders held on or after the relevant record date as a condition precedent, notwithstanding the provisions of i. (A) to (C) above, the Adjusted Minimum Acquisition Price shall apply on and after the day following the date of conclusion of the general meeting of shareholders that passed such approval resolution.</u></p>	
<p>vii. <u>If the difference between the Adjusted Minimum Acquisition Price calculated by the Minimum Acquisition Price Adjustment Formula and prior to applying the second sentence of i. above and the Pre-adjustment Minimum Acquisition Price is less than one (1) yen, no adjustment of acquisition price shall be made. However, if any circumstances arise that necessitate the adjustment of the Minimum Acquisition Price by the Minimum Acquisition Price Adjustment Formula at a later date and the Minimum Acquisition Price is to be calculated, the amount obtained by deducting such difference from the Pre-adjustment Minimum Acquisition Price (such calculation shall be made to the second decimal place denominated in yen, and rounded down to the first decimal place) shall be used instead of the Pre-adjustment Minimum Acquisition Price in the Minimum Acquisition Price Adjustment Formula.</u></p> <p><u>(Consolidation or Split of Preferred Shares and Rights to Be Allotted Shares, etc.)</u></p> <p><u>Article 18</u> <u>Unless otherwise provided for by laws or regulations, the Company shall not consolidate or split any Preferred Shares.</u></p> <p>2. <u>The Company shall not grant the Preferred Shareholders any rights to be allotted shares for subscription or share options for subscription.</u></p> <p>3. <u>The Company shall not grant the Preferred Shareholders any rights for the free allotment of shares or share options.</u></p> <p><u>(Order of Priority)</u></p> <p><u>Article 19 Deleted</u></p>	<p>(Delete)</p> <p>(Delete)</p>

Current Articles of Incorporation	Proposed Amendments
<u>(Prescription Period of Preferred Dividends)</u>	<u>(Delete)</u>
<p><u>Article 20</u> <u>The provisions set forth in Article 52 of these Articles shall apply mutatis mutandis to the payment of Preferred Dividends and Preferred Interim Dividends.</u></p>	
<p>Chapter <u>4</u> General Meeting of Shareholders Articles <u>21</u> – <u>25</u> (Omitted)</p>	<p>Chapter <u>3</u> General Meeting of Shareholders Articles <u>14</u> – <u>18</u> (Unchanged)</p>
<p><u>CHAPTER 4-2 General Meeting of Class Shareholders</u></p>	<u>(Delete)</u>
<p><u>(Application mutatis mutandis to General Meetings of Class Shareholders)</u></p>	<u>(Delete)</u>
<p><u>Article 26</u> <u>The provisions of Articles 22, 23, and 25 shall apply mutatis mutandis to general meetings of class shareholders.</u></p> <p> <u>2.</u> <u>The provisions of Paragraph 1 of Article 13 shall apply mutatis mutandis to general meetings of class shareholders held on the same day as ordinary general meetings of shareholders.</u></p>	
<p><u>(Manner of Adopting Resolutions of General Meeting of Class Shareholders)</u></p>	<u>(Delete)</u>
<p><u>Article 27</u> <u>Unless otherwise provided for by laws and regulations or these Articles of Incorporation, resolutions of a general meeting of class shareholders shall be adopted by an affirmative vote of a majority of the voting rights of the shareholders in attendance who are entitled to vote.</u></p> <p> <u>2.</u> <u>Resolutions of a general meeting of class shareholders provided for in Article 324, Paragraph 2 of the Companies Act shall be adopted by an affirmative vote of two-thirds (2/3) or more of the voting rights of the shareholders in attendance who hold in the aggregate not less than one-third (1/3) of the total number of voting rights of all shareholders who are entitled to vote.</u></p> <p> <u>3.</u> <u>In the event that the Company carries out any of the acts listed in each item of Article 322, Paragraph (1) of the Companies Act, a resolution of a general meeting of class shareholders of which Preferred Shareholders of the <i>First Series of Class 7 Preferred Shares</i> are members shall not be required unless otherwise provided for by laws and regulations.</u></p>	

Current Articles of Incorporation	Proposed Amendments
Chapter <u>5</u> Directors and the Board of Directors Articles <u>28</u> – <u>37</u> (Omitted) <u>Article 38</u> (Deleted)	Chapter <u>4</u> Directors and the Board of Directors Articles <u>19</u> – <u>28</u> (Unchanged) (Deleted)
Chapter <u>6</u> Audit & Supervisory Board Members and Audit & Supervisory Board Articles <u>39</u> – <u>46</u> (Omitted)	Chapter <u>5</u> Audit & Supervisory Board Members and Audit & Supervisory Board Articles <u>29</u> – <u>36</u> (Unchanged)
Chapter <u>7</u> Accounting Auditor Articles <u>47</u> – <u>48</u> (Omitted)	Chapter <u>6</u> Accounting Auditor Articles <u>37</u> – <u>38</u> (Unchanged)
Chapter <u>8</u> Accounts Articles <u>49</u> – <u>52</u> (Omitted)	Chapter <u>7</u> Accounts Articles <u>39</u> – <u>42</u> (Unchanged)

Proposal No. 3: Election of Nine (9) Directors

The terms of office of all nine (9) Directors: Atsushi Ukawa, Takayuki Ota, Toshiyuki Wada, Hirohito Sakaguchi, Osamu Tsukagoshi, Minoru Furukawa, Takao Koyama, Tomokazu Yamazawa and Atsuko Ogasawara will expire at the conclusion of this Annual General Meeting of Shareholders.

Accordingly, the Company proposes to elect nine (9) Directors in total, including four (4) Outside Directors. The candidates for Directors are as follows.

< Basic policy for nominating candidates for Directors >

In accordance with its management philosophy, the Company nominates candidates for Directors based on their potential to contribute to the Company's sustainable growth and enhancement of medium-to long-term corporate value.

While the Company is required to have a certain number of the Board members who are well versed in the Company's operations and its challenges, the diversity of expertise, experience and capability of the Board members must be secured in order to ensure its independence and objectivity. From this perspective, it is the Company's basic policy to nominate individuals with thorough knowledge of the Company's operations and challenges as candidates for management executives and other executive director positions, and individuals with a wide range of insights and background as candidates for Outside Directors.

< Procedures for nominating candidates for Directors >

The Company has established the Personnel Committee, and matters regarding the nomination of candidates for Directors are deliberated and finalized by the Board of Directors based on the results of the review by the said committee.

No.	Name	Current position within the Company	Attendance at the Board of Directors meetings
1	Atsushi Ukawa (Reappointment)	Representative Director, President and CEO	100.0% (15 / 15)
2	Takayuki Ota (Reappointment)	Representative Director and Chairman	100.0% (15 / 15)
3	Toshiyuki Wada (Reappointment)	Director and Senior Managing Executive Officer	100.0% (15 / 15)
4	Hirohito Sakaguchi (Reappointment)	Director and Managing Executive Officer	100.0% (11 / 11)
5	Osamu Tsukagoshi (Reappointment)	Director and Managing Executive Officer	100.0% (11 / 11)
6	Minoru Furukawa (Reappointment) (Outside Director) (Independent Officer)	Director (Outside Director)	100.0% (15 / 15)
7	Takao Koyama (Reappointment) (Outside Director) (Independent Officer)	Director (Outside Director)	93.3% (14 / 15)
8	Atsuko Ogasawara (Reappointment) (Outside Director) (Independent Officer)	Director (Outside Director)	100.0% (15 / 15)
9	Yoshihiro Nakagawa (New Appointment) (Outside Director) (Independent Officer)		

No.	Reappointment/Male	Date of birth	July 19, 1956	Age	66
1	Atsushi Ukawa	Years as a Director	11 years		
		Number of ordinary shares actually held	53,500 shares		
		Number of ordinary shares potentially held	119,940 shares		
		Past experience (Positions, responsibilities, and significant concurrent positions)			
Apr.	1980	Joined the Bank of Ikeda, Ltd. (currently The Senshu Ikeda Bank, Ltd.)			
Aug.	2006	General Manager, Corporate Planning Division, the Bank of Ikeda, Ltd.			
Nov.	2006	Executive Officer, the Bank of Ikeda, Ltd.			
May	2010	Executive Officer, The Senshu Ikeda Bank, Ltd.			
Jun.	2011	Director, The Senshu Ikeda Bank, Ltd.			
Jun.	2012	Director, the Company			
Jun.	2014	Managing Director, The Senshu Ikeda Bank, Ltd.			
Jun.	2016	Director and Senior Managing Executive Officer, The Senshu Ikeda Bank, Ltd.			
Jun.	2018	Representative Director, President and CEO, the Company (current position)			
Jun.	2018	Representative Director, President and CEO, The Senshu Ikeda Bank, Ltd. (current position)			
(Significant concurrent position)					
Representative Director, President and CEO, The Senshu Ikeda Bank, Ltd.					
< Reason for appointing Mr. Atsushi Ukawa as a candidate for Director >					
Mr. Atsushi Ukawa assumed the position of a Director of The Senshu Ikeda Bank, Ltd., a Group company, after having served in the Corporate Planning, operation & system and several other departments. After assuming the position of Director of The Senshu Ikeda Bank, Ltd., he successively held the positions of General Manager of the Operation Management Division and the Corporate Planning Division, Director in charge of Regional Headquarters and Director in charge of the Loan, personnel affairs and several other departments. He is especially well versed in the Corporate Planning and operation & system departments. Accordingly, the Company believes that he has abundant knowledge and experience to ensure precise, fair and efficient execution of the overall business of the Group and sufficiently high social credibility as Representative Director.					

* “Number of ordinary shares potentially held” represents the number of shares scheduled to be delivered in the future corresponding to share acquisition rights granted under the stock option plan and is presented as reference.

No.	Reappointment/Male	Date of birth	January 29, 1958	Age	65
2	Takayuki Ota	Years as a Director	7 years		
		Number of ordinary shares actually held	52,080 shares		
		Number of ordinary shares potentially held	76,600 shares		
		Past experience (Positions, responsibilities, and significant concurrent positions)			
Apr.	1981	Joined the Senshu Bank, Ltd. (currently The Senshu Ikeda Bank, Ltd.)			
Jun.	2009	General Manager, Credit Analysis Division, The Senshu Bank, Ltd.			
May	2010	Executive Officer, The Senshu Ikeda Bank, Ltd.			
Jun.	2011	Administration Officer, General Manager, Credit Division I, The Senshu Ikeda Bank, Ltd.			
Jun.	2013	Executive Officer, The Senshu Ikeda Bank, Ltd.			
Jun.	2014	Managing Executive Officer, The Senshu Ikeda Bank, Ltd.			
Jun.	2016	Director, the Company			
Jun.	2016	Director and Senior Managing Executive Officer, The Senshu Ikeda Bank, Ltd.			
Jun.	2018	Representative Director and Chairman, the Company (current position)			
Jun.	2018	Representative Director and Chairman, The Senshu Ikeda Bank, Ltd. (current position)			
(Significant concurrent position)					
Representative Director and Chairman, The Senshu Ikeda Bank, Ltd.					
< Reason for appointing Mr. Takayuki Ota as a candidate for Director >					
Mr. Takayuki Ota successively held the positions of General Manager of divisions and headquarters mainly in the Loan and CS departments of The Senshu Ikeda Bank, Ltd., a Group company. He also has considerable achievements in administering branch management as Director in charge of Regional Headquarters. Accordingly, the Company believes that he has abundant knowledge and experience to ensure precise, fair and efficient execution of the overall business of the Group and sufficiently high social credibility as Representative Director.					

No.	Reappointment/Male		Date of birth	October 8, 1963	Age	59	
3	Toshiyuki Wada		Years as a Director	3 years			
			Number of ordinary shares actually held			32,500 shares	
			Number of ordinary shares potentially held			45,400 shares	
Past experience (Positions, responsibilities, and significant concurrent positions)							
Apr.	1986	Joined the Bank of Japan					
May	2007	Associate Director-General, Personnel and Corporate Affairs Department, the Bank of Japan					
Jul.	2010	General Manager, Matsumoto Branch, the Bank of Japan					
Oct.	2012	Principal Examiner, Financial System and Bank Examination Department, the Bank of Japan					
Jun.	2014	Deputy Director-General and Principal Examiner, Financial System and Bank Examination Department, the Bank of Japan					
Apr.	2016	Director-General and Internal Auditor, Internal Auditors' Office, the Bank of Japan					
Jun.	2017	Managing Executive Officer, The Senshu Ikeda Bank, Ltd.					
May	2019	Executive Officer, the Company					
Jun.	2020	Director, the Company					
Jun.	2020	Director and Senior Managing Executive Officer, The Senshu Ikeda Bank, Ltd. (current position)					
Jun.	2021	Director and Senior Managing Executive Officer, the Company (current position) (Significant concurrent position) Director and Senior Managing Executive Officer, The Senshu Ikeda Bank, Ltd.					
< Reason for appointing Mr. Toshiyuki Wada as a candidate for Director > Mr. Toshiyuki Wada has successively held key positions in the personnel department, the financial system department, etc., of the Bank of Japan. He assumed office as Officer secondarily in charge of the Loan department and Officer in charge of the personnel affairs and Corporate Planning departments of The Senshu Ikeda Bank, Ltd. in June 2017 and has properly fulfilled his duties and responsibilities. Accordingly, the Company believes that he has abundant knowledge and experience to ensure precise, fair and efficient execution of the overall business of the Group and sufficiently high social credibility.							

No.	Reappointment /Male		Date of birth	October 26, 1964	Age	58	
4	Hirohito Sakaguchi		Years as a Director	1 year			
			Number of ordinary shares actually held			28,440 shares	
			Number of ordinary shares potentially held			31,800 shares	
Past experience (Positions, responsibilities, and significant concurrent positions)							
Apr.	1988	Joined the Bank of Ikeda, Ltd. (currently The Senshu Ikeda Bank, Ltd.)					
May	2016	General Manager, Honmachi Branch, The Senshu Ikeda Bank, Ltd.					
Jun.	2016	Executive Officer, The Senshu Ikeda Bank, Ltd.					
Jun.	2020	Managing Executive Officer, The Senshu Ikeda Bank, Ltd.					
Jun.	2021	Director and Managing Executive Officer, The Senshu Ikeda Bank, Ltd. (current position)					
Jun.	2022	Director and Managing Executive Officer, the Company (current position) (Significant concurrent position) Director and Managing Executive Officer, The Senshu Ikeda Bank, Ltd.					
< Reason for appointing Mr. Hirohito Sakaguchi as a candidate for Director > Mr. Hirohito Sakaguchi has long experience in the Loan department of The Senshu Ikeda Bank, Ltd., a Group company, successively serving as General Manager of the Honmachi Branch, Officer in charge of Regional Headquarters, and Deputy General Manager of the CS department. After assuming the position of Director of The Senshu Ikeda Bank, Ltd., he has continued to make considerable achievements in serving as Officer in charge of the CS department and the Loan department, and as Officer secondarily in charge of the Corporate Planning department. Accordingly, the Company believes that he has abundant knowledge and experience to ensure precise, fair and efficient execution of the overall business of the Group and sufficiently high social credibility.							

No.	Reappointment /Male	Date of birth	December 27, 1964	Age	58
5	Osamu Tsukagoshi	Years as a Director	1 year		
		Number of ordinary shares actually held	27,200 shares		
		Number of ordinary shares potentially held	27,200 shares		
Past experience (Positions, responsibilities, and significant concurrent positions)					
Apr.	1988	Joined the Senshu Bank, Ltd. (currently The Senshu Ikeda Bank, Ltd.)			
Jun.	2016	General Manager, Internal Audit Division, The Senshu Ikeda Bank, Ltd.			
Jun.	2017	Executive Officer, The Senshu Ikeda Bank, Ltd.			
May	2019	Executive Officer, the Company			
Jun.	2021	Managing Executive Officer, the Company (current position)			
Jun.	2021	Director and Managing Executive Officer, The Senshu Ikeda Bank, Ltd. (current position)			
Jun.	2022	Director and Managing Executive Officer, the Company (current position) (Significant concurrent position) Director and Managing Executive Officer, The Senshu Ikeda Bank, Ltd.			
< Reason for appointing Mr. Osamu Tsukagoshi as a candidate for Director > Mr. Osamu Tsukagoshi successively served as General Manager in the Loan, Internal Audit, and Corporate Planning departments of The Senshu Ikeda Bank, Ltd., a Group company. After assuming the position of Director of The Senshu Ikeda Bank, Ltd., he has continued to make considerable achievements in serving as Officer in charge of the personnel affairs department. Accordingly, the Company believes that he has abundant knowledge and experience to ensure precise, fair and efficient execution of the overall business of the Group and sufficiently high social credibility.					

No.	Reappointment /Outside Director /Independent Officer/Male	Date of birth	June 13, 1943	Age	79
6	Minoru Furukawa	Years as a Director	6 years		
		Number of ordinary shares actually held	30,600 shares		
		Number of ordinary shares potentially held	—		
Past experience (Positions, responsibilities, and significant concurrent positions)					
Apr.	1966	Joined Hitachi Zosen Corporation			
Jun.	1994	Chief Manager, Accounting Department, Hitachi Zosen Corporation			
Apr.	1998	Director, Hitachi Zosen Corporation			
Jun.	2001	Representative Director and Senior Managing Director, Hitachi Zosen Corporation			
Apr.	2005	Representative Director and President, Hitachi Zosen Corporation			
Jun.	2010	Representative Director, Chairman and President, Hitachi Zosen Corporation			
Apr.	2013	Representative Director, Chairman and CEO, Hitachi Zosen Corporation			
Apr.	2016	Representative Director and Chairman, Hitachi Zosen Corporation			
Jun.	2016	Outside Director, The Senshu Ikeda Bank, Ltd.			
Apr.	2017	Senior Corporate Advisor Director, Hitachi Zosen Corporation			
Jun.	2017	Senior Corporate Advisor, Hitachi Zosen Corporation			
Jun.	2017	Outside Director, UNITIKA LTD. (current position)			
Jun.	2017	Outside Director, the Company (current position)			
Jun.	2017	Non-Executive Director (non-full time), The Senshu Ikeda Bank, Ltd. (current position)			
Jun.	2018	Outside Director, OKK Corporation (currently Nidec OKK Corporation)			
Jun.	2021	Advisor, Hitachi Zosen Corporation (current position)			
(Significant concurrent positions)					
Advisor, Hitachi Zosen Corporation					
Outside Director, UNITIKA LTD.					
Auditor, Osaka Chamber of Commerce and Industry					
General Director, The Japan Machinery Federation					
Non-Executive Director (non-full time), The Senshu Ikeda Bank, Ltd.					
< Reason for appointing Mr. Minoru Furukawa as a candidate for Outside Director and expected roles>					
Mr. Minoru Furukawa has successively held such positions as Representative Director of Hitachi Zosen Corporation as well as key positions for Osaka Chamber of Commerce and Industry, The Japan Machinery Federation, and Kansai Economic Federation. He has properly overseen corporate management as an Outside Director since June 2017. The Company highly values his experience and capabilities, and believes that he will provide supervision and advice based on his knowledge if he is elected as Outside Director. The Company, therefore, proposes to reelect him as Outside Director.					
<Independence>					
There is no special interest between Mr. Minoru Furukawa and the Company.					
Mr. Furukawa satisfies the “Criteria for Independence of Outside Directors and Outside Audit & Supervisory Board Members” set forth by the Company.					
There are standard banking transactions between Hitachi Zosen Corporation, where Mr. Furukawa serves as Advisor, and the Group company. However, because such transactions in the most recent fiscal year account for less than 1% of each company’s ordinary income, they do not affect the independence of Mr. Furukawa.					
Mr. Furukawa’s role as Advisor at Hitachi Zosen Corporation is mainly to contribute to the business community and society, and he has not engaged in corporate management. Additionally, it has been six years since he left the office of Director of Hitachi Zosen Corporation.					

No.	Reappointment /Outside Director /Independent Officer/Male	Date of birth	December 11, 1948	Age	74
7	Takao Koyama	Years as a Director	6 years		
		Number of ordinary shares actually held	30,600 shares		
		Number of ordinary shares potentially held	—		
Past experience (Positions, responsibilities, and significant concurrent positions)					
Apr.	1971	Joined Hitachi, Ltd.			
Apr.	2004	General Manager, Kanto Area Operation, Hitachi, Ltd.			
Apr.	2007	Vice President and Executive Officer; and General Manager of Kansai Area Operation, Hitachi, Ltd.			
Apr.	2011	Representative Director, Executive Vice President and Executive Officer, Hitachi Solutions, Ltd.			
Apr.	2012	Director, Executive Vice President and Executive Officer, Hitachi Solutions, Ltd.			
Jun.	2016	Outside Director, The Senshu Ikeda Bank, Ltd.			
Jun.	2017	Outside Director, the Company (current position)			
Jun.	2017	Non-Executive Director (non-full time), The Senshu Ikeda Bank, Ltd. (current position) (Significant concurrent position) Non-Executive Director (non-full time), The Senshu Ikeda Bank, Ltd.			
<p>< Reason for appointing Mr. Takao Koyama as a candidate for Outside Director and expected roles > As Vice President, Executive Officer and General Manager of Kansai Area Operation of Hitachi, Ltd., Mr. Takao Koyama successively held such positions as Deputy General Manager of Corporate Sales & Marketing Group, followed by his position as a Representative Director and Executive Vice President of Hitachi Solutions, Ltd. He has properly overseen corporate management as an Outside Director since June 2017. The Company highly values his experience and capabilities, and believes that he will provide supervision and advice based on his knowledge if he is elected as Outside Director. The Company, therefore, proposes to reelect him as Outside Director.</p>					
<p><Independence> There is no special interest between Mr. Takao Koyama and the Company. Mr. Koyama satisfies the “Criteria for Independence of Outside Directors and Outside Audit & Supervisory Board Members” set forth by the Company.</p>					

No.	Reappointment /Outside Director /Independent Officer/Female	Date of birth	October 6, 1960	Age	62
8	Atsuko Ogasawara	Years as a Director	3 years		
		Number of ordinary shares actually held	7,000 shares		
		Number of ordinary shares potentially held	—		
Past experience (Positions, responsibilities, and significant concurrent positions)					
Apr.	1983	Joined The Mainichi Newspapers Co., Ltd.			
Apr.	2006	General Manager, Okayama Bureau, The Mainichi Newspapers Co., Ltd.			
Apr.	2008	General Manager, Economic Department, Osaka Headquarters, The Mainichi Newspapers Co., Ltd.			
May	2011	General Manager, Kyoto Bureau, The Mainichi Newspapers Co., Ltd.			
Jul.	2014	Deputy General Manager, Editorial Bureau, Osaka Headquarters, The Mainichi Newspapers Co., Ltd.			
Apr.	2016	General Manager, General Business Bureau, The Mainichi Newspapers Co., Ltd.			
May	2017	Director, Japan High School Baseball Federation			
Jun.	2018	Deputy Representative, Osaka Headquarters, The Mainichi Newspapers Co., Ltd.			
Jun.	2018	Director, The Daido Life Foundation (current position)			
Apr.	2020	Executive Director (Part-time), National University Corporation Osaka University			
Jun.	2020	Outside Director, the Company (current position)			
Jun.	2020	Non-Executive Director (non-full time), The Senshu Ikeda Bank, Ltd. (current position)			
Feb.	2021	Director, Kansai Innovation Center (current position)			
Mar.	2023	External Director, CTI Engineering Co., Ltd. (current position)			
		(Significant concurrent positions)			
		Director, The Daido Life Foundation			
		Director, Kansai Innovation Center			
		External Director, CTI Engineering Co., Ltd.			
		Non-Executive Director (non-full time), The Senshu Ikeda Bank, Ltd.			
< Reason for appointing Ms. Atsuko Ogasawara as a candidate for Outside Director and expected roles >					
Ms. Atsuko Ogasawara held key positions at The Mainichi Newspapers Co., Ltd. With her wide range of experience and achievements in the business world, Ms. Ogasawara has properly overseen corporate management as the first female Director of the Company since June 2020. The Company highly values her experience and capabilities and believes that she will provide supervision and advice based on her knowledge if she is elected as Outside Director. The Company, therefore, proposes to reelect her as Outside Director.					
<Independence>					
There is no special interest between Ms. Atsuko Ogasawara and the Company.					
Ms. Ogasawara satisfies the “Criteria for Independence of Outside Directors and Outside Audit & Supervisory Board Members” set forth by the Company.					

No.	New appointment /Outside Director /Independent Officer/Male	Date of birth	May 6, 1953	Age	70
9	Yoshihiro Nakagawa	Years as a Director			
		Number of ordinary shares actually held	—		
		Number of ordinary shares potentially held	—		
Past experience (Positions, responsibilities, and significant concurrent positions)					
Apr.	1976	Joined Hankyu Corporation			
Jun.	2002	General Manager, Musical Theater Business Department, Entertainment Division, Hankyu Corporation			
Jun.	2003	Deputy General Manager, Entertainment Division and General Manager, Musical Theater Business Department, Hankyu Corporation			
Jun.	2005	Director (Deputy General Manager, Entertainment Division and General Manager, Entertainment Control Department), Hankyu Corporation			
Apr.	2007	Managing Director (General Manager, Distribution Division) of Hankyu Corporation			
Apr.	2013	Senior Managing Director and Representative Director (General Manager, Entertainment Division) of Hankyu Corporation			
Mar.	2014	President and Representative Director of Hankyu Corporation			
Jun.	2014	Director, Hankyu Hanshin Holdings, Inc.			
Dec.	2016	Director, Hankyu Hanshin Hotels Co., Ltd.			
Apr.	2017	Chairman and Representative Director, Hankyu Hanshin Hotels Co., Ltd. (current position)			
Apr.	2017	Director, Gazoku-sansou Corporation (current position)			
		(Significant concurrent positions) Chairman and Representative Director, Hankyu Hanshin Hotels Co., Ltd. Director, Gazoku-sansou Corporation			
< Reason for appointing Mr. Yoshihiro Nakagawa as a candidate for Outside Director and expected roles > Mr. Yoshihiro Nakagawa has a wealth of experience and track record as a corporate manager, having served as Representative Director of Hankyu Corporation and Hankyu Hanshin Hotels Co., Ltd., and he also possesses sufficient social credibility. As such, the Company believes he would be able to fulfill the role of Outside Director. With the expectation that he will provide supervision and advice based on his knowledge if he is elected as Outside Director, the Company proposes to elect him as Outside Director.					
<Independence> There is no special interest between Mr. Yoshihiro Nakagawa and the Company. Mr. Nakagawa satisfies the “Criteria for Independence of Outside Directors and Outside Audit & Supervisory Board Members” set forth by the Company. There are standard banking transactions between Hankyu Hanshin Hotels Co., Ltd., where Mr. Nakagawa serves as Chairman and Representative Director, and the Group company. However, because such transactions in the most recent fiscal year account for less than 1% of each company’s ordinary income, they do not affect the independence of Mr. Nakagawa. It has been four years since he left the office of Director of Hankyu Hanshin Holdings, Inc..					

- Notes: 1. Mr. Minoru Furukawa, Mr. Takao Koyama, Ms. Atsuko Ogasawara, and Mr. Yoshihiro Nakagawa are candidates for Outside Directors as stipulated in Article 2, Paragraph 3, Item 7 of the Regulation for Enforcement of the Companies Act.
Mr. Minoru Furukawa, Mr. Takao Koyama, and Ms. Atsuko Ogasawara satisfy the requirements provided for by the Tokyo Stock Exchange and the criteria for independence set forth by the Company. The Company, therefore, has submitted to the Exchange a notification designating them as Independent Officers. If they are elected as originally proposed, they will continue to be Independent Officers. Mr. Yoshihiro Nakagawa satisfies the requirements provided for by the Tokyo Stock Exchange and the criteria for independence set forth by the Company. The Company, therefore, will submit to the Exchange a notification designating him as an Independent Officer. If he is elected as originally proposed, he will be an Independent Officer.
2. Mr. Minoru Furukawa, Mr. Takao Koyama, and Ms. Atsuko Ogasawara are currently Outside Directors of the Company, and their respective terms of office as Outside Directors will be six (6) years for both Mr. Minoru Furukawa and Mr. Takao Koyama, and three (3) years for Ms. Atsuko Ogasawara at the conclusion of this General Meeting of Shareholders.
3. Liability limitation agreements with Outside Directors
In accordance with stipulations in the Articles of Incorporation, the Company has concluded liability limitation agreements with Outside Directors to limit the liability for damages under Article 423, Paragraph 1 of the Companies Act to the amount stipulated in Article 425, Paragraph 1 of the Companies Act, assuming that the duties of the Outside Directors are performed in good faith and without gross negligence. If Mr. Minoru Furukawa, Mr. Takao Koyama, and Ms. Atsuko Ogasawara are elected as Outside Directors at this General Meeting of Shareholders, the Company plans to continue these agreements with them, and if Mr. Yoshihiro Nakagawa is elected as Outside Director at this General Meeting of Shareholders, the Company plans to newly conclude such an agreement with him.

4. Directors and Officers liability insurance (hereinafter, “D&O insurance”) contract
 The Company has concluded a D&O insurance contract that insures all Directors with an insurance company. This contract will cover any damages that may arise in the event that Directors assume liability resulting from the execution of their duties. The term of the D&O insurance contract is one year and will be renewed upon the Board of Directors’ resolution before the expiration date of the said term. If each candidate assumes office, they will be insured under the insurance contract.

Skill Matrix of Director Candidates

	Skill	Corporate management/ Governance	Financial accounting	Risk management/ Compliance	Organization/ Personnel	Marketing	IT/Digital	Social (ESG/SDGs)	Finance	Region
Internal Directors	Atsushi Ukawa	•	•	•	•		•	•	•	•
	Takayuki Ota	•			•	•			•	•
	Toshiyuki Wada	•	•	•	•			•	•	•
	Hirohito Sakaguchi	•	•			•		•	•	•
	Osamu Tsukagoshi	•	•		•			•	•	•
Outside Directors	Minoru Furukawa	•	•	•	•			•		
	Takao Koyama	•			•	•	•			
	Atsuko Ogasawara			•	•			•		
	Yoshihiro Nakagawa	•		•	•	•		•		

* Each skill item is marked with • if the following criteria are met.

Corporate management/Governance

- Has a high level of insight into corporate management and governance, having had experience in top management, management strategy, business management, and internal control supervisory departments or similar, and long experience as an Outside Director.

Financial accounting

- Has a high level of insight into finance and accounting, having had experience in finance departments, accounting departments, or similar.

Risk management/Compliance

- Has experience in risk management departments, legal departments, or similar, and a high level of insight into risk management and compliance, such as being qualified as an attorney-at-law.

Organization/Personnel

- Has a high level of insight into organizations and human resources, having had experience in human resource departments, experience in the management of entire organizations as top management, or similar.

Marketing

- Has a high level of insight into marketing, having had experience in sales departments (including as a branch manager at the Bank), or similar.

IT/Digital

- Has a high level of insight into IT and Digital, having had experience in systems departments, IT strategy planning and formulating departments, or similar.

Social (ESG/SDGs)

- Has a high level of insight into Social (including ESG), having had experience in departments planning and formulating ESG-related measures, PR departments, or similar.

Finance

- Is familiar with the banking business, domestic and overseas financial and economic conditions and regulatory trends, having had experience working in the banking business or experience working for financial authorities, etc.

Regions

- Is familiar with customers, trends, historical, geographical and cultural characteristics in the subsidiary bank’s business areas, having had experience working at the Company or subsidiary bank.

Proposal No. 4: Election of One (1) Substitute Audit & Supervisory Board Member

To prepare for an eventuality in which the number of Audit & Supervisory Board Members falls short of that stipulated by laws and regulations, the Company proposes the election of one (1) substitute Audit & Supervisory Board Member.

This proposal has been approved by the Audit & Supervisory Board.

The candidate for substitute Audit & Supervisory Board Member is as follows.

Outside/Independent Officer/Male Kenichi Yoshimoto	Date of birth	March 31, 1949	Age	74
	Years as an Audit & Supervisory Board Member	—		
	Number of ordinary shares actually held	—		
	Number of ordinary shares potentially held	—		
Past experience (Positions and significant concurrent positions)				
Apr.	1974	Assistant, Faculty of Economics, Wakayama University		
Apr.	1979	Associate Professor, Faculty of Economics, Wakayama University		
Apr.	1986	Associate Professor, School of Law, Osaka University		
Apr.	1994	Professor, School of Law, Osaka University		
Aug.	1997	Councilor, Osaka University		
Apr.	1999	Professor, Graduate School of Law and Politics, Osaka University		
Jan.	2003	Vice Chairman, Corporate Legal Committee, Osaka Chamber of Commerce and Industry		
Apr.	2004	Dean, Osaka University Law School		
Apr.	2004	Professor, Graduate Schools, Osaka University		
Apr.	2005	General Manager, Legal Office, Osaka University		
May	2006	External Audit & Supervisory Board Member, FURUNO ELECTRIC CO., LTD.		
Apr.	2012	Professor, School of Law, Kobe Gakuin University		
Aug.	2012	Special Counsel, DAICHI LEGAL PROFESSIONAL CORPORATION (current position)		
Apr.	2014	Councilor, Kobe Gakuin University		
Jun.	2016	Outside Audit & Supervisory Board Member, The Senshu Ikeda Bank, Ltd. (current position)		
		(Significant concurrent position)		
		Special Counsel, DAICHI LEGAL PROFESSIONAL CORPORATION		
		Outside Audit & Supervisory Board Member, The Senshu Ikeda Bank, Ltd.		

- Notes:
- There is no special interest between Mr. Kenichi Yoshimoto and the Company.
 - Mr. Kenichi Yoshimoto is a candidate for substitute Outside Audit & Supervisory Board Member and satisfies the requirements provided for by the Tokyo Stock Exchange and the criteria for independence set forth by the Company. Therefore, if he assumes office as Outside Audit & Supervisory Board Member, the Company will submit to the Exchange a notification designating him as Independent Officer. If he assumes office as Outside Audit & Supervisory Board Member, he will resign from the position of Outside Audit & Supervisory Board Member, The Senshu Ikeda Bank, Ltd.
 - The reason for nominating Mr. Kenichi Yoshimoto as a candidate for a substitute Outside Audit & Supervisory Board Member is that we believe that he will be able to conduct objective and neutral audits of the legality of the Company's business execution and other matters based on his experience as a university professor and his extensive insight.
Although he has not been involved in corporate management other than in his capacity as an outside director in the past, the Company believes that he will be able to appropriately perform his duties as an Outside Audit & Supervisory Board Member for the abovementioned reasons.
 - Liability limitation agreements with substitute Outside Audit & Supervisory Board Members
In the event that Mr. Kenichi Yoshimoto assumes office as Outside Audit & Supervisory Board Member, the Company intends to conclude a liability limitation agreement with him to limit the liability for damages under Article 423, Paragraph 1 of the Companies Act to the amount stipulated in Article 425, Paragraph 1 of the Companies Act, in accordance with stipulations in the Articles of Incorporation.
 - D&O insurance contract
The Company has concluded a D&O insurance contract with an insurance company, which covers any damages that may arise in the event that Audit & Supervisory Board Members assume liability resulting from the execution of their duties.
If Mr. Kenichi Yoshimoto assumes office as Audit & Supervisory Board Member, he will be insured under the insurance contract.

<Reference>

Criteria for Independence of Outside Directors and Outside Audit & Supervisory Board Members

The Senshu Ikeda Group judges the independence of the respective candidates for Outside Directors/Audit & Supervisory Board Members according to the following criteria.

<Standard for judging the independence>

At the Senshu Ikeda Group, as a general rule, Outside Directors/Audit & Supervisory Board Members shall be those who do not fall under any of the following requirements, at present or recently.¹

1. A person who deems the Group to be a major² business partner, or in the case of a company, an executing person thereof.
2. A person who the Group deems to be a major business partner, or in the case of a company, an executing person thereof.
3. A business consultant, an accounting specialist or a legal specialist who has received a large sum³ of money and other properties other than Officers' remuneration from the Group (or a quasi-executing person who has belonged to the payee's group).
4. A person who the Company deems to be a major shareholder⁴ of the Company, or in the case of a company, an executing person thereof.
5. A payee of a large sum of donation from the Group, or a quasi-executing person of the payee's group, in the case where the receiver of the monies, etc., is an entity.
6. A former executing person of any of the Group companies in the past.⁵
7. A relative⁶ of a person (excluding those who are not significant) mentioned below:
 - A. A person who is mentioned in the aforementioned items 1 through 6
 - B. Directors, Audit & Supervisory Board Members, Executive Officers and important employees of any of the Group companies

Notes:

1. Definition of "recently": Refers to cases that might be regarded as almost "at present," for example, including the case where said person fell under any infringement requirement item since the content of a proposal for the selection as Outside Director or Outside Audit & Supervisory Board Member was determined.
2. Definition of "major": Refers to 2% or more of the consolidated net sales per annum (Consolidated ordinary income in case of the Company) for the nearest fiscal year, as a benchmark for judgment.
3. Definition of "a large sum": Refers to a three-year average amount of ¥10 million or more per annum for the past three years.
4. Definition of "major shareholder": Refers to a shareholder who held 10% or more of the total voting rights at the end of the nearest fiscal year.
5. Definition of "past": Refers to "within 10 years up to the present."
6. Definition of "relative": Refers to "within the second degree of kinship of a person."

Shareholder Proposal

Proposal No.5 has been made by a shareholder. The number of voting rights held by such shareholder (one person) is 629.

“Reasons for the proposal” is presented in the original text as submitted by the shareholder.

Proposal No. 5: Partial Amendments to the Articles of Incorporation

1. Details of the proposal

The Company shall change its trade name to “*Kabushiki Kaisha Osaka Chuo Fainansharu Hoorudingusu*” in Japanese and “Chuo Osaka Financial Holdings, Inc.” in English.

2. Reasons for the proposal

The Bank of IKEDA, Ltd. conducted its business mainly in the Hokusetsu area (a region that encompasses the northern edge of Osaka Prefecture and the eastern edge of Hyogo Prefecture), and the Senshu Bank, Ltd. conducted its business mainly in Kishiwada, the southern part of Osaka. Both entities boasted extremely high name recognition in their respective regions. In 2009, the two companies merged to become Senshu Ikeda Holdings, Inc., and the deposit ranking of the merged company rose to around No. 30. While one would like to say that brand recognition has similarly risen, just a short distance from Osaka, most people are unaware of the place names of “Ikeda” or “Senshu.” This is not due to a lack of effort to make the name more well known, but rather a lack of familiarity with the place names themselves. Moreover, with the addition of the word “Holdings” alone to such unfamiliar place names, people do not understand what the company does.

Changing the trade name to “Chuo Osaka Financial Holdings, Inc.” would have a priming effect of making it recognizable to anyone all over Japan, and people of all ages would say, ‘Oh, I know it. It’s a large financial company in Osaka, so it is safe.’ It is in this hope that I make this proposal.

I ask all shareholders who are concerned about the future of Senshu Ikeda for their consideration.

Opinion of the Board of Directors regarding the Proposal No.5

The Board of Directors is **opposed** to this proposal.

The Company was established in October 2009 as a leading independent financial holding company in the Kansai region in terms of its scale and business content.

Since then, leveraging its characteristic feature as an independent company, the Company has fulfilled its role as a regional financial institution. Accordingly, the trade name of the Company, as well as the trade name of its core subsidiary, the Senshu Ikeda Bank, Ltd. have become widely known, and the Company does not believe it is necessary to change the trade name at this time.

Regarding the trade and company name of “Osaka Chuo Financial Holdings (in Japanese),” particularly “Osaka Chuo,” a part of that name, there are many company names that are highly similar, particularly the “Osaka Chuo” part (Note 1). The Company is concerned that this situation could lead to the misconception that the Company is a group company of such other unrelated companies. In addition, such a misconception may be detrimental to the characteristic feature of the Company as an independent company.

For this reason, the Company has determined that the proposal from a shareholder, namely, to change the trade name of the Company, will not contribute to the enhancement of shareholder value, and the Board of Directors opposes the proposal.

(Note 1) According to the Corporate Number Publication Site of the National Tax Agency, there are 56 companies that have “Osaka Chuo (in Japanese)” in their name (as of April 27, 2023).

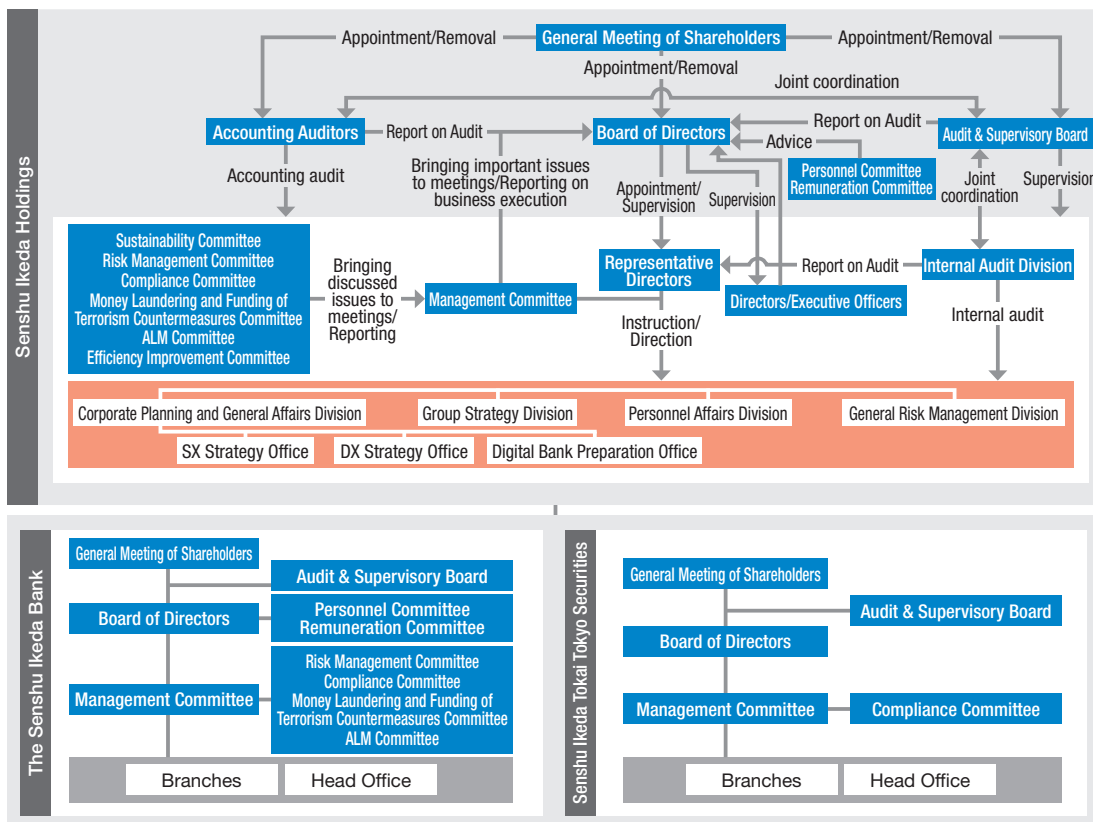
Initiatives regarding the Company's Corporate Governance

1 Basic concept regarding corporate governance

The Company is a holding company with subsidiaries such as the Senshu Ikeda Bank, which upholds the Management Principle of striving to become a financial group that “endear ourselves to the regional community” by providing services tailored to customers’ needs, while valuing “broad networks of relationships” and “an enterprising spirit.” In order to ensure sustainable growth and the medium- to long-term enhancement of corporate value, the Company is engaged in initiatives to develop its corporate governance in line with the following basic principles.

- (1) We respect the rights of our shareholders and strive to ensure their quality.
- (2) We consider the interests of stakeholders and strive to ensure appropriate cooperation.
- (3) We disclose corporate information in an appropriate manner and strive to ensure the transparency of such information.
- (4) The Board of Directors and the Audit & Supervisory Board strive to enhance the effectiveness of their supervision and audits of the execution of business in line with their fiduciary responsibilities for our shareholders.
- (5) We strive to engage in constructive dialogue with our shareholders in order to contribute to sustainable growth and the medium- to long-term enhancement of corporate value.

Corporate governance structure of the Group



2 The Board of Directors and the Audit & Supervisory Board

The Company has formulated the following basic policy with regard to the policy for nominating candidates for Directors and Audit & Supervisory Board Members of the Company

<Basic policy for nominating candidates for Directors>

In accordance with its management philosophy, the Company nominates candidates for Directors based on their potential to contribute to the Company's sustainable growth and enhancement of medium- to long-term corporate value.

While the Company is required to have a certain number of Board members who are well versed in the Company's operations and its challenges, the diversity of expertise, experience and capability of the Board members must be secured in order to ensure its independence and objectivity. From this perspective, it is the Company's basic policy to nominate individuals with thorough knowledge of the Company's operations and challenges as candidates for management executives and other executive director positions, and individuals with a wide range of insights and background as candidates for Outside Directors.

<Basic policy for nominating candidates for Audit & Supervisory Board Members>

The Company appoints as candidates for Audit & Supervisory Board Members (including Outside Audit & Supervisory Board Members) persons who can be expected to ensure independence from business executors and establish an excellent corporate governance system that is compatible with the sustainable growth and social credibility of the Company.

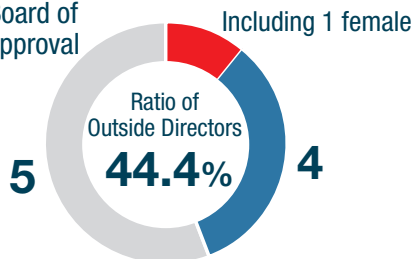
The Company secures various opportunities for substantive discussions and examinations by the Board of Directors, and determines the number of members of the Board of Directors from the perspective of emphasizing the speed of decision making. Currently, the Board of Directors is composed of nine Directors and four Audit & Supervisory Board members.

All four independent outside directors have management experience at other companies.

Some of the Directors have experience in international departments and with overseas work, and all have excellent knowledge, experience and capabilities. In terms of gender, we have appointed female outside directors, and in terms of work experience, some persons have had experience working in the media. In addition, we have endeavored to ensure diversity in terms of age, with three persons in their fifties, three persons in their sixties, and three persons in their seventies (following the approval of Proposal No. 3).

Composition of the Board of Directors following approval of Proposal No. 3

- Internal Directors
- Outside Directors



Initiatives regarding the Company's Corporate Governance

3 Basic Concept Regarding Business Portfolio

The Group established a Basic Concept Regarding Business Portfolio in May 2022 for the purpose of clarifying its business portfolio strategies and increasing the effectiveness of supervision by the Board of Directors.

Basic Concept Regarding Business Portfolio

1. Purpose of business portfolio management

The purpose of business portfolio management shall be to demonstrate synergies among businesses and strive for sustained enhancement of corporate value of the Group as a whole, consisting of the Company, its consolidated subsidiaries, and affiliated companies under the equity method (hereinafter, "the Group"), through the rearrangement of the overall business portfolio and allocation of management resources.

2. Classification of business areas

In business portfolio management, the business areas of the Group shall be classified into the corporate solutions division, retail division, private banking division, regional co-creation division, and other (market division), and the individual divisions shall be the basic unit for management judgments relating to the business portfolio.

3. Types of management judgments

The types of management judgments relating to the business portfolio shall be as follows.

- (1) Entry into new businesses
- (2) Expansion and improvement of existing businesses
- (3) Contraction of existing businesses and withdrawal from existing businesses
- (4) Selection of business models (solo or in alliance with external parties)
- (5) Other changes in business portfolio of a scale that would potentially have an impact on the corporate value of the Group
- (6) Allocation of management resources in line with the implementation of (1) through (5)

4. Governance structure

- (1) The Board of Directors of the Company will decide on basic matters regarding business portfolio management and supervise the implementation of business portfolio management.
- (2) The Management Committee of the Company will deliberate and decide on important matters regarding business portfolio management under the supervision of the Board of Directors.

5. Evaluation of businesses and consideration of non-financial value

- (1) In business portfolio management, businesses will be evaluated with the profitability of the individual division, growth potential, and synergy with other businesses as the basic focus of evaluation.
- (2) In making management judgements relating to the business portfolio, in addition to using the results of business evaluations, due consideration will also be given to non-financial value, including consistency with the Management Principle and contribution to regional communities.

6. Incorporation into management plans

When formulating or revising Medium-Term Business Plan and other management plans, the Board of Directors will deliberate on the need to review the business portfolio and management resources allocation plans and incorporate the outcomes of those deliberations in the management plans.

4 Evaluation of Effectiveness of Board of Directors

With the objective of enhancing the functions of the Board of Directors, the Company conducts an analysis and evaluation of its effectiveness on an annual basis. Since fiscal 2020, upon ensuring a mechanism in which external organizations are used to highlight issues, the Directors and Audit & Supervisory Board Members are asked to complete a questionnaire survey consisting of five sections, “Composition and operation of the Board of Directors,” “Management and business strategies,” “Corporate ethics and risk management,” “Evaluation and remuneration of executive management team,” and “Engagement with shareholders, etc.” for the purposes of self-evaluation.

[Issues in previous fiscal year and details of initiatives]

In fiscal 2022, the following six matters were established as issues, and we strived to improve the effectiveness of the Board of Directors by implementing or considering initiatives in those areas.

- (1) Clear statement of arguments and improvement of quantity and composition of those arguments in Board of Directors materials
For the improvement of the operation of the Board of Directors, summaries were introduced for some of the Board of Directors report materials in fiscal 2021. In fiscal 2022, a trial was conducted of clearly stating the “arguments” as a way of clarifying the key points for debate. We will continue to make improvements in the quantity and composition of those arguments to support supervision and discussion by the Board of Directors.
- (2) Officer training that will lead for the advancement of practical discussions
An annual training schedule for officer training was produced, and seminars for officers were conducted on the topics of “human capital management,” “cyber security,” “unconscious bias,” and “countermeasures against money laundering and funding of terrorism.” These seminars were attended by both internal and outside officers.
With the objective of deepening outside officers’ understanding of sales in the field, an observation tour of the subsidiary bank was conducted of two branches. Four Outside Directors, two Outside Audit & Supervisory Board Members, and two Outside Audit & Supervisory Board Members of the subsidiary bank participated in that tour.
- (3) Securing time for deliberation of important proposals
In fiscal 2021, we strived to secure time for deliberations by holding some joint Board of Directors meetings with Senshu Ikeda Bank and shortening the time required for explanations by providing matters for report in advance. In fiscal 2022, we organized and debated the concepts of “authority” and “responsibility” in the allocation of authority with the aim of achieving rational execution of duties.
- (4) Enhancement of debate relating to the promotion of human resources strategy and DX strategy
Based on the Basic Policy on Human Resources Development established in April 2021, in June 2022, a human resources development plan, comprising “development of solutions human resources who are equipped with both knowledge and experience,” “human resources development for a structure of 1,800 staff,” “creation of an organizational culture that encourages challenge and growth,” and “promotion of women’s advancement and fostering a culture of mutual understanding,” was resolved.
For DX strategy, after debating the issue on four occasions in fiscal 2022, we established a DX plan in March 2023.
- (5) Enhancement of supervision relating to the status of operation of the internal whistleblower system
The status of operation of the internal whistleblower system is confirmed every three months in Board of Directors meetings.
- (6) Enhancement of debate based on engagement with shareholders and investors and strengthening of information delivery
Shareholder roundtables had been held online since fiscal 2020 to prevent the spread of COVID-19, but in February 2023, one was held in person over two days. Financial results briefings were held on two occasions, and one-on-one meetings with institutional investors were held on a total of 42 occasions, involving 25 companies.
The content of these dialogues with shareholders and investors was discussed in Board of Directors meetings. To strengthen our delivery of non-financial information, such as TCFD disclosures, we published our inaugural Integrated Report in June 2022.

Initiatives regarding the Company's Corporate Governance

[Results of evaluation in the year under review]

For fiscal 2022 as well, analysis and evaluation were conducted at the Board of Directors meetings in April and May, 2023, based on the results of the questionnaire survey. In the survey, positive evaluations comprised the majority of responses, indicating that the issues of the previous year had been improved, resulting in confirmation that the effectiveness of the Board of Directors has been duly ensured.

Summary of Questionnaire on the Effectiveness of the Board of Directors

Item	Summary of FY2022 Survey
Surveyed officers	Senshu Ikeda Holdings 9 Directors & 4 Audit & Supervisory Board Members Senshu Ikeda Bank 11 Directors (including concurrently serving Directors) & 4 Audit & Supervisory Board Members (Total: 19)
Questions	<ul style="list-style-type: none"> ➢ Composition and operation of the Board of Directors ➢ Management and business strategies ➢ Corporate ethics and risk management ➢ Evaluation and remuneration of executive management team ➢ Engagement with shareholders, etc.
Evaluation	Scoring on 5-point scale

Overall score: Average 4.2 points (from a total of 5 points) (FY2020: 4.5 points; FY2021: 4.4 points)
Percentage of evaluations: Positive (Score of 5 or 4): 87%; Negative (Score of 2 or 1): 3%

[Key themes for further improvement of effectiveness]

In FY2023, we will position the following two themes as key themes to work on.

- (1) More active debate on and deepening of initiatives for human resources strategy
Particular emphasis will be given to discussion with an awareness of human capital management
- (2) Stricter implementation and monitoring/supervision of internal control
In light of conspicuous changes in the business environment, as the holding company, we will correctly identify and understand the key risks to the individual Group companies and strive to develop and implement a more effective system for supervision. In particular, in light of the fact that the world's eyes are increasingly on the Group, we will work toward the further improvement of effectiveness regarding the prevention of money laundering and funding of terrorism.

To work on these issues, we will strive to improve the content and quantity of materials for Board of Directors meetings to support the Board's supervision and debate. In addition, by promoting constructive dialogue with shareholders, we will strengthen our gathering of shareholders' opinions and connect them to the medium- to long-term enhancement of corporate value.

Similar analysis and evaluation has been conducted at our major subsidiary, Senshu Ikeda Bank, and we have confirmed that the effectiveness of the Bank's Board of Directors has been duly ensured.

5 Concept regarding the Company's cross-shareholdings

(1) Basic policy regarding cross-shareholdings.

Since the bank merger in 2010, the Company has reduced cross-shareholdings with the aim of reducing the risk of shareholding.

Going forward, we will continue to reduce cross-shareholdings. The reduction of cross-shareholdings will continue on the assumption of sufficient dialogue with our business partners after comprehensively considering matters such as the risk of shareholding and the efficiency of capital.

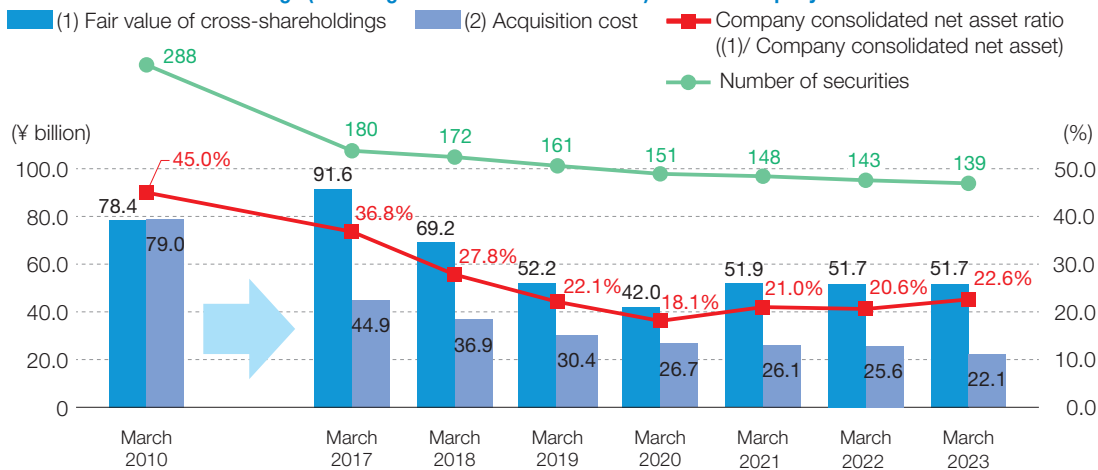
However, the Company may hold limited shares if this contributes to the medium- to long-term enhancement of the corporate value of the Group and investees or if this is deemed necessary for the creation of regional communities and for the revitalization of regional communities.

(2) Policy for FY2023 cross-shareholdings

The Company pursued the reduction of cross-shareholdings with the aim of reducing the ratio of the fiscal year-end book value of cross-shareholdings (including shares deemed to be held) to less than 20% of consolidated net assets by the end of fiscal 2023 (if shares deemed to be held are not included, the target ratio is less than 10% of consolidated net assets). During fiscal 2022, the Company divested six stocks with a market value of 4.5 billion yen. However, due to the increase in the market value of shares, the ratio of cross-shareholdings to consolidated net assets at the end of the fiscal year was 22.6%. We will continue to reduce cross-shareholdings in fiscal 2023 with the aim of achieving the target ratio.

(3) Holding status of cross-shareholdings

Balance of cross-shareholdings (including shares deemed to be held) and the Company's consolidated net asset ratio



Consolidated net asset ratio not including (actual ratio)
shares deemed to be held: 11.4% (in March 2023)

Initiatives regarding the Company's Corporate Governance

6 Policy for Determining Remuneration for Officers

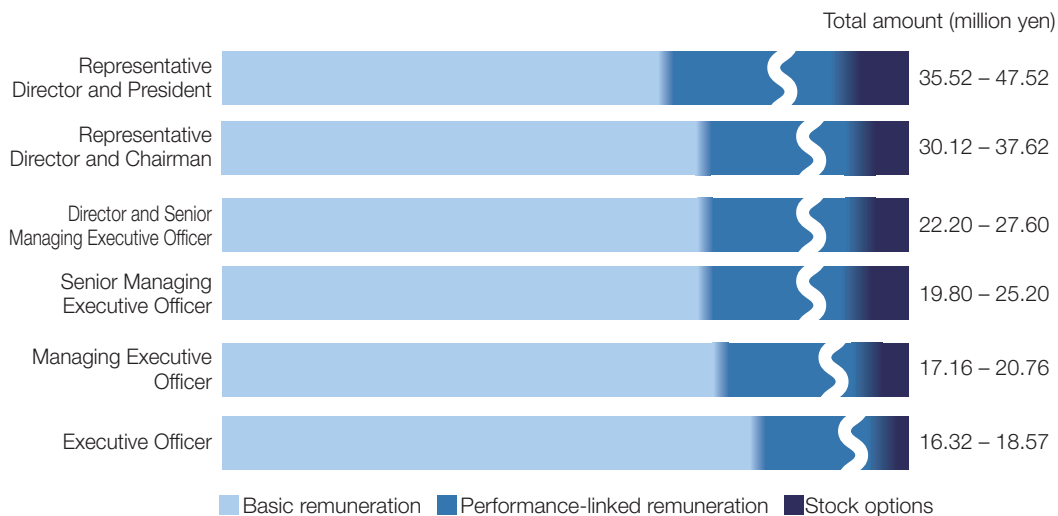
For details of the policy for determining remuneration for individual officers, please refer to **page 64** of this convocation notice (Japanese original).

Officer remuneration for the 15th term (fiscal 2023)

Details of officer remuneration for the 15th term under the decision-making policy are as follows. For persons concurrently serving at The Senshu Ikeda Bank, Ltd., the amount paid by the Bank is included.

1. Overall view of remuneration

Officer remuneration consists of basic remuneration, performance-linked remuneration, and stock options.



2. Basic remuneration

The amount of remuneration is determined according to position, responsibilities, etc.

3. Performance-linked remuneration

The performance indicators for the 15th term are as follows, and the amount of performance-linked remuneration fluctuates according to the achievement rate. If the achievement rate falls short of the range shown below, the lower limit of the predetermined performance-linked remuneration amount shall be paid, and if the achievement rate exceeds the range shown below, the upper limit shall be paid. The target values for each index are determined by the Board of Directors.

Item	Performance index
Profitability indicator	Bank non-consolidated core business net income (excluding gains and losses on investment trust cancelations)
Future potential indicator	Number of solutions
Soundness indicator	Capital adequacy ratio (holding company consolidated)

However, performance-linked remuneration shall not be paid if the following performance indicators set by the Board of Directors are not achieved.

Bank non-consolidated core business net income (excluding gains and losses on investment trust cancelations)
Profit attributable to owners of parent (holding company consolidated)

For Directors other than the President and Chairman, a certain ratio of performance-linked remuneration shall be determined by qualitative evaluation according to the performance status of each individual. The Board of Directors shall establish evaluation criteria for the performance status, and shall delegate the evaluation of each individual based on these criteria to the President.

4. Non-monetary remuneration

The type of shares subject to stock acquisition rights to be granted as stock options shall be common stock of the Company, and the number of shares subject to each stock acquisition right shall be 100 shares. The amount equivalent to the payment amount for the stock acquisition rights shall be determined based on position, responsibilities, and share price, etc. The determined amount is divided by the fair price of stock acquisition rights calculated by a fair calculation method, such as the Black-Scholes model, to obtain the number of shares, and the number of shares divided by 100 shall be the number of units of stock acquisition rights.

A claw-back clause for stock options shall be established, whereby in the event that there is deemed to have been illegal or improper execution of duties, acts that violate the duty of due care or duty of loyalty of a prudent manager, or acts equivalent thereto, the Company may acquire all the stock acquisition rights held by the holder of said stock acquisition rights (limited to stock acquisition rights granted as non-monetary remuneration of the Bank) without consideration.

Toward Vision '25

Management Principle

Strive to become a financial group that “endear ourselves to the regional community” by providing services tailored to customers’ needs, while valuing “broad networks of relationships” and “an enterprising spirit.”

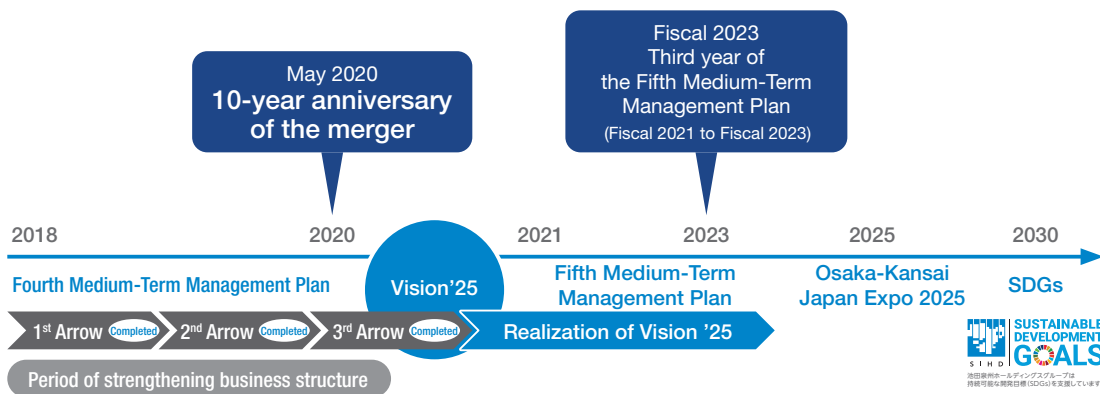
Vision '25

We contribute to building a future society where everyone can feel comfortable and thrive, by offering thorough solutions to our regional customers and developing our potential ability.

Basic Policy

- 1 Know the various issues facing customers, and accurately provide the optimum solutions from customers’ point of view. **Customers**
- 2 Create a workplace where employees can feel motivated, experience self-growth, and engage in diverse activities by living up to customers’ expectations. **Employees**
- 3 Contribute to the sustainable development of the regional communities and the creation of safe and prosperous lives for regional customers through our business activities. **Regional communities**

- In May 2020, the 10-year anniversary of the merger, the Group formulated **Vision '25**, the Group's vision for 2025, which will be a year of great growth of the Osaka-Kansai Japan Expo 2025. Following the completion of the period of strengthening our business structure under the Fourth Medium-Term Business Plan, **we aim to realize our growth strategy with a view to Vision '25 under the Fifth Medium-Term Business Plan.**



[Thorough Solutions]

- Expand the balance sheet of potentials, which is the Group's characteristics, towards the realization of Vision '25, and develop a thorough solution business

Balance sheet of potentials (possibility's balance sheet)

Advantages

Prosperous business areas

Market
(economic scale, gateway to Asia)
Innovation
(Concentration of universities and research institutions, many business openings)
Wealthy elderly, SMEs in diverse industries

Growth opportunities

- Umekita Second Phase (from 2024)
- Osaka-Kansai Japan Expo 2025



Photos provided by Japan Association for the 2025 World Exposition

The entire area of the city of Osaka was designated as "Super City" in April 2022.

Services, products

Employment support, business succession, M&A support, etc.
Senshu Ikeda Tokai Tokyo Securities, Shizen Soken, etc.

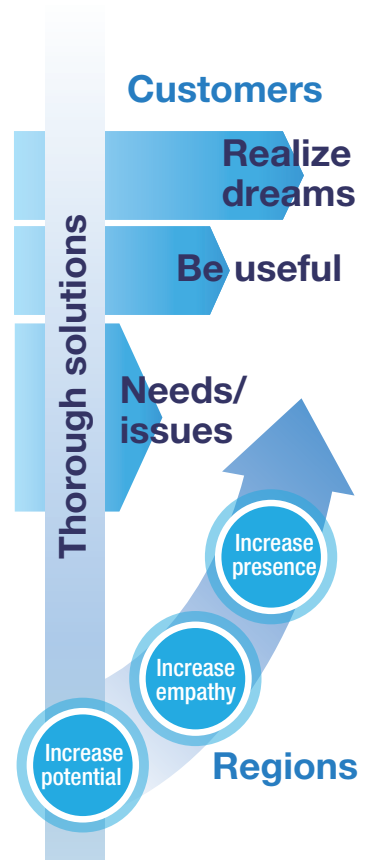
Alliances

Open collaborations/
open innovation
Industry, academia,
government, etc.
Other industries



Resources

Diverse human resources
High added value
Strategic partners



Expand the balance sheet of potentials with multiple networks and human resources development → High-quality solutions

Practicing the six key words in "The Growth S", a bold challenge to a changing future society
Speed – ability to achieve breakthroughs, Small Success – starting from small successes,
Solution – problem solving, Support – accompaniment, Suitability – appropriate suggestions,
Sustainability – seeking sustainability,

Sustainable Management

1 Sustainability Declaration



The Senshu Ikeda Holdings Group supports the Sustainable Development Goals (SDGs).



The Senshu Ikeda Holdings Group contributes to the realization of sustainable regional communities and is working to achieve its own sustainable growth by solving regional issues through business activities utilizing a wide range of partnerships, based on our management philosophy.

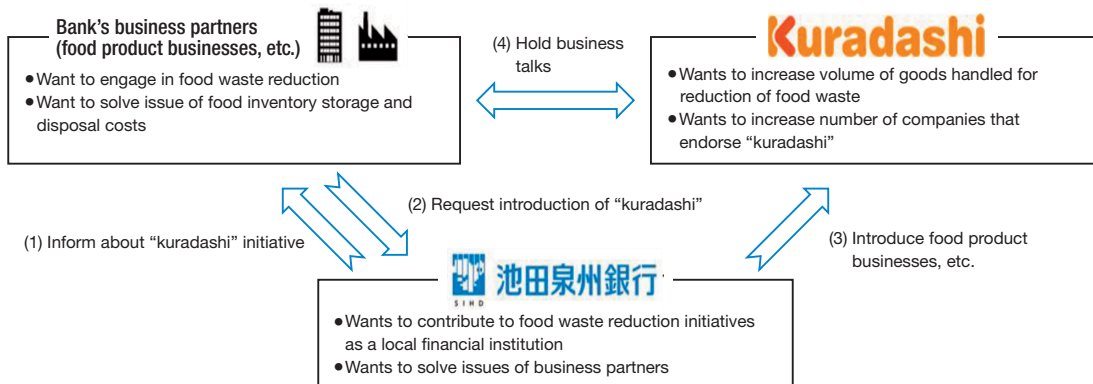
Examples of sustainability initiatives

Began handling positive impact finance (from April 2022)

- Amount implemented as of Dec. 31, 2022 (4 cases): 750 million yen

Business alliance with KURADASHI Co., Ltd. (from December 2022)

- Declaring as its vision to be “the company that reduces food waste the most in Japan,” KURADASHI Co., Ltd. is engaged in businesses that contribute to solving social issues.
- It purchases food products that are nearing their use-by dates and products that are difficult to sell on regular distribution routes due to issues such as packaging defects, and sells them on its e-commerce site, “kuradashi.”
- Senshu Ikeda Bank supports the SDGs management of its business partners by introducing them to kuradashi.
- Under this alliance, the Bank held a Kuradashi business talks event in January 2023, which 8 of the Bank’s business partners attended.



Initiatives for diversity and inclusion

1 Initiatives to realize diversity and inclusion

Fostering a culture of mutual understanding

Unconscious bias training	In order to foster a culture of mutual understanding, we provided training to executive personnel, including officers, to eliminate unconscious bias.
Chat sessions with the executive management team	We hold “chat sessions with the executive management team” as a “communication forum” aimed at revitalizing the organization through free and open dialogue. The President and other members of the executive management team visit the various workplaces, where they conduct initiatives aimed at increasing engagement through dialogue with staff on an equal footing. Since they began in October 2022, these chat sessions had been held at 55 locations by April 2023.




Positive action in promoting women’s advancement

Action plan	We have established the following numerical targets in order to promote the active participation of women, and will work to achieve them by March 31, 2027. <div style="border: 2px solid blue; padding: 10px; margin: 10px 0;"> <p>Target 1: The percentage of women in managerial positions* shall be 30% or more (21.6% as of March 31, 2022) (23.5% as of March 31, 2023)</p> <p>Target 2: The percentage of childcare leave-taking shall be 100% for both men and women (44.9% for men, 100% for women, and 71.3% for both men and women as of March 31, 2022) (92.3% for men, 100% for women, and 96.6% for both men and women as of March 31, 2023)</p> <p><small>* Managerial positions refer to positions in which the person is responsible for organizational management responsibilities as the person in charge. Specifically, this refers to a person who is in a position of “deputy manager,” “assistant,” or above, with subordinates.</small></p> </div>
Female leader training	As one of the “positive actions” to promote the active participation of women, we conduct training targeting career design and motivation.



Support for balancing work with childcare

“Returning-to-work support meetings”	We hold “returning-to-work support meetings” as an opportunity for employees who are in the same position, whether it be pre-childbirth or returning to work after childbirth, to get together. At these meetings we think about how to achieve balance for ourselves and about future career development through information provided from the Bank, the exchange of information among participants, and the experiences of senior employees. Since fiscal 2013, these meetings have been held every month, making it an important network for employees from the pre-childbirth stage to the child raising stage, irrespective of gender .	<p>Returning-to-work support meetings</p>
Planning Diary PAPA’S HAND BOOK	To celebrate female employees who give birth, we present them with a Planning Diary, which is a support tool for when they return to work. In addition, in order to create synergy between work and family, we present men whose partners have given birth with “PAPA’S HAND BOOK,” which contains a great deal of information necessary for parents following the birth of a child. We also offer messages of congratulations to new parents from the President.	<p>Planning Diary, PAPA’S HAND BOOK</p>
Shared use of Company-led daycare centers	As the chronic shortage of daycare centers continues, we are actively promoting the shared use of Company-led daycare centers. Companies take the initiative in securing daycare centers and supporting employees’ return to work after taking childcare leave.	

Improving work-life balance

<p>Operating the kid's banking college</p>	<p>Since fiscal 2015, we have been operating the “kid's banking college” at actual branches for the children of employees. Having parents and children think together about working while learning about the functions of banks and the professions of parents makes it possible to improve the work-life balance of the employees themselves. Parents and their children can enjoy participating in this event, where employees' children are allowed to actually wear the uniform, explore inside the bank, and interview their moms and dads about what is challenging and worthwhile in doing their work.</p>	 <p>kid's banking college</p>
<p>Introduction of “Wevox” engagement survey</p>	<p>We introduced “Wevox,” a tool designed to visualize in numbers engagement in the Bank and at its departments and branches by having staff complete a simple questionnaire survey on a regular basis. This will enable more effective approaches to increasing engagement with employees.</p>	
<p>Roundtable for Working Moms and Dads – Overcoming the Hurdle of 1st Grade</p>	<p>We held a panel discussion and roundtable with bank employees who have cleared the “hurdle of 1st grade” that working parents face when their children reach elementary school age and who are flourishing at the bank, to alleviate the anxieties felt when balancing work and raising children and to help them achieve that balance positively and develop their careers going forward.</p>	
<p>Introduction of side business scheme</p>	<p>With the objectives of enriching employees' private lives and, by extension, improving their work-life balance, we introduced a side business scheme that allows employees to engage in activities that take advantage of their hobbies and interests as a side business. It is hoped that the experiences, personal networks, and other benefits gained through such side businesses will be returned to the Bank, which will bring new discoveries and insights to the organization and lead to the creation of innovation.</p>	

2 External evaluation

<p>Eruboshi certification</p>	<p>A system of certification for companies that promote the active participation of women In 2016, we acquired the highest “three-star level.”</p>	
<p>Platinum Kurumin</p>	<p>A system of certification for companies that are working to support the balance between work and childcare In 2017, we acquired “Kurumin” and in 2020 we acquired “Platinum Kurumin” as a company that met the highest standards.</p>	
<p>Commendation for companies promoting equality and compatibility (Ministry of Health, Labour and Welfare)</p>	<p>In fiscal 2016, we received the “Minister of Health, Labour and Welfare Excellence Award” in the equal promotion company division of the “Equality and Compatibility Promotion Company Awards.”</p>	
<p>Osaka City Women's Advancement Leading Company Mayoral Commendation (Osaka City)</p>	<p>From among the 95 organizations certified from January to December 2016, we received the “Excellence Award” as a company that is particularly advanced or is continuing to make steady efforts.</p>	
<p>Blue Rose Award for women flourishing in the workforce</p>	<p>As the successor to the Osaka Sakuyahime Award, the Blue Rose Award recognizes women leaders who are expected to flourish even further in the workforce in future and to become a role model for women coming after them. Two of our employees received the Blue Rose Award in the inaugural awards in fiscal 2022.</p>	